



Date: 08.09.2023

To, The Listing Compliance NATIONAL STOCK EXCHANGE OF INDIA LTD. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400051 NSE SYMBOL: BTML	To, Manager Department of Corporate Services, BSE LIMITED P. J. Towers, Dalal Street, Mumbai – 400 001. BSE SCRIP: 543767
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Subject : Annual Report for the Financial Year 2022-23

Ref : Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to the Provisions of Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Annual Report together with notice of the AGM for the Financial Year 2022-23 and is also available on the website of the Company at www.bodhitreemultimedia.com.

This is for your information and record.

Thanking You.

Yours Faithfully,

For **BODHI TREE MULTIMEDIA LIMITED**

Mautik
Ajit Tolia

Digitally signed by
Mautik Ajit Tolia
Date: 2023.09.08
14:21:38 +05'30'

MAUTIK AJIT TOLIA
MANAGING DIRECTOR
DIN: 06586383



BODHI TREE MULTIMEDIA LIMITED

507, 5th Floor, Reliable Business Center Commercial Premises Co Op Soc Ltd, Anand Nagar, Opp Heera Panna Shopping Center, Oshiwara, Jogeshwari (W), Mumbai- 400102 Tel: 022 40101293 Email: info@bodhitreemultimedia.com www.bodhitreemultimedia.com

CIN: L22211MH2013PLC245208



CHARTING NEW HORIZONS IN CONTENT CREATION



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 10TH ANNUAL GENERAL MEETING OF THE MEMBERS OF BODHI TREE MULTIMEDIA LIMITED WILL BE HELD ON SATURDAY 30TH SEPTEMBER 2023 AT 9 AM THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS, TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

Item No. 1.

Adoption of financial statements:

To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended on that date and the Reports of the Directors and the Auditors thereon.

Item No. 2.

To re-appoint Mr. Mautik Ajit Tolia (DIN: 06586383) who retires by rotation & being eligible offers himself for re-appointment as Director:

"RESOLVED THAT, pursuant to the provisions of Section 152 (6) and other applicable provisions of the Companies Act, 2013 Mr. Mautik Ajit Tolia (DIN: 06586383) who retires by rotation & being eligible offers himself for re-appointment as Director, be and is hereby re- appointed as a Director liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 3

Increase The Authorised Share Capital Of The Company And Consequential Amendment In The Capital Clause In The Memorandum Of Association Of The Company.

To consider and if thought fit to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 61 and other applicable provisions if any, of the Companies Act. 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs, 12,50,00,000/- (Rupees Twelve Crore Fifty Lakhs only) divided into 1,25,00,000 (Rupees One Crore Twenty Five Lakhs) Equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 14,50,00,000/- (Rupees Fourteen Crores Fifty Lakh only) divided into 1,45,00,000 (One Crore Forty Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari-passu in all respect with the existing equity shares of the company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to section 13 and all other applicable provisions, if any, of the Companies Act 2013, consent of the members of the Company be and is hereby accorded, for alteration of clause V of the Memorandum of Association of the Company by substituting in its place and stead the following: -

"V. The authorised capital of the Company is Rs. 14,50,00,000/- (Rupees Fourteen Crores Fifty Lakh only) divided into 1,45,00,000 (One Crore Forty Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each with power to increase and /or reduce the capital of the Company as provided in the Articles of the Company."

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

Regularization of Additional Director Mr Niranjana Vidyasagar DIN 07477228 by appointing him as Non-Executive Independent Director.

Item No. 4

Declaration of Dividend

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

"To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as Ordinary Resolution(s):
"RESOLVED THAT a dividend at the rate of 5% percent (Viz. Re. 0.50/- per share having face value of Rs. 10/- each) fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2023 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2023."

"RESOLVED FURTHER THAT a dividend at the rate of Re 0.50 Per equity share capital of the company for the year ended 31st March 2023 be paid subject to the approval of the shareholders to those shareholders whose names appear on the register of members as on the date of Book Closing in proportion to the paid up value of the equity shares."

"RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby jointly/ severally authorised to do such things, actions and deeds as may be incidental or necessary to give effect to the payment of Final Dividend."

Item No. 5

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

"RESOLVED THAT, in accordance with the provisions of Sections 161(1) and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, Mr.Niranjan Vidyasagar DIN 07477228 who was appointed as an Additional Director of the Company with effect from 21/07/2023 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director, be and hereby appointed as Non-Executive Independent Director of the Company to hold office for a term of 5 years from 21/07/2023."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution

Item No. 6.

Regularization of Additional Director Mr Suyog Sanjay Jadhav DIN 07604183 by appointing him as Non-Executive Independent Director.

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

"RESOLVED THAT, in accordance with the provisions of Sections 161(1) and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of

Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, Mr Suyog Jadhav DIN 07604183 who was appointed as an Additional Director of the Company with effect from 20/12/2022 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director, be and hereby appointed as Non-Executive Independent Director of the Company to hold office for a term of 5 years from 20/12/2022."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution

By order of the Board
For Bodhi Tree Multimedia Limited

Sd/-

Mr. Mautik Ajit Tolia

Chairman & Managing Director
DIN 06586383

Date: 07/09/2023
Place: Mumbai

NOTES:

In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') General Circular Nos. 20/2020 and 2/2022 dated 5th May, 2020 and 5th May, 2022 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), the Company is convening the Annual General Meeting ('AGM') through VC/OAVM without the physical presence of the Members. In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Hence, in compliance with the Circulars, the 10th AGM of the Company is being held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM). The deemed venue for the 10th AGM shall be at the Registered Office of the Company

Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

The Members can join the EGM/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. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at <https://www.bodhitreemultimedia.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 and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

In terms of the provisions of section 152 of the Companies Act, 2013, Mr. Mautik Ajit Tolia, Managing Director retires by rotation at the AGM. Nomination and Remuneration Committee and the Board of Directors of the Company recommend their re-appointment. Details of the Directors retiring by rotation/ seeking re- appointment at the ensuing meeting are provided in the Notice.

The Register of Members and the Share Transfer Books of the Company will remain closed from, **Sunday, 24th September 2023 to Saturday, 30th September 2023** (both days inclusive). For the purpose of Annual General Meeting for the financial year ended 31st March 2023.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on **Wednesday, 27th September 2023** at 9.00 a.m. and will end on **Friday, 29th September 2023** at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **22nd September 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **22nd September 2023**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:




Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are

advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers
Individual Shareholders holding securities in demat mode with CDSL	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - Now, you will have to click on "Login" button.
 - After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?
- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 - Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 - Now you are ready for e-Voting as the Voting page opens.
 - Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - Once you confirm your vote on the resolution, you will not be allowed to modify your vote
- General Guidelines for shareholders**
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@csjmco.com with a copy marked to

evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@bodhitreemultimedia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@bodhitreemultimedia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The instructions for members for e-voting on the day of the EGM/AGM are as under:

1. The procedure for e-Voting on the day of the EGM/AGM is

same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM 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 system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the EGM/AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@bodhitreemultimedia.com. The same will be replied by the company suitably.

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	Mautik Ajit Tolia
Date of Birth	07/08/1978
Date of appointment	04/07/2013
Expertise in specific functional area	He has more than 20 years of vast and varied experience in media and entertainment sector
Qualifications	BA in Economics, Mumbai MA in Media Communication Studies, UK Msc Econ – International Politics, UK PLAM (Program on Leading And Managing), IIM Kolkata
Other Companies in which Directorship is held as on March 31, 2023	2 Companies
Chairman of Committees formed by Board of Other Companies on which he is a director as on March 31, 2023	Nil
Members of Committees formed by Board of Other Companies on which he is a director as on March 31, 2023	2
Shareholding in the Company as on March 31, 2023	44,00,975 Equity Shares

Name of the Director	Niranjan Vidyasagar
Date of Birth	20/10/1975
Date of appointment	21/07/2023
Expertise in specific functional area	He has expertise in Digital Marketing, Film Marketing
Qualifications	Post Graduate(M.B.A)
Other Companies in which Directorship is held as on March 31, 2023	NIL
Chairman of Committees formed by Board of Other Companies on which he is a director as on March 31, 2023	NIL
Members of Committees formed by Board of Other Companies on which he is a director as on March 31, 2023	NIL
Shareholding in the Company as on March 31, 2023	NIL

Name of the Director	Suyog Jadhav
Date of Birth	09/09/1989
Date of appointment	20/12/2022
Expertise in specific functional area	Mr. Suyog after fortifying his education with a Master's degree in Management Studies went on to begin his career as a business consultant in the healthcare industry where he created a synergy between corporate and grass root level rural Indian systems.
Qualifications	Master's degree in Management Studies
Other Companies in which Directorship is held as on March 31, 2023	NIL
Chairman of Committees formed by Board of Other Companies on which he is a director as on March 31, 2023	NIL
Members of Committees formed by Board of Other Companies on which he is a director as on March 31, 2023	NIL
Shareholding in the Company as on March 31, 2023	NIL

By order of the Board
For Bodhi Tree Multimedia Limited

Sd/-

Mr. Mautik Ajit Tolia

Chairman & Managing Director
DIN 06586383

Date: 07/09/2023
Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

The following explanatory statement relating to the accompanying notice set out all material facts:

Item No.3

The present Authorised Share Capital of the Company is Rs. 12,50,00,000/- (Rupees Twelve Crore Fifty Lakhs Only) divided into 1,25,00,000 (One Crore Twenty Five Lakh) Equity Shares having face value of Re. 10/- each. Considering the future expansion plans of the Company, the Board at its Meeting held on Thursday, 07th September 2023, had accorded its approval for increasing the Authorised Share Capital from existing Rs. 12,50,00,000/- (Rupees Twelve Crore Fifty Lakhs Only) divided into 1,25,00,000 (One Crore Twenty Five Lakh) Equity Shares having face value of Re. 10/- each to Rs.14,50,00,000/- (Rupees Fourteen Crore Fifty Lakhs Only) divided into 1,45,00,000 (Fifty One Crore Forty Five Lakh) Equity Shares having face value of Re. 10/- each." Subject to necessary approval of shareholder and other regulatory approvals if any.

Hence, pursuant to the provision of section 13,14,61,64 of the Companies Act 2013 it is proposed to increase the Authorised Share Capital of the Company from Rs. 12,50,00,000/- (Rupees Twelve Crore Fifty Lakhs Only) divided into 1,25,00,000 (One Crore Twenty Five Lakh) Equity Shares having face value of Re. 10/- each to Rs.14,50,00,000/- (Rupees Fourteen Crore Fifty Lakhs Only) divided into 1,45,00,000 (Fifty One Crore Forty Five Lakh) Equity Shares having face value of Re. 10/- each." and each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration/substituted to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of shareholders. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The Board recommends the **Ordinary Resolution** set out at **Item number 3** of the accompanying Notice in the interests of the Company.

Item No.4

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

"RESOLVED THAT a dividend at the rate of 5% percent (Viz. Re. 0.50/- per share) fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2023 and the same be paid as

recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2023."

"RESOLVED FURTHER THAT a dividend at the rate of Re 0.50 Per equity share capital of the company for the year ended 31st March 2023 be paid subject to the approval of the shareholders to those shareholders whose names appear on the register of members as on the date of Book Closing in proportion to the paid up value of the equity shares."

"RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby jointly/ severally authorised to do such things, actions and deeds as may be incidental or necessary to give effect to the payment of Final Dividend."

Item No.5

The Board recommends passing of the resolution as set out in Item No. 5 of the accompanying Notice as an Ordinary Resolution

Mr. Niranjana Vidyasagar DIN 07477228 who was appointed as an Additional Director of the Company with effect from 21/07/2023.

Mr. Niranjana Vidyasagar was appointed as an Additional Director of the Company with effect from 21/07/2023, in accordance with the provision of section 161 and 149(6) of the Company Act, 2013, read with the Articles of Association of the Company.

Pursuant to the provision of section 161 of the Company Act, 2013 Mr. Niranjana Vidyasagar, hold office up to the date of this Annual General Meeting of the Company.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, is of the view that the appointment of Mr. Niranjana Vidyasagar on the Board of the Company as Non-Executive Independent Director is desirable and would be beneficial to the Company.

It is proposed to seek member's approval for the appointment of and remuneration payable to Mr. Niranjana Vidyasagar as Non-Executive Independent Director of the Company.

Your Directors recommend resolution in item number 5 as Ordinary Resolution for approval of the members. None of the Directors, Key Managerial Personnel and their relatives thereof other than to Mr. Niranjana Vidyasagar has any concern or interest, financial or otherwise in the resolution set out in item number 5 of this notice. By order of the Board

Item No.6

The Board recommends passing of the resolution as set out in Item No. 6 of the accompanying Notice as an Ordinary Resolution

Mr. Suyog Jadhav DIN 07604183 who was appointed as an Additional Director of the Company with effect from 20/12/2022, in accordance with the provision of section 161 and 149(6) of the Company Act, 2013, read with the Articles of Association of the Company.

Pursuant to the provision of section 161 of the Company Act, 2013 Mr. Suyog Jadhav, hold office up to the date of this Annual General Meeting of the Company.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, is of the view that the appointment of Mr. Suyog Jadhav on the Board of the Company as Non-Executive Independent Director is desirable and would be beneficial to the Company.

It is proposed to seek member's approval for the appointment of

and remuneration payable to Mr. Suyog Jadhav as Non-Executive Independent Director of the Company.

Your Directors recommend resolution in item number 6 as Ordinary Resolution for approval of the members. None of the Directors, Key Managerial Personnel and their relatives thereof other than to Mr. Suyog Jadhav has any concern or interest, financial or otherwise in the resolution set out in item number 6 of this notice.

By order of the Board
For Bodhi Tree Multimedia Limited

Date: 07/09/2023
Place: Mumbai

Sd/-
Mr. Mautik Ajit Tolia
Chairman & Managing Director
DIN 06586383

DRAFT VERSION 3

DIRECTOR'S REPORT

The Board of Directors are pleased to present the Company Consolidated Annual Report and the Company's audited financial statements for the financial year ended 31st March, 2023.

1. OPERATING RESULTS

The operating results of the Company for the year ended 31st March, 2023 are as follow:

Particulars	Amount in Thousand			
	Year ended 31st March 2023		Year ended 31st March 2022	
	Standalone	Consolidated	Standalone	Consolidated
Revenue from Operations	4,28,216.82	4,28,216.82	593887.76	5,93,887.76
Profit before tax from continuing operations	45545.09	45,545.09	30337.99	30,337.99
Tax Expenses (Including Deferred Tax)	(12976.59)	(12976.59)	1951.93	1951.93
Profit after Tax	32568.50	32568.50	32289.13	32289.13
Total Income for the year	32568.50	32568.50	32289.13	32289.13

2. TRANSFER TO RESERVES

There are no transfers to any specific reserves during the year.

3. THE STATE OF THE COMPANY'S AFFAIR

During the year under review, your Company achieved total revenue from operations of Rs. 4,28,216.82/- (In Thousand) previous year (In Thousand Rs. 593887.76/-).

The profit after tax (including other comprehensive income) is at Rs. 32568.50/- In Thousand (previous year Rs. 32289.13/- In Thousand).

4. DIVIDEND

Your Directors recommended dividend of Rs.0.50 on per equity shares for the financial year ended 31st March 2023.

5. CASH FLOW AND CONSOLIDATED FINANCIAL STATEMENTS

As required under Regulation 34 of the Listing Regulations, a Cash Flow Statement and consolidated Financial Statement is part of the Annual Report.

6. THE CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of business of the Company.

7. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND.

There was no transfer during the year to the Investor Education and Protection Fund in terms of Section 125 of the Companies Act, 2013.

8. CONSERVATION OF ENERGY-TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE ETC.

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

2014 is furnished as Annexure A to Director's Report.

9. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed also discussed at the meetings of the Risk Management Committee and the Board of Directors of the Company. The Company has constituted Risk Management Committee and its risk management policy is available on the website of the Company.

10. INTERNAL CONTROL SYSTEM

The Company's internal controls system has been established on values of integrity and operational excellence and it supports the vision of the Company "To be the most sustainable and competitive Company in our industry". The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors and their significant audit observations and follow up actions thereon are reported to the Audit Committee.

11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year under review, your Company has not made any investment, given any loan or guarantee falling within the meaning of section 186 of the Companies Act, 2013 and the rules made thereunder.

12. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All the related party transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders.

The transactions are being reported in Form AOC-2 i.e. Annexure B in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014.

However, the details of the transactions with Related Party are provided in the Company's financial statements in accordance with the Accounting Standards.

All Related Party Transactions are presented to the Audit Committee and the Board. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature.

consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2023, and that of the profit of the Company for the year ended on that date.

- That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- That the annual accounts have been prepared on a going concern basis.
- The Board has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. POLICY ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

The Company has zero tolerance towards sexual harassment at the workplace and towards this end, has adopted a policy in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. All employees (permanent, contractual, temporary, trainees) are covered under the said policy.

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which redresses complaints received on sexual harassment. During the financial year under review, the Company has not received any complaints of sexual harassment from any of the women employees of the Company.

14. ANNUAL RETURN

Pursuant to the provisions of Section 92(3) of Companies Act, 2013 following is the link for Annual Return Financial Year 2022-23

<https://www.bodhitreemultimedia.com/about/investors.html>

15. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

During the financial year, the Board met 6 times on 07/04/2022, 04/08/2022, 07/09/2022, 14/11/2022, 29/11/2022, 20/12/2022 and 25/03/2023

16. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013 The Board of Directors of the Company hereby confirm:

- That in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure.
- That the selected accounting policies were applied

17. DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

18. PARTICULARS OF EMPLOYEES AND REMUNERATION

The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given as Annexure C to this report. In terms of provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of employees drawing remuneration in excess of the limits set out in the said Rules, if any, forms part of the Report.

The policy is available on the Company's website. www.bodhitreemultimedia.com.

19. DIRECTORS

Mr. Mautik Ajit Tolia is liable to retire by rotation in this ensuing Annual General Meeting and being eligible he has offered herself for reappointment.

Your directors recommend her re-appointment. Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.

There has been no change in the circumstances affecting their status as Independent Directors of the Company.

20. ATTRIBUTES, QUALIFICATIONS & INDEPENDENCE OF DIRECTORS, THEIR APPOINTMENT AND REMUNERATION

The Nomination & Remuneration Committee of Directors have approved a Policy for Selection, Appointment and Remuneration of Directors which inter-alia requires that composition and remuneration is reasonable and sufficient to

attract, retain and motivate Directors, KMP and senior management employees and the Directors appointed shall be of high integrity with relevant expertise and experience so as to have diverse Board and the Policy also lays down the positive attributes/criteria while recommending the candidature for the appointment as Director.

21. DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(7) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

22. STATUTORY AUDITORS

M/s SARA & Associates, Chartered Accountants, (Firm Registration No. 120927W), Mumbai, was appointed as Statutory Auditor of the Company at the 7th Annual General Meeting held on 15th September 2020, for a term of five years till the conclusion of the 12th AGM to be held in the year 2025.

23. INTERNAL AUDITORS

M/s S Khasgiwala & Co Chartered Accountants, were appointed as internal auditors by the Board for the financial year 2022-23 and who have issued their reports on quarterly basis.

23. SECRETARIAL AUDITORS

The Company has appointed M/s. Brijesh Shah & Co. Company Secretaries, as Secretarial Auditors of the Company to carry out the Secretarial Audit for the Financial Year 2022-2023 and to issue Secretarial Audit Report as per the prescribed format under rules in terms of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit Report for the FY 2022-23 is annexed herewith and forms part of this report as Annexure D. Secretarial Audit is not applicable to the Subsidiary, not being a material subsidiary.

24. COST RECORDS AND COST AUDIT

The provision of the Companies (Cost Records and Audit) Rules, 2014 is not applicable to the Company. Maintenance of cost records as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 was not applicable for the business activities carried out by the Company for the FY 2022-23. Accordingly, such accounts and records are not made and maintained by the Company for the said period.

25. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There are no qualifications, reservations or adverse remarks

or disclaimers made by the auditors and the practicing company secretary in their reports.

26. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management's Discussion and Analysis Report for the year under review, as stipulated under regulation 34 (3) and Part B of schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Annual Report as Annexure E.

27. HOLDING, SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES

M/s. Phataka Films LLP is the Joint Venture of the Company. The Consolidated Financial Statement of your Company form part of this Annual Report. Annual Report of your Company does not contain the Financial Statements of its Joint Venture. The Audited Annual Accounts and related information of the Company's Joint Venture will be made available upon request. Statement containing salient features of the financial statement of Joint Venture are disclosed in Annexure F.

28. VIGIL MECHANISM

The Company has established a vigil mechanism policy to oversee the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimisation of employees and Directors who express their concerns.

The Vigil Mechanism Policy is available at the website of the Company: www.bodhitreemultimedia.com.

29. REPORTING OF FRAUD BY AUDITORS

During the year under review, the Internal Auditors, Statutory Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Act, details of which needs to be mentioned in this Report.

30. ANNUAL EVALUATION BY THE BOARD

In compliance with the Companies Act, 2013, and Regulation 17 of the Listing Regulations, the performance evaluation of the Board and its Committees were carried out during the year under review.

31. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There are no material changes and commitments affecting the financial position of the Company occurred during the financial year.

32. THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE.

During the year there has been no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future.

33. COMMITTEES OF THE BOARD

In accordance with the Companies Act, 2013, There are currently 3 Committees of the Board, as follows:

• Audit Committee

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee as on the date of the report comprises of 3 Non-Executive Independent Directors.

Following are the members of the Committee

Saloni Sunil Kapadia

Independent Non-Executive Director, Chairman

Nutan Jha

Independent Non-Executive Director, Member

Mautik Ajit Tolia

Executive Director, Member

During the year there were in total 4 Audit committee meetings held on 07/04/2022, 07/09/2022, 14/11/2022 and 15/02/2023.

