

ABHI TO MAIN JAWAN HOON

YOUNG & ENTERTAINING @ 121



SAREGAMA INDIA LIMITED

MUSIC | FILMS | SERIES | LIVE

INTEGRATED REPORT 2022-23

CORPORATE INFORMATION

BOARD OF DIRECTORS

Dr. Sanjiv Goenka
(DIN: 00074796)
Chairman (Non-Executive)

Mrs. Preeti Goenka
(DIN: 05199069)
Non-Executive Director

Mrs. Avarna Jain
(DIN: 02106305)
Vice Chairperson and
Non-Executive Director

Mr. Vikram Mehra
(DIN: 03556680)
Managing Director

Mr. Santanu Bhattacharya
(DIN: 01794958)
Non-Executive Independent Director

Mr. Arindam Sarkar
(DIN: 06938957)
Non-Executive Independent Director

Mr. Noshir Naval Framjee
(DIN: 01646640)
Non-Executive Independent Director

Mr. Umang Kanoria
(DIN: 00081108)
Non-Executive Independent Director

Ms. Suhana Murshed
(DIN: 08572394)
Non-Executive Independent Director

REGISTERED OFFICE - KOLKATA

33, Jessore Road, Dum Dum,
Kolkata - 700028,
West Bengal.
Phone: (033) 2551 2984, 4773

E-mail: co.sec@saregama.com
CIN : L22213WB1946PLC014346
Website : www.saregama.com

HEAD OFFICE - MUMBAI

2nd Floor, Spencer Building, 30,
Forjett Street, Grant Road (W),
Mumbai - 400 036
Phone: (022) 6688 6200

REGIONAL OFFICES

Delhi

A-62, 1st Floor, FIEE Complex,
Okhla Industrial Area, Phase - II,
New Delhi - 110 020
Phone: (011) 4051 9759

Chennai

Door No. 2, 3, 4 & 5, 3rd Floor, Kasi Arcade,
No. 116, Thyagaraya Road, T. Nagar,
Chennai - 600 017

Phone: (044) 28151669

CHIEF FINANCIAL OFFICER

Mr. Pankaj Mahesh Chaturvedi

COMPANY SECRETARY

Ms. Priyanka Motwani

BANKERS

State Bank of India
ICICI Bank Limited

STATUTORY AUDITOR

M/s. B S R & Co. LLP
Chartered Accountants
(ICAI Firm Registration
Number - 101248W/W-100022)

INTERNAL AUDITOR

M/s. PricewaterhouseCoopers
Services LLP

SECRETARIAL AUDITOR

M/s. M R and Associates

COST AUDITOR

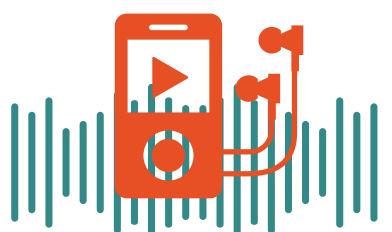
M/s. Shome and Banerjee

LEGAL ADVISOR

M/s. Khaitan & Co

REGISTRARS AND SHARE TRANSFER AGENT

Link Intime India Pvt Ltd



CONTENTS

03

Business Overview

- 03 About the Report
- 05 Theme Introduction
- 06 About Saregama
- 10 Vice-Chairperson's Communique
- 11 MD's Perspective
- 13 Business Segments
- 32 Investment Case
- 36 Business Model
- 38 Strategy
- 40 Stakeholder Engagement
- 42 Risk Management
- 44 Capitals
- 54 Management Team

139

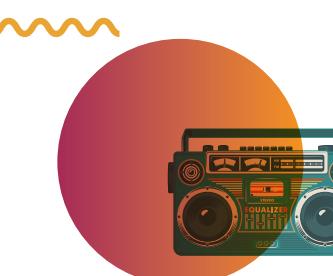
Financial Statements

- 139 Independent Auditors' Report on Revised Standalone Financial Statements
- 152 Revised Standalone Financial Statements
- 219 Independent Auditors' Report on Revised Consolidated Financial Statements
- 228 Revised Consolidated Financial Statements
- 302 Statement under Section 129(3) of the Companies Act, 2013 in Form AOC-1

56

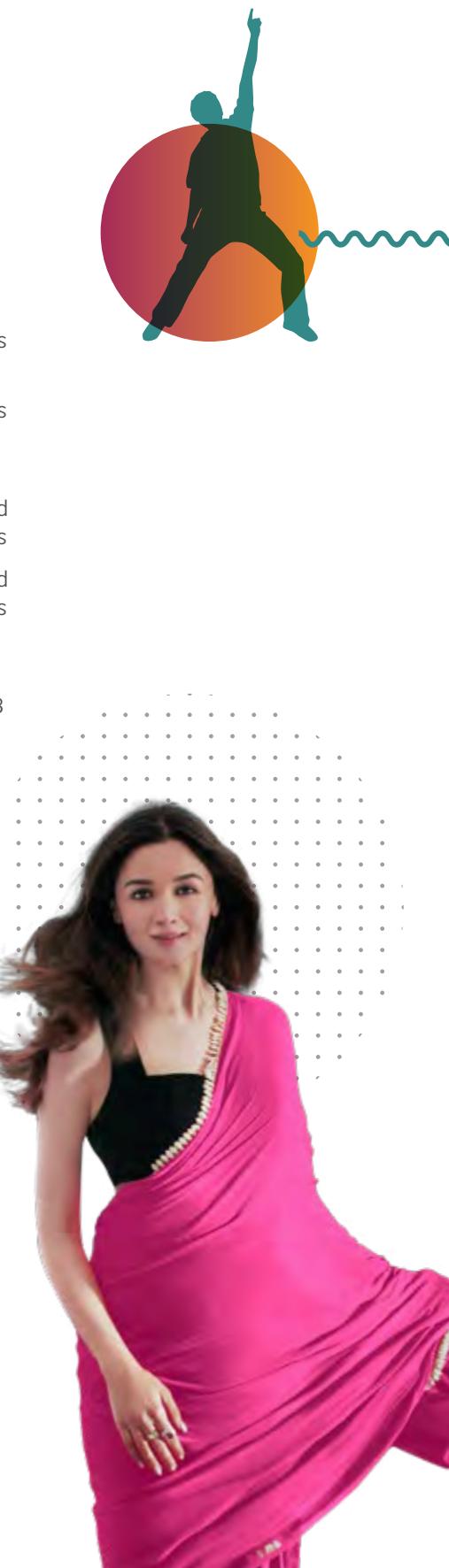
Statutory Reports

- 56 Management Discussion and Analysis
- 63 Boards' Report
- 81 Business Responsibility & Sustainability Report
- 113 Report on Corporate Governance



Notice

- 304 Notice of Annual General Meeting



HUNTER: TOOTE GA NAHI TODEGA



ABOUT THE REPORT

BASIS OF REPORTING

Starting FY23, Saregama India Limited (Saregama) has commenced its integrated reporting journey based on the Integrated Reporting <IR> principles of the International Integrated Reporting Council (IIRC), which is now a part of the IFRS Foundation.

Such reporting meets the expectations of the investor community for disclosing information beyond financial capital and statutory norms and has a strategic orientation. In this Report, we have provided an all-encompassing discussion on our value creation process along with operating context, stakeholders, material matters, governance and strategy. We use five capitals - financial, human, entertainment & intellectual, social & relationship and natural capital to aid decision-making.

REPORTING PRINCIPLE

The Report has been prepared in accordance with the Companies Act, 2013 (and the Rules made thereunder), Indian Accounting Standards, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards. We have also followed the principles of other international guidelines including the IIRC's <IR> framework and the Global Reporting Initiative (GRI) Standards.

BOUNDARY AND SCOPE OF REPORTING

The Report covers financial and non-financial information and activities of Saregama India Limited, for the period of 1st April, 2022 to 31st March, 2023. We have captured significant material events up to Board Meeting held on 27th July, 2023.

BOARD ASSURANCE

The Board of Directors and the Company's management team have applied their collective mind in the report's preparation and acknowledge their responsibility towards the integrity of the information. They opine, in their collective best knowledge, that the Report discusses all material issues and that the Company's performance has been provided in a fair and balanced fashion.

FORWARD-LOOKING STATEMENTS

Certain statements in this Report regarding our business operations may constitute forward-looking statements, including those regarding the financial position, business strategy, management plans and objectives for future operations. Forward-looking statements can be identified by words such as 'believes', 'estimates', 'anticipates', 'expects', 'intends', 'may', 'will', 'plans', 'outlook' and other words of similar meaning in connection with a discussion of future operations or financial performance.

Forward-looking statements are necessarily dependent on assumptions, data or methods that may be incorrect or imprecise and that may be incapable of being realised and as such, are not intended to be a guarantee of future results, but constitute our current expectations based on reasonable assumptions. Actual results could differ materially from those projected in any forward-looking statements due to various events, risks, uncertainties and other factors. We neither assume any obligation nor intend to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.



OUR CAPITALS**Financial Capital**

refers to the funds available including equity, cash balance and debt, which we use to create and acquire intellectual properties (IPs) for enhancing value creation.

**Human Capital**

refers to the expertise of our people in creating a robust pipeline of IPs. We prioritise their learning and development and foster a culture of creativity, risk-taking and innovation.

**Entertainment and Intellectual Capital**

encompasses our industry experience and knowledge, iconic brand status as custodian of India's largest music library that keeps expanding through addition of new content, our reputation of a young studio that creates story-led movies & series for the younger generation, and our ability to enhance our IPs and innovatively monetise them.

**Social and Relationship Capital**

refers to the strong relationships with artistes, film studios, broadcast and streaming partners, advertisers, audiences and the society at large that supports our ability to create value.

**Natural Capital**

refers to the natural resources we use in operations and the resulting environmental impact which we strive to reduce.

**THEME INTRODUCTION****YOUNG & ENTERTAINING @121**

**FOR MORE THAN A CENTURY,
SAREGAMA HAS BEEN ENTERTAINING MILLIONS OF AUDIENCES**

From the first ever recording in India in 1902 to the biggest musical hits of 2023,

From Music Retailing through Carvaan to Streaming on all premier Digital Platforms,

From thematic Movies & Series for digital consumption to Theatrical Content with leading stars,