The Chairperson of Audit Committee was present in previous AGM held on 30/09/2022 to answer shareholder's queries.

Broad terms of reference of the Audit Committee are as per following:

The role of the audit committee shall include the following:

- 1 Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2 Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- 3 Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4 Reviewing with the management, the quarterly financial statements before submission to the board for approval;
- 5 Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
- 7 Approval or any subsequent modification of transactions of the listed entity with related parties.
- 8 Evaluation of internal financial controls and risk management systems.

- 9 Reviewing, with the management, performance of statutory and Internal Auditors, adequacy of the internal control systems.
- 10 Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- 11 Discussion with internal auditors of any significant findings and follow up there on.
- 12 Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- 13 Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 14 To review the functioning of the whistle blower mechanism.
- 15 Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.
- 16 Carrying out any other function as is mentioned in the terms of reference of the audit committee

• Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Section 178 of the Companies Act, 2013 read with regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committee comprises of 3 Non-Executive Directors.

The Nomination and Remuneration Committee met Once in the Financial Year 2022-2023 on 20/12/2022.

The necessary quorum was present in the said meetings.

The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company held on 30/09/2022.

The composition of the Committee and the details of meetings held and attended by the Directors are as under:

Uma Krishnan

Independent Non-Executive Director, Chairman

Nutan Jha

Independent Non-Executive Director, Member

Saloni Sunil Kapadia

Independent Non-Executive Director, Member

Role of nomination and remuneration committee, inter-alia, include the following:

- (1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) Devising a policy on diversity of board of directors;
- (4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
- (5) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (6) To recommend to the Board all remuneration, in whatever form, payable to senior management.

The policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters is available on company's website.

Remuneration of Directors

The remuneration of the Managing Director and Whole-Time Director is recommended by the Remuneration Committee and then approved by the Board of Directors and subsequently by the shareholders in general meeting within the limits prescribed in Companies Act, 2013.

Criteria for making payments

Non-Executive Directors of the Company are paid sitting fees for attending Board and Committee Meetings and no Commission is drawn by either of them during the year.

Performance evaluation criteria for Independent Directors:

- 1) Attendance and participations in the meetings.
- 2) Preparing adequately for the board meetings.
- 3) Contribution towards strategy formation and other areas impacting company performance
- 4) Rendering independent, unbiased opinion and resolution of issues at meetings.
- 5) Safeguard of confidential information.
- 6) Initiative in terms of new ideas and planning for the Company.
- 7) Timely inputs on the minutes of the meetings of the Board and Committee's.
- 8) Raising of concerns to the Board

Remuneration Policy

The Nomination and Remuneration Policy devised in accordance with Section 178(3) and (4) of the Companies Act, 2013 is available at the website of the Company: www.bodhitreemultimedia.com Further, criteria of making

payments to non-executive directors, the details of remuneration paid to all the Directors and the other disclosures required to be made under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been published below:

• Stakeholder Relationship Committee

The Stakeholder Relationship Committee of the Company is constituted in line with Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee comprises of 2 Non-Executive Independent Directors, 1 Non-Executive Non-Independent Director.

The committee looks into the shareholders and investors grievances that are not settled at the level of Compliance Officer and helps to expedite the share transfers and related matters. The Committee periodically reviews the status of stakeholders' grievances and redressal of the same.

The Committee met on 12/04/2022, 19/07/2022, 15/10/2021, and 13/01/2023.

The necessary quorum was present for all the meetings. The Chairman of the Committee was present at the last Annual General Meeting of the Company held on 30th September 2022.

The composition of the Committee during FY 2022-23 and the details of meetings held and attended by the Directors are as under:

Following are the members of the Committee.

Saloni Sunil Kapadia

Independent Non-Executive Director, Chairman

Mautik Ajit Tolia

Executive Director, Member

Sukesh Motwani

Executive Director, Member

The role of the committee shall inter-alia include the following:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend

warrants/annual reports/ statutory notices by the shareholders of the Company.

34. MEETING OF INDEPENDENT DIRECTORS

A separate meeting of the independent directors ("Annual ID Meeting") was convened on 25/03/2023, which reviewed the performance of the Board (as a whole), the Non-Independent Directors and the Chairman. Post the Annual ID Meeting, the collective feedback of each of the Independent Directors was discussed by the Chairperson with the Board covering performance of the Board as a whole, performance of the Non-Independent Directors and performance of the Board Chairman. All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there is no change in their status of Independence. As required under Section 149(7) of the Companies Act, 2013.

35. DETAILS OF FAMILIARIZATION PROGRAMMED IMPARTED TO INDEPENDENT DIRECTORS FOR THE FINANCIAL YEAR 2022-2023

On appointment, the concerned Director is issued a Letter of appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through an induction and familiarization program including the presentation and interactive session with the Committee Members and other Functional Heads on the Company's finance and other important aspects.

36. CORPORATE GOVERNANCE

Your Company always places a major thrust on managing its affairs with diligence, transparency, responsibility and accountability thereby upholding the important dictum that an Organization's corporate governance philosophy is directly linked to high performance. The Company understands and respects its fiduciary role and responsibility towards its stakeholders and society at large and strives to serve their interests, resulting in creation of value for all its stakeholders. In terms of Regulation 34 of SEBI (LODR) Regulations, furnishing of Corporate Governance Report is not applicable to the company.

37. OTHER DISCLOSURES

The Company does not have any Employees Stock Option Scheme in force and hence particulars are not furnished, as the same are not applicable. No proceedings against the Company is initiated or pending under the Insolvency and Bankruptcy Code, 2016. The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof – Not Applicable.

38. POLICIES

The Company seeks to promote highest levels of ethical standards in the normal business transactions guided by the value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates formulation of certain policies for listed companies. The Policies are reviewed periodically by the Board and are updated based on the need and compliance as per the applicable laws and rules and as amended from time to time. The policies are available on the website of the Company.

39. COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS

Your Directors hereby confirm that the Company has complied with the necessary provisions of the revised Secretarial Standard 1 and Secretarial Standard 2 to the extent applicable to the Company.

40. ENHANCING SHAREHOLDER VALUE

Your Company firmly believes that its success, the marketplace and a good reputation are among the primary determinants of value to the shareholder. The organisational vision is founded on the principles of good governance and delivering leading-edge products backed with dependable after sales services. Following the vision your Company is committed to creating and maximising long-term value for shareholders.

39. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The provisions of Section 135 of the Companies Act relating to Corporate Social Responsibility are not applicable as the Company is having Net worth less than rupees Five Hundred Crore, Turnover less than rupees One Thousand Crore and Net Profit less than rupees Five Crore.

41. ACKNOWLEDGEMENTS

Your Directors take this opportunity to express their sincere appreciation and gratitude for the continued co-operation extended by shareholders, employees, customers, banks, suppliers and other business associates.

By order of the Board
For Bodhi Tree Multimedia Limited

Sd/-

Mr. Mautik Ajit Tolia

Chairman & Managing Director
DIN 06586383

Date: 07/09/2023
Place: Mumbai

ANNEXURE A TO THE DIRECTORS' REPORT

Information pursuant to the Companies (Accounts) Rules, 2014

(A) Conservation of Energy

- i) The steps taken or impact on conservation of energy: NIL
- ii) The steps taken by the company for utilizing alternate sources of energy: NIL
- iii) The capital investment on energy conservation equipment's: NIL

(B) Technology Absorption

- i) The efforts made towards technology absorption: NIL
- ii) The benefits derived like product improvement, cost reduction, product development or import substitution:
 - Better economy, reduction in emission & clean operation;
 - Optimum efficiency
- iii) In case of imported technology (imported during the last year reckoned from the beginning of the financial year): NIL
 - The details of technology imported: NIL
 - The year of import: NIL
 - Whether the technology fully absorbed: NIL
 - If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and: NIL
- iv) The expenditure incurred on Research and Development: NIL

ANNEXURE B TO THE DIRECTORS' REPORT

FORM NO. AOC – 2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by BODHI TREE MULTIMEDIA LIMITED with the related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis

(a) Name(s) of the related party and nature of relationship	Nil
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) date(s) of approval by the Board	
(g) Amount paid as advances, if any	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sr. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	-
2	Amount	-
3	Nature of contracts/arrangements/transaction	-
4	Duration of the contracts/arrangements/transaction	-
5	Salient terms of the contracts or arrangements or transaction including the value, if any	-
6	Date of approval by the Board	-
7	Amount paid as advances, if any	-

ANNEXURE C TO THE DIRECTORS' REPORT

MEDIAN REMUNERATION

The information required under section 197 of the Act 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:

Name of the directors	Ratio to median remuneration
Non-executive directors	
Uma Chidambaram Krishnan	-----
Saloni Sunil Kapadia	-----
Nutanjha	-----
Executive directors	
Mautik Ajit Tolia	-----
Sukesh Devdas Motwani	6.06

- b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% Increase in remuneration in the financial year
Mautik Ajit Tolia	-----
Sukesh Devdas Motwani	6.06
Saloni Jain	-----
Ravi Bhavanishankar Bhatt	-17.5%

- c. The percentage increase in the median remuneration of employees in the financial year: 2.86%
- d. The number of permanent employees on the rolls of Company: 11
- e. Average percentile increases already made in the salaries of employees other than the managerial personnel 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:

The average annual increase was around 2.86%

Increase in the managerial remuneration for the year was 10.2%

- f. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Nomination and Remuneration Committee of the Company has affirmed at its meeting held on 20/12/2022 that the remuneration paid is as per the remuneration policy of the Company. The Policy is available on the Company's Website.

- g. There are no employees drawing salary in excess of 120 Lakhs as stipulated under section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The details of remuneration and commission paid to the Managing Director and Whole-Time Director are as follows:

Category of	Amount in Rs.	
Remuneration	Mautik Ajit Tolia	Sukesh Devdas Motwani
	Managing Director	Whole Time Director
	30,00,000.00	33,00,000.00

Sitting Fee paid to Non-Executive Directors and their shareholding as on 31st March, 2023 is as follows:

Name of the Director	Designation	Sitting fees paid in Rs.
Uma Chidambaram Krishnan	Independent Director	-----
Saloni Sunil Kapadia	Independent Director	-----
Nutanjha	Independent Director	-----

Fees Paid to The Statutory Auditors:

Total fees for all services paid by the Company to statutory auditors of the Company and other firms in the network entity of which the statutory auditors are a part, during the year ended March 31, 2023 is Rs.5,60,000/-.

DRAFT VERSION 3

ANNEXURE D TO THE DIRECTORS' REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2023

[Pursuant to regulation 24A of SEBI (LODR) 2015 and section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Bodhi Tree Multimedia Limited
Registered Address
507, Reliable Business Centre
Jogeshwari (West) Mumbai 400102.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bodhi Tree Multimedia Limited** (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 my opinion thereon.

Based on our verification of the 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 authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 2023, 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 The Company for the year ended on 31st March, 2023 to the extent applicable to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under to the extent applicable;
- II. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company: -

- (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, 2018;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not Applicable to the Company during the period under review;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable to the Company during the period under review;
- (f) The Securities and Exchange Board of India (Registrars to and Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; Not Applicable to the Company during the period under review;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not Applicable to the Company during the period under review;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; 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.

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

- a) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India; and
- b) Listing Agreements entered into by the Company with NSE Limited.

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards as mentioned above, except:

- *Some of the Intimations under the provisions of the Companies Act, 2013 have been filed after the lapse of statutory time period. However, necessary additional fees have been remitted for such delay*

I further report that:

The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors except there was delay in appointment of Non-Executive Women Independent Director. The changes in the composition of Board of Directors that took place during the year 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.

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

I further report that during the audit period:

- Company has allotted 12,49,200 Right Equity Shares face value of 10/-each at a price of Rs.100/-per Equity shares including a premium of Rs.90/-per equity share to its existing shareholders of the company.
- Company has increased Authorised share capital of the company from Rs. 11,00,00,000/- (Rupees Eleven Crores) to Rs. 12,50,00,000/- (Rupees Twelve Crore Fifty Lakh) and thereby altered the Capital Clause of the Memorandum of Association.
- Company has Allotted 99,96,800 Bonus Equity shares of Rs. 10/- through Circular Resolution in the ratio 4:1 to the member of the company.
- Company migrated from NSE Emerge to NSE Mainboard as well as BSE Mainboard.

For, **Brijesh Shah & Co.**
Company Secretaries

Mr. Brijesh Shah

COP: 23145

Mem No. 44476

PRC: 2494/2022

UDIN: A044476E000892565

Place: Mumbai

Date: 30.08.2023

ANNEXURE – A TO SECRETARIAL AUDIT REPORT

To,
The Members,
Bodhi Tree Multimedia Limited
Registered Address
507, Reliable Business Centre
Jogeshwari (West) Mumbai 400102.

Our Secretarial Audit Report dated 30th August, 2023 is to be read with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to make an audit report based on the secretarial records produced for 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 secretarial records. We believe that the processes 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. We have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
5. Compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. This 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, Brijesh Shah & Co.
Company Secretaries

Mr. Brijesh Shah
COP: 23145
Mem No. 44476
PRC: 2494/2022
UDIN: A044476E000892565

Place: Mumbai
Date: 30.08.2023

COMPLIANCE WITH THE CODE OF CONDUCT AND ETHICS

In accordance with Regulation 17(5)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and Senior Management Personnel of the Company have confirmed compliance with the Code of Business Conduct and Ethics for the financial year ended 31st March, 2023.

For Bodhi Tree Multimedia Limited

Sd/-

Mautik Ajit Tolia

Managing Director

DIN 06586383

DRAFT VERSION 3

CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

To,
The Board of Directors,
Bodhi Tree Multimedia Limited
507, Reliable Business Centre
Jogeshwari (West), Mumbai 400102

We, Mautik Ajit Tolia, Managing Director, Suresh Devdas Motwani, Whole Time Director & Ravi Bhavanishankar Bhatt CFO of the Company, hereby certify that for the financial year, ending 31st March, 2023;

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
- (ii) these statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- (b) there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) we accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- (d) we have indicated to the Auditors and the Audit Committee:
- (i) significant changes, if any, in the internal control over financial reporting during the year.
- (ii) significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
- (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Bodhi Tree Multimedia Limited

Sd/-
MAUTIK Ajit Tolia
Managing Director
DIN 06586383

Sd/-
Suresh Devdas Motwani
Wholetime Director
DIN 06586400

Sd/-
Ravi Bhavanishankar BHATT
CFO

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations).

To
The Members,
Bodhi Tree Multimedia Limited
507, Reliable Business Centre,
Jogeshwari (West), Mumbai 400102.

I have examined the relevant registers records forms returns and disclosures received from the Directors of **Bodhi Tree Multimedia Limited** having **CIN L22211MH2013PLC245208** and having registered office at 507, Reliable Business Centre, Jogeshwari (West), Mumbai 400102., Maharashtra, India. (hereinafter referred to as 'the Company') produced before me by the Company for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India Ministry of Corporate Affairs or any such other Statutory Authority.

Sr No.	Name of Director	DIN	Date of Appointment in Company
1	Mautik Ajit Tolia	06586383	04/07/2013
2	Sukesh Devdas Motwani	06586400	04/07/2013
3	Uma Chidambaram Krishnan	08824361	25/08/2020
4	Saloni Sunil Kapadia	08836105	17/08/2020
5	Nutanjha	08848553	25/08/2020
6	Suyog Jadhav	07604183	20/12/2022

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Disclaimer: We have not been made available with details or clarification or Non-Applicability certificate, with respect to debarment or disqualification pursuant to any order from civil or criminal court and thus we are unable to conclude any opinion on attraction of disqualification by any such order which have not been presented before us for reporting.

For, Brijesh Shah & Co.
Practicing Company Secretaries

Sd/-
Mr. Brijesh shah
COP: 23145
Mem No. 44476
PRC: 2494/2022
UDIN: A044476E000892521

Place: Mumbai
Date: 30.08.2023

COMPLIANCE CERTIFICATE FROM PRACTICING COMPANY SECRETARIES REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE.

To,
The Members,
BODHI TREE MULTIMEDIA LIMITED
507, Reliable Business Centre
Jogeshwari (west) Mumbai 400102

1. The Corporate Governance Report prepared by BODHI TREE MULTIMEDIA LIMITED ("the Company"), contains details as stipulated in Regulations 17 to 27 and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('applicable criteria') with respect to Corporate Governance for the year ended March 31, 2023. This certificate is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company.

Management Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors is also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Our Responsibility

4. Our responsibility is to provide a reasonable assurance in the form of an opinion whether the Company has complied with the condition of Corporate Governance, as stipulated in the Listing Regulation.
5. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
6. The procedures selected depend on our judgment, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures include but not limited to verification of secretarial records of the Company. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis.

Opinion

7. Based on the procedures performed by us as referred above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2023.

Other Matters and restriction on use

8. This Certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

9. This Certificate is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

10. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

For, Brijesh Shah & Co.

Practicing Company Secretaries

Sd/-

Mr. Brijesh shah

COP: 23145

Mem No. 44476

PRC: 2494/2022

UDIN: A044476E000892543

Date: 30.08.2023

Place: Mumbai

DRAFT VERSION 3

ANNEXURE E TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

Overview

Our Company was incorporated in the year 2013 as "Bodhi Tree Multimedia Private Limited" under the provision of the Companies Act, 1956 in Mumbai. The name of our company was subsequently changed to "Bodhi Tree Multimedia Limited" pursuant to special resolution passed by the Shareholders dated August 18, 2020 of the company and a fresh certificate of incorporation consequent upon conversion from Private Company to Public Company was issued by the Registrar of Companies, Mumbai dated September 1, 2020. Our Company was created with the main objects (As per MOA) as mentioned below: To Carry on in India and abroad the business of making of Small or Big Films either for General Public Viewing or Television, TV Serials for any TV Channels in India or abroad either alone or in collaboration with others, Creation, Manufacturing, Consultants etc. of different type of Contents like Text, Audio, Video Content used in all types of communication carriers, develop, create, conceptualize, advise any commercial dissemination of Content/ information (Content Films and/or Serials etc.) by various types of modes available now and in future based on Telephone, TV., Cable, Mobile network and any other types of media available in India or abroad either for itself or for any other client. We operate our activities from our registered office and studios located in 507, Reliable Business Centre, Jogeshwari (West), Mumbai - 400102, Maharashtra, India. Our Company has studios obtained on rent basis whenever is require. Our list of clients includes some of the renowned names in Films, Television and OTT Industry.

Business Overview

Our business model is B2B, wherein the primary business activity includes content production for television, films and

digital platforms. We have been in the forefront of creating differentiated and edgy content through its distinct line-up of shows. Our business activities operate in 3 verticals at present: TV – Hindi GEC (General Entertainment Channels), Digital Content (OTT), and Regional content in multiple languages. 1) TV – Hindi GEC: We produce contents for linear broadcast networks like Zee, Sony, Star, Disney, Viacom, Sun and others. These contents include daily soaps, reality shows etc. 2) Digital Platforms (OTT): We produce content for non-linear platforms such as Netflix, Voot, etc 3) Regional Shows: We also produce content in regional languages including Tamil, Marathi, Bengali, and Gujarati on both TV and OTT platforms. Since inception, we have produced a robust line-up of more than 30+ shows for major Broadcasters & OTT platforms. We have produced more than 1000+ hours of content on Television and OTT. The shows have encompassed all genres - drama, thriller, horror, comedy and lifestyle. The company has produced shows across multiple languages – Hindi, Tamil, Marathi, Gujarati and Bengali. The client roster includes all the major entertainment networks. Our team comprises of the most experienced minds in the entertainment content business with a proven track record of delivering successful television shows across all genres. The team skill sets cover both fiction and non-fiction content programming with combined experience of 10+ years and 100 + television shows between them.

Key Cost Drivers

The main cost drivers in our business are the key talents (writers, directors, actors, technicians etc.) and rentals for locations, camera, lights, edit machines etc. hired for producing the content.

Key Contents Produced by us:

OUR PRODUCT PORTFOLIO





Our Strengths

Strong Brand Value

We believe that the name Bodhi is well established, it enjoys a strong reputation in the Indian media industry. We use the Bodhi Tree name for our Hindi and other regional language film production and distribution businesses. Through our continued efforts, both with participants and audiences, we seek to continue to benefit from the positive values associated with the brand Bodhi as a business to business (B2B) and business to consumer (B2C) name. We have worked with large number of marque clients which includes some of the renowned names in Films, Television and OTT Industry. We stand ahead of our competitors mainly due to our long term relationship with our clients and we have a proven track records of deliverables in timely and cost effective manner which has created a brand loyalty amongst our clients. Our specialization in genres like Youth, Horror, Thriller and Edgy contents has strengthen the brand Bodhi in the media industry.

Experienced Team

Our team has significant industry experience and it has a significant role in the consistent growth of our Company. Our team combines expertise and experience to outline plans for future development of our Company. Our Creative team comprising of writers, artists, directors, etc. We always carry a trending outlook, optimistic nature and a confident attitude towards every assignment may it be Producing, Directing of Film or OTT based Web series. Our team possesses a deep understanding of the Indian entertainment business including an understanding of talent relationships, deal structuring and strategic content exploitation, and is therefore well-positioned to focus on the continued strengthening of our distribution network to capitalise on our competitive advantage and our expansion into new media distribution. We believe that our teams experience and expertise has been essential in adopting the appropriate strategies to source our film content in a cost effective manner and in maximising the monetisation of our content.

Highly effective and efficient Sales and Marketing plays catalyst in acquiring more customers and media rights

The market is highly competitive and fragmented. We compete with a variety of Entertainment and Production houses, as well as service providers. Our management team possesses a deep experience of Indian television market and their excellent marketing skill helped company to cater more customers and media rights. Some of our competitors have the great financial, workforce, marketing, sales and other resources. However, very few of these houses are involved exclusively in a business like the business of the Company and comparable to the scale of operations. We believe that the principal competitive factors include product quality, reliability, and price that can comprehensively address varying requirements of different TV channels and OTT platforms. We believe that our ability to compete effectively is primarily dependent on ensuring consistent product quality and timely delivery at competitive prices, thereby strengthening our brand over the years. We believe that our cost-effective and integrated offerings, our focus on customer satisfaction and our reliability combined with our quality consciousness, provides us with a competitive advantage in our business.

Organized and Focused Business Operations

A strong Managerial team is involved in sales and marketing pitching for prime projects at the appropriate time. The team ensures compatibility and reliability with the clients servicing their needs and requirements efficiently. This is the reason major clients continue to associate with our Company year on year. Our company also focuses on transitioning from delivering playout content using existing models to distributing that content via emerging options may have high-level work streams such as second-screen application development, modification of digital rights contracts and management systems, establishment of new relationships with content delivery networks, and integration with social media sites through APIs. While identifying projects it's needed to fulfil the organization's future-state vision, our company may also review and continue, halt or repurpose any inflight projects related to the transformation effort.

Wide range of production into number of languages

The Company has experience of Scripting, Producing TV daily soaps and OTT based web series into various languages including various local languages such as Hindi, Marathi, Gujarati, Tamil, Kannada, Telugu, Bengali and Bhojpuri. We are also looking forward to adding more shows and web series into new local Indian languages as the opportunity into the market is widely spread over.

Our Business Strategies

Exploring New Media

In the past few years the media industry has envisage revolutionary developments, apart from TV, new media

platforms like OTT has emerged as alternative source for entertainment. Therefore the scope of work has also widened in each and every section of the industry. There has been growing demand for more contents in every genres in Hindi as well as other Regional languages across all the platforms. We aim to monetize the content explosion by exploring new media platforms, we are also focusing on expanding our client base. We aim to achieve this by providing value added services to our clients through the strong story writing, best direction, and use of latest and updated technology, quality assurance, and timely delivery of results.

Focus on scaling up content volume

As discussed about the growing demand, we aim to increase the volume of contents we produce. Gradually we intent to enter different states of India with regional contents, we have already completed several projects in regional languages including Tamil, Marathi and Gujarati. Our focus is to scale up the content volume with existing clients as well as with new media. Many of our existing clients broadcast multiple channels including national and regional, however, our share in their wallet is very limited, for e.g. if our client broadcast 10 different channels then we are providing contents to 2 or 3 channels. Our aim is to increase our share in their wallet. The key elements of our business strategy is to adopt a de-risking expansion strategy to expand in multiple segments of the business and scale up the business significantly in these areas.

To develop own IP

We will also focus on creating our own intellectual property (IP) which can give us an opportunity to scale up the business significantly by selling format rights globally.

SWOT Analysis

Strengths

- Demonstrated track record over past 7 years
- In depth knowledge of Industry – Commercial & Technical
- Low overhead cost
- Specialisation in television as well as OTT content
- Vast Geographical footprint covering multiple markets
- Experienced management team
- Cordial relations across entertainment industry

Weaknesses

- Fierce competition for a larger share of audience
- Change in audience media preferences
- Lack of cohesive production & distribution infrastructure, especially in the case of music industry.
- The Media and Entertainment sector in India is highly fragmented.

Opportunities

- Growing acceptance by consumers in OTT market with content explosion changing habits
- Television market in India still in a growth phase.
- Opportunities of expansion in the pan-asian market
- Listing the Company under a stock exchange will open up huge avenues of capital for the Company to support
- Development of IP can open up global markets for Indian media company.
- The increasing interest of the global investors in the sector.

Threats

- Piracy, violation of intellectual property rights poses a major threat to the Media and Entertainment companies.
- Industry is prone to changes in government policies, any material changes in the duty or may adversely impact our financials.
- Intense competitive pressure
- With technological innovations taking place so rapidly, the media and Entertainment sector is facing considerable uncertainty

Human Resource

We believe that our employees are the key to the success of our business. Our core team comprising of producer, writers, artists, directors, editors, sound recording and mixing engineers

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has robust internal controls systems (including Internal Financial Controls) that facilitates efficiency, reliability and completeness of accounting records and timely preparation of reliable financial and management information. The internal

control system ensures compliance with all applicable laws and regulations facilitates optimum utilization of resources and protect the Company's assets and investors' interests. The Company's well-defined organizational structure, documented policy guidelines, defined authority matrix and internal controls ensure efficiency of operations, compliance with internal policies and applicable laws and regulations as well as protection of resources.. The Audit Committee of the Board regularly reviews significant audit findings of the Internal Audit system covering operational, financial and other areas.

RISK MANAGEMENT:

Risk Management is an ongoing process. Effective risk management is therefore critical to any organizational success. Globalization with increasing integration of markets, newer and more complex products and transactions and an increasingly stringent regulatory framework has exposed organizations to and integrated approach to risk management. Timely and effective risk management is of prime importance to our continued success. The sustainability of the business is derived from the following:

- Identification of the diverse risks faced by the Company.
- The evolution of appropriate systems and processes to measure and monitor them.
- Risk Management through appropriate mitigation strategies within the policy framework.
- Reporting these risk mitigation results to the appropriate managerial levels.

CAUTIONARY STATEMENT:

Statements in the Management Discussion & Analysis, describing the Company's objectives, projections and estimates are forward looking statement and progressive within the meaning of applicable laws & regulations. Actual result may vary from those expressed or implied. Important developments that could affect the Company's operations are significant changes in political and economic environment in India, tax laws, exchange rate fluctuation and related factors.

ANNEXURE F TO THE DIRECTORS' REPORT

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures.

Part "A": Subsidiaries Not Applicable

Part "B": Associates and Joint Ventures Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Venture.

Name of Associates/Joint Ventures	Phataka Films LLP
1. Latest audited Balance Sheet Date	31-03-2023
2. Shares of Associate/Joint Ventures held by the company on the year end	33.33%
No.	
Amount of Investment in Associates/Joint Venture	1,00,000/-
Extend of Holding %	33.33%
3. Description of how there is significant influence	Associate
4. Reason why the associate/joint venture is not consolidated	Not Applicable
5. Networth attributable to Shareholding as per latest audited Balance Sheet	
6. Profit / Loss for the year	
i. Considered in Consolidation	Not Applicable
i. Not Considered in Consolidation	Not Applicable

- Names of associates or joint ventures which are yet to commence operations. **Nil**
- Names of associates or joint ventures which have been liquidated or sold during the year. **Nil**

Independent Auditor's Report

To The Members of Bodhi Tree Multimedia Limited (Formerly known as Bodhi Tree Multimedia Private Limited)

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Bodhi Tree Multimedia Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and the Statement of Cash Flows for the year then ended and notes to the financial statement, including a summary of significant accounting policies and other explanatory information (herein after referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit, 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 Auditors Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Statement and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management

Discussion and Analysis, Board's Report including Annexure to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report there on.

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

In connection with our audit of the financial statement our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statement 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.

Management's Responsibility for the Financial Statement

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 financial statement that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian 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 the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statement, 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.

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

Auditor's Responsibility for the Audit of the Financial Statement

Our objectives are to obtain reasonable assurance about whether the financial statement 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 financial statement. 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 financial statement, 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 financial statement 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 financial statement, including the disclosures, and whether the financial statement represents the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statement that, individually or in aggregate, makes it probable

that the economic decisions of a reasonably knowledgeable user of the financial statement 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 financial statement.

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 the 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 financial statement 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 section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in the 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 and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statement comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of the written representations received from the directors as on March 31, 2022 taken on

record by the Board of Directors, none of the director 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 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 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 does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivative contracts hence the

question of making a provision for any resulting material foreseeable losses does not arise; and;

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **S A R A & Associates**
Chartered Accountants
Firm Registration No: 120927W

Sd/-
Alok Bairagra
Partner

Place: Mumbai
Date: 20th April, 2023

Membership No: 105153
UDIN: 23105153BGXFOE4330

Bodhi Tree Multimedia Limited (Formerly Known as Bodhi Tree Multimedia Private Limited)

Annexure A to the Independent Auditor's Report of even date on the financials statements of Bodhi Tree Multimedia Limited.

The Annexure referred to in our Independent Auditor's Report to the members of Bodhi Tree Multimedia Limited ("the Company") on the financial statements for the period ended 31st March, 2023. We report that;

- (I) (a)
 - (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment (PPE).
 - (B) The Company has maintained proper records showing full particulars of intangible assets including intangible assets under development.
- (b) The Company has a regular programme of physical verification of its PPE, by which all the PPE are verified every year. Management has carried out physical Verification of the PPE during the year. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to information and explanations given to us and on the basis of our examination of the records of company, the company does not hold any immovable property under the head PPE as at 31st March, 2023.

Accordingly, provisions of Clause 3(i) (c) of the Order are not applicable to the Company.

(d) According to information and explanations given to us and on the basis of our examination of the records of company, the company has not revalued its PPE during the year. Accordingly, provisions of Clause 3(i)(d) of the Order are not applicable to the Company.

(e) According to information and explanations given to us and on the basis of our examination of the records of company, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, provisions of Clause 3(i)(e) of the Order are not applicable to the Company.

(ii) (a) As explained by management, the nature of the inventories of the company are such that Clause 3(ii)(a) of the Order is not applicable to the company.

(b) According to information and explanations given to us and on the basis of our examination of the records of company, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets.

(iii) (a) According to the information and explanation given to us and on the basis of our examination of the records of company, the company has not made any

investment in the company, firms or limited liability partnerships during the year. The company has granted loans or advances which are characterized as loans, unsecured to companies and other persons as below:

	Guarantees	Security	Loans	Advances in nature of loans
Aggregate amount granted/ provided during the year-	-	-	-	-
Subsidiaries	-	-	-	-
Joint Ventures	-	-	-	-
Associates	-	-	-	-
Others				
Balance outstanding as at balance sheet date in respect of above cases	-	-		
Subsidiaries	-	-	-	-
Joint Ventures	-	-	-	-
Associates	-	-	35,67,604	-
Others	-	-	16,89,873	-

(b) According to the information and explanation given to us and on the basis of our examination of the records of company, the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees are not prejudicial to the company's interest.

(c) According to the information and explanation give to us, company has granted loans that are repayable on demand.

(d) The Company has granted loans that are repayable on demand, therefore provisions of Clause 3(iii) (d) of the Order are not applicable to the Company.

(e) According to the information and explanation given to us, company has granted loans that are repayable on demand. Accordingly, provisions of Clause 3(iii) (e) of the Order are not applicable to the Company.

(f) In our opinion and according to the information and explanations given to us and based on the audit procedures conducted by us, the company has granted following loans and advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

Parties	All Parties	Promoters	Related Parties
Aggregate amount of loan/advance in nature of loans	-	-	-
Repayable on demand (A)	-	-	52,57,477/-
Agreement does not specify any terms on period of repayment (B)	-	-	-
Total (A+B)	-	-	52,57,477/-
Percentage of loans/ advances in nature of loans to the total loans	-	-	100%

(iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans or made any investment, or provided any guarantees or security during the year to the parties covered under section 185 and 186. Accordingly, clause 3(iv) of the Order is not applicable to the Company.

(v) According to the information and explanations given to us, the company has not accepted any deposit from the public within the meaning of sections 73 to 76 of the Act. Accordingly, 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the company. Accordingly, clause 3(vi) of the Order is not applicable to the Company.

(vii) (a) According to the information and explanations given to us and based on the records examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including Provident Fund, Employee State Insurance, Income Tax, Custom Duty, Goods and Service Tax, Cess and other material statutory dues, as applicable, with the appropriate authorities.

According to the information and explanations given to us and based on the records of the Company examined by us, in our opinion, no undisputed amounts payable in respect of Provident Fund, Employees State Insurance, Income Tax, Custom Duty, Goods and Service Tax, Cess and other material statutory dues as applicable were in arrears as at March 31, 2023 for a period more than six months from the date they became payable.

(b) According to information and explanations given to us, there are no dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues which have not been deposited on account of any dispute.

(viii) According to information and explanations given to us, there are no transactions which are recorded in the books of account and have been disclosed or surrendered before the tax authorities as income during the year in the tax assessments under the Income Tax Act, 1961. Accordingly, clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) According to information and explanations given to us and based on the records of the Company examined by us, the Company has not made any default in repayment of loans or borrowings to financial institution or bank or government or dues to debenture holders.

(b) The company is not declared as a wilful defaulter by any bank or financial institution or other lenders.

(c) According to information and explanations given to us and based on the records of the Company examined by us, the term loans were applied for the purpose for which the loans were obtained. Accordingly, clause 3(ix)(c) of the Order is not applicable to the Company.

(d) According to information and explanations given to us and based on the records of the Company examined by us, the funds raised on short term basis have not been utilised for long term purposes. Accordingly, clause 3(ix)(d) of the Order is not applicable to the Company.

(e) According to information and explanations given to us and based on the records of the Company examined by us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures. Accordingly, clause 3(ix)(e) of the Order is not applicable to the Company.

(f) According to information and explanations given to us and based on the records of the Company examined by us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly, clause 3(ix)(f) of the Order is not applicable to the Company.

(x) (a) The Company has utilized the monies raised by way of Right Issue during the year for the purposes for which they were raised.

(b) The company has not made any private placement or preferential allotment of shares or convertible debenture during the year. Accordingly, clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) According to the information and explanations given to us, no material fraud has been noticed or reported during the year.

(b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors)

Rules, 2014 with the Central Government.

(c) During the year no whistle-blower complaints has been received by the company

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

(xiii) According to the information and explanation given to us and audit procedures performed by us, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transaction have been disclosed in the financial statements as required by the applicable Accounting Standards.

(xiv) The company has proper Internal audit system in accordance with its size and business activities and the reports of the internal auditors for the period under audit have been considered by us.

(xv) According to the information and explanation given to us and based on our examination of the records of the company, the Company has not entered in to any non-cash transaction with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

(b) The company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

(c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the provisions of Clause 3(xvi)(c) of the Order are not applicable to the Company.

(d) The Group does not have CIC as part of the Group Accordingly, clause 3(xvi)(d) of the Order is not applicable to the Company

(xvii) According to the information and explanations given to us and based on our examination of the records of the Company the company has not incurred any cash losses in the financial year and the immediately preceding financial year. Accordingly, the provisions of Clause 3(xvii) of the Order are not applicable to the Company.

(xviii) There has not been any resignation of statutory auditor during the financial year. Accordingly, the provisions of Clause 3(xviii) of the Order are not applicable to the Company.

(xix) According to the information and explanations given to us and based on our evaluation, there is no material uncertainty in existence on the evaluation of the ageing report, financial ratios and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the knowledge of the Board of Directors and management plans, the company is capable of meeting its liabilities existing at the date of balance sheet date as and when they fall due within a period of one year from the date of balance sheet date.

(xx) According to the information and explanations given to us and based on our examination of the records of the Company, the company is not subject to obligation under Corporate Social Responsibility, therefore the provisions of Clause 3(xx) of the Order are not applicable to the Company.

(xxi) The Companies (Auditor's Report) Order (CARO) is not applicable to the Associate of the Company, therefore the provisions of Clause 3(xxi) of the Order are not applicable to the Company.

For **S A R A & Associates**
Chartered Accountants
Firm Registration No: 120927W

Sd/-
Alok Bairagra
Partner

Place: Mumbai
Date: April 20 2023

Membership No: 105153
UDIN: 23105153BGXFOE4330

ANNEXURE – B TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in paragraph 1(A)(f) under “Report on Other Legal and Regulatory Requirements” section of our report 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 Bodhi Tree Multimedia Limited (Formerly known as Bodhi Tree Multimedia Private Limited) (“the Company”) as on 31st March, 2023 in conjunction with our audit of the financial statement of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

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 issued by ICAI (the “Guidance Note”) and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

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

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 31st March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Mumbai
Date: April 20 2023

For **S A R A & Associates**
Chartered Accountants
Firm Registration No: 120927W
Sd/-
Alok Bairagra
Partner
Membership No: 105153
UDIN: 23105153BGXF0E4330

DRAFT VERSION 3

STANDALONE BALANCE SHEET AS AT MARCH 31, 2023

(All amounts are in Indian Rupees thousands, unless otherwise stated)

Rs. In Thousands

Particulars		Note	As at 31 March 2023 Rupees	As at 31 March 2022 Rupees	As at 31 March 2021 Rupees
ASSETS					
Non-current assets					
(a)	Property, plant and equipment and Intangible Assets				
(i)	Property, plant and equipment	4A	391.04	290.45	360.51
(ii)	Intangible Assets	4A	1,497.30	897.30	-
(iii)	Right to Use Assets	4B	2,444.75	1,123.39	2,143.97
(b)	Financial assets				
(i)	Investments	5	100.00	100.00	100.00
(ii)	Loans	6	3,567.60	3,565.83	3,561.74
(iii)	Other non-current financial assets	7	2,746.63	12,930.49	16,374.83
(c)	Deferred tax assets	8	1,232.32	1,203.33	1,697.84
(d)	Other non-current assets	9	30,153.95	9,531.38	1,186.15
Total non-current assets			42,139.70	29,682.57	25,432.94
Current assets					
(a)	Inventories	10	94,333.76	58,707.63	32,973.50
(b)	Financial assets				
(i)	Trade receivables	11	131,817.03	11,422.58	53,277.96
(ii)	Cash and cash equivalents	12	43,871.99	9,587.61	25,047.65
(c)	Other current assets	13	142,134.29	92,243.40	34,188.28
Total current assets			412,659.87	179,661.31	145,489.39
Total Assets			454,799.57	289,648.88	170,922.43
EQUITY AND LIABILITIES					
Equity					
(a)	Equity/debt capital	14	12,490.00	12,500.00	12,500.00
(b)	Other equity	15	123,295.07	78,766.58	46,473.45
Total equity			135,785.07	91,266.58	58,973.45
Non-current liabilities					
Financial Liabilities					
(i)	Borrowings	16	3,168.26	12,503.43	1,043.88
(ii)	Lease Liabilities	17	311.02	233.83	1,348.99
Total non-current liabilities			3,479.28	12,737.26	2,392.87
Current liabilities					
Financial liabilities					
(i)	Borrowings	18	47,399.21	35,509.90	23,341.92
(ii)	Lease Liabilities	17	1,912.98	1,090.16	1,018.47
(iii)	Trade payables	19	-	-	-
Total outstanding dues of micro and small enterprises			-	-	-
Total outstanding dues of creditors other than micro and small enterprises			37,636.67	32,157.68	39,804.56
(iv)	Other financial liabilities	20	282.26	227.68	-
(b)	Other current liabilities	21	37,327.92	30,229.64	39,977.49
(c)	Provisions	22	7,464.47	-	1,406.68
(d)	Current Tax Liabilities (If any)		-	-	-
Total current liabilities			93,084.64	66,837.38	75,534.63
Total Liabilities			128,569.92	79,074.64	84,508.10
Total Equity and Liabilities			454,799.57	289,648.90	170,922.43

Significant accounting policies and notes to standalone financial statements

The above accompanying notes are an integral part of these Standalone Ind AS financial statements

In terms of our report attached

For and on behalf of the Board of Directors

For **SARA & Associates**

Chartered Accountants

Firm Registration No: 120927W

Sd/-

Alok Bairagra

Partner

Membership No: 105153

UDIN: 23105153BGXFOE4330

Mautik Tolia
Managing Director
DIN: 06586383

Sukesh Motwani
Director
DIN: 06586400

Nirali Shah
Company Secretary

Ravi Bhatt
CFO

Bodhi Tree Multimedia Limited
CIN: L22211MH2013PLC245208

Place: Mumbai
Date: April 20 2023

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH, 2023

(All amounts are in Indian Rupees thousands, unless otherwise stated) Rs. In Thousands

Particulars	Note	For the year ended 31 Rupees	For the year ended 31 March 2022 Rupees
Income:			
Revenue from operations	13	426,120.61	590,847.16
Other Income	14	2,096.21	3,040.50
Total income		428,216.82	593,887.66
Expenses:			
Cost of production	15	387,720.68	567,447.46
Changes in inventories	16	-36,048.14	-25,731.13
Employee Benefits Expenses	17	9,068.29	9,793.31
Finance Cost	18	5,807.72	2,276.12
Depreciation and amortization expenses	19	1,950.06	1,126.17
Other Expenses	20	13,573.12	8,638.74
Total expenses		382,671.73	563,549.77
Profit before Exceptional Item and Tax		45,545.09	30,337.99
Exceptional item		-	-
Profit before Tax		45,545.09	30,337.99
Tax Expenses:	8		
- Current tax		-7,464.47	-6,406.37
- Tax Expenses of Earlier years		-530.94	-
- MAT Credit Entitlement		-5,010.18	8,853.52
- Deferred tax		29.00	-494.51
Profit for the year (A)		32,568.50	32,289.13
Other Comprehensive Income			
(i) Items that will not be reclassified to statement of profit and loss			
Re-measurements of post-employment benefit obligations		-	-
Income tax relating to above		-	-
Total Other Comprehensive Income (B)		-	-
Total Comprehensive Profit for the year (A+B)		32,568.50	32,289.13
Earnings per equity share Basic & Diluted (off face Value Rs. 10 each)	14	2.67	2.87

Significant accounting policies and notes to standalone financial statements
The above accompanying notes are an integral part of these Standalone Ind AS financial statements