From Live Concerts to Musical Plays,

WE HAVE DONE IT ALL
~~~~~

**121 years, 150K+ songs,  
69 films and web series,  
over 6K hours of television serials, 32 Live Shows**

**JOSH IS STILL HIGH**

We are constantly scouring the industry for relevant content and talent that resonates with today's audiences. This includes songs, podcasts, long-form videos (films), mid-form videos (TV & web series) and short-format content. What really differentiates us from competition is our decentralised decision-taking structure and reliance on technology to decide what to acquire or create. It allows faster decision-making by people closer to the market.

Equal importance is given to monetisation of content. With rapid changes in technology, users are consuming content in newer and previously unheard ways. With the aid of technology tools, a team of youngsters is constantly tracking the digital world for newer apps and web-pages using our content, and handing over the potential partners to the legal and business teams for issuing licenses. Apart from growing revenues, this also ensures that the Company is never over-dependent on any one source of licensing revenue.

Also, as a proud custodian of India's musical legacy, we continue to reignite the magic of the evergreen songs created decades back. Our objective is to maintain the prominence of these songs by employing effective marketing strategies tailored for our existing fans. Concurrently, we aim to resonate with the younger audience through modern renditions, thereby enhancing their relevance.

Having entertained for more than 100 years, we are in our second 20s, and we believe we will remain in our 20s forever.

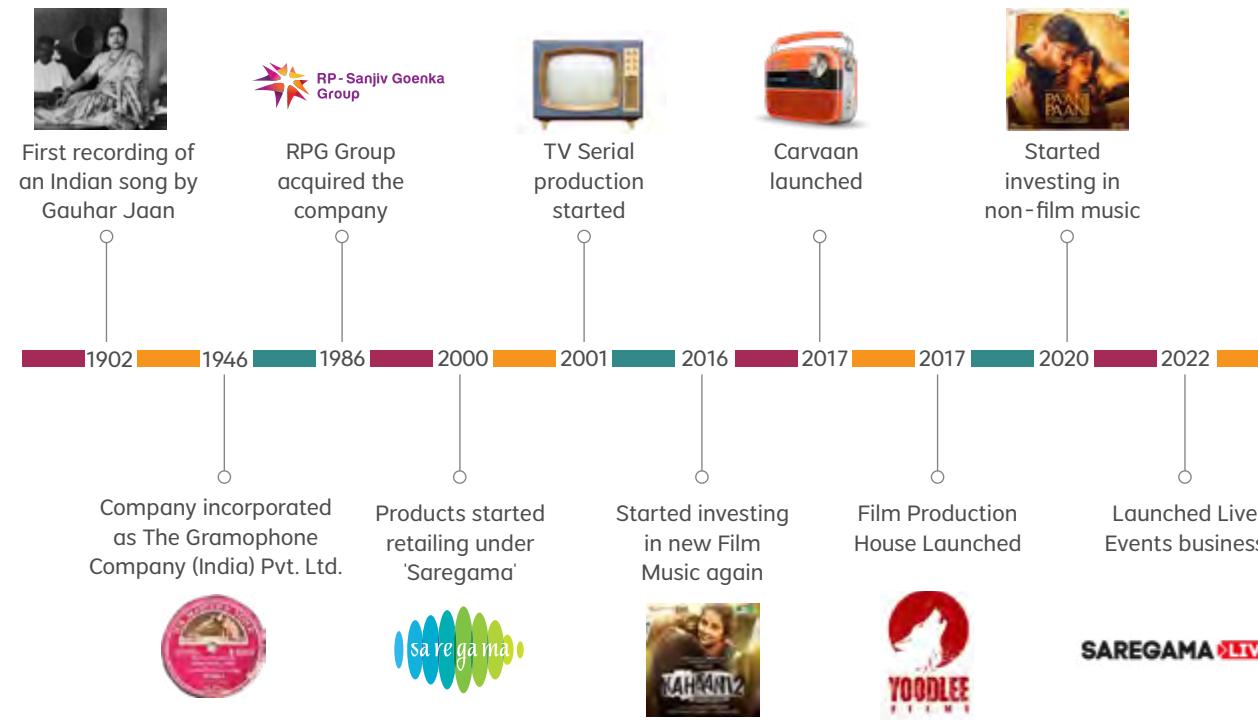
We take pride in being a youthful and contemporary entertainer that continues to captivate and entertain audiences. Join us in celebrating the power of youthfulness and entertainment!

**ABOUT SAREGAMA**

# THE LARGEST AND FASTEST GROWING MUSIC LABEL AND YOUNGEST FILM STUDIO BUILT ON TWIN-PILLARS OF CUSTOMER CENTRICITY AND TECHNOLOGY

**Saregama**

India's leading and only entertainment company with diversified business



Saregama is one of the very few entertainment companies that creates both audio and video IP, and then monetises it across music streaming, broadcast, video streaming and social media platforms, theatres and retail shops. The underlying philosophy is always IP ownership and not work-on-hire production services. We work both on licensing (B2B) as well as retail (B2C) models. This allows us to drive synergies across verticals and improves our negotiation power with our partners (artistes and licensing platforms).

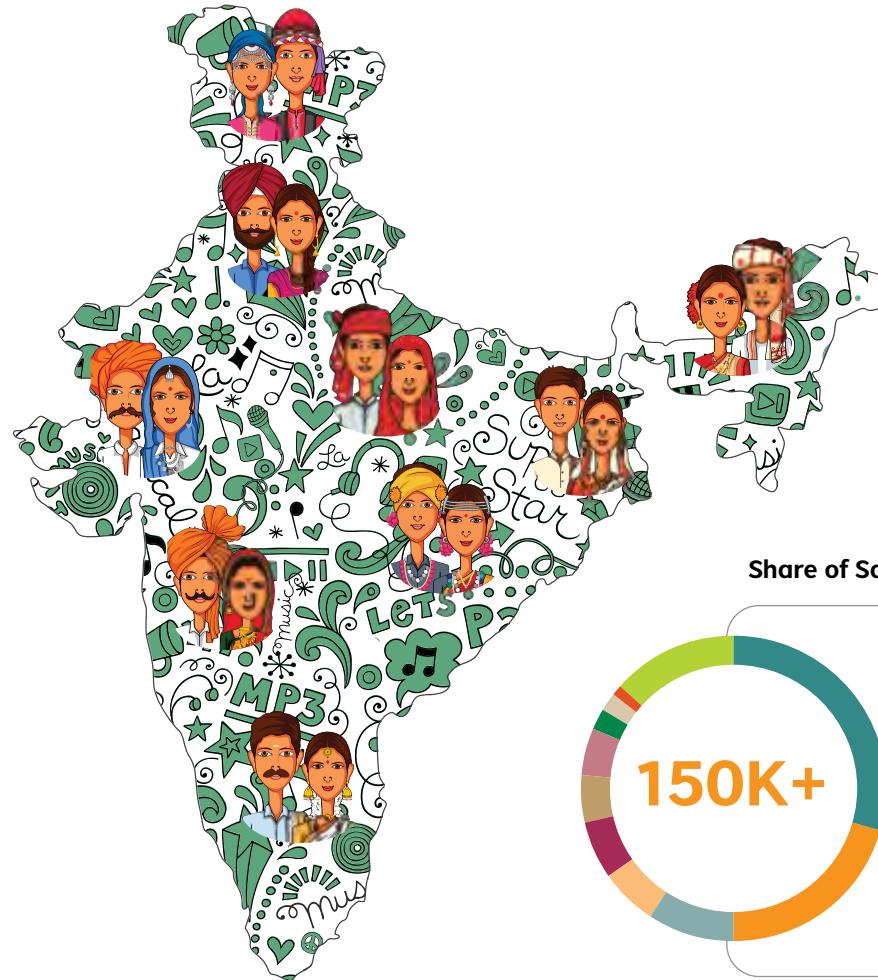
We keep our Customer at the centre of everything we do. We use both qualitative research and data analytics to understand the What (what kind of music, films, events they want to consume) and How (how do they prefer consuming this content). This knowledge combined with our tech investments in predictive AI modelling tool gives us a big edge over others in a competitive entertainment IP market.

Further, we are a part of the RP-Sanjiv Goenka Group, a large conglomerate having interests in power and natural resources, carbon black, retail and FMCG, media and entertainment, infrastructure, information technology, education and sports. The RP-Sanjiv Goenka Group includes entities such as Phillips Carbon Black Limited, Firstsource Solutions Limited, CESC Limited, Spencer's Retail Limited, RPSG Ventures Limited and Harrisons Malayalam Limited, amongst others. We believe that our association with the Group has enabled us to absorb its corporate values and principles and adhere to good corporate governance practices. We also believe that our association with the RP-Sanjiv Goenka Group aids us in procuring new businesses and exploring other opportunities.

**CONSISTENT TRACK RECORD OF STRONG FINANCIAL PERFORMANCE****Saregama Key Financial Metrics****Revenue From Operations (Rs. Mn)****Adjusted EBITDA (Rs. Mn)****PBT (Rs. Mn)**

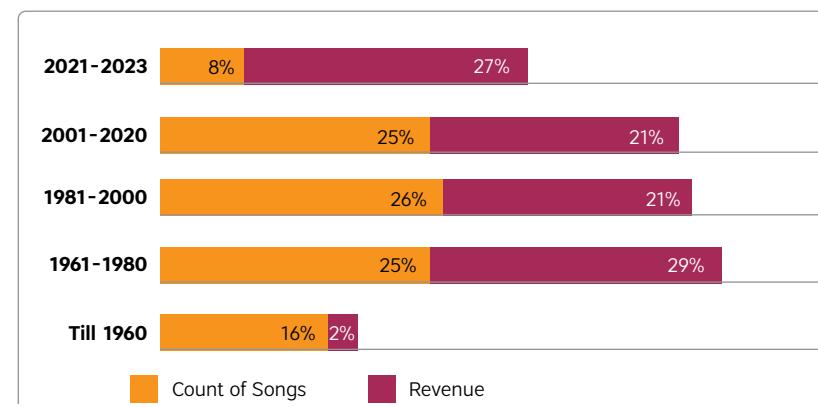


**SAREGAMA CONTENT CONNECTS PEOPLE ACROSS INDIA WITH MUSIC  
COVERING DIFFERENT NATIVE LANGUAGES**



**FY23 Era-wise Licensing Revenue Breakup**

48% of Licensing Revenue now comes from 21st century songs



# VICE-CHAIRPERSON'S COMMUNIQUE



With continued market presence, your Company recorded all time high revenue and PAT. Revenue from Operations rose by over 28% at Rs. 7,366 Mn from the last financial year, while net profit surged by over 21% to reach Rs. 1,851 Mn. Our topline has grown by a CAGR of 22% for the last 7 years and even more significant is the fact that our profits have grown at a CAGR of 58% for the similar period. We believe this journey of growth and habit of breaking our own records will continue as the pillars of this growth namely digital boom, availability of capital for future investment and an excellent team at work stay strong and intact.

The music segment continued to grow strongly on the back of the Company's strategy to invest in new music and monetise the catalogue in different ways. The Company is continuously exploring possibilities of inorganic acquisition by way of different transaction structures, and is committed to investing based on financial and strategic parameters. However, safeguarding

of capital continues to be our top priority along with tapping avenues of growth.

Carvaan sales grew by over 40% and our strategy of providing value to our customers driven by product innovation continues to be the driving factor for growth in retail business. We will continue to innovate on the product front and plan to come up with some exciting product offerings with a lot more service features as well as sources of revenue. The Company believes in diversifying its business streams to maximise benefits of synergy. The launch of live events vertical is an example of the same. In our Films, TV and Events segment, revenue grew by 54%.

Your Company continues to strengthen its core values such as governance, stakeholder value creation and sustainability. The Company has embedded ESG parameters in its business activities. In order to enhance visibility, a holistic view of its activities is presented through an Integrated Report.

The Company continues its practice of rewarding its shareholders. An Interim dividend of Rs. 578 Mn (Rs. 3 per Equity Share on the face value of Re. 1 each) was paid during the quarter ended 31<sup>st</sup> March, 2023.

I want to thank all stakeholders for their continued support in achieving our targets for the year gone by. We believe that we are at the cusp of an exciting journey, which is expected to create value for all of us.

Yours sincerely,

**Avarna Jain**  
Vice-Chairperson

## Message from the Managing Director

# MD'S PERSPECTIVE



Hello everyone, I am pleased to share with you highlights of an extremely eventful year for your Company driven by the digital revolution and our content play. We have witnessed the Company scaling new heights and we are confident of achieving even higher peaks. The Company's revenue from operations touched Rs. 7,366 Mn and the PAT recorded was Rs. 1,851 Mn. It is heartening to note that the growth story is not a one-off event but a further addition to the consistent track record of strong financial performance.

A big shift in the Company's outlook over the last few years has been a greater focus on our younger audiences. We are constantly catering to the content needs of this class of audience by way of investing aggressively in new music, creating derivatives and cover versions of gems from our catalogue, entering into the business of live events and expanding the horizon of Yoodlee vertical by releasing Web Series on digital platforms. This approach not only helps us connect with our younger audience but also diversifies the revenue streams, paving way for a broad-based growth in the years to come.

Music has been the driving force behind the Company's growth story in the past and it continues to deliver the results in line with everyone's expectations. The Company's music licensing revenue grew by over 20% for the 5<sup>th</sup> year in a row. This is primarily on account of increased investment in new music and the growing popularity of our retro

catalogue. One of the key strengths of the Company and the one that sets us apart from the rest is the process of new content acquisition. The Company acquires new content using predictive AI technology using volumes of relevant data converted to knowledge which is leveraged through a completely decentralised decision-taking structure and listening sessions by our young employees that clearly understand the modern day content requirements. Performance of new content has been one of the major drivers of our growth in the music licensing vertical. The result is clearly visible as 21<sup>st</sup> century songs contributed ~48% of the music licensing revenue for FY23. Another critical element of our new content strategy is being language-agnostic. We believe in investing in any content that meets our parameters of financial returns.

Your Company has clocked revenues of over Rs. 1,574 Mn in the Films, TV and Events segment registering a 54% YOY growth. There is an exciting line-up of our films and series to be released in the coming years. Our entry into the business of live events has been received very well and it gives us the confidence to build this further. While this segment is expected to grow at a higher rate than other segments, we have implemented a tight capital allocation policy to mitigate any risks of capital being locked for a long period.

I would like to highlight that technology remains at the centre of the Company's strategy in every decision that we take. We have so far invested in predictive AI and now we shift towards investing in Generative AI technology. We keep ourselves abreast with technological advancement and believe that leveraging new-age technological developments will be a path-breaking step with respect to the growth story waiting to be unfolded.

I thank all our business partners, investors, employees and most importantly the consumers for their strong support and patronage to the Company. Looking forward to the ever-strengthening partnership in future.

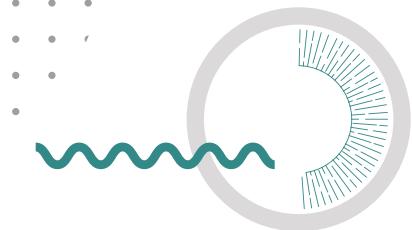
Yours sincerely,

**Vikram Mehra**  
Managing Director

# ORIGINALS BY SANJAY LEELA BHANSALI



## BUSINESS SEGMENTS



### MUSIC SEGMENT

#### A. MUSIC LICENSING

**Contribution: 61% of the Company's revenue from operations**

(In Rs. Mn)

|      |        |
|------|--------|
| FY23 | 4,410* |
| FY22 | 3,585* |
| FY21 | 2,839* |
| FY20 | 2,361* |
| FY19 | 1,949  |

23%  
5-year CAGR ↑

\*One time income of Rs. 84 Mn in FY23, Rs. 97 Mn in FY22, Rs. 155 Mn in FY21 and Rs. 21 Mn in FY20 are excluded

#### BUSINESS OVERVIEW

Saregama is India's oldest music label with one of the largest song libraries that is continually being expanded through acquisition of film and non-film songs, across languages and genres.

This music is non-exclusively licensed to partners for short periods, on a variable or fixed fee basis.

The Company is also investing in new talent discovery. The aim is to identify tomorrow's stars early, groom and train them and make them popular using Saregama's resources. This will not only give Saregama a preferential access to this talent in future, but also open an additional source of revenue.

#### KEY BUSINESS ENABLERS

- Library comprising music (both catalogue and new, film and non-film) across multiple genres and 18 different languages
- Rights to Master IP (actual song) and Publishing IP (lyrics, composition) across all media for global territory
- Songs fully digitised with rich meta-data for easier search



## NEW MUSIC CONTENT ACQUISITION

Saregama is cementing its leadership position with new film and non-film music acquisition across Hindi, Tamil, Telugu, Bhojpuri, Gujarati, Punjabi, Malayalam, Bengali and other regional languages.

- The New Music IP acquisition process started slowly 3 years ago with smaller acquisitions. These 36 months have given us time to vet our assumptions and fine-tune our marketing and monetisation approach. We are now fully geared to acquire a lion's share of new content
- The primary focus is on acquiring music of films in Hindi, Telugu, Tamil and Malayalam languages
- The Company is additionally creating non-film music in several languages including Hindi, Bhojpuri, Punjabi and Gujarati. This is being done with artistes like Arijit Singh, Badshah, Sunidhi Chauhan, B Praak, Pawan Singh, Khesari Lal Yadav, Rakesh Barot, etc.
- The Company dedicates a significant proportion of the content acquisition cost towards marketing of music, to ensure a higher success rate during the monetisation cycle

## CONTENT SELECTION PROCESS

We have a robust data-driven and listening-led selection process, which helps identify songs with high monetisation and return on investment potential. It involves use of a home-grown predictive AI model, built using the performance of all songs released in India over the last 3 years. It throws a performance predictor score basis the genre of the song and the artistes involved with it. This is followed by a listening session by a group of young company executives, all under the age of 30 years. Their qualitative feedback is combined with the predictor score to decide if we want to acquire the song and at what price.

We also keep refreshing our existing songs to suit the choices of our young audience, by allowing modern day artistes to recreate these songs in newer ways.

## CONTENT CREATION IN FY23

**Added 1,000 plus film and non-film Originals and Premium Recreations across Hindi and other Regional Languages**

**Added 7,000 plus derivatives LoFi, Trap Mix, Cover, Acoustic etc., driving popularity and growth of catalogue**

**Saregama IP (owned channel and user generated content) crossed 202 Bn YouTube views in FY23**

**11 Songs with 100 Mn+ views on YouTube**

## SONGS RELEASED IN 2022

# 100 MILLION CLUB



325M+



325M+



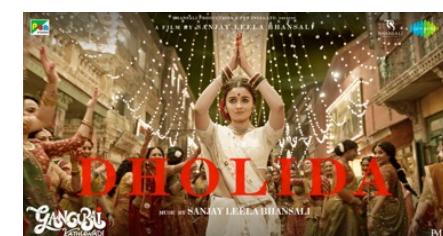
255M+



217M+



187M+



165M+



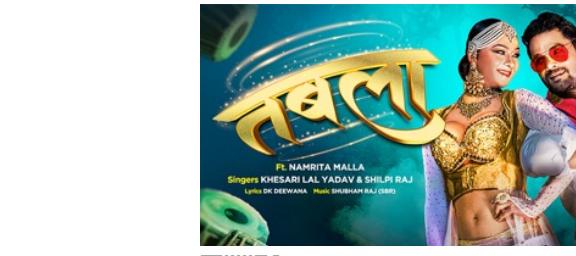
135M+



132M+



130M+



120M+



105M+

No. of views as on May 2023 of original videos on Saregama's official YouTube Channels

## OUR NEW MUSIC PARTNERS

We have established partnerships with some of the leading film studios for acquiring new music content



## PARTNERSHIPS WITH LEADING ARTISTES FOR CONTENT CREATION

While we strongly believe in film music, we lay an equal emphasis on artiste-led non-film music. Partnering with leading artistes of the country is essential to the success in this segment. This is possible only through long-term partnerships with artistes, that are based on mutual trust and respect.

We recently partnered with Bollywood's leading singer Arijit Singh for creation of original songs and recreations in Hindi and Bengali. Company also has long-term deals with Bhojpuri (Khesari Lal Yadav, Arvind Akela Kallu) and Gujarati (Rakesh Barot, Kajal Maheriyा) artistes.

We also announced our partner programme for all musicians and singers wanting to do covers, recreations and remakes of our catalogue across all languages.



## IP MONETISATION

### Music streaming / video streaming platforms

We license our songs to Music Streaming, Video Streaming and Short format Video platforms through various types of commercial structures. All these platforms are in the early stages of growth with huge upside potential over the next few years, on the back of content consumption growing online. Both advertising and subscription will drive this revenue growth. We expect the subscription base of the streaming apps in India to touch 50M over the next few years.

**Saregama's music IPs were used 213 Bn times across audio OTT platforms, YouTube, radio stations, TV channels in FY23**

### Music streaming platforms



### Video streaming platforms

With the rising popularity of video streaming in India, platforms like Netflix, Disney+ Hotstar, Amazon, Zee5, Alt Balaji etc. are aggressively investing in Indian content. Most of these new shows license Saregama-owned music, for the global territory, thus creating a rapidly growing revenue stream for the Company.



## BROADCASTING PLATFORMS - TV CHANNELS AND BRANDS

We license our music to television channels for use in TV serials, reality shows, promotions etc., and also to advertising agencies for use in ads running on TV, digital media including social media and radio. The popularity of our songs enables monetisation through usage of songs across different forms of content including advertisement.

### TV Channels



### Brand

We license use of our content in advertisements created across sectors. Some of the prominent brands that used our content are:



### Brand Integration

We also allow brands to be showcased in our music videos on agreed commercial terms. This further adds to the monetisation potential of our music content. Some of the prominent brands that featured in our content are:



## Our Business Segments

### Web series sync licenses

Our music has been licensed to various Video OTT platforms and production houses for use in their web-series. Some of the notable web-series that have featured our music are:



### Film sync licenses

Partnering with film production houses, we license our music for incorporation into their cinematic creations. Among the noteworthy films that have showcased our music are:

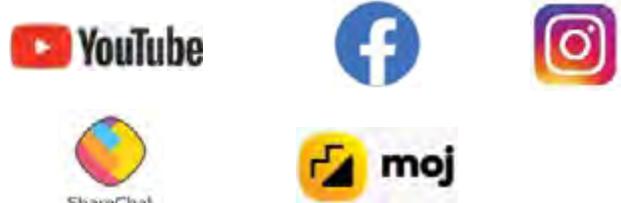


## SOCIAL MEDIA PLATFORMS

We earn advertising revenue generated on YouTube videos (both on own- and third-party channels) featuring our IPs including songs, lyrics, composition and dialogues. We also have licensing deals with various social media platforms and short video sharing apps.

**Our subscriber base across the YouTube Channels is 84 Mn, registering a YOY growth of 31%**

### Social media



### SOCIETIES

We have given rights to a collective body called PPL for licensing our music for public performances being held at various public and commercial premises. We also are a member of Indian Performing Rights Society that collects revenue for publishing rights and distributes amongst publishing rights owners (labels) and artistes (lyricists and music composers).



All views related to Saregama IP across its Owned Channels and User Generated Content on YouTube (in Bn p.a.)

|      |     |
|------|-----|
| FY23 | 202 |
| FY22 | 131 |
| FY21 | 104 |
| FY20 | 69  |
| FY19 | 57  |

37%  
5-year CAGR ↑

## MUSIC IP STRENGTH

### Retro music



### Music of the biggest Bollywood films



## New Bollywood films music



## Regional film music



## New non-film music



## Expected music releases of FY24



**B. MUSIC RETAILING**

This contributes to 18% of the Company's revenue from operations

(In Rs. Mn)

|      |       |
|------|-------|
| FY23 | 1,298 |
| FY22 | 1,056 |
| FY21 | 861   |
| FY20 | 2,062 |
| FY19 | 2,948 |

23% ↑  
3-year CAGR

**CARVAAN: INDIA'S  
MOST DIFFERENTIATED  
AND PREMIUM MUSIC  
BRAND;  
FOR THOSE SEEKING  
CONVENIENCE OVER  
CONTROL FOR UNIQUE  
LISTENING EXPERIENCE.**

Carvaan, our flagship product, is an audio player with 5,000+ preloaded songs. Combining digital technology with a retro design, it delivers a unique and seamless listening experience. The product has been a huge success on account of its simplicity and convenience combined with quality music.

- Carvaan uniqueness
- Sleek, portable and convenient
- Variants catering all market segments
- A platform for music, karaoke and podcast engagements
- Nostalgia

**NEW LAUNCHES**

- Carvaan Mobile - a robust keypad mobile with long battery life and best-in-class sound to enjoy preloaded Saregama evergreen songs.
- Music Bar with Karaoke - Redefining music experience along with the joy of singing.

**RETAIL MONETISATION IN FY23**

- Carvaan sales increased 40% to 5.6 Lakhs units

**HELPING THE MUSIC LICENSING  
BUSINESS**

Carvaan is not only a significant revenue generator but also acts as a very effective marketing tool that keeps our catalogue fresh and increases its popularity on account of passive listening by younger members of the household. We have empirical evidence that the songs loaded on Carvaan have shown higher growth rate than the rest of the catalogue on digital platforms.



Product-wise Volumes (FY23)



**BUSINESS SEGMENT****FILMS, SERIES & LIVE EVENTS**

**Contribution:** 21% of Company's revenue from operations

(In Rs. Mn)

|      |       |
|------|-------|
| FY23 | 1,574 |
| FY22 | 1,024 |
| FY21 | 521   |
| FY20 | 702   |
| FY19 | 476   |

**YOODLEE FILMS**

Yoodlee Films champions the creation of compelling content specifically designed for licensing to third-party digital platforms. We envision ourselves as a 'Writer's Studio,' specialising in crafting dynamic stories that resonate with the global youth. Our approach hinges on a dedicated script-reading team and strategic partnerships with multiple talent agencies, reinforcing our commitment to attracting the best writing talent.

Recognising the burgeoning demand for regional content in the OTT space, Yoodlee has branched out to produce films in Malayalam, Punjabi, Marathi and Tamil languages. We collaborate with well-known artistes from these regions, ensuring our creations reflect authentic regional narratives.

Our filmmaking prowess hinges on cost-efficient production capabilities, bolstered by an award-winning, seasoned in-house creative team. Our financial risk management strategy for film projects is designed around containing upfront talent costs while incentivising key artistes through profit-sharing agreements. This structure not only safeguards our financial interests but also fosters high-quality performances, leading to superior film productions.

35%  
5-year CAGR

25 films released &amp; licensed in last 5 years

**NETFLIX****Disney+ hotstar****amazon****ZEE5****miniTV****Our Business Segments****BROADCASTING VIDEO SEGMENT**

We have created over 6k hours of content for Sun TV in last two decades. We broadcast 3-4 serials at any time, creating approx. 16 hours of weekly content. The IP of these serials is owned by Saregama and is also monetised on other platforms like YouTube (1.8 Bn views in FY23).

Tamil TV Serials  
**6K+ hours of content for Sun TV**

**Running TV Series**

"Ilakkiya" the No. 1 TV serial in the afternoon slot across all Tamil Channels



"Iniya" No. 3 TV Serial in prime time across all Tamil Channels



"AnbeVaa" slot leader in prime time across all Tamil Channels

**Concluded TV Series**

Chandralekha - 2,000+ Episodes



Valli - 1,950+ Episodes



Roja - 1,300+ Episodes



Athi Pookal - 1,250+ Episodes



Pillai Nila - 600+ Episodes



Bhairavi - 250+ Episodes

**FY23 Release**

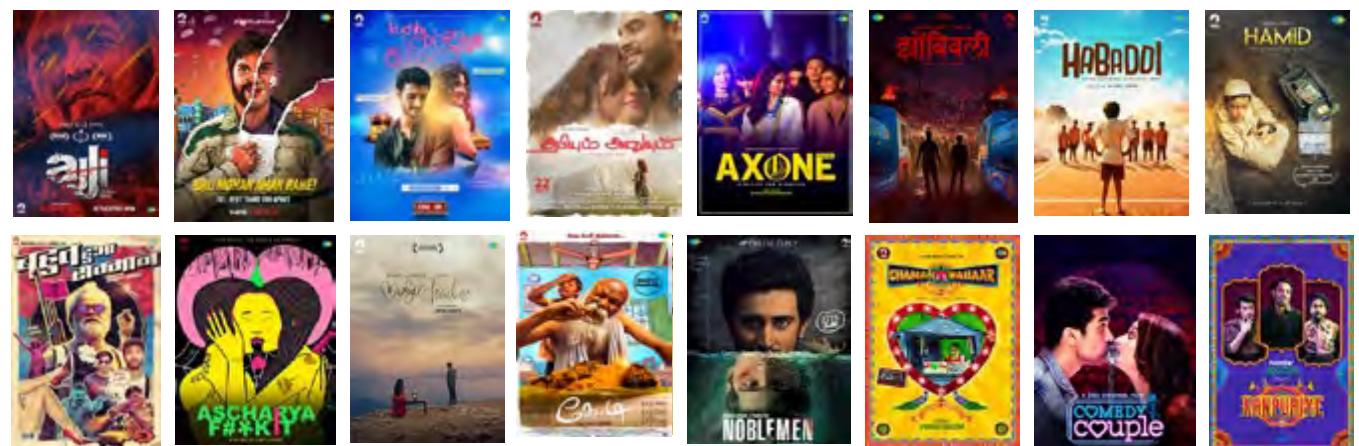
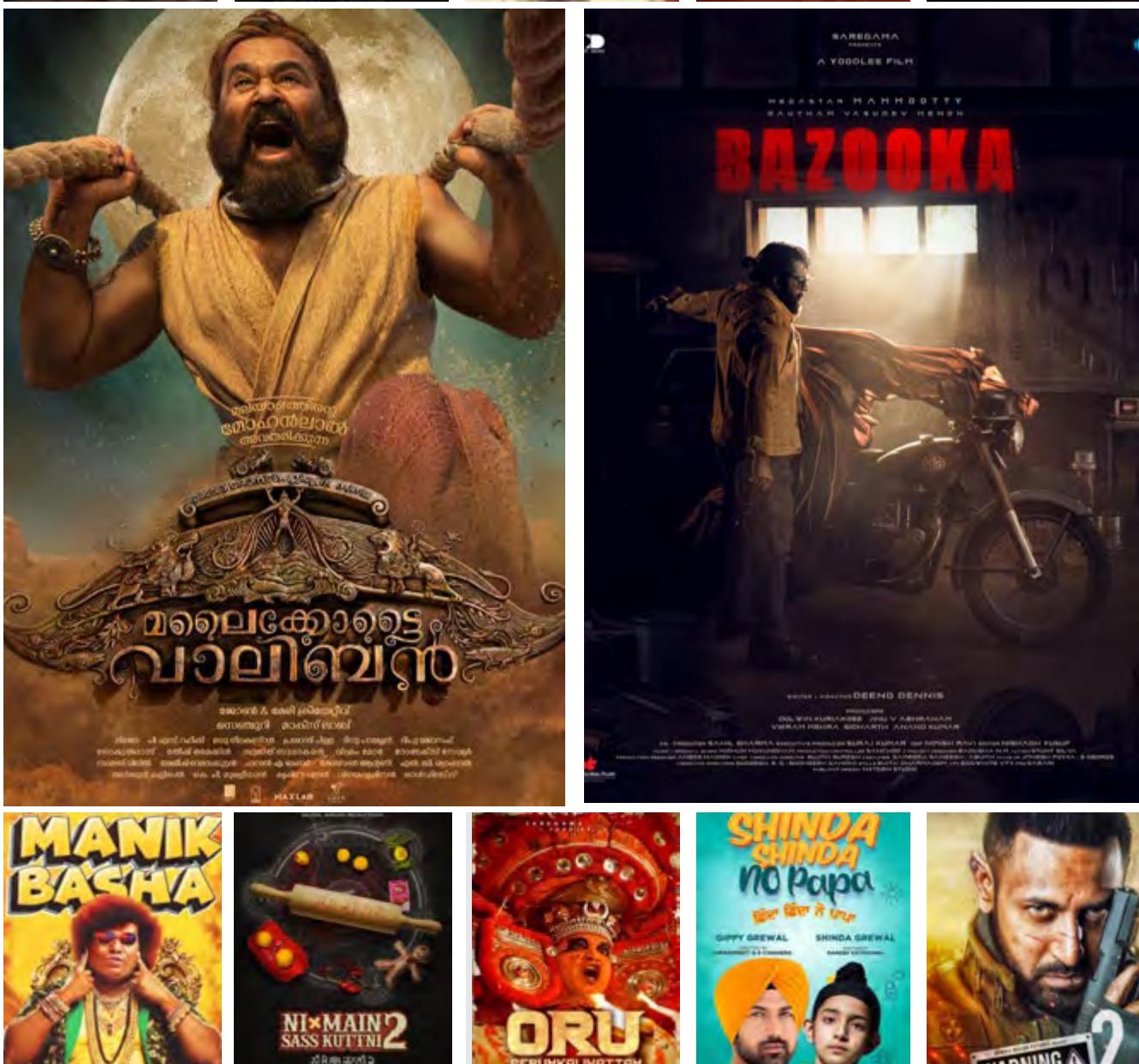
**Oye Makhna** -  
Punjabi film  
starring Ammy Virk  
On Zee5

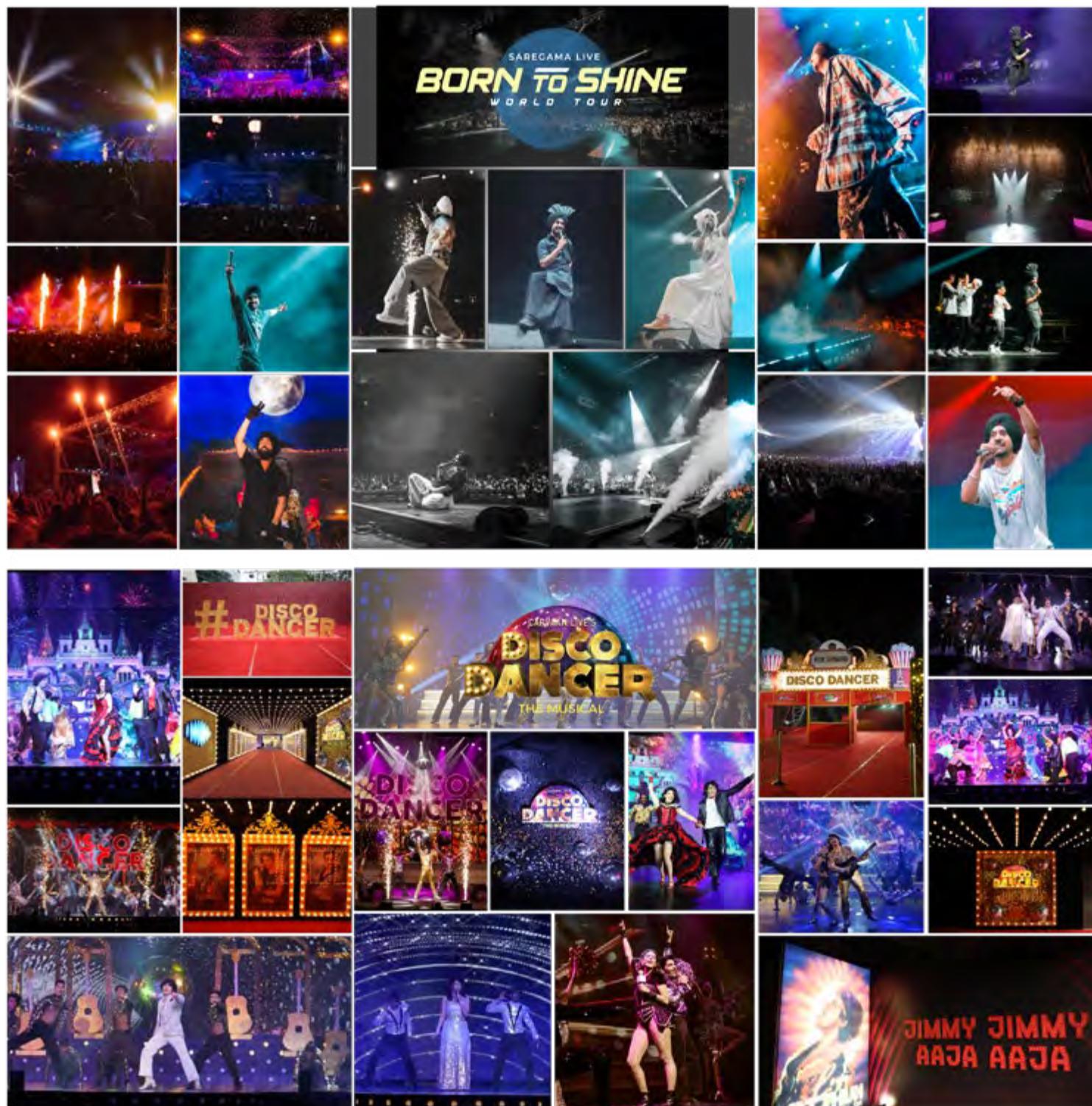
**Padavettu** -  
Malayalam film  
starring Nivin Pauly  
On Netflix

**KAAPA** -  
Malayalam film  
starring Nivin Pauly  
On Netflix

**Hunter** -  
Hindi Web series  
starring Prithviraj Sukumaran  
On Netflix

**United Kacche** -  
Hindi Web series  
starring Suniel Shetty  
On Amazon MiniTV

**Other Yoodlee Films****Older Movies****Yoodlee Upcoming Films**

**EVENTS**

We are strengthening our relationships with the artistes by organising entertaining live performances. Ticketing is the primary revenue source, supplemented by sponsorships and use of video assets of the performances on digital mediums. Deeper relationships and brand value will further help the music licensing vertical of our business.

## India's biggest live performance star Diljit Dosanjh mesmerised audiences in India, USA and Canada

Saregama Live organised four concerts in India (Mumbai, Gurugram, Jalandhar and Jaipur), four in Canada in Vancouver, Calgary, Winnipeg, Toronto and six in USA across New Jersey, Fairfax, Dallas, Houston, Los Angeles and Oakland. All concerts witnessed immense success, attracting a diversity of fans

**14****1,60,000+**

Concerts were held in FY23

Audience turnout



## Reigniting the magic of the iconic film Disco Dancer

Saregama Live's stage adaptation of Bollywood's iconic film - Disco Dancer premiered in London. 6 Live Shows were held in FY23

**INVESTMENT CASE**

# AN ORGANISATION WITH PROVEN TRACK RECORD, CLEAR STRATEGY AND VISIBLE GROWTH PATH

India's media and entertainment industry has witnessed a consistent growth on the back of digital migration, increase in data consumption, declining piracy and rising disposable incomes. It has just touched the tip of the iceberg. 40% of India is yet to own a smartphone, while of the existing smartphone owners, less than 50% consume video content on a regular basis. This shows the extent of runway available for growth. And the favourable economic landscape in India would ensure that this growth actually materialises.

Saregama, one of the very few professionally managed Indian Media & Entertainment companies, is well poised to take the pole position in this growth journey.



The first Indian song ever recorded, Gauhar Jaan in 1902

## WE HAVE A PROUD LEGACY WITH LASTING FOUNDATION

We are India's oldest music label (previously operating as The Gramophone Company of India Ltd under HMV brand since 1902) with one of the most enviable music libraries in the industry. We have protected this legacy with benchmarked practices and processes, a professional team with defined organisational hierarchy and experienced leadership and investments in consumer research and technology.

### A glance into our iconic library

- First ever recorded song in India by Gauhar Jaan in 1902
- First ever recording of LEGENDS (Kishore Kumar, M.S. Subbulakshmi, Mohd. Rafi, Bharat Ratna Lata Mangeshkar, Asha Bhosle, Mukesh, Ilaiyaraaja)
- First ever movies of LEGENDS (Raj Kapoor, Rajnikanth, Amitabh Bachchan, Rajesh Khanna, Rekha, Hrithik Roshan, Kareena Kapoor)
- Music of the biggest films of Bollywood
- Unheard and unexplored musical gems from legends

## WE ARE WIDENING AND DEEPENING OUR OFFERINGS

We have the most popular and extensive Indian music library with over 150K+ songs. Over the years, we have grown our library across genres and languages. We have diversified into other segments such as Music Retailing, Films, Web Series, TV Serials and Live Events.

### India's only Entertainment company into



Positioning us to address the diverse content needs of consumers across age groups



## WE HAVE DEEP LICENSING AND ARTISTES RELATIONS

We have strong relations with artistes and multiple licensing platforms that we continue to nurture to ensure mutual benefits.

## WE SEE IMMENSE OPPORTUNITY IN INDIA

India, with over 1.4 billion people, presents immense growth opportunities for us. The music industry here is significantly underpenetrated, ranking 17<sup>th</sup> globally on revenue basis, despite India having the largest population globally. The industry's contribution to the entire M&E sector is just over 1%, with most of the revenues coming from advertising. We see a subscription-based growth story unveiling over the next 2-3 years. The Indian Music industry is expected to grow at 15% on medium term basis.

We also see significant growth potential in other M&E segments, namely Films and Live Events. Saregama has a play in each of these. These segments are expected to grow at CAGR of 10% and 22% respectively over the next 3 years. (Source: FICCI-EY Report April 2023)

## WELL-CAPITALISED BALANCE SHEET TO POWER ORGANIC AND INORGANIC GROWTH

Our business is characterised by zero debt position and robust cash flow generated from operations (Rs. 1,547 Mn in FY23) which is used to continually reinforce our library through content acquisition. We also have unused QIP funds, earmarked for investments in music segment.

## TECHNOLOGY-LED BUSINESS OPERATIONS

Technology is a key element in today's IP business, and we have built an in-house team to drive it. Our Technology team includes experts in security, data engineering, hardware designing, app development, etc.

We have a scalable information technology infrastructure designed to support the growth of our business and to help ensure the reliability of our operations as well as the security of customer information.

Over last 8 years, we have invested in data analytics tools, allowing us to process and analyse billions of data points that we receive monthly about the usage of our songs on our partner platforms. This allows us not only

to benchmark usage across platforms but also spot early trends allowing us to take proactive steps around placement and marketing of our songs. This was followed by building of a predictive AI model using the consumption pattern of all songs, ours and competition, on various digital platforms. This helps us make more informed decisions about which song to buy or not. It aids in spotting early trends about changing popularity of various genres of music in each of the Indian languages.

We now intend to invest and build capabilities in Generative AI. This technology has opened new possibilities for us in terms of creativity, composition, and content generation. Generative AI can assist in the creative process by providing inspiration, generating musical ideas, or helping artistes explore new directions. It can be a valuable tool to experiment with different styles, genres, or soundscapes. Generative AI can be utilised to create a pool of potential tracks that align with current music trends.

We employ technology including sophisticated algorithms and software tools to actively monitor and protect against activities that might infringe, dilute or otherwise harm our copyright, trademarks and patents. Our IT team works with our content experts to constantly monitor usage of our music by third party applications, sites and videos across social media platforms and applications to catch any unauthorised usage.

## WE HAVE CHALKED AN EXCITING ROADMAP AHEAD

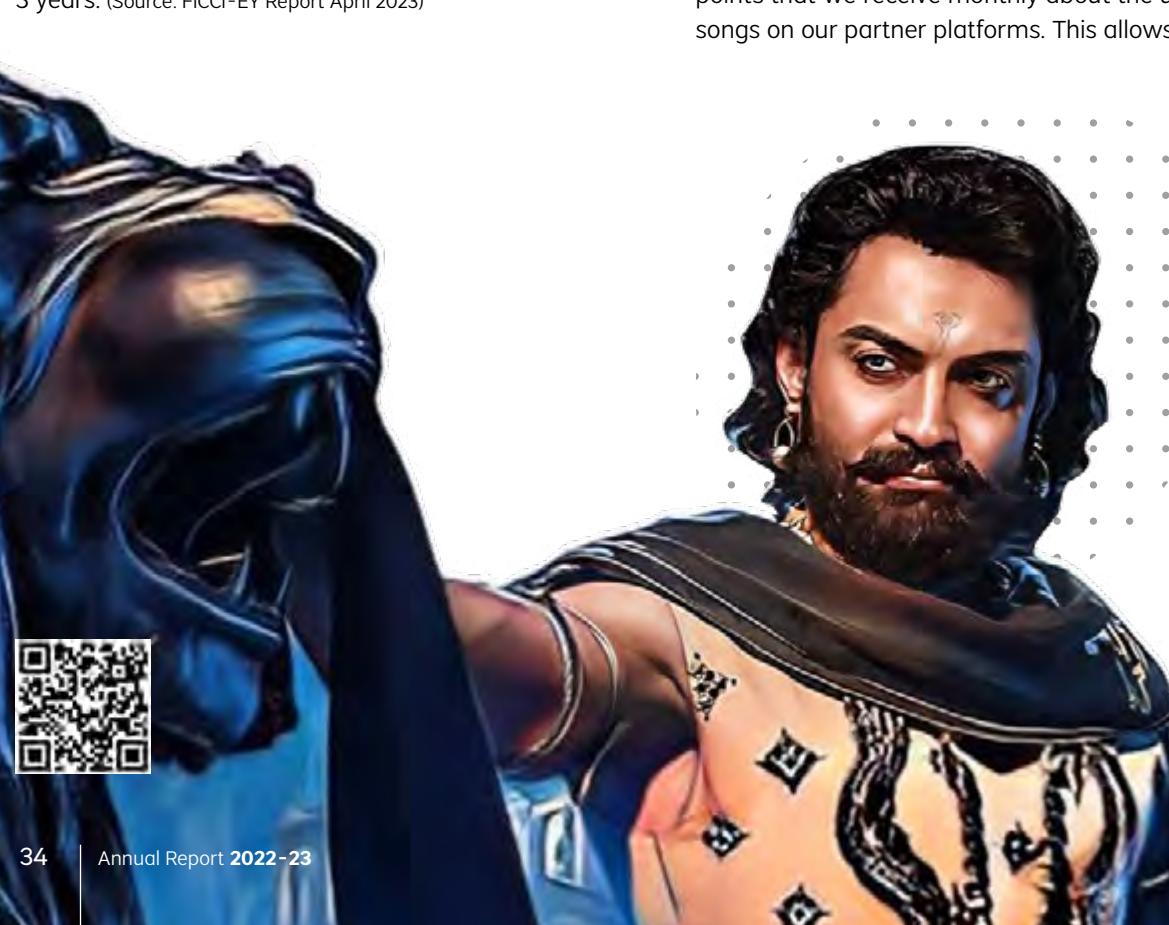
### Leverage ability to create, monetise and extend IP lifespan

The Music Industry is expected to witness robust growth in the coming years. We intend to capitalise on this by adopting unique ways to create & monetise our IPs and extend their lifespan by:

- Aggressively acquiring new content across diverse languages and genres, both in film and non-film categories. Our data-driven decentralised decision-making process will be our competitive edge
- Finding new partners and licensing models
- Popularising our catalogue through the creation of various derivatives to cater to the choices of our younger audience
- Launching newer artistes to cater to ever-evolving younger audiences
- Capitalising on the Live Events business to grow revenues and further boost the music segment by leveraging on relationships with artistes

### Creating synergies across Video & Music IP

- Leveraging the films, web series and TV serials segments, to produce content across different languages with regional stars to tap into its high-growth potential
- Optimise costs by use of songs from our music library
- These films also become a captive source of creating low-cost high-impact songs for the music business
- They also become a potent way for popularising our signed talent



**BUSINESS MODEL**

# POSITIONED TO DELIVER VALUE OVER THE LONG-TERM

**INPUTS****FINANCIAL CAPITAL**

- Rs. 13,455 Mn net worth
- Rs. 7,975 Mn Liquid assets (cash and cash equivalents, investments in mutual funds and in Bank FDs)

**ENTERTAINMENT AND INTELLECTUAL CAPITAL**

- Largest music IP in India with 150K+ songs across 18 languages
- Video content IP rights: 69 films and series and over 6K hours of television serials
- Expertise in content creation and monetisation and understanding of customer preferences

**HUMAN CAPITAL**

- 325 employees
- Experienced content and marketing team

**SOCIAL AND RELATIONSHIP CAPITAL**

- Partnerships with 65+ music licensing platforms, 30+ streaming platforms, 20+ broadcasting platforms, 8+ social media platforms
- 12 music brands
- 20,000+ Saregama retail distribution network
- Rs. 47 Mn spent on CSR

**BUSINESS ACTIVITIES****Business Model****OUTPUTS****8K plus**

new songs added to library

**6**

new films and web series released

**2**

new television serials launched

**5.6 Lakhs**

Carvaan sold

**OUTCOMES****FINANCIAL CAPITAL**

- Rs. 7,366 Mn revenue
- Rs. 1,851 Mn PAT
- Rs. 63,850 Mn market capitalisation (as on 31<sup>st</sup> March, 2023)
- Rs. 3.00 (300%) dividend per share
- Rs. 1,604 Mn cash generated from operations

**ENTERTAINMENT AND INTELLECTUAL CAPITAL**

- 202 Bn YouTube views (own + third party channels)
- 11 songs with 100 Mn+ views for songs released in 2022
- Over 84 Mn subscribers on own YouTube channels

**HUMAN CAPITAL**

- Rs. 750 Mn incurred on employee benefits expense
- Rs. 8 Mn employee productivity (PBT / employee)
- 23% women employee representation at Managerial position

**SOCIAL AND RELATIONSHIP CAPITAL**

- Launched Saregama Openstage platform to give opportunity to new artistes
- Rs. 699 Mn of Income taxes paid to the Government

**NATURAL CAPITAL**

- 1,117.46 MtCO<sub>2</sub>e GHG emissions



**STRATEGY**

# TO BE A PURE PLAY CONTENT COMPANY CAPITALISING ON THE GLOBAL CONTENT CONSUMPTION BOOM

Our strategic objective is to build a company that stays relevant for decades from now, on the back of entertaining content that continues to deliver returns, in turn driving value for all stakeholders such as investors, artistes, employees and business partners.

## Path to Leadership Position in Music Segment

- Disproportionate Share of New Content across Hindi & Regional Languages + Acquisition of Small & Mid-size Music Catalogues using Cash Reserves + Better Monetisation Capability on the back of Catalogue + New Content strength
- Investments in Data Analytics & AI Marketing Muscle + Deeper artiste relationships through play in Artiste Management & Live Events + Strength of Balance Sheet Decentralised Decision-Making

## India's Largest and Most Popular Music Catalogue

## Our growth strategy in Video segment

- Pick Films and Cast primarily basis recoveries from Digital and TV licensing + Pick Web Series basis pre licensing approval from a VoD platform
- Retain IP for Portfolio building & future exploitation + Greater emphasis on regional movies because of better ROI + Volume of Films / Series to drive Cost Optimisation & Licensing Leverage

## Access to Music Catalogue gives Unique Strength

**ACTING ON OUR PRIORITIES**

## Strategic priorities

**Strategic priority 1**  
**Monetise existing  
Music IP**

- Entered multiple brand licenses, digital content licenses and film sync licenses
- Maintained licensing arrangements with multiple music streaming, broadcasting, video streaming and social media platforms
- Launched new models of Carvaan such as "Mobile" and "Music Bar"

## Actions taken in FY 2022-23

- Continue to diversify music licensing revenue sources
- Initiate podcasts on Carvaan to make it a platform for both upfront margin and recurring advertising and subscription revenue

## Priorities for FY 2023-24

- Increase percentage share of new content
- Acquire content inorganically at the right valuation through different transaction structures
- Increase focus on recreations

**Strategic priority 2**  
**Build new Music IP**

- Released 1,000 plus film and non-film songs across Hindi and other regional languages
- Released 7,000 plus derivatives to drive popularity and growth of its catalogue
- Signed deals with leading singers including Arijit Singh, Adnan Sami, Stebin Ben for creation of original non-film songs

**Strategic priority 3**  
**Building Films, TV  
and Events Segment**

- Released 6 films and web series and telecasted 470 hrs of TV serials
- Produced movies in Punjabi and Malayalam languages, capable of monetising multiple rights such as theatrical, digital, cable & satellite, dubbing and others
- Entered the segment of web series with 2 launches during the year on OTT platforms
- Organised 14 concerts with Diljit Dosanjh across Canada, India and the US
- Disco Dancer the musical premiered in London

- Strengthen footprint across other regional languages to access wider audience-base across pan-India and outside India
- Grow films and TV segment at faster rate than the overall Company, to maximise IP monetisation potential in future
- Grow revenues and margins through events with the right commercial potential

**Strategic priority 4**  
**Artiste Management  
and Promoting  
new talent**

- Shortlisted young artistes for their grooming
- Launched a dedicated programme to provide opportunity to upcoming artistes to create content to be monetised on revenue-sharing basis
- Ensure required promotion of artistes managed by company
- Build new revenue streams for these artistes

**Strategic priority 5**  
**Using AI to create  
Strategic advantage**

- Built predictive AI using last 3 years song performances in the industry
- New content selection done using these AI tools
- Invest in Generative AI
- Further reduce dependency on human intervention

**STAKEHOLDER ENGAGEMENT**

# ENGAGING PROACTIVELY WITH THE STAKEHOLDERS

| Stakeholders                                                                                                                                                  | Modes of engagement                                                                                                                                                                                                                               | Key matters relevant to them                                                                                                                                                                                                  | How did Saregama India respond to their concerns                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  <b>SHAREHOLDERS/INVESTORS</b>                                               | <ul style="list-style-type: none"> <li>Investor conferences</li> <li>AGMs</li> <li>Press releases</li> <li>Stock Exchange Intimations</li> <li>Quarterly Results, Presentations and Annual Report</li> <li>Company website</li> </ul>             | <ul style="list-style-type: none"> <li>Dividend</li> <li>Capital appreciation</li> <li>Profitability and long-term growth prospects</li> <li>ESG practices</li> <li>Future Proofing</li> </ul>                                | <ul style="list-style-type: none"> <li>Consistent track record on delivering the financial performance</li> <li>Distribution of profits by way of dividend</li> <li>Investments in new IP across Hindi and regional languages</li> <li>Diversified revenue streams across IP categories and multiple partners</li> </ul>                                                                                                                                                                                                                                                      |
|  <b>ARTISTES</b><br>(songwriters, singers, scriptwriters, directors, actors) | <ul style="list-style-type: none"> <li>Engagements through content creation teams of respective language</li> <li>Direct engagements by A&amp;R staff</li> </ul>                                                                                  | <ul style="list-style-type: none"> <li>Creative freedom</li> <li>Revenue protection</li> <li>Access to wider platforms and audience</li> <li>Long-term career development</li> </ul>                                          | <ul style="list-style-type: none"> <li>Wide Marketing push for the songs</li> <li>Fair Revenue Contracts</li> <li>Additional payments through copyright societies</li> <li>Giving Saregama as a platform to new artistes for their growth</li> </ul>                                                                                                                                                                                                                                                                                                                          |
|  <b>EMPLOYEES</b>                                                          | <ul style="list-style-type: none"> <li>Annual business plan conference and quarterly townhalls</li> <li>Structured appraisal discussion</li> <li>Training and development sessions</li> <li>Health, safety, and engagement initiatives</li> </ul> | <ul style="list-style-type: none"> <li>Reward and recognition</li> <li>Career Path</li> <li>Learning and development</li> <li>Diversity and inclusion</li> <li>Health, safety, and well-being</li> <li>Empowerment</li> </ul> | <ul style="list-style-type: none"> <li>Followed a balanced scorecard approach for appraisal</li> <li>Annual MIC ("My Inputs Count") Survey to get feedback on all relevant matters for further action</li> <li>Cross-functional movement of employees</li> <li>Office space has been designed by the employees themselves giving them a sense of ownership</li> <li>Helping employees in important areas such as personal taxation and personal health insurance</li> <li>Organised health and well-being sessions</li> <li>Employee-wise training needs addressed</li> </ul> |
|  <b>DISTRIBUTION PARTNERS</b><br>(retailers and e-commerce)                | <ul style="list-style-type: none"> <li>Seminars and conferences</li> <li>Telephone, e-mail, and digital channels</li> <li>One-on-One partner meetings</li> </ul>                                                                                  | <ul style="list-style-type: none"> <li>Quality and innovative products</li> <li>Better margins</li> <li>Credit facilities</li> <li>Marketing support</li> </ul>                                                               | <ul style="list-style-type: none"> <li>National / Regional Retailers meet</li> <li>Engaging all dealers through regular market visits</li> <li>Periodic benchmarking of the margin structure</li> <li>Inputs taken from retailers on new Product features</li> </ul>                                                                                                                                                                                                                                                                                                          |

**RISK MANAGEMENT**

# EFFECTIVELY ADDRESSING THE RISKS

We are implementing a robust risk management framework and effectively managing risks arising from both internal and external environments. This proactive approach allows us to consistently deliver value to all our stakeholders, despite industry cycles and economic headwinds. Our ability to mitigate risks and adapt to changing circumstances contribute to our continued success, creating value for all those we serve.

| Risks                                                                                                                                                                                                                                                                                                                                                                                                      | Mitigating actions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>CONTENT RISKS</b><br>• Our ability to acquire content depends on our ability to maintain existing relationships and form new ones with creative talent and film studios<br>• Intensified competition may result in content cost escalation which may restrict our ability to acquire content at favourable terms<br>• Success ratio of the content lower than set benchmarks can impact the performance | <ul style="list-style-type: none"> <li>We have positioned Saregama as the most innovative marketing company in the music business. This comforts artistes who are keen to take their music to largest number of people. The marketing prowess is even critical to film studios who rely on the popularity of their films' songs to drive audiences to theatres for the opening weekend.</li> <li>We offer film studios free access to our content library for usage in their films. This is structured as a barter arrangement against the cost of the new music.</li> <li>We adopt a bouquet approach while acquiring content with respect to languages, genre, artistes, etc. This helps mitigate the risk of individual songs / albums not giving us the desired commercial benefit.</li> <li>The investment we made in predictive AI and the decentralised decision-taking process helps the Company to pick winners amongst the available choices of content. We work with artistes with proven track records.</li> </ul> |
| <b>LICENSING RISKS</b><br>Inability to enter new licensing agreements or renew existing ones at attractive rates can impact our revenues.                                                                                                                                                                                                                                                                  | Our extensive and top-quality content library across music, films, web series and TV serials make us a preferred licensing partner. Further, we have licensing agreements with multiple video/audio/broadcasting and social media platforms. This ensures sustained business and reduces our dependence on any one business or partner. In case of films and series, revenues are secured through pre-licensing to digital platforms.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>MACRO-ECONOMIC RISKS</b><br>A weak macro-economic scenario coupled with high inflation can impact the disposable income of our potential addressable market.                                                                                                                                                                                                                                            | Indian economy is relatively better placed with strong fundamentals and is poised for future growth with increasing per capita income. This is expected to drive healthy growth in the M&E industry. Besides rising digitisation and improving affordability is expected to drive the number of paying subscribers in India which is the least penetrated markets for music monetisation.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |

| Risks                                                                                                                                                                                                                                     | Mitigating actions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>FINANCE RISKS</b><br>Inability to have significant cash on books or financing facility can limit our ability to pay content charges, attract talented artistes and create / acquire new content.                                       | We are a zero-debt company and have adequate liquidity on books to meet all present and future requirements. Our business further generates steady cash flows.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>INFORMATION TECHNOLOGY RISKS</b><br>Inability to invest in technology modernisation or any disruptions in IT systems can adversely impact our operations.                                                                              | We continually invest in pioneering technologies such as predictive AI to support our operations and business growth, including for improving decision-taking on content acquisition and monitoring the content performance and piracy                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>HUMAN RISKS</b><br>Inability to attract and retain talented employees could impair our ability to operate efficiently.                                                                                                                 | <ul style="list-style-type: none"> <li>We follow a balanced scorecard approach for annual performance appraisals</li> <li>We have Employee Stock Option Scheme for eligible employees</li> <li>Decentralised decision-making empowers people to take the right steps for the company's interests</li> <li>My Inputs Count (MIC) is a Company-wide survey that enables people to express their opinions freely</li> <li>We have implemented employee-friendly policies, and undertake regular engagements, surveys, learning and development programmes and health camps reinforcing our reputation as an employer of choice</li> </ul>                       |
| <b>REGULATORY RISKS</b><br>An unfavourable change in media and entertainment regulations including that in intellectual property rights can adversely impact our operations and results. We also face the risk of infringement of our IP. | <ul style="list-style-type: none"> <li>Our regulatory team tracks all developments in laws and regulations through constant engagement with industry representative bodies and stakeholders. This also helps in anticipating potential changes and take necessary actions.</li> <li>While piracy levels have significantly declined in India with the support of the judicial system, we have a dedicated team to constantly monitor every infringement and take corrective action.</li> <li>We are part of industry body IMI (Indian Music Industry) that works closely with the government to protect interests of music industry stakeholders.</li> </ul> |

**CAPITALS****FINANCIAL CAPITAL**

# DRIVING SHAREHOLDER VALUE CREATION WITH PRUDENT FINANCING

We strive to consistently provide healthy returns to our financial capital providers, as evidenced by our sustained growth and wealth creation over the last few years. This was achieved through new IP creation, driving efficiencies of monetisation, diversification to new high potential growth areas and use of technology in decision-taking processes. We will continue to nurture these, to gain substantial market share in the fast-growing Indian entertainment industry.

#### **Ensuring a judicious capital allocation approach**

At Saregama, we have been sustainably improving our financial position through the years, with a focus on growing business and strengthening balance sheet. We have deployed a robust financial management strategy which has helped.

We have adopted a prudent capital allocation strategy focussed on maximising shareholder returns. It has helped improve our return on capital employed (ROCE) to ~17% as on 31<sup>st</sup> March, 2023 as compared to ~14% in the previous year.



Saregama inhouse theatre

**Financial Capital**

With strong potential in our business, we have identified key capital allocation focus areas for the coming years to maximise growth and value creation. These include:

- **Music business (organic growth):** We effectively deploy surplus funds generated from our operations in this business for acquiring new content and growing market share. We have also raised Rs. 7,500 Mn via qualified institutional placements (QIP) in November 2021, dedicated for investment in the music business. We remain focussed on judiciously investing surplus fund in potential growth areas aligned with our strategy.
- **Retail (Carvaan):** The % of capital employed in Retail is currently adequate for running the operations.
- **Yoodlee (Films and TV) and events:** Our strategy to scale-up operations and transform from a music label to an entertainment company is driven by Yoodlee. At any given time, the capital employed in this segment will not exceed 18% of total capital employed in the company.
- **Inorganic growth:** Inorganic investments to fill content gaps or acquiring stake in a company engaged in creation or promotion of music, will be an important focus area to strengthen our market position. QIP funds will be effectively utilised for this, subject to right valuation, financial viability, alignment with our growth strategy and adequate due diligence.
- **Surplus Funds Deployment:** The surplus QIP funds at all times will be parked in Bank FDs and highly-secured mutual fund instruments to safeguard the principal amount.
- **Repayment of debts:** Saregama is a debt-free company. However, in future, if any debt is taken, we will evaluate the decision to repay it depending on the margin of return, cost of debt, capital needs for long-term expansion, and available investible surplus.
- **Paying dividends:** Decision to pay dividends is taken by our Board in line with the dividend policy, which we will continue to follow and review periodically.

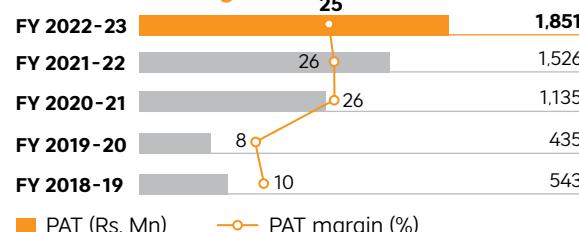
**Revenue from operations (Rs. Mn)**

|            |       |
|------------|-------|
| FY 2022-23 | 7,366 |
| FY 2021-22 | 5,806 |
| FY 2020-21 | 4,420 |
| FY 2019-20 | 5,215 |
| FY 2018-19 | 5,447 |

**Music licensing revenue (Rs. Mn)**

|            |       |
|------------|-------|
| FY 2022-23 | 4,410 |
| FY 2021-22 | 3,585 |
| FY 2020-21 | 2,839 |
| FY 2019-20 | 2,360 |
| FY 2018-19 | 1,949 |

One time income of Rs. 84 Mn in FY23, Rs. 97 Mn in FY22, Rs. 155 Mn in FY21 and Rs. 21 Mn in FY20 are excluded

**PAT and PAT margin****Diluted EPS (Rs.)**

|            |      |
|------------|------|
| FY 2022-23 | 9.63 |
| FY 2021-22 | 8.42 |
| FY 2020-21 | 6.50 |
| FY 2019-20 | 2.53 |
| FY 2018-19 | 3.12 |

**Debt to equity ratio (x)**

|            |      |
|------------|------|
| FY 2022-23 | 0.00 |
| FY 2021-22 | 0.00 |
| FY 2020-21 | 0.00 |
| FY 2019-20 | 0.03 |
| FY 2018-19 | 0.28 |

**Return on equity (%)**

|            |      |
|------------|------|
| FY 2022-23 | 14.9 |
| FY 2021-22 | 12.8 |
| FY 2020-21 | 33.3 |
| FY 2019-20 | 16.4 |
| FY 2018-19 | 23.9 |

**ENTERTAINMENT AND  
INTELLECTUAL CAPITAL**