In terms of our report attached

For **S A R A & Associates**
Chartered Accountants
Firm Registration No: 120927W

Sd/-
Alok Bairagra
Partner
Membership No: 105153
UDIN: 23105153BGXFOE4330

Place: Mumbai
Date: April 20 2023

For and on behalf of the Board of Directors

Bodhi Tree Multimedia Limited
CIN: L22211MH2013PLC245208

Mautik Tolia
Managing Director
DIN: 06586383

Sukesh Motwani
Director
DIN: 06586400

Nirali Shah
Company Secretary

Ravi Bhatt
CFO

STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2023

(All amounts are in Indian Rupees thousands, unless otherwise stated)

Rs. In Thousands

S.No.	Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
		Rupees	Rupees
A)	Cash flow from operating activities:		
	Profit for the period	45,545.07	30,337.98
	Adjustments to reconcile net profit to net cash provided by operating activities:	-	-
	Depreciation and amortization	1,950.06	1,126.17
	Finance cost	5,807.72	2,276.22
	Changes in assets and liabilities		
	Changes in Inventories	-36,048.14	-25,732.13
	Trade receivables and unbilled revenue	-171,328.46	8,393.99
	Loans, other financial assets and other assets	30,130.69	-33,059.00
	Trade payables	33,589.44	-7,246.87
	Other financial liabilities, other liabilities and provisions	28,527.87	-10,538.64
	Cash generated from operations	-61,825.75	-34,442.28
	Income taxes paid	-7,390.72	-2,445.65
	Net cash generated by operating activities	-69,216.47	-36,887.93
B)	Cash flow from investing activities:		
	Property, plant and equipment	-700.59	-926.42
	Net cash generated from investing activities	-700.59	-926.42
C)	Cash flow from financing activities:		
	Proceeds from Short Term Borrowings	11,889.31	8,167.97
	Proceeds from long term borrowings	-	16,462.54
	Repayment of long term borrowings	-14,340.17	-
	Interest paid	-5,807.72	-2,276.22
	Right Shares issued	112,460.00	-
	Net cash generated from financing activities	104,201.42	22,354.29
	Net increase / (decrease) in cash and cash equivalents (A+B+C)	34,284.37	-15,460.06
	Cash and cash equivalents at the beginning of the period	9,587.60	25,047.65
	Cash and cash equivalents at the end of the period	43,871.96	9,587.60

In terms of our report attached

For **S A R A & Associates**

Chartered Accountants

Firm Registration No: 120927W

Sd/-

Alok Bairagra

Partner

Membership No: 105153

UDIN: 23105153BGXFOE4330

Place: Mumbai

Date: April 20 2023

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Sukesh Motwani

Director

DIN: 06586400

Nirali Shah

Company Secretary

Ravi Bhatt

CFO

STANDALONE NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Background

Bodhi Tree Multimedia Ltd. (formerly known as Bodhi Tree Multimedia Pvt. Ltd) ('the Company') was incorporated on July 4, 2013 under the Companies Act, 1956 and is listed on BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) in India. The company has received migration approval from NSE i.e. the company has been migrated from NSE emerged platform to mainboard platform of the exchange (NSE & BSE) w.e.f 15th February 2023 Accordingly the securities of the company are listed and traded on mainboard of NSE & BSE from 15th February 2023. The Company has established itself as a leader in television content in India particularly for Hindi language content and has also successfully ventured in the regional television content market and Internet based program. The registered office and principal place of business of the Company is at Andheri (West), Mumbai.

The company was originally incorporated as Bodhi Tree Multimedia Pvt. Ltd on 4th July, 2013 under Companies Act, 1956. The company has been converted in to Public Limited Company under Section 18 of the Companies Act, 2013 w.e.f. 01.09.2020 and the name of the company has been changed into Bodhi Tree Multimedia Ltd. w.e.f 01.09.2020

Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of the Financial Statements.

A. Basis of preparation and other significant accounting policies

i. Basis of preparation of financial statements

The financial statements have been prepared to comply in all material respects with the Indian Accounting Standards (Ind AS) as notified under Section 133 of the Companies Act, 2013 ('Act') read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act and rules framed thereunder and guidelines issued by the Securities and Exchange Board of India (SEBI). The financial statements have been prepared under the historical cost convention and on the accrual basis.

Upto the year ended March 31, 2022, the Company has prepared its financial statements in accordance with the requirement of Indian Generally Accepted Accounting Principles (GAAP), which includes Standards notified under the Companies (Accounting Standards) Rules, 2006 and considered as "Previous GAAP".

Rounding of amounts

All amounts disclosed in the financial statements have been rounded off to the nearest million with two decimals thereof, unless otherwise stated. Zero "0.00" denotes amount less than ₹ 500.

Current and non-current classification

Assets and liabilities are classified as current if expected to realize or settle within twelve months after the balance sheet date. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products/services and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current/non-current classification of assets and liabilities.

Property, Plant and Equipment

All Property, Plant and Equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if

any. Historical cost includes expenditure that is directly attributable to the acquisition of the asset. Subsequent costs are included in the asset's carrying amount 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. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance expenses are charged to Statement of Profit and Loss during the reporting period in which they are incurred.

Right-of-use (ROU) assets are stated at cost, less accumulated depreciation and impairment loss, if any. The carrying amount of ROU assets is adjusted for remeasurement of lease liability, if any, in future. Cost of ROU assets comprises the amount of initial measurement of lease liability, lease payments made before the commencement date (net of incentives received), initial direct costs and present value of estimated costs of dismantling and restoration.

Intangible Assets

Intangible assets under development comprises cost of intangible assets and related expenses that are not yet ready for their intended use at the reporting date.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate the cost of the asset, net of their residual values, if any, over their estimated useful lives which are in accordance with the useful lives prescribed under Schedule II to the Companies Act, 2013

The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is higher than its estimated recoverable amount.

Gains or losses arising from the retirement or disposal of a tangible assets are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

Leasehold building and leasehold improvements are amortized over the period of lease or useful life of assets, whichever is lower.

ROU assets are depreciated on straight line basis from the commencement date to the end of useful life of asset or lease term whichever is earlier

Derecognition of property, plant and equipment / intangible assets.

Lease liability associated with assets taken on lease (except short-term and low value assets) is measured at the present value of lease payments to be made. Lease payments are discounted using the interest rate implicit in the lease. Lease payments comprise fixed payments in relation to the lease (less lease incentives receivable), variable lease payments, if any and other amounts (residual value guarantees, penalties, etc.) to be payable in future in relation to the lease arrangement. Lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payment made and remeasuring the carrying amount to reflect any reassessment or modification.

The carrying amount of an item of property, plant and equipment / intangible assets / investment property is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment / intangible assets / investment property 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 derecognized.

Lease

Lease liability associated with assets taken on lease (except short-term and low value assets) is measured at the present value of lease payments to be made. Lease payments are discounted using the interest rate implicit in the lease. Lease payments comprise fixed payments in relation to the lease (less lease incentives receivable), variable lease payments, if any and other amounts (residual value guarantees, penalties, etc.) to be payable in future in relation to the lease arrangement. Lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payment made and remeasuring the carrying amount to reflect any reassessment or modification.

Segments 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, chief executive officer and chief financial officer which assesses the financial performance and position of the Company, and makes strategic decisions.

The Company operates in one segment namely "Production of Content for television and Internet based programs" and therefore segment reporting as required under IndAS-108 is not applicable.

Foreign Currency Translation :

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 entity operates ('the functional currency'). These financial statements are presented in Indian rupee (INR), which is company's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction. Foreign exchange gains and losses 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 recognised in Statement of Profit and Loss. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Inventories (Content under development):

Inventories of television programs and web series (content) under development are stated at lower or unamortized cost of production (including attributable / allocable production costs and expenses) or net realizable value. Cost of content production includes costs incurred during the conceptualization and pre-production phases also and are amortized on commercialization of such content.

Financial Instruments

Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition of financial assets and liabilities

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the statement of profit and loss.

Financial assets

Subsequent measurement

Financial assets are classified into the specified categories i.e. amortized cost, fair value through profit or loss (FVTPL) and fair value through other comprehensive income (FVTOCI). The classification depends on the Company's business model for managing the financial assets and the contractual terms of cash flows.

Derecognition of financial assets

A financial asset is derecognized only when

- (a) The Company has transferred the rights to receive cash flows from the financial asset or the rights have expired or
- (b) The Company 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 in an arrangement.

Where the entity 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 derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

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 derecognised 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.

Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument) For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

II. Financial liabilities and equity instruments

Debt or equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax.

Subsequent measurement

Financial liabilities measured at amortized cost:

Financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR). Gains and losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the statement of profit and loss

Derecognition of financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Revenue Recognition:

The Company derives revenue from producing television programs, Internet series to its customers. The Company identifies and evaluate each performance obligation under the contract. Revenue recognition is based on the delivery of performance obligations

and an assessment of when control is transferred to the customer. Revenue is recognized either when the performance obligation in the contract has been performed ('point in time' recognition) or 'over time' as control of the performance obligation is transferred to the customer.

Revenue excludes any taxes and duties collected on behalf of the government.

Interest and Dividend Income:

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's carrying amount on initial recognition.

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

Income Tax:

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses, if any.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the country where the Company generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred Tax assets are recognised for all deductible temporary differences, unused tax losses and carry forward tax credits only if it is probable that future taxable amounts will be available to utilise those temporary differences, tax losses and tax credits.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss.

Cash and cash equivalents:

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of Cash Flow Statement, Cash and cash equivalents are considered net of outstanding overdrafts, if any, as they are considered an integral part of Company's cash management.

Trade receivable:

Trade receivable are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

Impairment of assets:

Non-Financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit or Loss.

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 recognised 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.

Contingent assets are not recognised in the financial statements, however they are disclosed where the inflow of economic benefits is probable. When the realization of income is virtually certain, then the related asset is no longer a contingent asset and is recognised as an asset.

Earnings Per Share:

Basic earnings per share

Basic earnings per share is calculated by dividing:
the profit attributable to owners of the Company
by the weighted average number of equity shares outstanding during the financial year

Diluted earnings per share

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

Borrowing cost:

Interest and other costs in connection with the borrowing of the funds to the extent related / attributed to the acquisition / construction of qualifying fixed assets are capitalized up to the date when such assets are ready for its intended use and all other borrowing costs are recognized as an expense in the period in which they are incurred.

3. Critical Estimates and Judgments

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involve a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgments are:

Estimated useful life of Tangible Assets:

The Company reviews the useful lives and carrying amount of fixed sets at the end of each reporting period. This reassessment may result in change in depreciation and amortization expense in future periods

Estimation of Current Tax Expense and Income Tax Payable / Receivable:

The calculation of Company's tax charge necessarily involves a degree of estimation and judgment in respect of certain items whose tax treatment cannot be finally determined until a resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process. The final resolution of some of these items may give rise to material adjustments to taxable profits/losses.

Estimation of Contingent Liabilities:

The company exercises judgment in measuring and recognizing provisions and the exposures to contingent liabilities which is related to pending litigation or other outstanding claims. Judgment is necessary in assessing the likelihood that a pending claim will succeed, or a liability will arise, and to quantify the possible range of the financial settlement. Because of the inherent uncertainty in this evaluation process, actual liability may be different from the originally estimated as provision or contingent liability.

Recognition of Deferred Tax Assets:

The recognition of deferred tax assets is based upon whether it is probable that sufficient taxable profits will be available in the future against which the reversal of temporary differences will be offset. In assessing the realizability of deferred tax assets, the Company considers the extent to which it is probable that the deferred tax asset will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry-forwards become deductible. The Company considers the expected reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment.

Impairment of Trade Receivables:

Trade receivables are typically unsecured and are derived from revenue earned from customers. Credit risk has been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company uses the expected credit loss model to assess the impairment loss or gain. The company uses a provision matrix and forward-looking information and an assessment of the credit risk over the expected life of the financial asset to compute the expected credit loss allowance for trade receivables.

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

Impairment assessment of Investments carried at cost:

The Company conducts impairment review of the investments in subsidiaries, Joint venture & associates whenever events or changes in circumstances indicate their carrying amounts may not be recoverable or tests for impairment annually. Determining whether an asset is impaired requires an estimation of the recoverable amount, which requires the Company to estimate the value in use which is based on future cash flows and suitable discount rate in order to calculate the present value.

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

NOTE 4A : PROPERTY, PLANT AND EQUIPMENT

Rs. In Thousands

Description of Assets	Right to Use Assets	Computer & Laptops	Furniture & fixtures	Office Equipment's	Total
I. Gross carrying amount					
As at April 1, 2021	2,908.31	637.50	42.40	2,032.64	5,620.85
Additions	-	-	-	28.52	28.52
Less: Disposal	-	-	-	-	-
As at March 31, 2022	2,908.31	637.50	42.40	2,061.16	5,649.37
Additions	3,904.47	183.46	-	-	4,087.93
Less: Disposal	1,687.56	-	-	-	1,687.56
As at March 31, 2023	5,125.22	820.97	42.40	2,061.16	8,049.75
II. Accumulated depreciation / amortisation					
Upto April 1, 2021	764.34	544.77	38.81	1,761.44	3,109.36
Charge for the year	1,020.58	22.84	0.55	82.20	1,126.17
Less: Disposal	-	-	-	-	-
Upto March 31, 2022	1,784.92	567.61	39.36	1,843.64	4,235.53
Charge for the year	1,867.18	33.23	1.53	48.12	1,950.06
Less: Disposal	971.63	-	-	-	971.63
Upto March 31, 2023	2,680.47	600.84	40.89	1,891.76	5,213.96
III. Net carrying amount					
As at March 31, 2021	2,143.97	92.73	3.59	271.20	2,511.49
As at March 31, 2022	1,123.39	69.89	3.04	217.52	1,413.84
As at March 31, 2023	2,444.75	220.13	1.51	169.40	2,835.79

Net carrying amount	31-Mar-23	31-Mar-22	31-Mar-21
Property, plant and equipment	391.04	290.45	367.51
Intangible Assets under development	1,497.50	897.50	-

Intangible Assets under development aging Schedule

Intangible Assets under development	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	
Projects in progress	600.00	897.50	-	-	1,497.50
Projects temporarily suspended	-	-	-	-	-

NOTE 4B : RIGHT TO USE ASSETS

Net carrying amount	31-Mar-23	31-Mar-22	31-Mar-21
Right to Use Assets (refer table in Note 4A)	2,444.75	1,123.39	2,143.97

5 Non-current investments

Particulars		As at 31 March 2023	As at 31 March 2022	As at 31 March 2021								
		Rs.	Rs.	Rs.								
a) Investments measured at cost												
b) Investments in Partnership Firm												
Investment in Limited Liability Partnership Firm		100.00	100.00	100.00								
<table><tr><td>*Name of Firm</td><td>Patika Film LLP</td></tr><tr><td>Total Capital</td><td>Rs. 3,00,000</td></tr></table>		*Name of Firm	Patika Film LLP	Total Capital	Rs. 3,00,000							
*Name of Firm	Patika Film LLP											
Total Capital	Rs. 3,00,000											
<table><tr><td>Partner Name</td><td>Partner Share</td></tr><tr><td>Bodhi Tree Multimedia Ltd</td><td>33.33%</td></tr><tr><td>The Purple Production LLP</td><td>33.33%</td></tr><tr><td>Ravi Udgata</td><td>33.33%</td></tr></table>		Partner Name	Partner Share	Bodhi Tree Multimedia Ltd	33.33%	The Purple Production LLP	33.33%	Ravi Udgata	33.33%			
Partner Name	Partner Share											
Bodhi Tree Multimedia Ltd	33.33%											
The Purple Production LLP	33.33%											
Ravi Udgata	33.33%											
Footnote: Aggregate value of unquoted investments held by the Company is Rs. 100,000 (Previous year: Rs. 100,000)												
5 Total		100.00	100.00	100.00								

6 Non-Current Loan

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rs.	Rs.	Rs.
Unsecured, Considered good to Related Parties* (Refer Note 31)	3,567.60	3,565.83	3,561.74
Total	3,567.60	3,565.83	3,561.74

*loan to related party is repayable on demand

7 Other non-current financial assets

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rs.	Rs.	Rs.
Unsecured, Considered good			
Security Deposit	2,746.62	12,950.49	16,374.83
Total	2,746.62	12,950.49	16,374.83

8 Income Tax

(a) The major components of income tax are as under:

Income tax related to items recognized directly in the statement of profit and loss during the year

Particulars	As at 31 March 2023	As at 31 March 2022
	Rs.	Rs.
Current Tax	7,464.47	6,406.87
Adjustment for current tax of prior periods	538.94	-
MAT Credit Entitlement	5,016.18	-8,852.52
Total current tax expenses	13,019.59	-2,445.65
Deferred tax charge / (credit)	-23.00	494.51
Total tax expense reported in the statement of profit and loss	12,976.59	-1,951.14
(b) Reconciliation of tax expense and the accounting profit multiplied by tax rate		
Accounting profit / (loss) before tax	45,816.88	44,651.88
Income tax	45,545.89	38,337.99
Statutory income tax @ of 27.82% (2022: 27.82%).	12,678.65	8,440.03
Tax effect of earlier years.	538.94	-
Net Tax effect on deductible and non-deductible expenses.	-224.99	-10,391.16
Tax expense recognized in the statement of profit and loss	12,976.60	-1,951.13

Note: The statutory tax rate is the standard effective corporate income tax rate in India. The tax rate for deferred tax assets for the year ended 31 March 2022 is 27.82% (2022: 27.82%). Deferred tax assets and liabilities are offset where the Company has a legally enforceable right to do so.

(c) Deferred tax relates to the following:	Balance sheet			Recognised in the statement of profit and loss	
	45,016.00	44,651.00	44,286.00	45,016.00	44,651.00
Deductible temporary differences					
Lease Liability is not deductible in Income Tax.	757.82	375.29	658.63	-382.53	283.34
Share Issue Expenses is 1.5th each year allowable.	1,208.64	1,193.87	1,991.82	-14.77	397.96
Taxable Temporary Difference					
Depreciation and amortisation on property, plant, equipment and intangible assets.	651.20	268.34	545.75	-382.85	278.41
Change in Effective Interest rate on charge on Term loan.	82.94	97.49	5.86	14.55	-91.63
	1,232.32	1,203.33	1,697.84	-29.09	494.51

(d) Reconciliation of deferred tax assets / (liabilities) (net)					
Opening balance		45,016.00	44,651.00	44,286.00	
Deferred tax credit / (charge) recognised in		1,203.33	1,697.84	5,158.16	
- Statement of profit and loss		29.00	-494.51	-3,460.32	
- Other comprehensive income		-	-	-	
		1,232.33	1,203.33	1,697.84	

9 Other non-current assets

Particulars	As at31 March 2023	As at31 March 2022	As at31 March 2021
	Rupees	Rupees	Rupees
Other Advances (Unsecured)			
Related parties	-	-	-
Others - considered good	28,150.00	-	-
- considered doubtful			
Balances with government authorities - MAT Credit Entitlement	1,856.77	9,501.96	1,092.40
Deferred Rent Expense	112.17	49.62	93.75
Total	30,158.94	9,551.58	1,186.15

10 Inventories (valued at lower of cost and net realisable value)

Particulars	As at31 March 2023	As at31 March 2022	As at31 March 2021
	Rupees	Rupees	Rupees
Inventory : Work-in-Progress	94,755.76	58,707.63	32,975.50
Total	94,755.76	58,707.63	32,975.50

11 Trade receivables (Unsecured)

Particulars	As at31 March 2023	As at31 March 2022	As at31 March 2021
	Rupees	Rupees	Rupees
- Considered good	131,817.03	11,422.58	53,277.96
- which have significant increase in credit risk	-	-	-
- credit impaired	-	-	-
	131,817.03	11,422.58	53,277.96
Less: Allowances for significant increase in credit risk	-	-	-
Less: Allowances for credit impaired receivables	-	-	-
Less: Allowances for expected credit loss	-	-	-
Total	131,817.03	11,422.58	53,277.96

Trade Receivables ageing schedule as at 31st March,2023

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables -	129,147.71	-	-	2,669.32	-	131,817.03
(ii) Undisputed Trade receivables -	-	-	-	-	-	-
(iii) Disputed trade receivables - considered	-	-	-	-	-	-
(iv) Disputed trade receivables - considered	-	-	-	-	-	-

Trade Receivables ageing schedule as at 31st March, 2022

Particulars	Outstanding for following periods from the date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables -	6,125.00	1,684.26	944.00	2,669.32	-	11,422.58
(ii) Undisputed Trade receivables -	-	-	-	-	-	-
(iii) Disputed trade receivables considered	-	-	-	-	-	-
(iv) Disputed trade receivables considered	-	-	-	-	-	-

12 Cash and cash equivalents

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rupees	Rupees	Rupees
Balance with banks			-
- in current accounts	43,656.31	9,308.53	24,949.74
Cash on hand	217.68	279.08	97.91
Total	43,871.99	9,587.61	25,047.65

13 Other current assets

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rupees	Rupees	Rupees
Non Unsecured, considered good			
Loans and Advances to Related Parties			
- to Related Parties	1,089.87	1,089.87	1,582.87
- to Others	-	-	-
Balances with government authorities - Direct taxes	7,056.01	4,732.39	-
Contract Assets	111,520.99	60,387.97	27,126.59
Advance to supplier	21,489.54	32,185.85	4,007.69
Others Advances	416.88	52.41	1,471.13
Total	142,174.29	99,248.49	34,188.28