# DIFFERENTIATING WITH CONTENT EXPERTISE AND MONETISATION CAPABILITIES

We have language content experts based in the respective markets, who are empowered to take content acquisition decisions aided by the Company's predictive AI model. This results in faster decision-making and a higher sense of ownership. Each of these executives are then accountable for the first five-year return curves of their acquired content.

The combination of aggressive new content acquisition along with the evergreen catalogue gives the Company an enviable edge in striking deals with maximum number of licensing partners and at better negotiated rates.

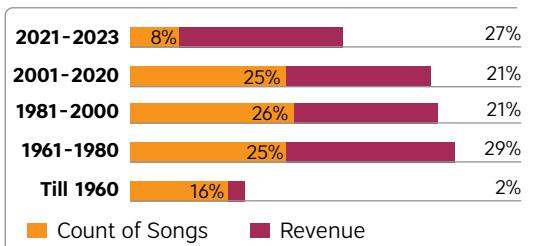

**Entertainment and Intellectual Capital**
**SAREGAMA: INDIA'S  
CULTURAL HERITAGE**

Saregama is India's oldest music label and has an unmatched library of intellectual property rights (150k+) related to songs, film dialogues and background scores. The quality and diversity of our content across languages, genres and generations make us one of the most sought-after licensing partner for every audio and video platform.

**Saregama has song library equivalent to 150 years**  
A new music label acquiring music of 200 films per year (typical movie has 5 songs) will take 150 years to build a library of Saregama's size.

**PERFORMANCE OF NEW  
CONTENT**

150k+ songs generated Licensing Revenue of Rs. 4,410\*  
Mn FY23 Era-wise break-up



\*Excluding one time income of Rs. 84 Mn

**48%**  
**33%**

of Licensing Revenue now comes from 21<sup>st</sup> century songs  
of Saregama's songs were released post 2000


**Saregama: content depth**
**Song library across 18 Indian languages**

Hindi, Bengali, Tamil, Telugu, Marathi, Malayalam, Gujarati, Punjabi, Kannada, Bhojpuri, Odia, Assamese, Haryanvi and others

**Song library across genres**

- Classics across languages (film, rare live recordings, iconic non-film albums)
- New-age Hindi Music (film and non-film)
- New-age Regional Music (film and non-film)
- Devotional Music (Hindu, Gurbani, Islamic and Christian)
- Ghazals (film and non-film)
- Classical Music (Hindustani, Carnatic & Fusion)
- Folk Music
- Sufi

**POWERED BY CONTENT CREATION AND  
MONETISATION EXPERTISE**

We have proven expertise in content creation across both music and non-music segments, powered by experienced and empowered teams, robust processes and best-in-class data tools, ensuring higher success rate and return on investments. This is complemented by our capabilities in IP monetisation and infringement tracking. The net result is a higher and sustainable Return on Investment. More details on our content creation and monetisation have been captured in the business segments section in page 13.

**AND THE CATALOGUE CONTINUES  
TO GROW**

Annual Growth in Music Licensing Revenue classified by Decade of Release

|             | FY19 | FY20 | FY21 | FY22 | FY23 |
|-------------|------|------|------|------|------|
| 2001 - 2020 | 47%  | 24%  | 18%  | 4%   | 19%  |
| 1981 - 2000 | 32%  | 18%  | 27%  | 1%   | 19%  |
| Till 1980   | 24%  | 23%  | 20%  | 5%   | 7%   |

**HUMAN CAPITAL**

# BUILDING A TEAM OF ENGAGED AND PRODUCTIVE PEOPLE

Embracing diversity and fostering a culture of growth and development is key to our success. We continually strive to build a team with wide-ranging skills, experiences, and perspectives to tap into newer ideas and innovations, which can help us to differentiate in the dynamic entertainment industry. We do so by providing employees with the necessary support, resources, and opportunities to build their skills and advance their careers.

**EFFICIENTLY MANAGING TALENT**

Our business involves significant creativity and innovation, attracting right talent with right skillsets and driving diversity a key enabler for growth. We target attracting talent in the areas of content creation, revenue management and digital marketing. We effectively use a mix of diverse channels including hiring freshers from management schools, engaging talent partners, and leveraging social media to attract best talent.

**PRIORITISING LEARNING AND DEVELOPMENT**

As an organisation, we focus on training programmes pertaining to leadership, soft skills, and compliance. Leadership training focusses on developing quality in individual who hold managerial or supervisory role. A key focus was on building stronger leadership pipeline for which an Emerging Leaders Program was also conducted. We have conducted training sessions for the junior management cadre basis the requirement focussing on soft skills covering topics like team building, assertive communication, and personal productivity. With the new line of business "Live Events" added to the Organisation, a session focussing on artist management was conducted.



Saregama office

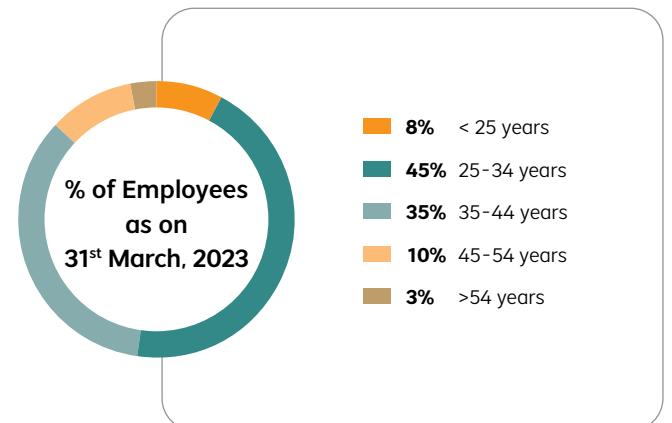
**ENSURING AN ENGAGED AND MOTIVATED WORKFORCE**

Employee engagement is crucial to retaining and motivating talent. An engaged employee enables maintaining strong relations with customers and other stakeholders and driving business success. We foster engagement through various team activities and festival celebrations, building camaraderie and improving satisfaction levels. Further, we have weekly 'WOW Wednesday', on which we hold events like paw day, quizzes, games, and sports.

Additionally, to ensure regular communication between the leadership team and the employees, townhalls, annual business conference was organised, where all the internal stakeholders of the organisation connected, shared information, recognised efforts, addressed challenges, and shared roadmap for future quarters / years.

**ENCOURAGING DIVERSITY AND INCLUSION**

Diversity and inclusion are the key drivers for building a team with diverse ideas and perspectives, and for providing equal opportunities to all. We actively promote a multicultural work culture to foster positivity and encourage collaborations. We have appropriate policies to ensure equitable outcomes for under-represented groups including women, people with special abilities and LGBTQ. Our Company is amongst the few to include LGBTQ and live-in relations of employees under mediclaim.

**Diversity and inclusion at Saregama**


## Women's day special recreation

Saregama arranged a special recreation event for women to celebrate their strength and resilience with initiatives:

- JIU JITSU based self defence with One Punch mixed Martial Arts

**PROMOTING HEALTH AND WELL-BEING**

Amidst the rising work stress and lifestyle challenges, our strive for the health and wellness of our employees make us an employer of choice. We undertake quarterly wellness events at office for eye, dental, diabetes, diet and BMI check-up. In addition to this, we ensure 24x7 doctor consultation support, organise an annual health check-up camp and conduct webinars and sessions related to cancers. To promote preventive healthcare and support better lifestyle, we conduct yoga events and send daily mailers on wellness.

**MIC survey**

We have an annual employee engagement survey called MIC (My Inputs Count). To maintain the confidentiality of individual employee feedback, we outsource the data collection and processing job to a leading HR Consulting Firm. They also help identify key inferences and observations which are then shared with the entire senior management team for corrective actions, if any. MIC's feedback has led to many changes, be it the performance management process, employee connect, engagement activities and other initiatives.

**SOCIAL AND  
RELATIONSHIP CAPITAL**


# ENSURING GROWTH AND HOLISTIC DEVELOPMENT OF COMMUNITIES

Communities give us the social license to operate, and we believe in growing together with them. We undertake our CSR initiatives under the aegis of RP Sanjiv Goenka CSR Trust (the Trust), that undertakes focussed efforts in promoting better health and education, community development and environmental sustainability.

## STRIVING FOR WORLD-CLASS EDUCATIONAL FACILITIES

We firmly believe in the power of education to create a successful and prosperous society. Our focus is to facilitate high-quality education to children and support their holistic development. Aligned to this, we have been contributing to the Trust to support setting-up an IB School in Kolkata. Spread across 1.2 acres, the school will have modern facilities.

In FY23, we contributed Rs. 27 Mn towards the school's development. It is expected to be completed by FY24.



RP Goenka International School

## Natural Capital

**NATURAL CAPITAL**


# GROWING RESPONSIBLY

At Saregama, we are dedicated to delivering the best entertainment experiences while operating responsibly. We are taking necessary actions to reduce the negative impact of our operations on the environment.

The Indian Green Building Council (IGBC) has recognised our environmental efforts and awarded our Corporate office with a platinum rating.

Being in the business of entertainment, our environment impact is mostly limited to electricity and water consumption. We are undertaking focussed actions to reduce both. We have invested in energy-efficient infrastructure across our offices, which has helped in sustainably reducing electricity consumption. To prevent water wastage, we have installed water-efficient systems at urinals. Further, we continue to sensitise and train our employees to ensure controlled usage of electricity and water and prevent any kind of wastage.



# FOR DIGNITY & HUMAN RIGHTS



## GOVERNANCE

# LED BY GOOD GOVERNANCE PRACTICES AND STRONG LEADERSHIP

We are committed to driving transparency, fairness, and accountability through responsible governance. These practices, while powering our business strategy, value creation and ESG performance, fortify our reputation as a respected and ethical entertainment company.

## GOVERNANCE AT SAREGAMA

Good governance is at the very core of how we operate our business, and we strongly believe in implementing good corporate governance across the entire organisation. Our aim is to ensure the highest standards of ethical and responsible conduct. A robust corporate governance framework ensures effective engagement with our stakeholders and helps us evolve with the changing times. We have robust cyber security and data governance practices to protect sensitive employee and consumer data.

Our Board of Directors and senior management teams are involved in driving our sustainability initiatives across the organisation and ensure policy adherence, implementation, and monitoring. Adequate independence, 5 of 9 directors being independent, ensures adherence to laws and safeguarding stakeholder interest.

## ETHICAL AND RESPONSIBLE PRACTICES

The Board of Directors of the Company has adopted the "Code of Business Conduct and Ethics for Directors and Senior Management Personnel" of the organisation. The adoption of this Code of Conduct by the Board stems from the fiduciary responsibility which the Board Members and the Senior Management have towards the stakeholders in the Company. The Code is available on the website of the Company @ [www.saregama.com](http://www.saregama.com). We have a whistleblower mechanism through which any concerning matter can be raised to the appropriate authority.

## PROTECTION OF RIGHTS, DATA PRIVACY AND INFORMATION SECURITY

We employ technology including sophisticated algorithms and software tools to actively monitor and protect against activities that might infringe, dilute or otherwise harm our copyright, trademarks and patents. Our anti-infringement team works with our content experts to constantly monitor usage of our music by third party applications, sites and videos across social media platforms and applications to catch any unauthorised usage.

We ethically collect, use and share data of our artistes, consumers, partners, and all other stakeholders to maintain the trust. We have in place robust privacy measures including training relevant stakeholders on Code of Conduct, policies for handling personal data and response plans for security incidents. To secure our network appliances, servers, and workstations from cyberattack threats, we continually invest in technologies. This includes maintaining firewalls firmware, security patches and using anti-virus and malware.

## RESPECTING HUMAN RIGHTS

We promote a culture that respects and upholds human rights, in line with Indian and international frameworks. This is ensured through a dedicated policy, that applies to all our business activities and people. This covers the areas of equal opportunity and non-discrimination, no forced or child labour, health and safety at workplace and grievance redressal and reporting mechanism. We also undertake to assess and address our human rights impact and take action to raise awareness within our operations.

**MANAGEMENT TEAM****Vikram Mehra**  
Managing Director

Vikram has been with the company since October 2014. Before joining Saregama, he served as Chief Marketing Officer and Chief Commercial Officer at Tata Sky. He has also done stints with Star TV, Tata Motors and TCS. Vikram is a TAS (Tata Administrative Services) alumni and holds an MBA degree from IIM Lucknow and a B.Tech in Computer Science from IIT Roorkee.

**Pankaj Chaturvedi**  
Chief Financial Officer

Pankaj is a Chartered Accountant with over 2 decades of experience in various industries including Telecom, Aviation and Consumer Electronics. He has handled areas such as Accounting, Planning & Strategy, Business Finance, Risk Assurance and Analytics across organisations such as Go Airlines, Vodafone, Reliance Jio and Hitachi. His last assignment was with Go Airlines (India) Ltd. as Chief Financial Officer.

**Kumar Ajit**  
Exec. Vice President, Music & Retail

Ajit is responsible for developing and evolving the strategic direction of the overall Retail Music Business vertical. His earlier experience is with companies like Tata Sky, LG and Onida. Ajit is a Post Graduate in Business Management in Marketing & Finance from ICFAI Business School, Hyderabad.

**B. R. Vijayalakshmi**  
Exec. Vice President, South TV

Vijayalakshmi started her career as a Director of Photography. She has the distinction of being mentioned in the Limca Book of Records as Asia's First Woman Cinematographer producing approximately 4,000 hours of TV content from 2001, in all genres and all south languages. She heads Saregama's Tamil TV serial business.

**Siddharth Anand Kumar**  
Sr. Vice President, Films, Series & Events

Siddharth has completed his Post-graduation from Hampshire College (MA, USA) and has been a cinematographer, editor, writer, director and producer in the Indian Film and TV industry since the last 19 years. He has also directed multiple TV series across channels, including for Saregama in the past. Siddharth has been spearheading Yoodlee from day 1.

**Sonalika Johri**  
Vice President, HR & Administration

Sonalika heads Human Resources & Administration function at Saregama since 2016. She has over 25 years of experience in organisations like Syntel, Geometric and Reliance Industries Ltd. in various HR functions like HRBP, OD & Talent Management, Compensation & Benefits, Rewards & Recognition, HR Operations and Talent Acquisition. Sonalika holds an MBA degree from IISWBM and Psychology (Hons) from Delhi University.

**Yash Asai**  
GM, Legal

Yash is legal professional with experience in the Media and Entertainment space. His earlier stints were with Reliance Entertainment (erstwhile) and Viacom18.

**Yazad Anklesaria**  
GM, IT & Technology

Yazad is a software engineering professional with over 20 years of experience in telecom, media and content domains. He drives the Technology & IT strategy at Saregama. His last stint was with OnMobile Global Ltd. as Director, Engineering.

# MANAGEMENT DISCUSSION AND ANALYSIS

The digitisation trend has amplified in recent years, and Fiscal Year 2023 was no exception. The extended lockdown periods led to a significant shift in consumption patterns, with digital content becoming more entrenched in people's lives. The consequent surge in advertising and subscription revenues is a testament to this paradigm shift. Given the robust growth of the Indian economy, we foresee an accelerated expansion in the entertainment sector in the forthcoming years.

Saregama experienced a promising fiscal year, marked by an upswing in catalogue music consumption and robust returns on our new content investments. Moreover, FY23 was a pivotal period for the company as we laid the groundwork to elevate our Films & Series business.

We also ventured into new domains, launching operations in Live Music Events and Artiste Management. In line with our commitment to stay ahead in the ever-evolving industry, we continued our strategic investments in emerging technologies.

One of our key differentiators is our preparedness to harness the power of Artificial Intelligence, both predictive and generative. This proactive approach not only ensures our adaptability to the rapidly-changing tech landscape but also solidifies our position as an industry front-runner. With these initiatives, Saregama continues to strengthen its leadership role in the music industry in India.

## MEDIA & ENTERTAINMENT INDUSTRY

According to FICCI, Indian M&E sector grew 20% in 2022 to reach Rs. 2.1 Trillion and is further expected to grow

at a CAGR of 10.5% to reach Rs. 2.8 Trillion by 2025. High smartphone penetration, growing societal comfort with digital consumption, falling piracy, advertising revenues moving from traditional media to digital and steady increase in subscription business are the big growth stimulators for the content economy. Content consumption in terms of views and streams is going up rapidly across all digital verticals including music streaming, video streaming, short format content apps etc, and with advertising and subscription monies trailing it.

Both Digital Advertising, which grew by 30% last year to Rs. 499 Bn, and Subscription are contributing to this revenue growth.

Content streaming is now both accessible as well as affordable, and we're still at the tip of this iceberg. There is still a large growth potential in terms of new customers coming into streaming (only 200 Mn of the 750 Mn smartphone customers are currently using music streaming apps), existing customers streaming more songs, and the revenue model shifting from ad-driven to paid subscription. Globally, ~600 Mn subscribers pay for Music streaming. Even in India, 5 out of 9 music streaming platforms have recently announced plans to fully go behind pay wall. This movement from free to paid subscription will be a big revenue booster for all music IP owners.

The film industry saw a rebound last year, with film releases at 200% of 2021 levels, and gross box office revenues crossing Rs. 100 Bn, for only the 2<sup>nd</sup> time in India's history. We are seeing a sharp change in the

audience preferences post-pandemic, with rooted relatable stories as well as massy escapism finding favour as audiences have matured with greater exposure to regional and international films. Star-driven films are being rejected by a demographic that wants something new, which has led to regional films finding that elusive "pan-India" success at a greater rate than ever before. Also, video streamers are all beefing up their regional cinema offerings as they chase subscriber growth in smaller towns. As Bong Joon-Ho, director of South Korean film Parasite said at the Golden Globes in 2020, "Once you overcome the one-inch tall barrier of subtitles, you will be introduced to so many more amazing films."

Another heartening rebound has been seen in Live events, which have grown by 129% in 2022 and expected to grow at a CAGR of 22% over the next 3 years. The oft-quoted wisdom of valuing experiences over material possessions seems to be in vogue, and can be seen by the fact that there is an increase in the share of ticketed event revenues vis-à-vis sponsorships in the live segment.

The other contributor is the changing family dynamic wherein it's increasingly acceptable for different members of the family to watch different content on their respective devices at the same time. This means not only are more hours of content being consumed per family, but also the consumed content is more varied, creating space for both traditional and new-age story content creators. The same is true for music too, as every member of the family listens to their own kind of music.

Content creators who are well-funded with strong delivery processes and the backing of an existing IP bank will be well-positioned to take advantage of this opportunity.

The other positive change is the slowly rising popularity of Indian content across global audiences. This is triggered by the easier availability of Indian content across all global digital streaming platforms, and an increasing willingness to watch content with subtitles. Here, it's not just the

A-lister films, but smaller thematic films, regional films and Indian music that's getting appreciated.

Great news for Indian content owners/creators as it will ensure higher value for every minute of content owned/created. Though theoretically speaking, the platforms can create content themselves, but in reality, the sheer volume and quality of content will ensure that most platforms work with high-quality Content Creators.

**Over the next decade, over two dozen well-funded video and audio OTT platforms will fight amongst themselves and with the existing 900 TV and 360 radio stations in India for the consumer's time and money, and the weapon of choice in this war will be Content.**

With its century-old experience in multiple languages Music, over twenty years of creating hit TV series, proven track record of making high-concept tight-budgeted films and in large numbers, existing relationships with leading digital platforms, TV channels and film production studios, across all Indian languages, Saregama is uniquely placed in the Content Creation ecosystem, both in audio and video.

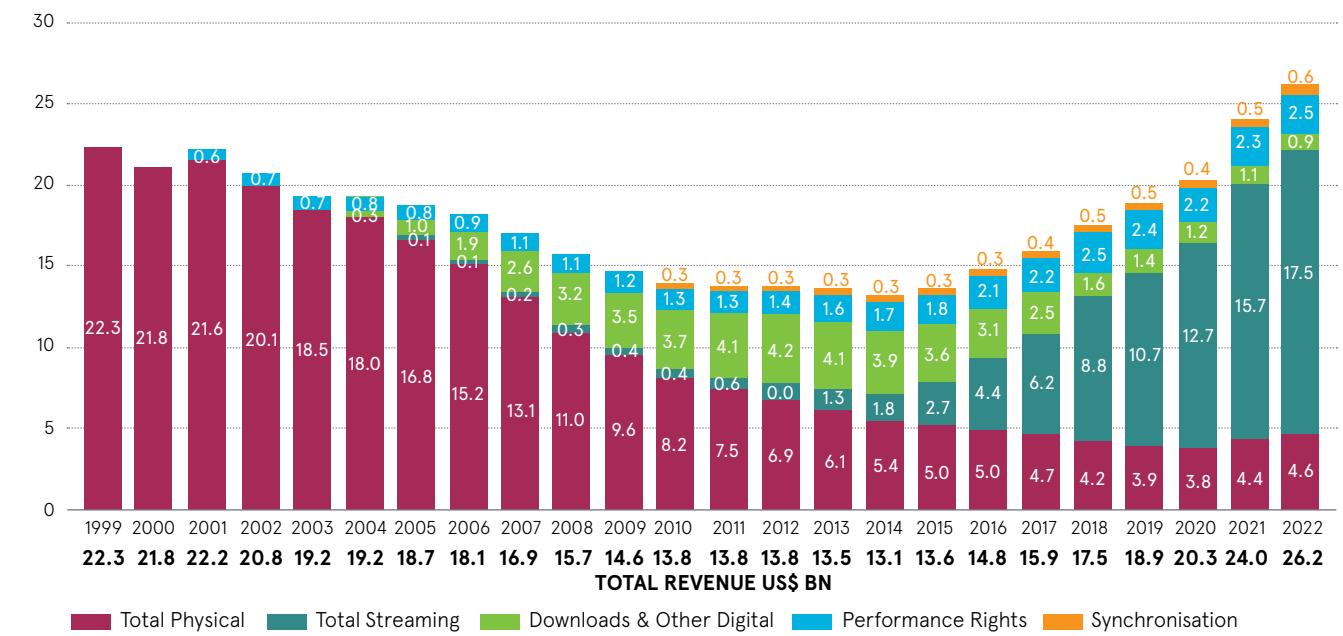
Add to this, the Company's strength in product development, marketing, investments in data analytics and 20k+ strong retail network, and you get the most unique Content Company in India.

Saregama is pinning its growth ambitions on 3 pillars: monetising the existing IP, creating new IP, and the direct-to-consumer retail business.

## IP CONTENT MONETISATION

Global Music Industry continues to grow in 2022 on the back of growth in streaming revenue to reach US\$ 26.2 Bn.

Global Recorded Music Industry Revenues 1999-2022 (US\$ Bn)



Mirroring the global trend, Indian Music Industry is also growing since 2015 due to increased digital revenues, performance rights and synchronisation rights. The Indian music segment grew 19% in 2022 to reach Rs. 22 Bn and is further expected to grow at a CAGR of 15% to reach Rs. 33 Bn by 2025. The surge in digital adoption across countries like Nepal, Bangladesh, Pakistan, Sri Lanka, etc. has led to increased uptake of popular international platforms like TikTok, YouTube, Instagram, etc. where Indian music is popularly used. The digital video business has also been growing by leaps and bounds, thanks to higher advertising spends on platforms like YouTube and faster adoption of subscription-driven platforms like Netflix, Disney+ Hotstar etc. Another big trigger is the declining content piracy, which is the result of both carrot (millions of curated songs available free at click-of-a-button on digital platforms like Spotify, Wynk etc.) and stick (joint anti-piracy initiatives between Government and Industry).

The underlying theme of Saregama's journey of the last few years has been to prepare itself to take advantage of the digital explosion happening globally. The Company has not only digitised its catalogue of 150K+ songs, but also painstakingly built rich meta data behind it. The Company has set up a special department for creating derivatives or cover versions of songs in various forms such lofi, trap mix, acoustic, etc. This dedicated effort helps the Company give a fresh life to its older content and increases popularity of catalogue. About 7k+ such songs were released in last year. Digital has allowed us to put our music everywhere, unfettered by the constraints of the conventional brick and mortar distribution network. Catalogue distribution is no longer restricted to India and extends to every corner of the world where there are Indian music fans. The Company also used this time to build a robust data analytics tool with around 100 Bn annual song usage data points. The predictive models built on the back of data analytics help sharpen our ability to pick the right song at the right price from the market.

The result of these initiatives is here for everyone to see: 11 of our songs released in 2022 crossed 100 Mn mark on our official YouTube channels; Music Licensing business has been growing at >20% p.a. for the last five years.

The continuous growth of digital infrastructure has paved the way for a massive growth in audio streaming. This is coming both on account of growing customer base as well as higher usage per customer. Currently, Saregama charges platforms on a per stream basis plus a share of advertising revenues for the advertising-based free service. This revenue has been growing steadily over the last few years. The experience of DTH in India and music services in USA, Europe, China tells us that as the consumer evolves, they move from an advertising-led free service to an ad-free premium paid service.

Also, as the music streaming platforms evolve from driving valuation to profitability, they will start pushing for more paid subscriber base. Platforms have started exploring the subscription-only model. Even if they can convert 10% of their active users to a paid service, the resultant digital revenues can propel the Indian music market towards 20% growth. This will result in a much bigger revenue opportunity for Saregama, as it contractually also gets a share of subscription revenue from the platforms.

Another equally fast-growing revenue segment for Saregama is Music Publishing, where licenses are given for our music usage (including lyrics and tune) to social media platforms, video sharing apps, general entertainment TV channels for reality shows & serials, new films (for background sync & remixes), 5-star hotels and event managers for playing music in public spaces and so on.

With the rising popularity of video streaming in India, platforms like Netflix, Disney+ Hotstar, Amazon, Zee5, Alt, etc. are aggressively investing in Indian content. Most of these new shows license Saregama-owned music, for the global territory, thus creating a rapidly-growing revenue stream for the Company. The Company has built a browser-based search functionality, using the song metadata, helping content creators find the best song fit for their situation.

Simpler technology is leading to more user generated Content being created and uploaded on platforms like YouTube, Facebook, Instagram Reels, Moj, ShareChat etc. Most of this content ends up using Saregama IP (song, lyrics), thus ensuring a publishing license being taken by these platforms.

## IP CONTENT CREATION

While Saregama thrives on its legacy music catalogue, it is fully aware that it has to keep investing in new content in order to continue staying relevant even 25 years from today.

The New IP creation strategy is built on the twin planks of:

- Focus on Regional Content: Along with acquiring music of big Bollywood movies and creating Hindi digital series, Saregama is also focussed on creating content (music and films) in regional Indian languages. This emanates from our belief that the next wave of digital growth in India will come from the smaller cities, which have traditionally exhibited a tendency of leaning towards content in their own languages.
- Profitability: Saregama works on an internal guideline of 5-year payback period for all the music bought in a financial year. In case of films and series, our guideline is 15% margin post charging off the entire cost of the asset in year 1.

To this end, the Company has invested in data analytics in order to take educated decisions while investing in new content, as also in building processes that ensure "within-budget/on-time" completion of its movies and series.

## NEW MUSIC

After a long break, the Company once again started acquiring new film music of Hindi and Tamil films in 2017. Since then, the Company has acquired new music content in an aggressive fashion. The strategy of new music acquisition is based on the principles of target payback period of 5 years, diversified languages and selection of content basis current audience taste. The strategy was to build up the slate over time. With the cost of new music rising, the Company's acquisition strategy is meticulously

planned, taking stock of the stature of the films, past-track record of the associated artistes, quality of the music and optimum pricing, among other factors. This has culminated in a strong pipeline of releases in FY24.

The Company also invested heavily in non-film songs to encash on the growing popularity of independent music. It launched multiple high-profile Hindi, Tamil & Punjabi songs under the brand 'Saregama Originals', helping to grow both OTT streams and YouTube views. Of the Company's focus markets, it gained no. 1 position in Telugu, Malayalam, Bhojpuri and Gujarati new music markets. It is actively competing in Hindi, Tamil, Bengali, Marathi and Kannada markets. Saregama has also signed deals with one of the biggest artistes in the country, Arijit Singh, for original non-film songs. It continues to enjoy healthy and mutually beneficial relationships with other prominent artistes such as Khesari Lal Yadav, Diljit Dosanjh, Shreya Ghoshal, Arvind Akela, Pawan Singh, Ammy Virk, Adnan Sami, Baadshah, Rakesh Barot & Kajal Maheriya, Anupam Roy, giving it a competitive edge in the market.

During this financial year, Saregama acquired worldwide audio & video rights of 1,000 plus new film and non-film songs, in perpetuity, with their monetisation kick-starting immediately via music streaming platforms, music video licensing, social media platforms etc.

#### **Performance of the Company's music content:**

The Company's music licensing revenue grew by 23% YOY on the back of strong performance of its new content and a steady growth in catalogue. About 48% of the licensing revenues of FY23 is contributed by 21<sup>st</sup> century content. This is a very happy position to be in which the new content investments are paying off along with catalogue growth ranging from 9% to 19% across songs of different decades. We are proud to share that 11 songs of the Company released in 2022 featured in the 100 Mn YouTube views club. The success of these songs led to 31% growth in YouTube subscriber base and 54% growth in YouTube views. Success of our music content was also witnessed on the OTT platforms with our songs consistently featuring in the list of chart busters across different languages. We have shared details in the corporate presentation.

#### **Films & Series**

The last few years have been favourable for the Indian film industry with the growth coming not only from domestic box-office collections but also overseas theatrical releases. Indian consumers have taken to online video viewing in big way. As per E&Y, the country is expected to become the second largest online video viewing audience globally.

This exponential growth of video consumption over digital media has encouraged the large global digital video players to launch their platforms in India. To gain a foothold in India's highly competitive OTT segment, a frenzy among the global players to partner with local content makers in order to expand their content library, is being witnessed. They are investing heavily in original content to meet the audiences demands.

Capitalising on this growing video boom, Saregama, in 2017, decided to launch into the promising business of Digital Films under the sub-brand, Yoodlee Films.

Yoodlee is a fully integrated film production studio that uses innovative strategies to make films and web series in Hindi and other Indian languages.

The focus is on talent discovery, methodical decision-making in story selection, transparent processes and profit-sharing with talent.

The Company's rich music catalogue, coupled with our ability to partner with the best of local composers and singers, ensures high quality music becomes an integral part of these films and series.

In films, the current strategy is to develop long-tail IP in regional languages. The investments in this are hedged up-front by licensing Satellite and Digital rights of the films to platforms in advance of the film's theatrical release. These films are selected basis the story, actor and director after analysing the returns on their earlier projects. In FY23, we released films in Malayalam and Punjabi languages in theatres as well as on digital platforms. Our films such as Oye Makhna, Padavettu and Kaapa garnered a very good response. FY23 saw another milestone as we released 2 web series "Hunter"

and "United Kacche" to great acclaim. Both shows were trending in ORMAX's top 10 most viewed series when they were released.

These series are made only after obtaining a licensing order from a platform which allows us to control risks. Franchise potential with subsequent seasons of a developed show is an enticing model for greater revenues in the future.

#### **TV SERIALS**

Saregama's TV serial vertical has been producing immensely popular shows for 21 years now and has over 6k hours of TV content produced for Sun TV. The nature of the contracts with the broadcaster allows us to retain the IP of all the shows produced, which further enhances and future-proofs our library. This content is being increasingly monetised on various digital platforms. Our South TV YouTube channel garnered more than 2 Bn views in FY23.

New TV serials "Iniya" & "Ilakkiya" were launched in Q3, replacing Roja and Chandrakala that completed 2,000 plus episodes. The new shows have received a very good response in terms of TRPs. Iniya has in fact already become No. 3 rated TV Serial in prime time across all Tamil channels.

#### **NEW INITIATIVES**

Saregama is an "artiste first" company.

While we pay homage to the musical virtuosos who shaped our storied past, we hold steadfast faith in future talents set to fortify our standing. This year, we've launched two strategic initiatives, creating a comprehensive platform designed to support singers, songwriters, and composers at every stage of their artistic journey.

Our first venture is a dive into the dynamic world of Live Music Events. Under the banner of "Saregama Live", we debuted with a spectacular world tour by India's premier live performance star, Diljit Dosanjh. In FY23, the concert

series spanned across diverse cities in India, the US, and Canada, totalling 14 concerts.

Further embellishing our event roster, we ventured into stage adaptations with Bollywood's classic film, Disco Dancer, which premiered to enthusiastic audiences in London. In FY23, we hosted six live shows that received widespread acclaim from spectators and the film and music fraternity alike.

We maintain a steadfast belief that live performances serve as an effective conduit for artistes to interact with existing fans and cultivate new ones. Especially in an era where content creation is rapidly merging with generative AI technologies, live shows provide a meaningful way for artistes and audiences to connect and foster relationships.

As the event producer, Saregama primarily monetises through ticket sales, supplemented by sponsorships and the exploitation of video assets across various digital mediums. With the sizeable Indian diaspora paving the way for further growth, a robust events vertical enables Saregama to attract and retain the country's premier musical talent.

Our second strategic initiative involved the launch of an Artiste Management vertical, dedicated to identifying, nurturing, and promoting emerging talent, as well as representing established artistes. This vertical synergistically works with our other revenue centers – music, film, and live events – empowering the talent we cultivate to realise their maximum potential and reach. This initiative also allows us to spotlight untapped talent, contributing to the enrichment of the industry as a whole.

In addition to the artist management vertical, Saregama actively provides opportunities for aspiring talents by allowing them to upload their creations on a dedicated channel, "Saregama Open Stage". This platform allows us to acquire content with no upfront costs while offering artistes a share in the revenue generated by streaming their songs.

## DIRECT TO CONSUMER BUSINESS

The most talked about product innovation coming from India in the recent times is Saregama Carvaan.

Carvaan is a product borne out of extensive consumer research done by the Company which resulted in the highly successful combination of convenience and nostalgia in a digital audio player.

A series of highly innovative and award-winning marketing campaigns positioned it as the most coveted and talked about gifting and music brand in the country.

The Company has built a robust consumer insight-driven product development team that constantly works on newer concepts and existing product enhancements, many of which were launched this year, including Carvaan Mobile, Music Bar & Carvaan Mini Kids. We have built our own pan-India distribution network across consumer electronic, mobile handset, gifting, car accessories, and e-commerce stores etc. for retailing Carvaan. This is essential because Carvaan being a new product category, favours from a touch-and-feel experience by the customers. All this helped us to sell around 5.6 Lakhs units in FY23, registering a YOY growth of ~40%.

With retail networks and e-commerce deliveries opening up and increasing customer footfall in retail stores, Carvaan sales grew this year. Consistent with its strategy, the Company will continue operating this business with tight cost controls to optimise costs and bottom line.

The genesis of Carvaan was in innovation, and evolution remains the DNA of the product.

Now, the Company plans to extend Carvaan from being just a Product offering preloaded Saregama songs to a Platform supporting 3<sup>rd</sup> party music and podcasts through streaming.

We believe that Carvaan, the platform offering music and podcasts, can be optimally positioned as the preferred entertainment device for this age group. This will build on the gifting value of the device and also make it more of a personal entertainment device.

As the base of Carvaan grows, the platform will be utilised for building advertising and subscription revenue. It will become a highly trackable and sharply positioned way for brands to engage with 'high-disposable income' 35+ yr consumers who are generally not found on traditional media services and platforms.

### Conclusion

Using our greatest strength of an enormous and irreplaceable catalogue of music, we are combining a talent for innovation with a deep understanding of the entertainment industry to become a future-ready content IP company. We, as Saregama, are confident of further strengthening our position as the partner of choice for platform businesses as well as consumers in the days to come.

## Boards' Report

Your Directors are pleased to present the Seventy-Sixth Annual Report of Saregama India Limited along with the Revised audited financial statements for the year ended 31<sup>st</sup> March, 2023.

### 1. FINANCIAL HIGHLIGHTS

**A)** The performance of your Company for the year ended 31<sup>st</sup> March, 2023 is summarized below:

|                                                | Consolidated<br>Year ended<br>31 <sup>st</sup> March,<br>2023 | Standalone<br>Year ended<br>31 <sup>st</sup> March,<br>2023 | Consolidated<br>Year ended<br>31 <sup>st</sup> March,<br>2022 | Standalone<br>Year ended<br>31 <sup>st</sup> March,<br>2022 |
|------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| Total income                                   | 79,025.25                                                     | 74,848.47                                                   | 61,101.97                                                     | 60,171.84                                                   |
| Profit/(Loss) from continuing operations       | 24,807.77                                                     | 24,317.62                                                   | 21,618.25                                                     | 20,199.18                                                   |
| Exceptional item                               | NIL                                                           | NIL                                                         | NIL                                                           | NIL                                                         |
| Provision for Contingencies                    | NIL                                                           | NIL                                                         | NIL                                                           | NIL                                                         |
| Profit before tax from continuing operations   | 24,807.77                                                     | 24,317.62                                                   | 21,618.25                                                     | 20,199.18                                                   |
| Provision for Taxation                         |                                                               |                                                             |                                                               |                                                             |
| Current tax                                    | 6,270.99                                                      | 6,186.07                                                    | 5,029.14                                                      | 4,986.3                                                     |
| Deferred Tax Charged / (Credit)                | 31.59                                                         | 83.72                                                       | 149.26                                                        | 171.44                                                      |
| Profit for the year from continuing operations | 18,505.19                                                     | 18,047.83                                                   | 16,439.85                                                     | 15,041.44                                                   |
| Profit before tax from discontinued operations | -                                                             | -                                                           | -1,177.01                                                     | -                                                           |
| Tax expense of discontinued operation          | -                                                             | -                                                           | -1.72                                                         | -                                                           |
| Profit from discontinued operation after tax   | -                                                             | -                                                           | -1,175.29                                                     | -                                                           |
| Total profit for the year                      | 18,505.19                                                     | 18,047.83                                                   | 15,264.56                                                     | 15,041.44                                                   |
| Interim Dividend                               | 5,784.28                                                      | 5,784.28                                                    | 5,784.28                                                      | 5,784.28                                                    |
| Transfer to general reserve                    | NIL                                                           | NIL                                                         | NIL                                                           | NIL                                                         |
| Free Reserves                                  | 1,22,253.76                                                   | 1,21,582.17                                                 | 1,17,058.66                                                   | 1,16,641.12                                                 |

Your Board is pleased to report a profit of Rs. 18,047.83 Lakhs on a standalone basis for the FY 2022-23.

### B) Reserves

There is no amount proposed to be transferred to the Reserves.

### C) Operations/ State of Company's Affairs/ Nature of Business

The operations/ state of the company's affairs/ nature of business forms part of the Management Discussion and Analysis Report forming part of this Annual Report.

### D) Dividend

The Board of Directors of the Company at their Meeting held on Friday, 20<sup>th</sup> January, 2023 has declared an Interim Dividend of Rs. 3/- per equity share (i.e 300 % on the face value of Re. 1/- per equity share), for the financial year ended 31<sup>st</sup> March, 2023. The total payout towards equity dividend for FY 2022-23 aggregated to Rs. 5,784.28 Lakhs. The said Interim Dividend was paid on and from Tuesday, 14<sup>th</sup> February, 2023.

The dividend recommendation is in accordance with the Dividend Distribution Policy of the Company. The Dividend Distribution Policy, in terms of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') is available on the Company's website and can be accessed at:

(Weblink: [https://rsaregama.com/resources/pdf/investor/dividend\\_distribution\\_policy\\_saregama\\_india\\_limited.PDF](https://rsaregama.com/resources/pdf/investor/dividend_distribution_policy_saregama_india_limited.PDF))

There has been no change in the policy during the year. The Notice convening the 76<sup>th</sup> Annual General Meeting ('AGM') of the Members of the Company includes an item no. 2 for confirmation of the said interim dividend.

#### E) Subsidiaries, Associate and Joint Ventures

The Company has 5 subsidiaries and 1 Joint Venture (under liquidation effective 19<sup>th</sup> September, 2016) as on 31<sup>st</sup> March, 2023. Two Subsidiaries namely, Open Media Network Private Limited and Digidrive Distributors Limited have been ceased to be the subsidiary of Saregama India Limited effective from appointed date (i.e. 1<sup>st</sup> April, 2022) pursuant to the Scheme of Arrangement between Saregama India Limited and Digidrive Distributors Limited and their respective shareholders and creditors, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and as approved by the Hon'ble National Company Law Tribunal, Kolkata Bench.

#### F) Scheme of Arrangement Between Saregama India Limited And Digidrive Distributors Limited

- a. The Company had filed an application before the Hon'ble National Company Law Tribunal, Kolkata Bench ('NCLT') to obtain orders for convening and/or dispensing meetings of shareholders and creditors of Saregama India Limited ('Demerged Company') and Digidrive Distributors Limited ('Resulting Company') in connection with a Scheme of Arrangement ('Scheme') proposed to be made between the Demerged Company and the Resulting Company and their respective shareholders and creditors under Sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 ('Act') for demerger of the Demerged Undertaking, being the E-Commerce Distribution Business (as defined in the Scheme) of the Demerged Company, to the Resulting Company in the manner and on the terms and conditions stated in the said Scheme.
- b. By an order dated 18<sup>th</sup> November, 2022, the Hon'ble NCLT directed convening and holding of meeting of Equity Shareholders of the Demerged Company on Wednesday, 21<sup>st</sup> December, 2022 at 11:00 a.m. through video conferencing or other audio-visual means, for the purpose of approving the proposed Scheme. At the said NCLT convened Equity Shareholders' meeting, the Equity Shareholders of the Demerged Company approved the said Scheme by requisite majority.
- c. Thereafter, the Demerged Company and the Resulting Company filed confirmation petition under Section 230(6) read with Section 232(3) of the Act before the Hon'ble NCLT seeking orders/ directions for sanction of the proposed Scheme. The final hearing of the confirmation petition was fixed on 28<sup>th</sup> April, 2023. After the hearing, the Hon'ble NCLT reserved the confirmation petition for pronouncement of order. On 22<sup>nd</sup> June, 2023, the Hon'ble NCLT sanctioned the Scheme and the appointed date fixed by the Hon'ble NCLT to give effect to the Scheme is 1<sup>st</sup> April, 2022. The certified copy of the order sanctioning the Scheme was obtained by the Company on 26<sup>th</sup> June, 2023.
- d. The Demerged Company has duly filed certified copy of the order of the Hon'ble NCLT, sanctioning the Scheme, by filing Form INC -28 with the Registrar of Companies, West Bengal on 12<sup>th</sup> July, 2023 for giving effect to the Scheme.
- e. In terms of the Scheme, the Demerged Undertaking, being the E-Commerce Distribution Business along with other identified non-core assets (as defined in the Scheme) is being demerged, transferred and vested from the Demerged Company into the Resulting Company, on a going concern basis (with effect from the Appointed Date 1<sup>st</sup> April, 2022) and in consideration thereof, the Resulting Company shall issue its equity shares to the equity shareholders of the Demerged Company in the manner as provided for in the Scheme as follows:

**1 (One) fully paid up equity share of Rs. 10/- (Rupees Ten only) each of the Resulting Company, credited as fully paid up, for every 5 (Five) equity shares of Re. 1/- (Rupee One only) each held in the Demerged Company**

- f. In terms of the Scheme, upon allotment, the entire pre-scheme share capital of the Resulting Company as held by the Demerged Company, shall be cancelled and the Resulting Company will cease to be a subsidiary of the Demerged Company. Further, pursuant to the Scheme becoming effective and upon the investment held by the Demerged

Company in Open Media Network Private Limited ('OMNPL') being demerged and transferred as part of the E-Commerce Distribution Business along with other identified non-core assets to the Resulting Company. OMNPL ceased to be a subsidiary of the Demerged Company.

- g. The Demerged Company in consultation with the Resulting Company mutually fixed Thursday, 27<sup>th</sup> July 2023, as the Record Date for the purpose of determining the shareholders of the Demerged Company, who will receive the equity shares of the Resulting Company, pursuant to the Scheme. The said equity shares issued by the Resulting Company will be listed on the BSE Limited and the National Stock Exchange of India Limited.

#### G) Consolidated Financial Statements

The Consolidated Financial Statements of the Company and its subsidiaries have been prepared in accordance with the provisions of the Companies Act, 2013 ('the Act') read with the Companies (Accounts) Rules, 2014, applicable Accounting Standards and the SEBI Listing Regulations and it forms part of the Annual Report. Pursuant to Section 129 (3) of the Act, a statement containing the salient features of the financial statements of the subsidiary companies for the FY 2022-23 is attached to the Financial Statements in Form AOC-1.

Further pursuant to the provisions of Section 136 of the Act, the standalone financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries are available on the website of the Company at [www.saregama.com](http://www.saregama.com) under the section 'Investor Relations'. Members desirous of obtaining the Accounts of the Company's subsidiaries may obtain the same upon request by email to the Company's email id - [co.sec@saregama.com](mailto:co.sec@saregama.com).

#### 2. SHARE CAPITAL

At the beginning of the financial year, the issued, subscribed and paid-up Equity Share Capital of the Company was Rs. 19,28,09,490 divided into 1,92,80,949 shares of Rs. 10/- each.

Further, pursuant to the Special Resolution passed by the Members of the Company by way of Postal Ballot on 31<sup>st</sup> March, 2022, the Company has sub-divided (split) its equity share of the face value of Rs. 10/- each (fully paid-up) into 10 (ten) equity shares of face value of Re. 1/- each (fully paid-up).

At the end of the financial year, the issued, subscribed and paid-up Equity Share Capital of the Company was Rs. 19,28,09,490 divided into 19,28,09,490 shares of Re. 1/- each.

#### 3. CORPORATE GOVERNANCE

Your Company has adopted a Code of Conduct ('the Code') for its Directors and Senior Management personnel, who have affirmed compliance with the Code. The adoption of the Code stems from the fiduciary responsibility that the Directors and the Senior Management have towards the stakeholders of the Company. Your Board of Directors are committed to good governance practices based on principles of integrity, fairness, transparency and accountability for creating long-term sustainable shareholder value.