14 Equity share capital

Particulars	As at March 31, 2023		As at March 31, 2022		As at April 1, 2021	
	No. of shares	Rupees	No. of shares	Rupees	No. of shares	Rupees
Authorised						
Equity shares of Rs. 10 each	12,500.00	125,000.00	1,500.00	15,000.00	1,500.00	15,000.00
	12,500.00	125,000.00	1,500.00	15,000.00	1,500.00	15,000.00
Issued, subscribed and paid-up						
Equity shares of Rs. 10 each fully paid up	12,496.00	124,960.00	1,250.00	12,500.00	1,250.00	12,500.00
	12,496.00	124,960.00	1,250.00	12,500.00	1,250.00	12,500.00

Footnotes :

- The Company has not allotted any equity shares for consideration other than cash nor bought back any shares during a period of five years immediately preceding the balance sheet date. However, the Company during the year has Issue Bonus Share at the ratio of 4:1
- Equity shares were allotted as fully paid Bonus Shares in the current years by capitalisation of Securities premium.

iii. The Company during the year has Issue right share

iv. Reconciliation of number of shares and amount outstanding at the beginning and at the end of the year

a) Equity shares

Particulars	As at March 31, 2023		As at March 31, 2022		As at April 1, 2021	
	No. of shares	Rupees	No. of shares	Rupees	No. of shares	Rupees
At the beginning of year	1,250.00	12,500.00	1,250.00	12,500.00	260.00	2,600.00
Issued during the year	11,246.00	112,460.00	-	-	990.00	9,900.00
Outstanding at the end of year	12,496.00	124,960.00	1,250.00	12,500.00	1,250.00	12,500.00

v. Rights, preferences and restrictions attached to shares

Equity shares

The Company has only one class of equity shares having par value of Rs. 10 per share. On a show of hands every member present in person shall have one vote; and upon a poll, the voting rights of members shall be in proportion to their share of the paid equity share capital of the Company. The Company in General meeting may declare dividends to be paid to members according to their respective rights, but no dividend shall exceed the amount recommended by the Board, but the Company in General Meeting may declare a smaller dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

vi. Shareholders holding more than 5 percent shares of the aggregate shares in the company

Particulars	As at March 31, 2023		As at March 31, 2022		As at April 1, 2021	
	No. of Share Held	% of total holding	No. of Share Held	% of total holding	No. of Share Held	% of total holding
Equity shares of Rs. 10 each						
-Mautik Aji Tolia	4,400.98	35.22%	855.00	68.40%	855.00	68.40%
-Boel Infrastructure Realty Ltd	1,458.00	11.67%	-	-	-	-

vii. Share holding of Promoters

Shares held by promoters at the end of the year 31st March 2023

Promoter Name	No. of Shares	% of total shares	% Change during the year
Mautik Aji Tolia	4,400.98	35.22%	-33.18%
Sukesh Devidas Motwani	25.00	0.20%	-0.20%
Total			

Shares held by promoters at the end of the year 31st March 2022

Promoter Name	No. of Shares	% of total shares	% Change during the year
Mautik Ajit Tolia	855.00	68.40%	-
Sukesh Devidas Motwani	5.00	0.40%	-
Total			

Shares held by promoters as at April 1, 2021

Promoter Name	No. of Shares	% of total shares	% Change during the year
Mautik Ajit Tolia	855.00	68.40%	-
Sukesh Devidas Motwani	5.00	0.40%	-
Total			

15 Other Equity

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rupees	Rupees	Rupees
Share Premium	68,110.00	55,650.00	55,650.00
Retained Earnings	55,685.07	23,116.58	-9,172.55
Total	123,795.07	78,766.58	46,477.45
Share Premium			
Opening Balance	55,650.00	55,650.00	55,650.00
Add: On Premium on Right Issue	112,428.00	-	-
Less: On Bonus shares issued (Refer Note 35)	-99,968.00	-	-
Closing Balance	68,110.00	55,650.00	55,650.00
Retained Earnings			
Opening Balance	23,116.57	-9,172.55	-33,471.35
Net Profit / (Loss) during the year	32,568.50	32,289.13	25,548.69
Interim Dividend Paid	-	-	-1,175.64
Income tax on Interim Dividend	-	-	-74.25
	55,685.07	23,116.58	-9,172.55
(ii) Other comprehensive income			
As per last balance sheet	-	-	-
Closing Balance			

- (i) Securities premium is used to record the premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.
- (ii) General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes.
- (iii) Retained earnings represent the accumulated earnings net of losses, if any, made by the Company over the years.

16 Non-Current Borrowings

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rupees	Rupees	Rupees
Unsecured, Considered Good			
Term Loans			
From Banks	11,875.19	15,013.97	1,655.69
From Other Financial Institution	7,949.22	10,652.23	-
Less: Current maturities disclosed under "short-term borrowings" (Refer Note 18)	-16,656.15	-8,157.77	-609.81
Total	3,168.26	17,508.43	1,045.88

17 Lease Liabilities

Particulars	Non Current			Current		
	31-03-2023	31-03-2022	31-03-2021	31-03-2023	31-03-2022	31-03-2021
Lease Liabilities	811.02	258.84	1,348.99	1,912.99	1,090.16	1,018.47
	811.02	258.84	1,348.99	1,912.99	1,090.16	1,018.47

18 Borrowings

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rspees	Rspees	Rspees
Secured, Considered Good			
Overdraft Facility from Banks (Refer Note i below)	21,952.65	27,352.13	25,500.97
Unsecured, Considered Good			
Loans and advances from related parties - Repayable on Demand	8,700.00	-	1,231.15
Loans and advances from Others	90.40	-	-
Current Maturities of Long Term Borrowings			
From Banks	9,401.30	3,605.43	609.81
From Other Financial Institution	7,254.86	4,552.34	-
Total	47,399.21	35,509.90	27,341.93

Note i. Overdraft from Bank of India is secured against FDR of the Directors and their relatives

(iii) Retained earnings represent the accumulated earnings net of losses, if any, made by the Company over the years.

19 Trade payables

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rspees	Rspees	Rspees
Micro and Small Enterprises (Including acceptance) (Refer Note i & ii below)	-	-	-
Others (Refer Note i & ii below)	87,636.67	32,557.69	39,894.56
	87,636.67	32,557.69	39,894.56

Note i. There are no Micro, Small and Medium Enterprises, to whom the Company owes dues. This information, as required to be disclosed under the Micro Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Note II. Trade Payables aging schedule: As at 31st March, 2023

Particulars	Outstanding for following periods from due date of payment				
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years
(i) MSME					
(ii) Others	62,629.26	12,961.46	9,308.17	2,738.78	-
(iii) Disputed dues - MSME					
(iv) Disputed dues - Others					

Trade Payables aging schedule: As at 31st March, 2022

Particulars	Outstanding for following periods from due date of payment				
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years
(i) MSME					
(ii) Others	26,054.47	3,543.22	-	-	-
(iii) Disputed dues - MSME					
(iv) Disputed dues - Others					

20 Other current financial liabilities

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rspees	Rspees	Rspees
Interest accrued but not due on borrowings	282.26	227.68	-
Total	282.26	227.68	-

21 Other current liabilities

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rupees	Rupees	Rupees
Statutory Dues	10,822.24	3,187.27	7,630.57
Expenses Payable	46,505.68	27,042.37	32,546.92
Total	57,327.92	30,229.64	39,977.49

22 Current Provisions

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rupees	Rupees	Rupees
Provision for income tax	7,464.47	-	1,406.68
Total	7,464.47	-	1,406.68

23 Revenue from operations

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
	Rupees	Rupees
Sale of services:		
Commissioned television programs	252,026.36	85,724.31
Internet programs / Web Series	174,094.25	505,122.95
Total	426,120.61	590,847.26

24 Other income

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
	Rupees	Rupees
Interest on income tax refund	432.13	-
Liabilities / excess provisions written back	1,477.69	2,982.48
Finance Income on Lease Deposit	58.03	42.46
Gain on derecognition of Right of Use assets & Financial Liability	128.36	-
Miscellaneous Income	-	15.96
Total	2,096.21	3,040.50

25 Cost of Production Expenses

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
	Rupees	Rupees
Artists, directors, writers, technicians & other professional fees	223,379.02	233,838.79
Shooting and location expenses	31,336.01	29,259.27
Sets & studio maintenance charges	19,357.58	20,306.85
Location hire charges	6,738.64	22,089.86
Set properties and equipment hire charges	12,453.67	62,474.54
Food and refreshments charges	10,961.21	29,380.77
Line production cost	-	48,117.54
Sound expense	6,748.14	7,080.13
Editing, Dubbing & Subtitling	34,861.01	1,899.84
Production expenses including purchase of costumes and dresses	35,372.44	54,711.65
Purchase of tapes	-	953.40
Insurance expense	795.16	1,041.19
Other production expenses	5,717.80	56,293.63
Total	387,720.68	567,447.46

26 Change in Inventories

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
	Rupees	Rupees
Opening Balance		
Television serials, internet series	58,707.63	32,975.50
Closing Balance		
Television serials, internet series	94,755.77	58,707.63
Total	-36,048.14	-25,732.13

27 Employee benefits expenses

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
	Rupees	Rupees
Salaries and wages - Staff	3,042.29	2,945.96
Directors Remuneration	6,300.00	6,100.00
Staff welfare expenses	326.00	747.35
Total	9,668.29	9,793.31

28 Finance cost

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
	Rupees	Rupees
Interest on Borrowings	5,283.34	1,974.74
Interest on lease liabilities	504.15	289.53
Loss on derecognition of Financial Liability	20.23	11.95
Total	5,807.72	2,276.22

29 Depreciation and amortization expenses

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
	Rupees	Rupees
Depreciation on property, plant and equipment (Refer Note 4)	82.88	105.59
Amortization on right-of-use assets (Refer note 4)	1,867.18	1,020.58
Total	1,950.06	1,126.17

30 Other Expenses

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
	Rupees	Rupees
Admin Expenses	210.06	220.41
Power and fuel	169.60	124.40
Rent Expenses	80.60	198.13
Repairs and maintenance Expenses	482.78	192.72
Travelling Expenses	1,584.01	65.42
Printing and stationery	47.39	37.70
Advertising and sales promotion	1,084.88	86.82
Legal and professional fees	3,887.32	5,694.28
Auditors Remuneration (Refer note. 30.1)	560.00	350.00
Share Issue Expenses	1,648.42	20.00
Sundry balance written off	2,939.34	610.03
Insurance Expenses	102.96	
Miscellaneous expenses	401.84	1,038.83
Interest on TDS	373.92	-
Total	13,573.12	8,638.74

30.1 Payments to Auditors

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
	Rupees	Rupees
Statutory Audit Fees	300.00	300.00
limited review report	100.00	50.00
Other Certification service	160.00	
Total	560.00	350.00

31. Disclosure under accounting standards

I. Disclosure under accounting standard 18 - "Related-party Disclosures" are given below:

A. Related Party Disclosure:

Relationships

- 1) Enterprises where controls exists:
- 2) Associate / Joint venture
- 3) Phataka Films LLP (JV)

B. Key management personnel (KMP)

- 1) Suresh Devdas Motwani (Wholetime Director)
- 2) Mautik Ajit (Managing Director)
- 3) Uma Krishnan (Director)
- 4) Saloni Sunil Kapadia (Director)
- 5) Nutanjha (Director)
- 6) Suyog Sanjay Jadhav (Additional Director)
- 7) Ravi Bhavanishankar Bhatt (Chief Finance Officer)
- 8) Nirali Dishant Shah (Company Secretary)

C. Relatives of Key management personnel (KMP)

- 9) Ajit M. Tolia (Relative of Mautik Ajit Tolia)
 10) Anjana Tolia (Relative of Mautik Ajit Tolia)
 11) Nautam Tolia (Relative of Mautik Ajit Tolia)

D. Ventures in which KMPs have significant influence

- 1) Point 17 (Proprietorship Firm of Relative of KMP)
 2) Sumukha Bodhi tree Entertainment Pvt Ltd. (KMP holds significant influence)

E. Transactions with related parties

F. Statement of transactions for the year ended March 31, 2023 (Rs. in Thousands)

Sr. No.	Particulars	Associate/ Joint venture	Key management personnel (KMP)	Relative of Key management personnel (KMP)	Enterprise in which Key Management Personnel and KMP relative have significant influence	Total
1	Remuneration / Salary Mautik Tolia Sukesh Motwani	- - -	3,000.00/- 3,300.00/-	- -	- -	3,000.00/- 3,300.00/-
2	Reimbursement of Exp. / Paid against services Mautik Tolia	-	2,936.79/-	-	-	2,936.79/-
3	Loan / advance Taken Mautik Tolia Ajit Tolia	- -	9,800.00/- -	- 1,000.00/-	- -	9,800.00/- 1,000.00/-
4	Loan / advance repaid Mautik Tolia Ajit Tolia	- -	(1,100.00)/- -	- (1,000.00)/-	- -	(1,100.00)/- (1,000.00)/-
5	Payments made on behalf of the related party Phataka Films LLP	1.78/-	-	-	-	1.78/-
6	Amount Receivable/(Payable) Mautik Tolia Unsecured Loan Mautik Tolia Expenses Payable Sukesh Motwani Phataka Films LLP Sumukha Bodhi tree Entertainment Pvt Ltd.	- - - - 3,567.60/- -	(8,700.00)/- (284.94)/- (1,179.51)/- - -	- - - - -	- - - 1,689.88/-	(8,700.00)/- (284.94)/- (1,179.51)/- - 3,567.60/- 1,689.88/-

Statement of transactions for the Year ended March 31, 2022

(Rs. in Thousands)

Sr. No.	Particulars	Associate / Joint venture	Key management personnel (KMP)	Relative of Key management personnel (KMP)	Enterprise in which Key Management Personnel and KMP relative have significant influence	Total
1	Remuneration / Salary Mautik Tolia Suresh Motwani		3,000.00/- 3,100.00/-			3,000.00/- 3,100.00/-
2	Reimbursement of Exp. / Paid against services Suresh Motwani Point 17 (Inc. GST) Nautam Tolia		1,116.95/-	480.00/-	720.00/-	1,116.95/- 720.00/-480.00/-
3	Loan/advance Taken Mautik Tolia Suresh Motwani Ajit Tolia	- -	69.80/-	- 1,000.00/-	- -	69.80/- 1,000.00/-
4	Loan / advance repaid Mautik Tolia Suresh Motwani Ajit Tolia	- - -	(1,077.79) (223.16) -	- - (1,000.00)/-	- - -	(1,077.79)/- (223.16)/- (1,000.00)/-
5	Payments made on behalf of the related party Phataka Films LLP Sumukha Bodhi tree Entertainment Pvt Ltd.	4.09/-	-	-	107.00/-	4.09/- 107.00/-
6	Amount Receivable/(Payable) Mautik Tolia Phataka Films LLP Sumukha Bodhi tree Entertainment Pvt Ltd.	- 3,565.83 -	(92.30)/- - -	- - -	- 1,689.88/-	(92.30)/- 3,565.83/- 1,689.88/-

Disclosure under accounting standard - 33 "Earnings Per Share"

Particulars	Unit s	31/03/2023	31/03/2022
Net Profit after taxation (As per the statement of profit and loss)	Rs.	32,568.50/-	32,289.11/-
Actual No. of Equity Shares outstanding at the end of the year	Nos.	12,496.00/-	1,250.00/-
Weighted Average number of equity shares outstanding during the period / year	Nos.	12,183.70/-	11,246.80/-
Basic earnings per share	Rs.	2.67	2.87
Diluted earnings per share	Rs.	2.67	2.87
Nominal value per share	Rs.	10	10

32. Disclosures pertaining to Ind AS 116 "Leases"

The Company as a lessee:

a. Expense relating to the short term leases and leases of low value of assets amounted to Rs.40.33 Lakhs. (2022: Nil).

The following is the summary of practical expedients elected:

Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than twelve months of lease term.

b. Carrying value Right-of-use assets (RoU)

(Rs. in Thousands)

Description of Assets	Right to Use Assets
I. Gross carrying amount	
As at April 1, 2021	2,908.31/-
Additions	-
Less: Disposal	-
As at March 31, 2022	2,908.31/-
Additions	3,904.47/-
Less: Disposal	1,687.57/-
As at March 31, 2023	5,125.22/-
II. Accumulated amortization	
Upto April 1, 2021	764.33/-
Charge for the year	1,020.58/-
Less: Disposal	-
Upto March 31, 2022	1,784.91/-
Charge for the year	1,867.19/-
Less: Disposal	971.62/-
Upto March 31, 2023	
III. Net carrying amount	2,680.48/-
As at March 31, 2022	1,123.40/-
As at March 31, 2023	2,444.76/-

Particulars	31/03/2023	31/03/2022
As at the beginning of the year	1,348.10/-	2,367.46/-
Add: Accretion of interest	504.14/-	289.53/-
Add: Creation of lease liability	3,904.47/-	-
Less: De-recognition of lease liability during the year	-840.10/-	-
Less: Payment of interest and principle as shown in the statement of cash flows under cash flows from financing activities	-2,193.50/-	-1,308.00/-
Net carrying amount as at the end of the year	2,724.00/-	1,348.10/-

c. The details of the lease liabilities are as follows:

(Rs. in Thousands)

Lease liabilities (Current)	1,912.99/-	1,090.16/-
Lease liabilities (Non-Current)	811.01/-	258.83/-
Net carrying amount as at the end of the year	2,724.00/-	1,348.10/-

d. The following are the amounts recognised in the statement of profit and loss:

(Rs. in Thousands)

Particulars	31/03/2023	31/03/2022
Amortization expense of right-of-use assets	1,867.19/-	1,020.58/-
Gain on derecognition of right-of-use asset	124.17/-	-
Interest expense on lease liabilities	504.14/-	289.53/-
Loss on derecognition of Financial Liability	20.23/-	11.94/-

34. Expenditure in Foreign Currency

(Rs. in Thousands)

Particulars	31/03/2023	31/03/2022
	Rupees	Rupees
Artists, directors, writers, technicians, Location & other professional fees	-	8,729.93/-
Legal and Professional Fees	-	374.44/-
Other production expenses	311.64/-	1,601.22/-

35. Right and Bonus Issues

a) During the previous year, the Company had requested the existing shareholders of the Company to infuse further funds in the Company by subscribing to the Right Issue for expansion and development of business operations of the Company and meeting the long term financial requirement of the company including the working capital requirements. Therefore, the Board was further apprised that for the same.

Company had received the share application amount of Rs. 1,24,92,000 from its existing shareholders. The company had issued 12,49,200 right equity share (Face Value of Rs. 10) at issue price of Rs. 100.

b) The Company has allotted 99,96,800 fully paid up Bonus Shares of Rs. 10/-, in the proportion of Four (4) Equity Share of Rs. 10/- each for every One (1) existing Equity Shares of Rs. 10/- each to the eligible Members whose names appeared in the Register of Members / List of Beneficial Owners as on September 23, 2022, i.e. Record Date. Consequently, Share Capital of the Company stands increased from Rs. 2,49,92,000/- divided into 24,99,200 Equity Shares of Rs. 10/- to Rs. 12,49,60,000/- divided into 1,24,96,000/- equity shares of Rs. 10/- each.

36. Dividend paid and proposed

Dividend on equity shares is proposed by the Board of Directors for the year ended 31 March 2023.

37. Financial Assets & Liabilities

(Rs. in Thousands)

Particular	Measured at :		
	Amortized Cost	FVTPL	FV OCI
Non-Current			
<u>Financial Assets</u>			
Investments in Associates.	1,00.00/-	-	-
Loans	35,67.60/-	-	-
Other non-current financial assets	27,46.61/-	-	-
<u>Financial Liabilities</u>			
Borrowings	31,68.27/-	-	-
Lease Liabilities	8,11.01/-	-	-
Current			
<u>Financial Assets</u>			
Trade receivables	13,18,17.02/-	-	-
Cash and cash equivalents	4,38,71.10/-	-	-
<u>Financial Liabilities</u>			
Borrowings	4,73,99.21/-	-	-
Lease Liabilities	19,12.99/-	-	-
Trade payables	8,76,36.68/-	-	-

A reconciliation of the financial results to that reported under previous Generally Accepted Accounting Principal (GAAP) is given below :

Particulars	As at 31-03-2022
Net Profit for the period as reported under previous GAAP	29,604.05
Impact of Deferred Expenses write off	1430.47
Impact due of Ind AS 116 Leases	(3.78)
Impact on Tax adjustments	929.02
Impact due to amortization of transaction cost on borrowing	329.36
Net Profit for the period as reported under previous Ind AS	32,289.12

A reconciliation of equity to that reported under previous Generally Accepted Accounting Principal (GAAP) is given below:

Particulars	As at 31-03-2022
Equity as reported under previous GAAP	82,897.82
Impact of Deferred Expenses write off (BS)	(4,291.40)
Impact due to adoption of Ind AS 116	(232.03)
Impact due to amortization of Financial liability	350.43
Change in DTA	41.75
Equity Reported under Ind AS	78,766.56

Notes:

i. Carrying amount as deemed cost for Property, Plant and Equipment:

We consider carrying amount of Property, Plant and Equipment as per Previous GAAPs, as deemed cost on transition date in accordance Ind AS 101.

ii. Fair valuation for Financial Assets:

The Company has valued financial assets (other than Investment in subsidiaries, associate and joint ventures which are accounted at cost), at fair value. Impact of fair value changes as on the date of transition, is recognised in opening reserves and changes thereafter are recognised in Statement of Profit and Loss or Other Comprehensive Income, as the case may be.

iii. Deferred Tax

The impact of transition adjustments together with Ind AS mandate of using balance sheet approach (against profit and loss approach in the previous GAAP) for computation of deferred taxes has resulted in charge to the Reserves, on the date of transition, with consequential impact to the Statement of Profit and Loss for the subsequent periods.

iv. Others:

Loan processing fees / transaction cost: Under Ind AS such expenditure are considered for calculating effective interest rate. The impact for the periods subsequent to the date of transition is reflected in the Statement of Profit and Loss.