Further, a separate Report on Corporate Governance as prescribed under the SEBI Listing Regulations together with a certificate from M/s. MR and Associates, Practicing Company Secretary is set out in the 'Annexure - E' forming part of this Annual Report.

#### 4. QUALIFIED INSTITUTIONAL PLACEMENT ('QIP')

During the year ended 31<sup>st</sup> March, 2022, the Company had allotted and issued 18,50,937 equity shares of Rs. 10/- each at an issue price of Rs. 4.052/- per equity share, aggregating to Rs. 750 Crores (including securities premium of Rs. 748.15 Crores) on 10<sup>th</sup> November, 2021. The aforesaid issuance of equity shares was made through a QIP in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR Regulations) as amended, Section 42, Section 62, and other relevant provisions of the Act.

Out of the total funds raised through QIP, the unutilized funds aggregating to Rs. 710.48 Crores were temporarily invested in liquid investments i.e., mutual funds and bank deposits and that there was no deviation(s) or variation(s) in the use of proceeds of the QIP.

## 5. SUB-DIVISION (SPLIT) OF EQUITY SHARES OF THE COMPANY

Pursuant to the Special Resolution passed by the Members of the Company by way of Postal Ballot through electronic means on 31<sup>st</sup> March, 2022, the Company has sub-divided its Equity Shares of face value of Rs. 10/- each (fully paid up), into 10 (Ten) Equity Shares of face value Re. 1/- each (fully paid-up), effective from 28<sup>th</sup> April, 2022. Hence, shares have now been adjusted on account of sub-division of share done by the Company.

## 6. ANNUAL RETURN

Pursuant to Section 92(3) and Section 134(3)(a) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return as on 31<sup>st</sup> March, 2023 is available on the website of the Company and can be accessed at <https://www.saregama.com/static/investors>.

## 7. DIRECTORS AND KEY MANAGERIAL PERSONNEL/ SENIOR MANAGEMENT PERSONNEL

### A) Retire by Rotation

In accordance with the provisions of the Act none of the Independent Directors are liable to retire by rotation.

As per the provisions of Section 152 of the Act, Mrs. Preeti Goenka (DIN: 05199069), Non-Executive Director is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, seeks herself for re-appointment as a Director of the Company. The Board on the recommendation of Nomination and Remuneration Committee has recommended the said re-appointment.

### B) Key Managerial Personnel

The following are the changes in the Key Managerial Personnel of the Company, as per the provisions of Section 2(51) and Section 203 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**Change in Financial Officer (CFO):** During the year under review, the Company has appointed Mr. Pankaj Mahesh Chaturvedi as the CFO with effect from 11<sup>th</sup> April, 2022, and Mr. Vineet Garg, the erstwhile CFO of the Company relinquished his office as the CFO of the Company with effect from 10<sup>th</sup> April, 2022.

**Company Secretary (CS):** During the year under review, Ms. Kamana Goenka resigned as the Company Secretary & Compliance Officer with effect from 10<sup>th</sup> June, 2022 due to personal reasons. Ms. Priyanka Motwani, a member of the Institute of Company Secretaries of India, was appointed as the Company Secretary & Compliance Officer of the Company with effect from 2<sup>nd</sup> August, 2022.

### C) Remuneration / Commission drawn from Holding / Subsidiary Company

None of the Directors of the Company have drawn any remuneration/commission from the Company's holding Company/ subsidiary Companies.

### D) Declaration by Independent Directors

The Company has received the necessary declarations from each of the Independent Director under Section 149(7) of the Act, that he/she meets the criteria of independence laid down in Section 149(6) of the Act and Regulation 25(8) of the SEBI Listing Regulations and there has been no change in the circumstances which may affect their status as independent director during the year. The Board has taken on record these declarations after undertaking the due assessment of the veracity of the same.

### E) Board Evaluation

Pursuant to the provisions of the Act and the corporate governance requirements as prescribed by SEBI Listing Regulations, the Board of Directors ('Board') has carried out an annual evaluation of its performance and that of its committees and individual Directors.

The Board evaluation was conducted through questionnaire designed with qualitative parameters and feedback based on ratings.

The criteria for performance evaluation of the Board included aspects like Board composition and structure; effectiveness of Board processes, information and functioning etc. The criteria for performance evaluation of Committees of the Board included aspects like the composition of Committees, effectiveness of committee meetings etc. The criteria for performance evaluation of the individual Directors included aspects on contribution to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In the opinion of the Board, the Independent Directors of the Company possess relevant expertise and experience (including the proficiency).

### F) Independent Directors Meeting

A separate meeting of the Independent Directors without the presence of the Chairman, the Managing Director or other Non-Independent Director(s) or any other Management Personnel was held on 19<sup>th</sup> January, 2023.

The Independent Directors reviewed the performance of Non-Independent Directors, Committees of the Board and the Board as a whole along with the performance of the Chairman of the Company and assessed the quality, quantity and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

### G) Familiarisation Programme for Independent Directors

In accordance with the Code of Conduct for Independent Directors specified under the Act and the SEBI Listing Regulations, the Company has in place a familiarisation programme for all its Independent Directors. Such familiarisation programmes help the Independent Directors to understand the Company's strategy, business model, operations, markets, organisation structure, risk management etc. and such other areas as may arise from time to time. The policy on the familiarisation programmes imparted to the Independent Directors is posted on the website of the Company and may be accessed at: ([Weblink: https://r.saregama.com/resources/pdf/investor/familiarization\\_programme\\_for\\_independent\\_director.pdf](https://r.saregama.com/resources/pdf/investor/familiarization_programme_for_independent_director.pdf))

## 8. POLICIES

### A) Vigil Mechanism/Whistle Blower Policy

In compliance with the provisions of Section 177(9) of the Act and SEBI Listing Regulations, the Company has framed a Whistle Blower Policy establishing vigil mechanism, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. Besides, as per the requirement of Clause 6 of Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations as amended by SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company ensures to make employees aware of such Whistle blower Policy to report instances of leak of unpublished price sensitive information. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee and there was no such reporting during the FY 2022-23. The policy of vigil mechanism is available on the Company's website and can be accessed at: ([Weblink: https://r.saregama.com/resources/pdf/investor/whistle\\_blower\\_policy.pdf](https://r.saregama.com/resources/pdf/investor/whistle_blower_policy.pdf))

### B) Nomination and Remuneration Policy

In compliance with the requirements of Act and Rules made thereunder and pursuant to Regulation 19 of the SEBI Listing Regulations read with Schedule II Part D to the said Regulations, the Board of Directors has a Nomination and Remuneration Policy for its Directors, Key Managerial Personnel, Functional Heads and other employees of the Company. The said Policy is available on the Company's website and can be accessed at: ([Weblink: https://r.saregama.com/resources/pdf/investor/Nomination\\_and\\_remuneration\\_policy.pdf](https://r.saregama.com/resources/pdf/investor/Nomination_and_remuneration_policy.pdf))

The salient features and objectives of the policy are as follows:

- To formulate the criteria and terms to determine qualifications, attributes and independence of Directors;
- To identify the qualification, key attributes and profile required of persons who may be appointed in Senior Management and Key Managerial positions;
- To recommend remuneration of the Directors, Key Managerial Personnel and Senior Management employees and other employees based on the Company's size of business, financial position and trends and practices prevailing in similar companies in the industry;
- To devise mechanism and carry out evaluation of the performance of Directors;
- To devise and achieve diversity on the composition of Board, an essential element to support quality of performance;
- To prepare policies or principles to retain, motivate and promote talent and create a sense of participation and ownership;
- To carry out such other functions as is mandated by Board of Directors from time to time or is enforced by any statutory notification, amendment, or modification as may be applicable;
- To perform such other functions as may be necessary or appropriate for the performance of duties.

#### **C) Corporate Social Responsibility (CSR)**

In accordance with Section 135 of the Act, as amended read with the Notification issued by the Ministry of Corporate Affairs and the rules made thereunder, the Company has formulated a Corporate Social Responsibility Policy, a brief outline of which, along with the required disclosures, is given in '**Annexure - A**', which is annexed hereto and forms a part of the Board's Report.

The Company, along with other companies of the Group, has set up the RP-Sanjiv Goenka Group CSR Trust to carry out CSR activities. The detail of the CSR Policy is also posted on the Company's website and may be accessed at:

(Weblink: [https://r.saregama.com/resources/pdf/investor/csr\\_policy.pdf](https://r.saregama.com/resources/pdf/investor/csr_policy.pdf))

#### **D) Dividend Distribution Policy**

The Company has adopted a Dividend Distribution policy in terms of Regulation 43A of SEBI Listing Regulations which is available on the Company's website can be accessed at:

(Weblink: [https://r.saregama.com/resources/pdf/investor/dividend\\_distribution\\_policy\\_SI.pdf](https://r.saregama.com/resources/pdf/investor/dividend_distribution_policy_SI.pdf))

#### **E) Risk Management Policy**

The Company has constituted a Risk Management Committee consisting of Board Members and Senior Manager Personnel which is authorised to monitor and review Risk Management plan and risk certificate. The Committee is also empowered, *inter alia*, to review and recommend to the Board the modifications to the Risk Management Policy.

The Company has prepared a Risk Management policy to identify, evaluate the internal and external risks and opportunities in particular financial, operational, sectoral, sustainability (particularly, ESG related risks), information and cyber security risks. The policy also includes the business continuity plan and the measures to be undertaken for risk mitigation including systems and processes for internal control of identified risks.

Risk Management Policy enables the Company to proactively manage uncertainties and changes in the internal and external environment to limit negative impacts and capitalise on opportunities. The Company has laid down a comprehensive Risk Assessment and Minimisation Procedure in accordance with the requirements of the Act and the SEBI Listing Regulations, which is reviewed by the Risk Management Committee, and approved by the Board from time to time.

#### **9. BOARD MEETINGS AND AUDIT COMMITTEE COMPOSITION**

During the period under review, 5 (five) Board Meetings were held, details of which are given in the Corporate Governance Report forming part of this Annual Report as '**Annexure - E**'. The intervening gap between the meetings was within the period prescribed under the Act and Regulation 17 of SEBI Listing Regulations.

At the beginning of the financial year, the Board had Nine (9) committees, namely, Audit Committee ('AC'), Nomination and Remuneration Committee ('NRC'), Corporate Social Responsibility ('CSR') Committee, Stakeholders' Relationship Committee ('SRC'), Risk Management Committee ('RMC'), Finance Committee, Fund Raising Committee, Sub-Committee(Share transfer Committee) and Committee of Independent Directors.

During the financial year, the Fund Raising Committee, which was previously established on 16<sup>th</sup> September 2021, to oversee and manage matters related to fundraising activities, has been dissolved on 2<sup>nd</sup> August, 2022.

Details of the composition of the Board and its Committees and changes therein, and details of the Meetings held, attendance of the Directors at such Meetings and other relevant details are provided in the Corporate Governance Report forming part of this Annual Report as '**Annexure - E**'.

Further there were no instances where the Board has not accepted the recommendations made by the Audit Committee during the year under review.

The Audit Committee comprises of following members:

| Name of the Member       | Position    | Category of Director               |
|--------------------------|-------------|------------------------------------|
| Mr. Umang Kanoria        | Chairperson | Non-executive Independent Director |
| Mr. Noshir Framjee       | Member      | Non-executive Independent Director |
| Mr. Santanu Bhattacharya | Member      | Non-executive Independent Director |

Note - Further, details relating to the Audit Committee are provided in the Corporate Governance Report forming part of the Annual report.

#### **10. PARTICULARS OF EMPLOYEES**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed to the Report as '**Annexure - B**'.

Details of employee remuneration as required under provisions of Section 197 of the Act and the Rule 5(2) and 5(3) of the aforesaid Rules are provided in the Annexure forming part of the Report. In terms of the proviso to Section 136 (1) of the Act, the Report and Accounts are being sent to the Members excluding the aforesaid Annexure. The said annexure is also available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company. Any Member interested in obtaining a copy of the same may write to the Company Secretary at [co.sec@saregama.com](mailto:co.sec@saregama.com).

None of the employees listed in the said Annexure are related to any Director of the Company.

#### **11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Particulars of the loans given, investments made, guarantees given or securities provided during the year and the purpose for which the loans / guarantees / securities are proposed to be utilized by the recipient of such loan / guarantee / security is given in Note 11.5 and 43 to the standalone financial statements.

#### **12. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

All contracts or arrangements or transactions entered by the Company with the Related Parties during the financial year were in compliance with the applicable provisions of the Act and the SEBI Listing Regulations. All such contracts or arrangements, were entered into in the ordinary course of business and at arm's length basis and approved by the Audit Committee.

Further, there were no material contracts or arrangements or transactions entered by the Company with the Related Parties during the financial year. Therefore, the Form AOC-2 is not applicable on the Company.

#### **13. RISK MANAGEMENT**

Risk Management is the process of identification, assessment and prioritisation of risks followed by coordinated efforts to minimise, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximise the realisation of opportunities.

The Company is exposed to inherent uncertainties owing to the sectors in which it operates. A key factor in determining a company's capacity to create sustainable value is the risks that the company is willing to take (at strategic and operational levels) and its ability to manage them effectively. Many risks exist in a company's operating environment and they emerge on a regular basis. The Company's Risk Management process focuses on ensuring that these risks are identified on a timely basis and addressed.

The Company is well aware of the above risks and as part of business strategy has put in a mechanism to ensure that they are mitigated by timely action. The Company has a Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. In the opinion of the Board, there are no such risks, which may threaten the existence of the Company.

#### 14. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal financial control systems in all areas of operation. The Board of Directors have adopted policies and procedures for ensuring the orderly and efficient conduct of business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, ensuring accuracy and completeness of the accounting records and timely preparation of reliable financial information. The services of internal and external auditors are utilised from time to time, in addition to the in-house expertise and resources. The Company continuously upgrades these systems in line with the best practices in the industry.

#### 15. AUDITORS

##### A) Statutory Auditors

In terms of Section 139 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, M/s B S R & Co. LLP, Chartered Accountants (ICAI Registration No. 101248W/W-100022), were re-appointed as the Statutory Auditors of the Company for a 2<sup>nd</sup> term of five consecutive years, from the conclusion of the 75<sup>th</sup> AGM till the conclusion of the 80<sup>th</sup> AGM of the Company to be held in the year 2027. The Statutory Auditors have confirmed they are not disqualified from continuing as Auditors of the Company.

The Report given by M/s B S R & Co. LLP, Chartered Accountants on the financial statement of the Company for the year 2022-2023 is part of the Annual Report. The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark, or disclaimer. During the year under review, the Auditors have not reported any matter under Section 143 (12) of the Act.

##### B) Internal Auditors

Pursuant to the provisions of Section 138 of the Act read with the Companies (Accounts) Rules, 2014, M/s. PricewaterhouseCoopers Services LLP, were appointed as Internal Auditors to undertake internal audit of the Company for FY 2022-23.

##### C) Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s M R and Associates, Practicing Company Secretaries, were appointed as the Secretarial Auditor to undertake Secretarial Audit of the Company for the FY 2022-23.

The Secretarial Audit Report for the FY 2022-23 as required under the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI Listing Regulations, is set out in '**Annexure - C**' to this Report.

##### D) Cost Auditors

The Board of Directors, on the recommendation of the Audit Committee, has appointed M/s. Shome & Banerjee, Cost Accountants (Firm Registration No 000001) as Cost Auditors to conduct the audit of Company's cost records for the financial year ended 31<sup>st</sup> March, 2023.

Further, Pursuant to section 148 and applicable provisions of the Act, read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a cost auditor for audit of cost records maintained by the Company in respect of the financial year ending 31<sup>st</sup> March, 2024. The Directors of the Company have on the recommendation of Audit Committee appointed M/s. Shome and Banerjee, Cost Accountants, as the Cost Auditor of the Company to audit the cost records for the financial year ending 31<sup>st</sup> March, 2024. Remuneration payable to the Cost Auditor is subject to ratification by the members of the Company. Accordingly, a resolution seeking members' ratification for the remuneration payable to M/s. Shome and Banerjee, Cost Accountants, is included in the Notice as item no. 4 convening the 76<sup>th</sup> Annual General, along with relevant details, including the proposed remuneration.

#### 16. MAINTENANCE OF COST RECORDS

Pursuant to the provisions of Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to maintain Cost Records under Rule 3 of the said Rules. Accordingly, the Company has duly maintained the Cost Records in the format prescribed under Rule 5 of the said Rules.

#### 17. DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors acknowledges the responsibility for ensuring compliances with the provisions of section 134(3)(c) read with section 134(5) of the Act in the preparation of the annual accounts for the year ended on 31<sup>st</sup> March, 2023 and to the best of their knowledge and ability, confirm that:

- a) in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2023, the applicable accounting standards have been followed and there are no material departures;
- b) appropriate accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the period;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts have been prepared on a going concern basis;
- e) internal financial controls laid down by the Directors have been followed by the company and such internal financial controls are adequate and were operating effectively; and
- f) proper systems to ensure compliance with the provisions of all applicable laws are in place and such systems were adequate and operating effectively.

#### 18. FOREIGN EXCHANGE EARNINGS AND OUTGO

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows is given below:

| Particulars             | Current Year | Previous Year |
|-------------------------|--------------|---------------|
| Foreign Exchange used   | 6,233.61     | 6,651.25      |
| Foreign Exchange earned | 27,798.58    | 17,909.74     |

#### 19. RATIO ANALYSIS

##### KEY RATIOS

|                           | STANDALONE | March 2023 | March 2022 |
|---------------------------|------------|------------|------------|
| Net Profit Margin         | 26.0%      | 26.0%      | 26.0%      |
| Operating Profit Margin   | 29.0%      | 31.0%      | -          |
| Debt to Equity Ratio      | -          | -          | -          |
| Interest Coverage Ratio   | 860.9      | 572.2      | -          |
| Current Ratio             | 4.1        | 5.0        | -          |
| Debtor Turnover (Days)    | 79.5       | 69.0       | -          |
| Inventory Turnover (Days) | 209.8      | 154.9      | -          |
| Return on Networth        | 14.6%      | 12.7%      | -          |

Note:

- 1 Inventory turnover ratio is higher due to lower retail sales volume and higher number of digital films under production.
- 2 Interest Coverage ratio and Debt-Equity Ratio are not relevant for the current year as company has zero debt as on 31<sup>st</sup> March, 2023
- 3 Increase in Return on Networth is due to high profits for the year.

## 20. EMPLOYEES STOCK OPTION SCHEME 2013

The Company grants share-based benefits to eligible employees with a view to attract and retain the best talent, encourage employees to align individual performances with Company objectives, and to promote increased participation by the employees in the growth of the Company. With a view to providing an opportunity to the employees of the Company to be a part of the growth story of Company, they had introduced the 'Saregama Employee Stock Option Scheme 2013' ('Scheme'). The Scheme is applicable to all eligible employees and directors of the Company and its subsidiary companies. The Scheme is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended ('SBEB&SE Regulations').

At the Meeting of the Board of Directors held on 27<sup>th</sup> July 2023, subject to the approval of Members of the Company, the approval of the board of directors was accorded to the amendment of the Scheme to incorporate the following: (i) changes to the clauses of the Scheme which accord ease in administering the Scheme; (ii) changes to the clauses relating to vesting period, i.e., such that the vesting criteria and period of the options granted to an eligible employee shall be determined by the Nomination and Remuneration Committee and communicated to the eligible employees in the respective letter of grant; (iii) clarification to the provisions relating to treatment of options in case of corporate action and providing clarification thereof; (iv) increase in the number of options available for grant under the Scheme from 5% of the issued and subscribed share capital of the Company on the date of the introduction of the Scheme, 26<sup>th</sup> July, 2013 to 5% of the issued and subscribed share capital of the Company on the date of this special resolution, that is as on 31<sup>st</sup> August, 2023; and (v) changes to certain clauses in order to bring the provisions of the Scheme in line with the SBEB&SE Regulations, including the manner in which options are to be dealt with in the event of death or permanent disability of an employee.

During the period under review, the Nomination and Remuneration Committee granted 14,00,000 stock options to the eligible Employees under the Scheme. The Company, during the year, allotted directly / through the employee welfare trust, 1,80,000 fully paid equity shares, upon exercise of the stock options by eligible employees under the Scheme. Applicable disclosures relating to Employees Stock Options as at 31<sup>st</sup> March, 2023, pursuant to SBEB&SE Regulations, have been placed on the website of the Company at <https://www.saregama.com/static/investors>.

The Certificate from the Secretarial Auditors of the Company certifying that the Scheme is being implemented in accordance with the SBEB&SE Regulations shall be placed at the Annual General Meeting.

## 21. SHARES IN ABEYANCE

Out of 53,38,628 equity shares of face value Rs. 10/- each issued for cash at a premium of Rs. 35/- (issue price - Rs. 45/-) pursuant to the Rights Issue in 2005, allotment of 5,290 equity shares of face value Rs. 10/- each (equivalent to 52,900 equity shares of face value Re. 1/- each as on 31<sup>st</sup> March, 2023 after considering the effect of sub-division) (relating to cases under litigation/ pending clearance from the concerned authorities) are kept in abeyance as on 31<sup>st</sup> March, 2023.

## 22. LOAN FROM DIRECTOR OR DIRECTOR'S RELATIVES

During the year under review, there is no loan taken from the Directors or their relatives by the Company.

## 23. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Regulation 34 of SEBI Listing Regulations requires top 1000 listed entities based on market capitalization (calculated as on 31<sup>st</sup> March of every financial year), a Business Responsibility and Sustainability Report describing the initiatives taken by them from an environmental, social and governance perspective, in the format as specified by the SEBI from time to time.

The BRSR seeks disclosure on the performance of the Company against nine principles of the 'National Guidelines on Responsible Business Conduct' ('NGRBCs'). Since Saregama India Limited falls in Top 1000 listed entities as on 31<sup>st</sup> March, 2023, Business Responsibility and Sustainability Report for the year ended 31<sup>st</sup> March, 2023 as stipulated under Regulation 34(3) of SEBI Listing Regulations is separately given and forms part of the Annual report as '**Annexure-D**'.

## 24. MANAGEMENT DISCUSSION AND ANALYSIS

In compliance with Regulation 34 of the SEBI Listing Regulations, the Management Discussion and Analysis for the year under review is presented in a separate section forming part of this Annual Report.

## 25. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no significant material orders passed by Regulators, Courts, or Tribunals that would impact the going concern status of the Company and its future operations.

Furthermore, there have been no material changes or commitments that could affect the financial position of the Company between the end of the Financial Year to which the Financial Statements relate and the date of this report.

## 26. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with the Secretarial Standards i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively issued by the Institute of Company Secretaries of India.

## 27. PREVENTION OF SEXUAL HARASSMENT

The Company has complied with the provisions relating to the constitution of the Internal Complaints Committee under 'The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013'. The said Committee has been set up to redress complaints received regarding sexual harassment at the workplace.

During the period under review, the Company received one sexual harassment complaint, which was addressed by dismissing the individual involved in response to the reported incident. As of 31<sup>st</sup> March, 2023, there are no ongoing cases.

## 28. GENERAL

Your Directors state that:

- a) the Company has not accepted any deposits from the public falling within the ambit of Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.
- b) there are no instances of fraud reported by the Auditors during the financial year ended 31<sup>st</sup> March, 2023.
- c) since the Company is not a manufacturing company, the disclosure related to conservation of energy and technology absorption is not applicable.
- d) the Company has not issued any shares with differential voting rights as per the Act.
- e) the Company has not issued any sweat equity shares under the Act.
- f) there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

## 29. ACKNOWLEDGEMENT

Your Company has been able to operate responsibly and efficiently because of the culture of professionalism, creativity, integrity, ethics, good governance and continuous improvement in all functions and areas as well as the efficient utilization of the Company's resources for sustainable and profitable growth.

Your Directors would like to express their sincere appreciation to its stakeholders, financial institutions, bankers and business associates, Government authorities, customers and vendors for their co-operation and support and looks forward to their continued support in future. Your Directors also place on record, their deep sense of appreciation for the committed services by the employees of the Company.

## FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

### Dr. Sanjiv Goenka

Chairman and Non-Executive Director  
DIN: 00074796

Date: 27<sup>th</sup> July, 2023  
Place: Kolkata

### Vikram Mehra

Managing Director  
DIN: 03556680

Date: 27<sup>th</sup> July, 2023  
Place: Kolkata

## 'ANNEXURE - A' TO THE BOARDS' REPORT

## REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

## 1. Brief outline on CSR Policy of the Company:

In accordance with the provisions of the Companies Act, 2013, as amended ('Act') read with the Notification issued by the Ministry of Corporate Affairs and the rules made thereunder, the Company has framed its Corporate Social Responsibility Policy ('CSR Policy') to carry out its CSR activities in accordance with Schedule VII of the Act. CSR Policy of the Company as approved by the Board of Directors, includes the following:-

- approach and direction given by the Board of Directors of the Company to its CSR programmes / projects;
- guiding principles for selection, implementation and monitoring of activities;
- focus areas of Company's CSR projects or programmes;
- roles and responsibilities of Board and CSR Committee in ensuring compliance with applicable CSR provisions; and
- basis of formulation of the annual action plan.

## 2. Composition of CSR Committee:

| Sl. No. | Name of Director         | Designation/ Nature of Directorship               | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---------|--------------------------|---------------------------------------------------|----------------------------------------------------------|--------------------------------------------------------------|
| 1.      | Mr. Noshir Naval Framjee | Chairperson<br>Non-Executive Independent Director | 1 (One)                                                  | 1 (One)                                                      |
| 2.      | Mr. Umang Kanoria        | Member<br>Non-Executive Independent Director      | 1 (One)                                                  | 1 (One)                                                      |
| 3.      | Mr. Santanu Bhattacharya | Member<br>Non-Executive Independent Director      | 1 (One)                                                  | 1 (One)                                                      |

## 3. The web-link where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company:

The composition of CSR committee, CSR Policy and CSR projects approved by the board can be viewed on the company's website at <https://www.saregama.com/static/investors>.

## 4. The executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

Not Applicable

|       |                                                                                                      |                                |
|-------|------------------------------------------------------------------------------------------------------|--------------------------------|
| 5. a. | Average net profit of the company as per sub-section (5) of section 135                              | Rs. 13,477.23 Lakhs            |
| b.    | Two percent of average net profit of the company as per sub-section (5) of section 135               | Rs. 268.95 Lakhs (rounded off) |
| c.    | Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: | NIL                            |
| d.    | Amount required to be set-off for the financial year:                                                | NIL                            |
| e.    | Total CSR obligation for the financial year [(b)+(c)-(d)]:                                           | Rs. 268.95 Lakhs (rounded off) |
| 6. a. | Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):                  | Rs. 268.95 Lakhs               |
| b.    | Amount spent in Administrative Overheads:                                                            | NIL                            |
| c.    | Amount spent on Impact Assessment:                                                                   | Not Applicable                 |
| d.    | Total amount spent for the Financial Year [(a)+(b)+(c)]:                                             | Rs. 268.95 Lakhs               |

## e. CSR amount spent or unspent for the Financial Year:

| Total Amount Spent for the Financial Year (in Rs.) | Amount Unspent (in Rs.)                                                              |                                                                                                                     |                  |                  |
|----------------------------------------------------|--------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|------------------|------------------|
|                                                    | Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135 | Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135 | Name of the Fund | Date of transfer |
| 268.95 Lakhs                                       | NIL                                                                                  | NIL                                                                                                                 | NIL              | NIL              |

## f. Excess amount for set-off, if any:

| SI. No. | Particular                                                                                                  | Amount (in Rs.)  |
|---------|-------------------------------------------------------------------------------------------------------------|------------------|
| (1)     | (2)                                                                                                         | (3)              |
| (i)     | Two percent of average net profit of the company as per sub-section (5) of section 135                      | Rs. 268.95 Lakhs |
| (ii)    | Total amount spent for the Financial Year                                                                   | Rs. 268.95 Lakhs |
| (iii)   | Excess amount spent for the Financial Year [(ii)-(i)]                                                       | NIL              |
| (iv)    | Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any | NIL              |
| (v)     | Amount available for set off in succeeding Financial Years [(iii)-(iv)]                                     | NIL              |

## 7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

| 1       | 2                           | 3                                                                                      | 4                                                                                  | 5                                           | 6                                                                                                                           | 7                                                                   | 8                 |
|---------|-----------------------------|----------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|---------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-------------------|
| Sl. No. | Preceding Financial Year(s) | Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in Rs.) | Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs.) | Amount Spent in the Financial Year (in Rs.) | Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any | Amount remaining to be spent in succeeding Financial Years (in Rs.) | Deficiency if any |
|         |                             |                                                                                        |                                                                                    |                                             |                                                                                                                             | Amount (in Rs.)                                                     | Date of Transfer  |

Not Applicable

## 8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

## 9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135: Not Applicable

**Noshir Naval Framjee**

Chairman CSR Committee and Independent Director  
DIN: 01646640

Date: 27<sup>th</sup> July, 2023  
Place: Kolkata

**Vikram Mehra**

Managing Director  
DIN: 03556680

Date: 27<sup>th</sup> July, 2023  
Place: Kolkata

## 'ANNEXURE - B' TO THE BOARDS' REPORT

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12)  
OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES  
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the FY 2022-23 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the FY 2022-23 are as under:

| Sl. No. Name of Director / No. KMP and Designation          | Remuneration of Director / KMP for FY 2022-23 (Rs. in Lakhs) | % increase in Remuneration in the FY 2022-23 | Ratio of remuneration of each Director / to median remuneration of employees |
|-------------------------------------------------------------|--------------------------------------------------------------|----------------------------------------------|------------------------------------------------------------------------------|
| 1. Mr. Vikram Mehra, Managing Director*                     | 1,032.30                                                     | 11.00%                                       | 109:1                                                                        |
| 2. Mr. Pankaj Mahesh Chaturvedi, Chief Financial Officer ** | 141.74                                                       | NA                                           | NA                                                                           |
| 3. Ms. Priyanka Motwani, Company Secretary**                | 7.32                                                         | NA                                           | NA                                                                           |

\*The above remuneration does not include perquisite value of interest free loan and perquisite value of shares options exercised during the year aggregating to Rs. 1,274.93 Lakhs for the year ended 31<sup>st</sup> March, 2023, as defined under the Income-tax Act, 1961.

\*\*Mr. Pankaj Mahesh Chaturvedi was appointed as a Chief Financial Officer of the Company w.e.f. 11<sup>th</sup> April, 2022 and Ms. Priyanka Motwani was appointment as a Company Secretary of the Company w.e.f. 2<sup>nd</sup> August, 2022.

Note: No other Director of the Company other than the Managing Director of the Company received any remuneration other than sitting fees during the FY 2022-23.

- ii) In the financial year, there was a fall of 5.00% in the median remuneration of employees.
- iii) There were 325 permanent employees on the rolls of Company as on 31<sup>st</sup> March, 2023.
- iv) Average percentage increase made in the salaries of employees other than the managerial personnel in the FY 2022-23 was 13.14% whereas the increase in the managerial remuneration for the same Financial Year was 11.00%
- v) It is hereby affirmeded that the remuneration paid during the Financial Year ended 31<sup>st</sup> March, 2023 is as per the Remuneration Policy of the Company.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS****Dr. Sanjiv Goenka**

Chairman and Non-Executive Director  
DIN: 00074796

Date: 27<sup>th</sup> July, 2023  
Place: Kolkata

**Vikram Mehra**

Managing Director  
DIN: 03556680

Date: 27<sup>th</sup> July, 2023  
Place: Kolkata

## 'ANNEXURE - C' TO THE BOARDS' REPORT

**FORM NO. MR - 3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

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

**To,**

**The Members,  
SAREGAMA INDIA LIMITED  
33, JESSORE ROAD, DUM DUM  
KOLKATA - 700028  
WEST BENGAL**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SAREGAMA INDIA 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 our opinion thereon.

Based on our verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> 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 financial year ended on 31<sup>st</sup> March, 2023 according to the provisions of:

- i) The Companies Act, 2013 (the Act), amendments thereof and the rules made thereunder;
- 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 (External Commercial Borrowings are not applicable to the Company during the Audit Period);
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- (f) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations /guidelines/circulars as may be issued by SEBI from time to time to the extent applicable:  
We further report that, there were no actions/ events in pursuance of:
- (a) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - (b) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
  - (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- vi) The Company had identified following other laws as specifically applicable to the Company namely:
- (a) Indian Copyright Act,1957;
  - (b) The Trademark Act,1999;

**We further report that** having regard to the compliance system prevailing in the Company, we have relied upon the representation made by the Management, for compliance with the other applicable laws.

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

- (i) Secretarial Standards as mandated and issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Ltd.

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

**We further report that,**

The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

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

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

The Board meetings were conducted where option was given to the Board Members to participate either physically or through video conferencing and adequate facilities are used to facilitate the Directors at other locations to participate in the meeting.

**We 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.

**We further report that** the Nomination & Remuneration Committee at its meeting held on 02.08.2022 has approved the vesting of 2,00,000 options of face value of Re. 1/- each to an eligible employees in the 4<sup>th</sup> tranche of the Saregama Employees Stock Option Scheme 2013.

**We further report that** Nomination and Remuneration Committee of the Board of Directors at its meeting held on 13.08.2022 had approved grant of 1,00,000 Options to an eligible employees of the Company at the exercise price of Rs. 399.35/- per share.

**We further report that** the Company had filed an application before the Hon'ble National Company Law Tribunal, Kolkata Bench ('NCLT') to obtain orders for convening and/or dispensing meetings of shareholders and creditors of Saregama India Limited ('Demerged Company') and Digidrive Distributors Limited ('Resulting Company') in connection with a Scheme of Arrangement ('Scheme') proposed to be made between the Demerged Company and the Resulting Company and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('Act') for demerger of the Demerged Undertaking, being the E-Commerce Distribution Business (as defined in the Scheme) of the Demerged Company, to the Resulting Company in the manner and on the terms and conditions stated in the said Scheme. By an order dated 18<sup>th</sup> November, 2022 ('Order'), the Hon'ble NCLT directed convening and holding of meeting of Equity Shareholders of the Demerged Company on Wednesday, 21<sup>st</sup> December, 2022 at 11:00 a.m. through video conferencing or other audio-visual means, for the purpose of approving the proposed Scheme. By the same order, the Hon'ble NCLT dispensed with the convening and holding of meetings of the unsecured creditors of Demerged Company and shareholders of the Resulting Company. The meeting of the Equity Shareholders of the Demerged Company approved the said scheme by requisite majority.

Thereafter, the Demerged Company and the Resulting Company filed confirmation petition under Section 230(6) read with Section 232(3) of the Act before the Hon'ble NCLT seeking orders/ directions for sanction of the proposed Scheme. Notice of hearing was duly served on the relevant statutory authorities and also published in the newspapers in terms of the direction of the Hon'ble NCLT. The final hearing of the confirmation petition fixed on 28<sup>th</sup> April, 2023 was taken up and heard by the Hon'ble NCLT and has been reserved for pronouncement of order. The final order sanctioning the Scheme is awaited.

This Report is to be read with our letter of even date which is annexed as '**Annexure - I**' and forms an integral part of this Report.

**For MR & Associates**

Company Secretaries  
A Peer Reviewed Firm

Peer Review Certificate No.: 720/2020

**[M R Goenka]**

Partner

FCS No.: 4515

C P No.: 2551

UDIN: F004515E000335835

**'ANNEXURE- I' TO THE SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

To,  
The Members,  
**SAREGAMA INDIA LIMITED**  
33, Jessore Road, Dum Dum  
Kolkata - 700028  
West Bengal

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

1. Maintenance of Secretarial Records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the Audit practices and processes as where 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. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibilities of the management. Our examination was limited to the verification of procedures on test basis.
6. As regard the books, papers, forms, reports and returns filed by the Company under the provisions referred to in our Secretarial Audit Report in Form MR-3 the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company with various authorities under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.
7. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
8. We have conducted our Audit remotely, based on the records and information made available to us through electronic platform by the Company.

**For MR & Associates**

Company Secretaries  
A Peer Reviewed Firm  
Peer Review Certificate No.: 720/2020

**[M R Goenka]**

Partner  
FCS No.: 4515  
C P No.: 2551  
UDIN: F004515E000335835

Place: Kolkata  
Date: 19<sup>th</sup> May, 2023

**'ANNEXURE - D' TO THE BOARDS' REPORT  
BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT**

Saregama India Ltd. (hereinafter 'Saregama' or 'the Company' or 'We') welcomes the reporting framework 'Business Responsibility and Sustainability Reporting' ('BRSR') introduced by the Securities and Exchange Board of India ('SEBI') containing detailed Environmental, Social and Governance ('ESG') disclosures and the Company has mandatorily adopted the framework for the FY 2022-23. This report also illustrates the Company's ESG approach.

**SECTION A: GENERAL DISCLOSURES**

**I. Details of the listed entity**

1. **Corporate Identity Number (CIN) of the Listed Entity** - L22213WB1946PLC014346
2. **Name of the Listed Entity** - Saregama India Limited
3. **Year of incorporation** - 13/08/1946
4. **Registered office address** - 33, Jessore Road, Dum Dum, Kolkata-700028, West Bengal, India
5. **Corporate address** - 2<sup>nd</sup> Floor, Spencer Building, 30, Forjett Street, Grant Road (W), Mumbai - 400036
6. **E-mail** - [co.sec@saregama.com](mailto:co.sec@saregama.com)
7. **Telephone** - (022) 6688 6200
8. **Website** - [www.saregama.com](http://www.saregama.com)
9. **Financial year for which reporting is being done** - FY 2022-23

**10. Name of the Stock Exchange(s) where shares are listed**

| <b>Name of the Exchange</b>              | <b>Stock Code</b> |
|------------------------------------------|-------------------|
| BSE Limited                              | 532163            |
| National Stock Exchange of India Limited | SAREGAMA          |

**11. Paid-up Capital** - Rs. 19,28,09,490/-

12. **Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report**  
Ms. Priyanka Motwani  
Company Secretary  
Phone: (022) 6688 6200  
Email: [priyanka.motwani@rpsg.in](mailto:priyanka.motwani@rpsg.in)

**13. Reporting boundary** - The disclosures under this report are made on Standalone basis for Saregama India Limited. The statements mentioned in the report would provide insight of the Company's performances and therefore information regarding the holding company and subsidiaries is not considered.

**II. Products/services**

**14. Details of business activities (accounting for 90% of the turnover):\***

| <b>S. No.</b> | <b>Description of Main Activity</b> | <b>Description of Business Activity</b>                                                                  | <b>% of Turnover of the entity</b> |
|---------------|-------------------------------------|----------------------------------------------------------------------------------------------------------|------------------------------------|
| 1             | Information and Communication       | Motion picture, video and television program production, sound recording and music publishing activities | 82.39                              |
| 2             | Trade                               | Retail Trading                                                                                           | 17.61                              |

\*Break. Up is given for operating revenue

## 15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

| S. No. | Product/ Service         | NIC Code | % of total Turnover contributed |
|--------|--------------------------|----------|---------------------------------|
| 1      | Music Licensing          | 592      | 64.71                           |
| 2      | Films, Series and Events | 591      | 17.68                           |
| 3      | Music Retail             | 474      | 17.61                           |

## III. OPERATIONS

## 16. Number of locations where plants and/or operations/ offices of the entity are situated:

| Location       | Number of plants | Number of offices | Total |
|----------------|------------------|-------------------|-------|
| National       | NA               | 4                 | 4     |
| International* | NA               | 4                 | 4     |

\* The Company through its subsidiaries has presence in Dubai, UK, US & Mauritius

## 17. Markets served by the entity:

## a) Number of locations

| Locations                         | Number    |
|-----------------------------------|-----------|
| National (No. of States)          | PAN India |
| International* (No. of Countries) | World     |

\* The Company's content is consumed throughout the world through various deals

## b) What is the contribution of exports as a percentage of the total turnover of the entity?

**39.85% of its total turnover is generated from exports of its products and services.**

## c) A brief on types of customers

- (i) Business to Business (B2B): Saregama's customers include leading audio and video streaming platforms, Broadcasting Channels and other social media platforms.
- (ii) Business to Consumer (B2C): Saregama sells carvaan and its variants directly to consumers through its website and online market places

## Employees

## 18. Details as at the end of Financial Year:

## a) Employees and workers (including differently abled):

| S. Particulars<br>No        | Total<br>(A) | Male    |           | Female  |           |
|-----------------------------|--------------|---------|-----------|---------|-----------|
|                             |              | No. (B) | % (B / A) | No. (C) | % (C / A) |
| <b>EMPLOYEES*</b>           |              |         |           |         |           |
| 1. Permanent (D)            | 325          | 263     | 80.92     | 62      | 19.08     |