38. Exemptions Applied

Ind AS 101 "First-time Adoption of Indian Accounting Standards" allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

Property, plant and equipment, intangible assets and investment properties

The Company has elected to apply Indian GAAP carrying amount as deemed cost on the date of transition to Ind AS for its property, plant and equipment, intangible assets and investment properties.

Mandatory exceptions applied

The following mandatory exceptions have been applied in accordance with Ind AS 101 in preparing the financial statements:

39.1 Estimates: The Company's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with Indian GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at 1st April, 2020 are consistent with the estimates as at the same date made in conformity with Indian GAAP except where Ind AS required a different basis for estimates as compared to the Indian GAAP.

39.2 Classification and measurement of financial assets: The Company has classified the financial assets in accordance with Ind AS 109 "Financial Instruments" on the basis of facts and circumstances that exist at the date of transition to Ind AS.

39.3 Financial risk management

The Company's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk are reviewed regularly to reflect changes in market conditions and the Company's activities.

i. Market Risks

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.

The company is not significantly exposed to foreign currency risk. Moreover, the company has no investments in equity shares thus the company is not exposed to price risk also.

Interest rate Risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, management of the Company performs a corporate interest rate risk.

According to the Company interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year.

ii. Credit Risks

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities primarily trade receivables and from its loans and advances and other financial instruments.

Trade receivables

Customer credit risk is managed by each Project wise subject to the company's established policy, procedures and control relating to customer credit risk management.

The Company measures the expected credit loss of trade receivables and loan & advances customers wise based on historical trend. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no provision considered.

iii. Liquidity Risk

Liquidity risk is the risk that the company will face in meeting its obligations associated with its financial liabilities. The company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions. A material and sustained shortfall in our cash flow could undermine the company's credit rating and impair investor confidence.

The following table shows the maturity analysis of the company's financial liabilities as at the balance sheet date:

Particular	Less than 12 months	More than 12 months	Total
Borrowings	47,399.21	3,168.26	50,567.47
Lease Liabilities	1,912.99	811.02	2,724.00
Trade Payable	87,636.67	-	87,636.67
Other financial liabilities	282.26	-	282.26
Statutory Dues	10,822.24	-	10,822.24
Expenses Payable	46,505.67	-	46,505.67

iv. Capital Management

The Company aim to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimize returns to our shareholders.

The capital structure of the Company is based on management's judgment of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider 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. In order to maintain or adjust the capital structure, the Company does not distribute dividends to the shareholders.

- 40 To the best of information of the management, the disclosure requirements to be given pursuant to Gazette notification for amendments in Schedule III to the Companies Act, 2013 dated 24 March 2021 effective from 01 April 2021 pertaining to following matters are either disclosed or not applicable to the Group.
- i. During the year, the Group have not entered into any transaction with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.
 - ii. No proceeding has been initiated or pending against the Group and its associates for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
 - iii. The Group have not been declared a wilful defaulter by any bank or financial institution or other lender.
 - iv. There are no charges or satisfaction of charges yet to be registered with ROC beyond the statutory period.
 - v. There are no transactions related to previously unrecorded income that have been surrendered or disclosed as Income during the year in the tax assessments under the Income Tax Act, 1961.
 - vi. The Group have not traded or invested in Crypto currency or virtual currency during the financial year.
 - vii. As per Clause (87) of section 2 and section 186(1) of the Companies Act, 2013 and Rules made thereunder, the Group is in compliance with the number of layers as permitted under the said provisions.
 - viii. Utilization of borrowed funds and share premium
 - a. No fund (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether , directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or provided any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - b. No funds (which are material either individually or in the aggregate) have been received by the Group from any person or entity, including foreign entity ("funding parties"), with the understanding, whether recorded in writing or otherwise, that the Group 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 parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - c. Previous year's figures have been regrouped wherever necessary to confirm to the current year's classifications

c. Previous year's figures have been regrouped wherever necessary to confirm to the current year's classifications

Ratio	Numerator	Denominator	March 31, 2023	March 31, 2022	% Variance	Reason for Variance*
			Rate	Rate		
(a) Current Ratio	Current Assets	Current Liabilities	2.04	1.00	104%	
(b) Debt-Equity Ratio	Debt (Total Borrowings)	Total Equity	0.20	0.38	-60% year	Long term borrowings have decreased in current year and Equity share capital has increased in and of the previous year.
(c) Debt Service Coverage Ratio	Profit for the period/year + Finance cost + Depreciation	Lease Liabilities + Interest Accrued on Borrowings	342.87	136.77	-9%	
(d) Return on Equity Ratio	Profit for the period/year	Average Total Equity	0.19	0.43	-55%	Equity share capital had increased in and of the previous year and profit is increased in current year.
(e) Inventory turnover ratio	Revenue from operations	Average Inventory	5.55	12.89	-57%	The total revenue has decreased. Inventories of television sets in 'WIP' have increased.
(f) Trade Receivables turnover ratio	Revenue from operations	Average Trade Receivable	5.93	18.26	-67%	The turnover has decreased and trade receivable increased in current year.
(g) Trade payables turnover ratio	Total purchases	Average Trade Payable	-	-	-	The total purchases has increased by more than 80% in current year.
(h) Net capital turnover ratio	Revenue from operations	Average Working Capital = Current Assets - Current Liabilities	2.05	7.45	-73% current year	The turnover has decreased and Average working capital is increased in current year.
(i) Net profit ratio	Profit for the period/year	Revenue from operations	0.08	0.05	40%	Profit for the year and revenue from operations is increased in current year.
(j) Return on Capital employed	Profit Before Tax + Finance cost	Equity + Debt (Borrowings) - Cash and Cash Equivalents	0.20	0.24	-17%	Profit for the year, debt and cash is increased. equity share capital had increased in and of the previous year.
(k) Return on investment	Profit Before Tax + Finance cost	Total assets	0.11	0.16	-30% year of the previous year	Equity share capital had increased in and of the previous year.
*green color if more than 25%.						

In terms of our report attached

For **S A R A & Associates**

Chartered Accountants

Firm Registration No: 120927W

Sd/-

Alok Bairagra

Partner

Membership No: 105153

UDIN: 23105153BGXFOE4330

Place: Mumbai

Date: April 20 2023

For and on behalf of the Board of Directors

Bodhi Tree Multimedia Limited

CIN: L22211MH2013PLC245208

Mautik Tolia

Managing Director

DIN: 06586383

Sukesh Motwani

Director

DIN: 06586400

Nirali Shah

Company Secretary

Ravi Bhatt

CFO

CONSOLIDATED INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Bodhi Tree Multimedia Limited (Formerly known as Bodhi Tree Multimedia Private Limited)

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Bodhi Tree Multimedia Limited (hereinafter referred to as "the Company") and its one associate comprising of the consolidated Balance sheet as at 31 March 2023, the consolidated Statement of Profit and Loss and Cash Flow 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 and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of associate the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("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 Company and its associate as at 31 March 2023, their consolidated profit and their consolidated 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 Companies Act, 2013 ('the Act'). Our responsibilities under those standards are further described in paragraph (a) of Auditor's Responsibilities section below. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('the ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

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. We have determined that there are no key audit matters to communicate in our report.

Management's Responsibilities for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the preparation of these Consolidated financial statements in terms of the requirement of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the Company are responsible for 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 frauds and other irregularities; the selection and application of the 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 fair 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 Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the Company are responsible for assessing the ability of the Company 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.

The respective Board of Directors of the Company included in the Group are also responsible for overseeing the financial reporting process of the Company and of its associate.

Auditor's Responsibilities for the Audit of Consolidated Financial Statements

Our objective is 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 Companies Act, 2013, 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 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 Company 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 35 entities or business activities within the Group and its associates and jointly controlled entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, 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.

Other Matter

We did not audit the financial statement of the Associates included in the consolidated financial statements which includes share of Net loss of Rs 5,390/- for the year ended March 31, 2023 as considered in the statement. Our opinion and conclusion on the Financial Statements is solely based on the Unaudited Financial Statements furnished to us by the management and the procedures performed by us as stated under Auditor's responsibilities as above.

Our opinion on the consolidated financial statements, and our report on other legal and regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and unaudited financial statements/ financial information furnished by the management.

Report on Other Legal and Regulatory Requirements

1) As required by Section 143 (3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the associates, 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 purpose 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, 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 Ind AS specified under Section 133 of the Act;

e) On the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company none of the directors of the Group companies and its associate covered under the Act, are disqualified as on 31st March 2023 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 Holding Company and its associate company covered under the Act, 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 rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements / consolidated financial statements as also the other financial information of the associates:

i. The consolidated financial statements does not have any pending litigations which would impact its financial position of the Group

ii. The Group did not have any long-term contracts including derivative contracts hence the question of making a provision for any resulting material foreseeable losses does not arise; and;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

2) With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, Our opinion and conclusion on the Financial Statements of an associates is solely based on the Unaudited Financial Statements furnished to us by the management and the procedures performed by us as stated under Auditor's responsibilities as above. Accordingly, clause 3(xxi) of the Order is not applicable to the Company.

For **S A R A & Associates**
Chartered Accountants
Firm Registration No: 120927W

Sd/-

Alok Bairagra

Partner

Place: Mumbai
Date: April 20 2023

Membership No: 105153
UDIN: 23105153BGXF0F4003

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENT OF BODHI TREE MULTIMEDIA LIMITED (FORMERLY KNOWN AS BODHI TREE MULTIMEDIA PRIVATE LIMITED)

Annexure A

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

In conjunction with our audit of the consolidated financial statements of Bodhi Tree Multimedia Limited (Formerly known as Bodhi Tree Multimedia Private Limited) (the 'Holding Company') and its associate (the Holding Company and its associate together referred to as the 'Group') as at and for the year ended 31 March 2023, we have audited the internal financial controls over financial reporting of the Group, which is the under the Act, as at that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of Group, covered under the Act, are 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 (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the '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 the company's business, including adherence to the 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 Group, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls over financial reporting, and the Guidance Note issued by the ICAI. 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 were 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 over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting includes obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting of Group as aforesaid.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally

accepted accounting principles. A company's internal financial controls over financial reporting include those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the IFCoFR 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 Group 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 31st March, 2023, based on the internal control over financial reporting criteria established by the Group 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.

Other Matter

The consolidated financial statements also include associate, which is LLP covered under the LLP Act, whose internal financial controls over financial reporting have not been audited by us. The internal financial controls over financial reporting in so far as it relates to such associate which have not been furnished to us by the management.

Place: Mumbai
Date: April 20 2023

For **S A R A & Associates**
Chartered Accountants
Firm Registration No: 120927W

Sd/-

Alok Bairagra

Partner

Membership No: 105153
UDIN: 23105153BGXF0F4003

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2023

(All amounts are in Indian Rupees thousands, unless otherwise stated)

Rs. In Thousand

Particulars		Note	As at 31 March 2023 Rupees	As at 31 March 2022 Rupees	As at 31 March 2021 Rupees
ASSETS					
Non-current assets					
(a) Property, plant and equipment and Intangible Assets					
(i) Property, plant and equipment	4A		391.05	290.45	367.50
(ii) Intangible Assets	4A		1,497.50	897.50	-
(iii) Right to Use Assets	4B		2,444.75	1,123.39	2,143.97
(b) Financial assets					
(i) Investments	5		87.88	93.27	93.27
(ii) Loans	6		3,567.60	3,565.83	3,561.74
(iii) Other non-current financial assets	7		2,746.62	12,950.49	16,374.83
(c) Deferred tax assets	8		1,232.32	1,203.33	1,697.84
(d) Other non-current assets	9		30,158.94	9,551.58	1,186.15
Total non-current assets			42,126.67	29,675.83	25,425.29
Current assets					
(a) Inventories	10		94,755.76	58,707.63	32,975.50
(b) Financial assets					
(i) Trade receivables	11		131,817.03	11,422.58	53,277.96
(ii) Cash and cash equivalents	12		43,871.99	9,587.61	25,047.65
(c) Other current assets	13		142,174.29	99,248.49	34,188.28
Total current assets			412,619.07	178,966.31	145,489.39
Total Assets			454,745.74	208,642.14	170,914.68
EQUITY AND LIABILITIES					
Equity					
(a) Equity share capital	14		124,960.00	12,500.00	12,500.00
(b) Other equity	15		123,782.95	78,759.84	46,470.71
Total equity			248,742.95	91,259.84	58,970.71
Non-current liabilities					
Financial Liabilities					
(i) Borrowings	16		3,168.26	17,508.43	1,045.88
(ii) Lease Liabilities	17		811.02	258.84	1,348.99
Total non-current liabilities			3,979.28	17,767.26	2,394.87
Current liabilities					
(a) Financial liabilities					
(i) Borrowings	18		47,399.21	35,509.90	27,341.93
(ii) Lease Liabilities	17		1,912.99	1,090.16	1,018.47
Trade payables	19		-	-	-
Total outstanding dues of micro and small enterprise			-	-	-
Total outstanding dues of creditors other than micro and small enterprises			87,636.67	32,557.69	39,804.56
(iii) Other financial liabilities	20		282.26	227.68	-
(b) Other current liabilities	21		57,327.92	30,229.64	39,977.49
(c) Provisions	22		7,464.47	-	1,406.68
(d) Current Tax Liabilities (Net)			-	-	-
Total current liabilities			202,023.51	99,615.06	109,549.12
Total liabilities			206,002.79	117,382.32	111,944.00
Total Equity and liabilities			454,745.74	208,642.16	170,914.71

Significant accounting policies and notes to standalone financial statements
The above accompanying notes are an integral part of these Standalone Ind AS financial statements

In terms of our report attached

For **S A R A & Associates**

Chartered Accountants

Firm Registration No: 120927W

Sd/-

Alok Bairagra

Partner

Membership No: 105153

UDIN: 23105153BGXF0F4003

Place: Mumbai

Date: April 20 2023

For and on behalf of the Board of Directors

Bodhi Tree Multimedia Limited

CIN: L22211MH2013PLC245208

Mautik Tolia **Sukesh Motwani**

Managing Director

Director

DIN: 06586383

DIN: 06586400

Nirali Shah

Ravi Bhatt

Company Secretary

CFO

DRAFT VERSION 3

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

(All amounts are in Indian Rupees thousands, unless otherwise stated)		Rs. In Thousands	
Particulars	Note	For the year ended 31 March 2023	For the year ended 31 March 2022
		Rupees	Rupees
Income:			
Revenue from operations	23	4,26,120.61	5,90,847.26
Other Income	24	2,096.21	3,040.50
Total income		4,28,216.82	5,93,887.76
Expenses:			
Cost of production	25	3,87,720.68	5,67,447.46
Changes in inventories	26	-36,048.14	-25,732.13
Employee Benefits Expenses	27	9,668.29	9,793.31
Finance Cost	28	5,807.72	2,276.22
Depreciation and amortization expenses	29	1,950.05	1,126.17
Other Expenses	30	13,573.12	8,638.74
Total expenses		3,82,671.73	5,63,549.77
Profit before Exceptional Item and Tax		45,545.09	30,337.99
Exceptional Item:		-	-
Profit/(Loss) on share of associates		-	-
Profit before Tax		45,545.09	30,337.99
Tax Expenses:	8		
- Current tax		-7,464.47	-6,406.87
- Tax Expenses of Earlier years		-530.94	-
- MAT Credit Entitlement		-5,010.18	8,851.52
- Deferred tax		29.00	-494.51
Profit for the year (A)		32,568.50	32,289.13
Other Comprehensive Income			
(i) Items that will not be reclassified to statement of profit and loss			
Remeasurements of post-employment benefit obligations		-	-
Income tax relating to above		-	-
Total Other Comprehensive Income (B)		-	-
Total Comprehensive Profit for the year (A+B)		32,568.50	32,289.13
Earnings per equity share Basic & Diluted (of face Value Rs. 10 each)	34	2.67	2.87

Significant accounting policies and notes to standalone financial statements

The above accompanying notes are an integral part of these Standalone Ind AS financial statements

In terms of our report attached

For **S A R A & Associates**

Chartered Accountants

Firm Registration No: 120927W

Sd/-

Alok Bairagra

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Mautik Tolia **Sukesh Motwani**

Managing Director

Director

DIN: 06586383

DIN: 06586400

Nirali Shah

Company Secretary

Ravi Bhatt

CFO

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2023

(All amounts are in Indian Rupees thousands, unless otherwise stated)

Rs. In Thousands

S.No.	Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
		Rupees	Rupees
A)	Cash flow from operating activities:		
	Profit for the period	45,545.07	30,337.98
	Adjustments to reconcile net profit to net cash provided by operating activities	-	-
	Depreciation and amortization	1,950.06	1,126.17
	Finance cost	5,807.72	2,276.22
	Changes in assets and liabilities	-	-
	Changes in Inventories	-36,048.14	-25,732.13
	Trade receivables and unbilled revenue	-1,71,328.46	8,393.99
	Loans, other financial assets and other assets	30,130.69	-33,059.00
	Trade payables	33,589.44	-7,246.87
	Other financial liabilities, other liabilities and provisions	28,527.87	-10,538.64
	Cash generated from operations	-61,825.75	-34,442.28
	Income taxes paid	-7,390.72	-2,445.65
	Net cash generated by operating activities	-69,216.47	-36,887.93
B)	Cash flow from investing activities:		
	Property, plant and equipment	-700.59	-926.42
	Net cash generated from investing activities	-700.59	-926.42
C)	Cash flow from financing activities:		
	Proceeds from Short Term Borrowings	11,889.31	8,167.97
	Proceeds from long term borrowings	-	16,462.54
	Repayment of long term borrowings	-14,340.17	-
	Interest paid	-5,807.72	-2,276.22
	Right Shares issued	1,12,460.00	-
	Net cash generated from financing activities	1,04,201.42	22,354.29
	Net increase / (decrease) in cash and cash equivalents (A+B+C)	34,284.37	-15,460.06
		-	-
	Cash and cash equivalents at the beginning of the period	9,587.60	25,047.65
	Cash and cash equivalents at the end of the period	43,871.96	9,587.60

Significant accounting policies and notes to standalone financial statements

The above accompanying notes are an integral part of these Standalone Ind AS financial statements

In terms of our report attached

For **S A R A & Associates**

Chartered Accountants

Firm Registration No: 120927W

Sd/-

Alok Bairagra

Partner

Membership No: 105153

UDIN: 23105153BGXFOF4003

Place: Mumbai

Date: April 20 2023

For and on behalf of the Board of Directors

Bodhi Tree Multimedia Limited

CIN: L22211MH2013PLC245208

Mautik Tolia **Sukesh Motwani**

Managing Director

Director

DIN: 06586383

DIN: 06586400

Nirali Shah

Company Secretary

Ravi Bhatt

CFO

BODHI TREE MULTIMEDIA LIMITED CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

1 Background

Bodhi Tree Multimedia Ltd. (formerly known as Bodhi Tree Multimedia Pvt. Ltd) ('the Company') was incorporated on July 4, 2013 under the Companies Act, 1956 and is listed on BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) in India. The company has received migration approval from NSE i.e. the company has been migrated from NSE emerged platform to mainboard platform of the exchange (NSE & BSE) w.e.f 15th February 2023 Accordingly the securities of the company are listed and traded on mainboard of NSE & BSE from 15th February 2023. The Company has established itself as a leader in television content in India particularly for Hindi language content and has also successfully ventured in the regional television content market and Internet based program. The registered office and principal place of business of the Company is at Andheri (West), Mumbai.

The company was originally incorporated as Bodhi Tree Multimedia Pvt. Ltd on 4th July, 2013 under Companies Act, 1956. The company has been converted in to Public Limited Company under Section 18 of the Companies Act, 2013 w.e.f. 01.09.2020 and the name of the company has been changed into Bodhi Tree Multimedia Ltd. w.e.f 01.09.2020

2 Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of the Financial Statements.

A Basis of Accounting:

The Consolidated financial statements have been prepared to comply in all material respects with the Indian Accounting Standards (Ind AS) as notified under Section 133 of the Companies Act, 2013 ('Act') read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act and rules framed thereunder and guidelines issued by the Securities and Exchange Board of India (SEBI). The financial statements have been prepared under the historical cost convention and on the accrual basis.

Upto the year ended March 31, 2022, the Company has prepared its financial statements in accordance with the requirement of Indian Generally Accepted Accounting Principles (GAAP), which includes Standards notified under the Companies (Accounting Standards) Rules, 2006 and considered as "Previous GAAP".

ii. Rounding of amounts

All amounts disclosed in the Consolidated financial statements have been rounded off to the nearest million with two decimals thereof, unless otherwise stated. Zero "0.00" denotes amount less than ` 500.

iii. Current and non-current classification

Assets and liabilities are classified as current if expected to realize or settle within twelve months after the balance sheet date. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products/services and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current/non-current classification of assets and liabilities.

B. Property, Plant and Equipment

- I. All Property, Plant and Equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the asset. Subsequent costs are included in the asset's carrying amount 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. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance expenses are charged to Statement of Profit and Loss

during the reporting period in which they are incurred.

- ii. Right-of-use (ROU) assets are stated at cost, less accumulated depreciation and impairment loss, if any. The carrying amount of ROU assets is adjusted for remeasurement of lease liability, if any, in future. Cost of ROU assets comprises the amount of initial measurement of lease liability, lease payments made before the commencement date (net of incentives received), initial direct costs and present value of estimated costs of dismantling and restoration.

C. Intangible Assets

Intangible assets under development comprises cost of intangible assets and related expenses that are not yet ready for their intended use at the reporting date.

D. Depreciation methods, estimated useful lives and residual value

- i. Depreciation is calculated using the straight-line method to allocate the cost of the asset, net of their residual values, if any, over their estimated useful lives which are in accordance with the useful lives prescribed under Schedule II to the Companies Act, 2013

The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is higher than its estimated recoverable amount.

Gains or losses arising from the retirement or disposal of tangible assets are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

- ii. Leasehold building and leasehold improvements are amortized over the period of lease or useful life of assets, whichever is lower.
- iii. ROU assets are depreciated on straight line basis from the commencement date to the end of useful life of asset or lease term whichever is earlier

E. Derecognition of property, plant and equipment / intangible assets.

Lease liability associated with assets taken on lease (except short-term and low value assets) is measured at the present value of lease payments to be made. Lease payments are discounted using the interest rate implicit in the lease. Lease payments comprise fixed payments in relation to the lease (less lease incentives receivable), variable lease payments, if any and other amounts (residual value guarantees, penalties, etc.) to be payable in future in relation to the lease arrangement. Lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payment made and remeasuring the carrying amount to reflect any reassessment or modification.

The carrying amount of an item of property, plant and equipment / intangible assets / investment property is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment / intangible assets / investment property 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 derecognized.

F. Lease

Lease liability associated with assets taken on lease (except short-term and low value assets) is measured at the present value of lease payments to be made. Lease payments are discounted using the interest rate implicit in the lease. Lease payments comprise fixed payments in relation to the lease (less lease incentives receivable), variable lease payments, if any and other amounts (residual value guarantees, penalties, etc.) to be payable in future in relation to the lease arrangement. Lease liability is subsequently measured by increasing the carrying amount to reflect interest on the

lease liability, reducing the carrying amount to reflect the lease payment made and remeasuring the carrying amount to reflect any reassessment or modification.

G. Segments 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, chief executive officer and chief financial officer which assesses the financial performance and position of the Company, and makes strategic decisions.

The Company operates in one segment namely "Production of Content for television and Internet based programs" and therefore segment reporting as required under IndAS-108 is not applicable.

H. Foreign Currency Translation :

i) 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 entity operates ('the functional currency'). These financial statements are presented in Indian rupee (INR), which is company's functional and presentation currency.

ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction. Foreign exchange gains and losses 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 recognised in Statement of Profit and Loss. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

I. Inventories (Content under development):

Inventories of television programs and web series (content) under development are stated at lower or unamortized cost of production (including attributable / allocable production costs and expenses) or net realizable value. Cost of content production includes costs incurred during the conceptualization and pre-production phases also and are amortized on commercialization of such content.

J. Financial Instruments

Financial instruments is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition of financial assets and liabilities

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the statement of profit and loss.

l) Financial assets

a) Subsequent measurement

Financial assets are classified into the specified categories i.e. amortized cost, fair value through profit or loss (FVTPL) and fair value through other comprehensive income (FVTOCI). The classification depends on the Company's business model for managing the financial assets and the contractual terms of cash flows.

b) Derecognition of financial assets

A financial asset is derecognized only when

- i) The Company has transferred the rights to receive cash flows from the financial asset or the rights have expired or
- ii) The Company 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 in an arrangement.

Where the entity 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 derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

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 derecognised 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.

c) Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- i) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- ii) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument) For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

II. Financial liabilities and equity instruments

Debt or equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax.

a) Subsequent measurement

Financial liabilities measured at amortized cost:

Financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR). Gains and losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in

the statement of profit and loss

b) Derecognition of financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

K. Revenue Recognition:

The Company derives revenue from producing television programs, Internet series to its customers. The Company identifies and evaluate each performance obligation under the contract. Revenue recognition is based on the delivery of performance obligations and an assessment of when control is transferred to the customer. Revenue is recognized either when the performance obligation in the contract has been performed ('point in time' recognition) or 'over time' as control of the performance obligation is transferred to the customer.

Revenue excludes any taxes and duties collected on behalf of the government.

L. Interest and Dividend Income:

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's carrying amount on initial recognition.

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

M. Income Tax:

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses, if any.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the country where the Company generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred Tax assets are recognised for all deductible temporary differences, unused tax losses and carry forward tax credits only if it is probable that future taxable amounts will be available to utilise those temporary differences, tax losses and tax credits.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise

the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss.

N. Cash and cash equivalents:

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of Cash Flow Statement, Cash and cash equivalents are considered net of outstanding overdrafts, if any, as they are considered an integral part of Company's cash management.

O. Trade receivable:

Trade receivable are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

P. Impairment of assets:

Non-Financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit or Loss.

Q. 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 recognised 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.

Contingent assets are not recognised in the consolidated financial statements, however they are disclosed where the inflow of economic benefits is probable. When the realization of income is virtually certain, then the related asset is no longer a contingent asset and is recognised as an asset.

R. Earnings Per Share:

- i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the Company
 - By the weighted average number of equity shares outstanding during the financial year
- ii) Diluted earnings per share
- Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:
 - The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

S. Borrowing cost:

Interest and other costs in connection with the borrowing of the funds to the extent related / attributed to the acquisition / construction of qualifying fixed assets are capitalized up to the date when such assets are ready for its intended use and all other borrowing costs are recognized as an expense in the period in which they are incurred.

3. Critical Estimates and Judgments

The preparation of consolidated financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involve a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgments are:

A. Estimated useful life of Tangible Assets:

The Company reviews the useful lives and carrying amount of fixed sets at the end of each reporting period. This reassessment may result in change in depreciation and amortization expense in future periods

B. Estimation of Current Tax Expense and Income Tax Payable / Receivable:

The calculation of Company's tax charge necessarily involves a degree of estimation and judgment in respect of certain items whose tax treatment cannot be finally determined until a resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process. The final resolution of some of these items may give rise to material adjustments to taxable profits/losses.

C. Estimation of Contingent Liabilities:

The company exercises judgment in measuring and recognizing provisions and the exposures to contingent liabilities which is related to pending litigation or other outstanding claims. Judgment is necessary in assessing the likelihood that a pending claim will succeed, or a liability will arise, and to quantify the possible range of the consolidated financial settlement. Because of the inherent uncertainty in this evaluation process, actual liability may be different from the originally estimated as provision or contingent liability.

D. Recognition of Deferred Tax Assets:

The recognition of deferred tax assets is based upon whether it is probable that sufficient taxable profits will be available in the future against which the reversal of temporary differences will be offset. In assessing the realizability of deferred tax assets, the Company considers the extent to which it is probable that the deferred tax asset will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry-forwards become deductible. The Company considers the expected reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment.

E. Impairment of Trade Receivables:

Trade receivables are typically unsecured and are derived from revenue earned from customers. Credit risk has been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company uses the expected credit loss model to assess the impairment loss or gain. The company uses a provision matrix and forward-looking information and an assessment of the credit risk over the expected life of the financial asset to compute the expected credit loss allowance for trade receivables.

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

F. Impairment assessment of Investments carried at cost:

The Company conducts impairment review of the investments in subsidiaries, Joint venture & associates whenever events or changes in circumstances indicate their carrying amounts may not be recoverable or tests for impairment annually. Determining whether an asset is impaired requires an estimation of the recoverable amount, which requires the Company to estimate the value in use which is based on future cash flows and suitable discount rate in order to calculate the present value.

Note 4A: Property, Plant and Equipment

(Rs. in Thousands)

Description of Assets	Right to Use Assets	Computer & Laptops	Furniture & fixtures	Office Equipment's	Total
I. Gross carrying amount					
As at April 1, 2021	2,908.31	637.50	42.40	2,032.64	5,620.85
Additions	-	-	-	28.52	28.52
Less: Disposal	-	-	-	-	-
As at March 31, 2022	2,908.31	637.50	42.40	2,061.16	5,649.37
Additions	3,904.47	183.46	-	-	4,087.93
Less: Disposal	1,687.56	-	-	-	1,687.56
As at March 31, 2023	5,125.22	820.97	42.40	2,061.16	8,049.74
II. Accumulated depreciation / amortisation					
Upto April 1, 2021	764.34	544.77	38.81	1,761.44	3,109.36
Charge for the year	1,020.58	22.84	0.55	82.20	1,126.17
Less: Disposal	-	-	-	-	-
Upto March 31, 2022	1,784.92	567.61	39.36	1,843.64	4,235.53
Charge for the year	1,867.18	33.23	1.53	48.12	1,950.06
Less: Disposal	971.63	-	-	-	971.63
Upto March 31, 2023	2,680.47	600.84	40.89	1,891.76	5,213.96
III. Net carrying amount					
As at March 31, 2021	2,143.97	92.73	3.59	271.20	2,511.49
As at March 31, 2022	1,123.39	69.89	3.04	217.52	1,413.84
As at March 31, 2023	2,444.75	220.13	1.51	169.40	2,835.78

Net carrying amount	31-Mar-23	31-Mar-22	31-Mar-21
Property, plant and equipment	391.04	290.45	367.51
Intangible Assets under development	1,497.50	897.50	-

	Amount in CWP for a period of				
Intangible Assets under development	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	Total
Projects in progress	600.00	897.50	-	-	1497.50
Projects temporarily suspended	-	-	-	-	-

Net carrying amount	31-Mar-23	31-Mar-22	31-Mar-21
Right to Use Assets (refer table in Note 4A)	2,444.75	1,123.39	2,143.97

Particulars		As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
		Rupees	Rupees	Rupees
a) Investments measured at cost				
i) Investments in Partnership Firm				
Investment in Limited Liability Partnership Firm		87.88	93.27	93.27
*Name of Firm:	Pathika Films LLP			
Total Capital:	Rs. 3,00,000			
Partner Name	Partner Share			
Bodhi Tree Multimedia Ltd	33.33%			
The Purple Production LLP	33.33%			
Raju Udga	33.33%			
Footnote: Aggregate value of unquoted investments held by the Company is Rs. 100.000 (Previous year: Rs. 100.000)				
Total		87.88	93.27	93.27

Particulars:	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rupees	Rupees	Rupees
Unsecured, Considered good to Related Parties* (Refer Note 31)	3,567.60	3,565.83	3,561.74
Total	3,567.60	3,565.83	3,561.74

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rupees	Rupees	Rupees
Unsecured, Considered good Security Deposit	2,746.62	12,950.49	16,374.83
Total	2,746.62	12,950.49	16,374.83

7 Income Tax

Particulars	As at 31 March 2023	As at 31 March 2022
	Rupees	Rupees
Current Tax	7,464.47	6,406.87
Adjustment for current tax of prior periods	530.94	-
MAT Credit Entitlement	5,010.18	-8,852.52
Total current tax expenses	13,005.59	-2,445.65
Deferred tax charge / (credit)	-29.00	494.51
Total tax expense reported in the statement of profit and loss	12,976.59	-1,951.13
(b) Reconciliation of tax expense and the accounting profit multiplied by tax rate		
	45,016.00	44,651.00
Accounting profit / (loss) before tax	45,545.09	30,337.99
Income tax		
Statutory income tax @ of 27.82% (2022: 27.82%).	12,670.65	8,440.03
Tax effect of earlier years.	530.94	-
Net Tax effect on deductible and non-deductible expenses.	-224.99	-10,391.16
Tax expense recognized in the statement of profit and loss	12,976.59	-1,951.13

Note: The statutory tax rate is the standard effective corporate income tax rate in India. The tax rate for deferred tax assets for the year ended 31 March 2022 is 27.82% (2022: 27.82%). Deferred tax assets and liabilities are offset where the Company has a legally enforceable right to do so.

(c) Deferred tax relates to the following:	Balance sheet			Recognized in the statement of profit and loss	
	45,016.00	44,651.00	44,286.00	45,016.00	44,651.00
Deductible temporary differences					
Lease Liability is not deductible in Income Tax.	757.82	375.29	658.63	-382.53	283.34
Share Issue Expenses is 1/5th each year allowable.	1,208.64	1,193.87	1,591.82	-14.77	397.96
Taxable Temporary Difference					
Depreciation and amortization on property, plant, equipment and intangible assets.	651.20	268.34	546.75	-382.86	278.41
Change in Effective Interest rate on change on Term loan.	82.94	97.49	5.86	14.55	-91.63
	1,232.32	1,203.33	1,697.84	-29.00	494.51

(d) Reconciliation of deferred tax assets / (liabilities) (net)				
Opening balance		45,016.00	44,651.00	44,286.00
Deferred tax credit / (charge) recognized in		1,203.33	1,697.84	5,158.16
- Statement of profit and loss		29.00	-494.51	-3,460.32
- Other comprehensive income		-	-	-
		1,232.33	1,203.33	1,697.84

9 Other non-current assets

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rupees	Rupees	Rupees
Other Advances (Unsecured)			
Related parties	-	-	-
Others - considered good	28,150.00	-	-
- considered doubtful			
Balances with government authorities - MAT Credit Entitlement	1,896.77	9,501.96	1,092.40
Deferred Rent Expenses	112.17	49.62	93.75
Total	30,158.94	9,551.58	1,186.15

10 Inventories (valued at lower of cost and net reliable value)

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rupees	Rupees	Rupees
Inventory : Work-in-Progress	94,755.76	58,707.63	32,975.50
Total	94,755.76	58,707.63	32,975.50

11 Trade receivables (Unsecured)

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rupees	Rupees	Rupees
- Considered good	131,817.03	11,422.58	53,277.96
- which have significant increase in credit risk	-	-	-
- credit impaired	-	-	-
	131,817.03	11,422.58	53,277.96
Less: Allowances for significant increase in credit risk	-	-	-
Less: Allowances for credit impaired receivables	-	-	-
Less: Allowances for expected credit loss	-	-	-
Total	131,817.03	11,422.58	53,277.96

Trade receivables ageing schedule as at 31st March, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables -	129,147.71			2,669.32		131,817.03
(i) Undisputed Trade receivables -						-
(iii) Disputed trade receivables considered						-
(iv) Disputed trade receivables considered						-

Trade receivables ageing schedule as at 31st March, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables -	6,125.00	1,684.26	944.00	2,669.32	-	11,422.58
(i) Undisputed Trade receivables -	-	-	-	-	-	-
(iii) Disputed trade receivables considered	-	-	-	-	-	-
(iv) Disputed trade receivables considered	-	-	-	-	-	-

12 Cash and cash equivalents

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rupees	Rupees	Rupees
Balance with banks			-
- in current accounts	43,654.31	9,308.53	24,949.74
Cash on hand	217.68	279.08	97.91
Total	43,871.99	9,587.61	25,047.65

13 Other current assets

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rupees	Rupees	Rupees
Unsecured, considered good			
Loans and Advances to Related Parties			
- to Related Parties	1,689.87	1,689.87	1,582.87
- to Others	-	-	-
Balances with government authorities - Direct taxes	7,056.01	4,732.39	-
Contract Assets	111,521.99	60,587.97	27,126.58
Advance to supplier	21,489.54	32,185.85	4,007.69
Others Advances	416.88	52.41	1,471.13
Total	142,174.29	99,248.49	34,188.28

14 Equity share capital

Particulars	As at March 31, 2023		As at March 31, 2022		As at April 1, 2021	
	No. of shares	Rupees	No. of shares	Rupees	No. of shares	Rupees
Authorised						
Equity shares of Rs.10 each	12,500.00	125,000.00	1,500.00	15,000.00	1,500.00	15,000.00
	12,500.00	125,000.00	1,500.00	15,000.00	1,500.00	15,000.00
Issued, subscribed and paid-up						
Equity shares of Rs.10 each fully paid up	12,496.00	124,960.00	1,250.00	12,500.00	1,250.00	12,500.00
	12,496.00	124,960.00	1,250.00	12,500.00	1,250.00	12,500.00

Footnotes:

- The company has not allotted any equity share for consideration other than cash nor bought back any shares during a period of five years immediately preceding the balance sheet date. However, the company during the year has Issue Bonus Share at the ratio of 4:1
- Equity shares were allotted as fully paid Bonus Shares in the current years by capitalisation of Securities premium.
- The company during the year has Issue right share.
- Reconciliation of number of shares and amount outstanding at the beginning and at the end of the year
 - Equity shares

Particulars	As at March 31, 2023		As at March 31, 2022		As at April 1, 2021	
	No. of shares	Rupees	No. of shares	Rupees	No. of shares	Rupees
At the beginning of year	1,250.00	12,500.00	1,250.00	12,500.00	260.00	2,600.00
Issued during the year	11,246.00	112,460.00	-	-	990.00	9,900.00
Outstanding at the end of year	12,496.00	124,960.00	1,250.00	12,500.00	1,250.00	12,500.00

- Rights, preferences and restrictions attached to shares

Equity Shares

The Company has only one class of equity shares having par value of Rs. 10 per share. On a show of hands every member present in person shall have one vote; and upon a poll, the voting rights of members shall be in proportion to their share of the paid equity share capital of the Company. The Company in General meeting may declare dividends to be paid to members according to their respective rights, but no dividend shall exceed the amount recommended by the Board, but the Company in General Meeting may declare a smaller dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

- Shareholders holding more than 5 percent shares of the aggregate shares in the company

Particulars	As at March 31, 2023		As at March 31, 2022		As at April 1, 2021	
	No. of Share Held	% of total holding	No. of Share Held	% of total holding	No. of Share Held	% of total holding
Equity shares of Rs. 10 each						
-Mautik Aji Tolia	4,400.98	35.22%	855.00	68.40%	855.00	68.40%
-Bee Infrastructure Realty Ltd	1,458.00	11.67%	-	-	-	-

- Shareholding of Promoters

Shares held by promoters at the end of the year 31st March 2023

Promoter Name	No. of Shares	% of total shares	% Change during the year
Mautik Aji Tolia	4,400.98	35.22%	-33.18%
Sukesh Devidas Motwani	25.00	0.20%	-0.20%
Total			

Shares held by promoters at the end of the year 31st March 2022

Promoter Name	No. of Shares	% of total shares	% Change during the year
Mautik Ajit Tolia	855.00	68.40%	-
Sukesh Devidas Motwani	5.00	0.40%	-
Total			

Shares held by promoters as at April 1, 2021

Promoter Name	No. of Shares	% of total shares	% Change during the year
Mautik Ajit Tolia	855.00	68.40%	-
Sukesh Devidas Motwani	5.00	0.40%	-
Total			

15 Other Equity

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rupees	Rupees	Rupees
(i) Reserves and surplus			
Share Premium	68,110.00	55,650.00	55,650.00
Retained Earnings	55,672.95	23,109.84	-9,179.29
Total	123,782.95	78,759.84	46,470.71
Share Premium			
Opening Balance	55,650.00	55,650.00	55,650.00
Add: On Premium on Right Issue	112,428.00	-	-
Less: On Bonus shares issued (Refer Note 35)	-99,968.00	-	-
Closing Balance	68,110.00	55,650.00	55,650.00
Retained Earnings			
Opening Balance	23,109.84	-9,179.29	-33,471.35
Net Profit / (Loss) during the year	32,568.50	32,289.13	25,548.69
Profit/(Loss) on share of associates	-5.39	-	-6.73
Interim Dividend Paid	-	-	-1,175.64
Income tax on Interim Dividend	-	-	-74.25
	55,672.95	23,109.84	-9,179.29
(ii) Other comprehensive income			
As per last balance sheet	-	-	-
Closing Balance	-	-	-

(i) Securities premium is used to record the premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

(ii) General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes.

(iii) Retained earnings represent the accumulated earnings net of losses, if any, made by the Company over the years.

16 Non-current Borrowings

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rupees	Rupees	Rupees
Unsecured, Considered Good			
Term Loans			
From Banks	11,875.19	15,013.97	1,655.69
From Other Financial Institution	7,949.22	10,652.22	-
Less: Current maturities disclosed under "short-term borrowings"	-16,656.15	-8,157.77	-609.81
Total	3,168.26	17,508.43	1,045.88

17 Lease Liabilities

Particulars	Non Current			Current		
	31-03-2023	31-03-2022	31-03-2021	31-03-2023	31-03-2022	31-03-2021
Lease Liabilities	811.02	258.84	1,348.99	1,912.99	1,090.16	1,018.47
	811.02	258.84	1,348.99	1,912.99	1,090.16	1,018.47

18 Borrowings

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rupees	Rupees	Rupees
Secured, Considered Good			
Overdraft Facility from Banks (Refer Note i below)	21,952.65	27,352.13	25,500.97
Unsecured, Considered Good			
Loans and advances from related parties -Repayable on Demand	8,700.00	-	1,231.15
Loans and advances from Others	90.40	-	-
Current Maturities of Long Term Borrowings			
From Banks	9,401.30	3,605.43	609.81
From Other Financial Institution	7,254.86	4,552.34	-
Total	47,399.21	35,509.90	27,341.93

Note i. Overdraft from Bank of India is secured against FDR of the Directors and their relatives

19 Trade Payables

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rupees	Rupees	Rupees
Micro and Small Enterprises (Including acceptance) (Refer Note i & ii below)	-	-	-
Others (Refer Note i & ii below)	87,636.67	32,557.69	39,804.56
	87,636.67	32,557.69	39,804.56

Note i. There are no Micro, Small and Medium Enterprises, to whom the Company owes dues. This information, as required to be disclosed under the Micro Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Note ii. Trade Payables ageing schedule: As at 31st March, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-
(ii) Others	62,629.26	12,960.46	9,308.17	2,738.78	-	25,007.41
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

Trade Payables ageing schedule: As at 31st March 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-
(ii) Others	29,014.47	3,543.22	-	-	-	3,543.22
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

20 Other current financial liabilities

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rupees	Rupees	Rupees
Interest accrued but not due on borrowings	282.26	227.68	-
Total	282.26	227.68	-

21 Other current liabilities

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rupees	Rupees	Rupees
Statutory Dues	10,822.24	3,187.27	7,430.57
Expenses Payable	46,505.68	27,042.37	32,546.92
Total	57,327.92	30,229.64	39,977.49

22 Current provisions

Particulars	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rupees	Rupees	Rupees
Provision for income tax	7,464.47	-	1,406.68
	7,464.47	-	1,406.68

23 Revenue from operations

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
	Rupees	Rupees
Sale of services:		
Commissioned television programs	252,026.36	85,724.31
Internet programs / Web Series	174,094.25	505,122.95
Total	426,120.61	590,847.26

24 Other income

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
	Rupees	Rupees
Interest on income tax refund	432.13	-
Liabilities / excess provisions written back	1,477.69	2,982.48
Finance Income on Lease Deposit	58.03	42.46
Gain on derecognition of Right of Use assets & Financial Liability	128.36	-
Miscellaneous Income	-	15.56
Total	2,096.21	3,040.50

25) Cost of production expenses

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
	Rupees	Rupees
Artists, directors, writers, technicians & other professional fees	223,379.02	233,838.79
Shooting and location expenses	31,336.01	29,259.27
Sets & studio maintenance charges	19,357.58	20,306.85
Location hire charges	6,738.64	22,089.86
Set properties and equipment hire charges	12,453.67	62,474.54
Food and refreshments charges	10,961.21	29,380.77
Line production cost	-	48,117.54
Sound expense	6,748.14	7,080.13
Editing, Dubbing & Subtitling	34,861.01	1,899.84
Production expenses including purchase of costumes and dresses	35,372.44	54,711.65
Purchase of tapes	-	953.40
Insurance expense	795.16	1,041.19
Other production expenses	5,717.80	56,293.63
Total	387,720.68	567,447.46

26 Change in inventories

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
	Rupees	Rupees
Opening Balance		
Television serials, internet series	58,707.63	32,975.50
Closing Balance		
Television serials, internet series	-94,755.76	-58,707.63
Total	-36,048.14	-25,732.13

27 Employee benefit expenses

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
	Rupees	Rupees
Salaries and wages - Staff	3,042.29	2,945.96
Directors Remuneration	6,300.00	6,100.00
Staff welfare expenses	326.00	747.35
Total	9,668.29	9,793.31

28 Finance cost

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
	Rupees	Rupees
Interest on Borrowings	5,283.34	1,974.74
Interest on lease liabilities	504.15	289.53
Loss on derecognition of Financial Liability	20.23	11.95
Total	5,807.72	2,276.22

29 Depreciation and amortization expenses

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
	Rupees	Rupees
Depreciation on property, plant and equipment (Refer Note 4)	82.88	105.59
Amortization on right-of-use assets (Refer note 4)	1,867.18	1,020.58
Total	1,950.06	1,126.17

30 Other expenses

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
	Rupees	Rupees
Admin Expenses	210.06	220.41
Power and fuel	169.60	124.40
Rent Expenses	80.60	198.13
Repairs and maintenance Expenses	482.78	192.72
Travelling Expenses	1,584.01	65.42
Printing and stationery	47.39	37.70
Advertising and sales promotion	1,084.88	86.82
Legal and professional fees	3,887.32	5,694.28
Auditors Remuneration (Refer note. 30.1)	560.00	350.00
Share Issue Expenses	1,648.42	20.00
Sundry balance written off	2,939.34	610.03
Insurance Expenses	102.96	
Miscellaneous expenses	401.84	1,038.83
Interest on TDS	373.92	-
Total	13,573.12	8,638.74

30.1 Payment to auditors

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
	Rupees	Rupees
Statutory Audit Fees	300	300
limited review report	100	50
Other Certification service	160	
Total	560	350

32. Disclosure under accounting standards

I) Disclosure under accounting standard 18 - "Related-party Disclosures" are given below:

Related Party Disclosure:

A. Relationships

i. Enterprises where controls exists:

Associate / Joint venture

1. Phataka Films LLP (JV)

B. Key management personnel (KMP)

1. Suresh Devdas Motwani (Wholetime Director)

2. Mautik Ajit Tolia (Managing Director)

3. Uma Krishnan (Director)

4. Saloni Sunil Kapadia (Director)

5. Nutanjha (Director)

6. Suyog Sanjay Jadhav (Additional Director)

7. Ravi Bhavanishankar Bhatt (Chief Finance Officer)

8. Nirali Dishant Shah (Company Secretary)

C. Relatives of Key management personnel (KMP)

9. Ajit M. Tolia (Relative of Mautik Ajit Tolia)

10. Anjana Tolia (Relative of Mautik Ajit Tolia)

11. Nautam Tolia (Relative of Mautik Ajit Tolia)
12. Ravi Bhatt (Chief Financial Officer)
13. Nirali Shah (Company Secretary and Compliance Officer)

- D. Ventures in which KMPs have significant influence
1. Point 17 (Proprietorship Firm of Relative of KMP)
2. Sumukha Bodhi Tree Entertainment Pvt Ltd. (KMP holds significant influence)

- E. Transactions with related parties

Statement of transactions for the year ended March 31, 2023

(Rs. in Thousands)

Sr. No.	Particulars	Associate / Joint venture	Key management personnel (KMP)	Relative of Key management personnel (KMP)	Enterprise in which Key Management Personnel and KMP relative have significant influence	Total
1	Remuneration / Salary Mautik Tolia Sukesh Motwani	- -	3,000.00/- 3,300.00/-	- -	- -	3,000.00/- 3,300.00/-
2	Reimbursement of Exp. / Paid against services Mautik Tolia	-	2,936.79/-	-	-	2,936.79/-
3	Loan / advance Taken Mautik Tolia Ajit Tolia	- -	9,800.00/- -	- 1,000.00/-	- -	9,800.00/- 1,000.00/-
4	Loan / advance repaid Mautik Tolia Ajit Tolia	- -	(1,100.00)/- -	- (1,000.00)/	- -	(1,100.00)/- (1,000.00)/-
5	Payments made on behalf of the related party Phataka Films LLP	1.78/-	-	-	-	1.78/-
6	Amount Receivable/(Payable) Mautik Tolia Unsecured Loan Mautik Tolia Expenses Payable Sukesh Motwani Phataka Films LLP Sumukha Bodhi tree Entertainment Pvt Ltd.	- - - 3,567.60/- -	(8,700.00)/- (284.94)/- (1,179.51)/- - -	- - - - -	- - - - 1,689.88/-	(8,700.00)/- (284.94)/- (1,179.51)/- 3,567.60/- 1,689.88/-

Statement of transactions for the Year ended March 31, 2022

(Rs. in Thousands)

Sr. No.	Particulars	Associate / Joint venture	Key management personnel (KMP)	Relative of Key management personnel (KMP)	Enterprise in which Key Management Personnel and KMP relative have significant influence	Total
1	Remuneration / Salary Mautik Tolia Suresh Motwani		3,000.00/- 3,100.00/-			3,000.00/- 3,100.00/-
2	Reimbursement of Exp. / Paid against services Suresh Motwani Point 17 (Inc. GST) NautamTolia		1,116.95/-	480.00/-	720.00/-	1,116.95/- 720.00/- 480.00/-
3	Loan/advance Taken Mautik Tolia Suresh Motwani Ajit Tolia	- -	69.80/-	- 1,000.00/-	- -	69.80/- 1,000.00/-
4	Loan / advance repaid Mautik Tolia Suresh Motwani Ajit Tolia	- - -	(1,077.79) (223.16) -	- - (1,000.00)/-	- - -	(1,077.79)/- (223.16)/- (1,000.00)/-
5	Payments made on behalf of the related party Phataka Films LLP Sumukha Bodhi tree Entertainment Pvt Ltd.	4.09/-	-	-	107.00/-	4.09/- 107.00/-
6	Amount Receivable/(Payable) Mautik Tolia Phataka Films LLP Sumukha Bodhi tree Entertainment Pvt Ltd.	- 3,565.83 -	(92.30)/ - -	- - -	- 1,689.88/-	(92.30)/- 3,565.83/- 1,689.88/-

32 Disclosure under accounting standard - 33 "Earnings Per Share"

(Rs. in Thousands)

Particulars	Units	31/03/2023	31/03/2022
Net Profit after taxation (As per the statement of profit and loss)	Rs.	32,568.50/-	32,289.11/-
Actual No. of Equity Shares outstanding at the end of the year	Nos.	12,496.00/-	1,250.00/-
Weighted Average number of equity shares outstanding during the period / year	Nos.	12,183.70/-	11,246.80/-
Basic earnings per share	Rs.	2.67	2.87
Diluted earnings per share	Rs.	2.67	2.87
Nominal value per share	Rs.	10	10

33 Disclosures pertaining to Ind AS 116 "Leases"

The Company as a lessee:

- a. Expense relating to the short term leases and leases of low value of assets amounted to Rs.40.33 Lakhs. (2022: Nil).
The following is the summary of practical expedients elected:
Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than twelve months of lease term.

- b. Carrying value Right-of-use assets (RoU) :

(Rs. in Thousands)

Description of Assets	Right to Use Assets
<u>I. Gross carrying amount</u>	
As at April 1, 2021	2,908.31/-
Additions	-
Less: Disposal	-
As at March 31, 2022	2,908.31/-
Additions	3,904.47/-
Less: Disposal	1,687.57/-
As at March 31, 2023	5,125.22/-
<u>II. Accumulated amortization</u>	
<u>Upto April 1, 2021</u>	764.33/-
Charge for the year	1,020.58/-
Less: Disposal	-
<u>Upto March 31, 2022</u>	1,784.91/-
Charge for the year	1,867.19/-
Less: Disposal	971.62/-
<u>Upto March 31, 2023</u>	
<u>III. Net carrying amount</u>	2,680.48/-
As at March 31, 2022	1,123.40/-
As at March 31, 2023	2,444.76/-

c. The details of the lease liabilities are as follows:

(Rs. in Thousands)

Particulars	31/03/2023	31/03/2022
As at the beginning of the year	1,348.10/-	2,367.46/-
Add: Accretion of interest	504.14/-	289.53/-
Add: Creation of lease liability	3,904.47/-	-
Less: De-recognition of lease liability during the year	-840.10/-	-
Less: Payment of interest and principle as shown in the statement of cash flows under cash flows from financing activities	-2,193.50/-	-1,308.00/-
Net carrying amount as at the end of the year	2,724.00/-	1,348.10/-
Lease liabilities (Current)	1,912.99/-	1,090.16/-
Lease liabilities (Non-Current)	811.01/-	258.83/-
Net carrying amount as at the end of the year	2,724.00/-	1,348.10/-

d. The following are the amounts recognised in the statement of profit and loss:

Particulars	31/03/2023	31/03/2022
Amortization expense of right-of-use assets	1,867.19/-	1,020.58/-
Gain on derecognition of right-of-use asset	124.17/-	-
Interest expense on lease liabilities	504.14/-	289.53/-
Loss on derecognition of Financial Liability	20.23/-	11.94/-

34 Expenditure in Foreign Currency

(Rs. in Thousands)

Particulars	31/03/2023	31/03/2022
	Rupees	Rupees
Artists, directors, writers, technicians, Location & other professional fees	-	8,729.93/-
Legal and Professional Fees	-	374.44/-
Other production expenses	311.64/-	1,601.22/-

35 Right and Bonus Issues

- a) During the previous year, the Company had requested the existing shareholders of the Company to infuse further funds in the Company by subscribing to the Right Issue for expansion and development of business operations of the Company and meeting the long term financial requirement of the company including the working capital requirements. Therefore, the Board was further apprised that for the same.
Company had received the share application amount of Rs. 1,24,92,000 from its existing shareholders. The company had issued 12,49,200 right equity share (Face Value of Rs. 10) at issue price of Rs. 100.
- b) The Company has allotted 99,96,800 fully paid up Bonus Shares of Rs. 10/-, in the proportion of Four (4) Equity Share of Rs. 10/- each for every One (1) existing Equity Shares of Rs. 10/- each to the eligible Members whose names appeared in the Register of Members / List of Beneficial Owners as on September 23, 2022, i.e. Record Date. Consequently, Share Capital of the Company stands increased from Rs. 2,49,92,000/- divided into 24,99,200 Equity Shares of Rs. 10/- to Rs. 12,49,60,000/- divided into 1,24,96,000/- equity shares of Rs. 10/- each.

36 Dividend paid and proposed

Dividend on equity shares is proposed by the Board of Directors for the year ended 31 March 2023.

37 Financial Assets & Liabilities

(Rs. in Thousands)

Particular	Measured at :		
	Amortized Cost	FVTPL	FV OCI
Non-Current			
<u>Financial Assets</u>			
Investments in Associates.	1,00.00/-	-	-
Loans	35,67.60/-	-	-
Other non-current financial assets	27,46.61/-	-	-
<u>Financial Liabilities</u>			
Borrowings	31,68.27/-	-	-
Lease Liabilities	8,11.01/-	-	-
Current			
<u>Financial Assets</u>			
Trade receivables	13,18,17.02/-	-	-
Cash and cash equivalents	4,38,71.10/-	-	-
<u>Financial Liabilities</u>			
Borrowings	4,73,99.21/-	-	-
Lease Liabilities	19,12.99/-	-	-
Trade payables	8,76,36.68/-	-	-

38 A reconciliation of the financial results to that reported under previous Generally Accepted Accounting Principal (GAAP) is given below :

Particular	Measured at :		
	Amortized Cost	FVTPL	FV OCI
Non-Current			
<u>Financial Assets</u>			
Investments in Associates.	1,00.00/-	-	-
Loans	35,67.60/-	-	-
Other non-current financial assets	27,46.61/-	-	-
<u>Financial Liabilities</u>			
Borrowings	31,68.27/-	-	-
Lease Liabilities	8,11.01/-	-	-
Current			
<u>Financial Assets</u>			
Trade receivables	13,18,17.02/-	-	-
Cash and cash equivalents	4,38,71.10/-	-	-
<u>Financial Liabilities</u>			
Borrowings	4,73,99.21/-	-	-
Lease Liabilities	19,12.99/-	-	-
Trade payables	8,76,36.68/-	-	-

A reconciliation of equity to that reported under previous Generally Accepted Accounting Principal (GAAP) is given below:

Particulars	As at 31-03-2022
Equity as reported under previous GAAP	82,897.82
Impact of Deferred Expenses write off (BS)	(4,291.40)
Impact due to adoption of Ind AS 116	(232.03)
Impact due to amortization of Financial liability	350.43
Change in DTA	41.75
Equity Reported under Ind AS	78,766.56

Notes:

i. Carrying amount as deemed cost for Property, Plant and Equipment:

We consider carrying amount of Property, Plant and Equipment as per Previous GAAPs, as deemed cost on transition date in accordance Ind AS 101.

ii. Fair valuation for Financial Assets:

The Company has valued financial assets (other than Investment in subsidiaries, associate and joint ventures which are accounted at cost), at fair value. Impact of fair value changes as on the date of transition, is recognised in opening reserves and changes thereafter are recognised in Statement of Profit and Loss or Other Comprehensive Income, as the case may be.

iii. Deferred Tax

The impact of transition adjustments together with Ind AS mandate of using balance sheet approach (against profit and loss approach in the previous GAAP) for computation of deferred taxes has resulted in charge to the Reserves, on the date of transition, with consequential impact to the Statement of Profit and Loss for the subsequent periods.

iv. Others:

Loan processing fees / transaction cost: Under Ind AS such expenditure are considered for calculating effective interest rate. The impact for the periods subsequent to the date of transition is reflected in the Statement of Profit and Loss.

39 Exemptions Applied

Ind AS 101 "First-time Adoption of Indian Accounting Standards" allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

Property, plant and equipment, intangible assets and investment properties

The Company has elected to apply Indian GAAP carrying amount as deemed cost on the date of transition to Ind AS for its property, plant and equipment, intangible assets and investment properties.

Mandatory exceptions applied

The following mandatory exceptions have been applied in accordance with Ind AS 101 in preparing the financial statements:

39.1 Estimates:- The Company's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with Indian GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at 1st April, 2020 are consistent with the estimates as at the same date made in conformity with Indian GAAP except where Ind AS required a different basis for estimates as compared to the Indian GAAP.

39.2 Classification and measurement of financial assets:- The Company has classified the financial assets in accordance with Ind AS 109 "Financial Instruments" on the basis of facts and circumstances that exist at the date of transition to Ind AS.

40 Financial risk management

The Company's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk are reviewed regularly to reflect changes in market conditions and the Company's activities.

i. Market Risks

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.

The company is not significantly exposed to foreign currency risk. Moreover, the company has no investments in equity shares thus the company is not exposed to price risk also.

Interest rate Risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, management of the Company performs a corporate interest rate risk.

According to the Company interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year.

ii. Credit Risks

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities primarily trade receivables and from its loans and advances and other financial instruments.

Trade receivables

Customer credit risk is managed by each Project wise subject to the company's established policy, procedures and control relating to customer credit risk management.

The Company measures the expected credit loss of trade receivables and loan & advances customers wise based on historical trend. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no provision considered.

iii. Liquidity Risk

Liquidity risk is the risk that the company will face in meeting its obligations associated with its financial liabilities. The company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions. A material and sustained shortfall in our cash flow could undermine the company's credit rating and impair investor confidence.

The following table shows the maturity analysis of the company's financial liabilities as at the balance sheet date:

Particular	Less than 12 months	More than 12 months	Total
Borrowings	47,399.21	3,168.26	50,567.47
Lease Liabilities	1,912.99	811.02	2,724.00
Trade Payable	87,636.67	-	87,636.67
Other financial liabilities	282.26	-	282.26
Statutory Dues	10,822.24	-	10,822.24
Expenses Payable	46,505.67	-	46,505.67

iv. Capital Management

The Company aim to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimize returns to our shareholders.

The capital structure of the Company is based on management's judgment of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider 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. In order to maintain or adjust the capital structure, the Company does not distribute dividends to the shareholders.

- 41 To the best of information of the management, the disclosure requirements to be given pursuant to Gazette notification for amendments in Schedule III to the Companies Act, 2013 dated 24 March 2021 effective from 01 April 2021 pertaining to following matters are either disclosed or not applicable to the Group.
- i. During the year, the Group have not entered into any transaction with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.
 - ii. No proceeding has been initiated or pending against the Group and its associates for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
 - iii. The Group have not been declared a wilful defaulter by any bank or financial institution or other lender.
 - iv. There are no charges or satisfaction of charges yet to be registered with ROC beyond the statutory period.
 - v. There are no transactions related to previously unrecorded income that have been surrendered or disclosed as Income during the year in the tax assessments under the Income Tax Act, 1961.
 - vi. The Group have not traded or invested in Crypto currency or virtual currency during the financial year.
 - vii. As per Clause (87) of section 2 and section 186(1) of the Companies Act, 2013 and Rules made thereunder, the Group is in compliance with the number of layers as permitted under the said provisions.
 - viii. Utilization of borrowed funds and share premium
 - a. No fund (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or provided any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - b. No funds (which are material either individually or in the aggregate) have been received by the Group from any person or entity, including foreign entity ("funding parties"), with the understanding, whether recorded in writing or otherwise, that the Group 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 parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 41 Previous year's figures have been regrouped wherever necessary to confirm to the current year's classifications

43 Ratio disclosure

Ratio	Numerator	Denominator	31/03/2023	31/03/2022	% Variance	Reason for Variance*
			Ratio	Ratio		
(a) Current Ratio	Current Assets	Current Liabilities	2.04	1.80	14%	-
(b) Debt-Equity Ratio	Debt (Total Borrowings)	Total Equity	0.20	0.58	-65%	Long term borrowings have decreased in current year and Equity share capital had increased in mid of the previous year
(c) Debt Service Coverage Ratio	Profit for the period/year + Finance cost + Depreciation	Lease Liabilities + Interest Accrued on Borrowings	142.87	156.77	-9%	-
(d) Return on Equity Ratio	Profit for the period/year	Average Total Equity	0.19	0.43	-55%	Equity share capital had increased in mid of the previous year and profit is increased in current year
(e) Inventory turnover ratio	Revenue from operations	Average Inventory	5.55	12.89	-57%	The total revenue has decreased Inventories of television serials in WIP have increased
(f) Trade Receivables turnover ratio	Revenue from operations	Average Trade Receivable	5.95	18.26	-67%	The turnover has decreased and trade receivable increased in current year
(g) Trade payables turnover ratio	Total purchases	Average Trade Payable	-	-	-	The total purchases has increased by more than 96% in current year
(h) Net capital turnover ratio	Revenue from operations	Average Working Capital = Current Assets - Current Liabilities	2.02	7.45	-73%	The turnover has decreased and Average working capital is increased in current year
(i) Net profit ratio	Profit for the period/year	Revenue from operations	0.08	0.05	40%	Profit for the year and revenue from operation is increased in current year
(j) Return on Capital employed	Profit Before Tax + Finance cost	Equity + Debt (Borrowings) - Cash and Cash Equivalents	0.20	0.24	-17%	Profit for the year, debt and cash is increased. equity share capital had increased in mid of the previous year
(k) Return on investment	Profit Before Tax + Finance cost	Total assets	0.11	0.16	-28%	Equity share capital had increased in mid of the previous year
* given only if more than 25%						

In terms of our report attached

For **S A R A & Associates**
Chartered Accountants
Firm Registration No: 120927W
Sd/-
Alok Bairagra
Partner
Membership No: 105153
UDIN: 23105153BGXF0F4003

Place: Mumbai
Date: April 20 2023

For and on behalf of the Board of Directors

Bodhi Tree Multimedia Limited
CIN: L22211MH2013PLC245208

Mautik Tolia **Sukesh Motwani**
Managing Director Director
DIN: 06586383 DIN: 06586400

Nirali Shah **Ravi Bhatt**
Company Secretary CFO