| 2. Other than Permanent (E) | 47           | 41      | 87.23     | 6       | 12.77     |
| 3. Total employees (D + E)  | 372          | 304     | 81.72     | 68      | 18.28     |

\*Employees include Managing Director & Key Managerial Persons (KMPs).

The Company does not have any workers as defined in the guidance note on BCSR, issued by SEBI. Hence, in all sections details sought of the "Workers" category are not applicable to the Company.

## b) Differently abled Employees and workers:

| S. Particulars<br>No                                | Total (A) | Male    |           | Female  |           |
|-----------------------------------------------------|-----------|---------|-----------|---------|-----------|
|                                                     |           | No. (B) | % (B / A) | No. (C) | % (C / A) |
| <b>DIFFERENTLY ABLED EMPLOYEES</b>                  |           |         |           |         |           |
| 1. Permanent (D)                                    |           |         |           |         |           |
| 2. Other than Permanent (E)                         |           |         |           |         |           |
| <b>3. Total differently abled employees (D + E)</b> |           |         |           |         |           |

The Company does not have any differently abled employees

The Company does not have any workers as defined in the guidance note on BCSR, issued by SEBI.

## 19. Participation/ Inclusion/ Representation of women

|                          | Total<br>(A) | No. and percentage of Females |           |
|--------------------------|--------------|-------------------------------|-----------|
|                          |              | No. (B)                       | % (B / A) |
| Board of Directors       | 9            | 3                             | 33.33     |
| Key Management Personnel | 3            | 1                             | 33.33     |

## 20. Turnover rate for permanent employees and workers

|                     | FY 2022-23 |        |        | FY 2021-22 |        |        | FY 2020-21 |        |        |
|---------------------|------------|--------|--------|------------|--------|--------|------------|--------|--------|
|                     | Male       | Female | Total  | Male       | Female | Total  | Male       | Female | Total  |
| Permanent Employees | 28.45%     | 34.11% | 31.28% | 34.82%     | 32.26% | 33.54% | 33.76%     | 26.55% | 30.15% |
| Permanent Workers   |            | NIL    |        |            | NIL    |        |            | NIL    |        |

The Company does not have any workers as defined in the guidance note on BCSR, issued by SEBI.

## IV. Holding, Subsidiary and Associate Companies (including joint ventures)

## 21. (a) Names of holding / subsidiary / associate companies / joint ventures

| S. Name of the holding/<br>No. subsidiary/ associate companies/ joint<br>ventures (A) | Indicate whether<br>holding/ Subsidiary/<br>Associate/ Joint<br>Venture | % Of<br>shares<br>held by<br>listed<br>entity | Does the entity indicated<br>at column A participate in<br>the Business Responsibility<br>initiatives of the listed entity?<br>(Yes/No) |
|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|
| 1. Composure Services Private Limited                                                 | Holding                                                                 | -                                             | No                                                                                                                                      |
| 2. Saregama Limited (formerly Saregama Plc.)                                          | Subsidiary                                                              | 76.41                                         | No                                                                                                                                      |
| 3. Digidrive Distributors Limited*                                                    | Subsidiary                                                              | 100.00                                        | No                                                                                                                                      |
| 4. RPG Global Music Limited                                                           | Subsidiary                                                              | 100.00                                        | No                                                                                                                                      |
| 5. Kolkata Metro Networks Limited                                                     | Subsidiary                                                              | 100.00                                        | No                                                                                                                                      |
| 6. Open Media Network Private Limited*                                                | Subsidiary                                                              | 100.00                                        | No                                                                                                                                      |
| 7. Saregama Inc                                                                       | Step-down Subsidiary                                                    | 76.41                                         | No                                                                                                                                      |
| 8. Saregama FZE                                                                       | Subsidiary                                                              | 100.00                                        | No                                                                                                                                      |
| 9. Saregama Regency Optimedia Private Limited**                                       | Joint venture                                                           | 26.00                                         | No                                                                                                                                      |

\* Refer Boards' Report [para (F)] on Scheme of Arrangement between Saregama India Limited and Digidrive Distributors Limited.

\*\* Under liquidation effective 19 September 2016.

**V. CSR Details**

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: - **Yes**

(ii) Turnover (in Rs. Lakhs) - **56,830.77**

(iii) Net worth (in Rs. Lakhs) - **118,569.22**

Above numbers are for FY22

**VI. Transparency and Disclosures Compliances**

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism in Place (Yes/No)<br>(If Yes, then provide web-link for grievance redress policy)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | FY 2022-23                                 |                                                              |                                                                                                                                                                              | FY 2021-22                                 |                                                              |                                                                                                                                                   |
|---------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|--------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|--------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks                                                                                                                                                                      | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks                                                                                                                                           |
| Communities                                       | The communities involved in social welfare activities of the Company, can raise concerns, provide feedback on ongoing projects, and raise grievances related to CSR projects/ programs/ activities, by accessing the Company's website <a href="http://www.saregama.com">www.saregama.com</a> .                                                                                                                                                                                                                                                                                                                                                                     | NIL                                        |                                                              |                                                                                                                                                                              | NIL                                        |                                                              |                                                                                                                                                   |
| Investors (other than shareholder)                | Yes. Investors and shareholders have direct access to Company Secretary and Compliance Officer via a dedicated email id: <a href="mailto:co.sec@saregama.com">co.sec@saregama.com</a> . Further, the Company's 'Whistle-Blower' mechanism allows not only employees and workers but also other stakeholders, a platform to report grievances. It also ensures that complainants are protected with full anonymity and any anti-retaliation or victimization practices. The Policy is available at - <a href="https://r.saregama.com/resources/pdf/investor/whistle_blower_policy.pdf">https://r.saregama.com/resources/pdf/investor/whistle_blower_policy.pdf</a> . | NIL                                        |                                                              |                                                                                                                                                                              | NIL                                        |                                                              |                                                                                                                                                   |
| Shareholders                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 3                                          | NIL                                                          | All complaints filed during the FY 2022-23 were duly resolved                                                                                                                | 4                                          | NIL                                                          | All complaints Filed during the FY 2021-22 were duly resolved                                                                                     |
| Employees and workers                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 1                                          | NIL                                                          | ICC took up the case with utmost priority and resolved the complaint. Upon the completion of the adjudication process of ICC, the accused person was terminated immediately. | NIL                                        | NIL                                                          | NA                                                                                                                                                |
| Customers#                                        | To connect with customers and register their grievances, the Company has setup a dedicated customer care service that resolves customer grievances and quality and product related complaints via different mechanisms including toll free tele-calling and email: <a href="mailto:feedback@saregama.com">feedback@saregama.com</a> . Customers of the Company can contact on its website - <a href="https://www.saregama.com/static/contact-us">https://www.saregama.com/static/contact-us</a>                                                                                                                                                                     | 72,986                                     | NIL                                                          | Complaints were predominantly related to products. The same were resolved completely by providing either a replacement or refund                                             | 52,596                                     | NIL                                                          | Complaints were predominantly related to a few defects in products. The same were resolved completely by providing either a replacement or refund |

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism in Place (Yes/No)<br>(If Yes, then provide web-link for grievance redress policy)                           | FY 2022-23                                 |                                                              |         | FY 2021-22                                 |                                                              |
|---------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|--------------------------------------------------------------|---------|--------------------------------------------|--------------------------------------------------------------|
|                                                   |                                                                                                                                           | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks | Number of complaints filed during the year | Number of complaints pending resolution at close of the year |
| Value Chain Partners                              | Frequent interactions with value chain partners occur whereby they are encouraged to put forth the grievances for satisfactory resolution |                                            |                                                              |         | NIL                                        | NIL                                                          |

# The Company has considered all the customer feedbacks expressing dissatisfaction or reporting an issue, which includes both major and minor concerns, as complaints.

**24. Overview of the entity's material responsible business conduct issues**

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/ opportunity                                                                                                                                                                                                                                                                                                                                                                                                                     | In case of risk, approach to adapt or mitigate                                                                                                                                                                                                                                                                                                                                                                 | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|--------|---------------------------|--------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| 1.     | Infringement of our IP    | Risk                                       | Unauthorised use of copyrighted works.                                                                                                                                                                                                                                                                                                                                                                                                                              | <ul style="list-style-type: none"> <li>While piracy levels have significantly declined in India with the support of the judicial system, we have a dedicated team to constantly monitor every infringement and take corrective action.</li> <li>We are part of industry body IMI (Indian Music Industry) that works closely with the government to protect interests of music industry stakeholders</li> </ul> | Negative                                                                                       |
| 2.     | Digitalization            | Opportunity                                | Digitalization has played an important role in shaping the music industry. Music streaming, downloads, Internet radios and other subscription-based music services have become an important channel for the distribution of music for the Company. Digital technologies and processes have changed the landscape within the music industry by altering ways in which revenue is being generated. This has opened new avenues of revenue generation for the Company. | NA                                                                                                                                                                                                                                                                                                                                                                                                             | Positive                                                                                       |

| S. No. | Material issue identified      | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/ opportunity                                                                                                                                                                                                                                                                                                                                                                                                                              | In case of risk, approach to adapt or mitigate                                                                                                                                                                                                   | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|--------|--------------------------------|--------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| 3.     | Employee Engagement            | Opportunity                                | <ul style="list-style-type: none"> <li>Decentralized decision making empowers people to take the right steps for the company's interests</li> <li>My Inputs Count (MIC) is a Company wide survey that enables people to express their opinions freely</li> <li>We have implemented employee friendly policies, and undertake regular engagements, surveys, learning and development programs and health camps reinforcing our reputation as an employer of choice</li> </ul> | NA                                                                                                                                                                                                                                               | Positive                                                                                       |
| 4.     | Plastic Waste & EPR Obligation | Risk                                       | The products business of the Company requires the Company to be compliant with the E-waste & Plastic waste regulations. Non adherence to recent changes in the environmental legislations regulating the generation, collection & disposal of E-waste & Plastic waste can lead to monetary risks for the Company.                                                                                                                                                            | The Company has obtained Extended Producers Responsibility ("EPR") authorisation for E-waste & plastic waste and would take care of the disposal, collection, reuse & recycling obligations that the relevant provisions of the law casts on it. | Negative                                                                                       |

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

| Disclosure Questions                                                                                           | P1  | P2  | P3  | P4  | P5  | P6  | P7  | P8  | P9  |
|----------------------------------------------------------------------------------------------------------------|-----|-----|-----|-----|-----|-----|-----|-----|-----|
| Policy and management processes                                                                                | Yes |
| 1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No) | Yes |

b. Has the policy been approved by the Board? (Yes/No) Yes Yes Yes Yes Yes Yes Yes Yes Yes

c. Web Link of the Policies, if available

1. Terms and conditions of appointment of Independent Directors

URL: [https://r.saregama.com/resources/pdf/investor/website\\_update\\_terms\\_and\\_conditions\\_of\\_appointment\\_of\\_independent\\_directors.pdf](https://r.saregama.com/resources/pdf/investor/website_update_terms_and_conditions_of_appointment_of_independent_directors.pdf)

2. Code of conduct of Board of Directors and Senior Management Personnel:  
URL: [https://r.saregama.com/resources/pdf/investor/code\\_of\\_conduct\\_for\\_board\\_of\\_directors\\_and\\_senior\\_management.pdf](https://r.saregama.com/resources/pdf/investor/code_of_conduct_for_board_of_directors_and_senior_management.pdf)
3. Whistle Blower Policy:  
URL: [https://r.saregama.com/resources/pdf/investor/whistle\\_blower\\_policy.pdf](https://r.saregama.com/resources/pdf/investor/whistle_blower_policy.pdf)
4. Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions:  
URL: [https://r.saregama.com/resources/pdf/investor/Policy\\_Statement\\_on\\_Materiality\\_and\\_Dealings\\_with\\_Related\\_Parties\\_01.pdf](https://r.saregama.com/resources/pdf/investor/Policy_Statement_on_Materiality_and_Dealings_with_Related_Parties_01.pdf)
5. Policy for determining 'Material' Subsidiaries:  
URL: [https://r.saregama.com/resources/pdf/investor/material\\_subsidiary\\_policy.pdf](https://r.saregama.com/resources/pdf/investor/material_subsidiary_policy.pdf)
6. CSR Policy  
URL: [https://r.saregama.com/resources/pdf/investor/csr\\_policy.pdf](https://r.saregama.com/resources/pdf/investor/csr_policy.pdf)
7. HR related policies, IT Process manual, POSH Policy, Code for Insider Trading, Equal Opportunity Policy are available to the employees on the Company's intranet.  
The Company is in the process of strengthening its Policy hub and fortify its governance mechanism and shall be formulating effectively working policies, procedures & SOPs in coming years.

| Disclosure Questions                                                                                                                                                                                                                                         | P1                                                                                                                                                                                                                                              | P2  | P3  | P4  | P5  | P6  | P7  | P8  | P9  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|-----|-----|-----|-----|-----|-----|
| 2. Whether the entity has translated the policy into procedures. (Yes / No)                                                                                                                                                                                  | Yes                                                                                                                                                                                                                                             | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| 3. Do the enlisted policies extend to your value chain partners? (Yes/No)                                                                                                                                                                                    | No                                                                                                                                                                                                                                              | No  | No  | No  | No  | No  | No  | No  | No  |
| 4. Name of the national and international codes/ certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle. | The Company strives to be ahead of the curve in its ESG journey and as a part of it, considering to obtain global mark of approval by way of relevant national/ international certifications.                                                   |     |     |     |     |     |     |     |     |
| 5. Specific commitments, goals and targets set by the entity with defined timelines, if any.                                                                                                                                                                 | In its ESG Journey, the Company looks forward to set short, medium and long term targets for sustainability KPIs related to climate change, energy, water, waste management, air emission reduction, GHG reduction and biodiversity protection. |     |     |     |     |     |     |     |     |
| 6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.                                                                                                                            | Since, the Company is in its early days of walking the journey of strengthening ESG, it is in the process of setting its goals & commitments and looks forward to abide by the path decided.                                                    |     |     |     |     |     |     |     |     |

## Governance, leadership and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements  
The perspective of Saregama India Ltd. towards addressing societal challenges in business is encapsulated in the concept of a "Sustainable Earth." Its objective is to leverage information and communication technology to maximize the positive impact on society and resolve pressing issues. Saregama India Ltd. places significant emphasis on environmental management activities and actively contributes to preventing and resolving diverse environmental problems. We thoroughly analyse the mass balance within our business operations and employ this information to devise strategies aimed at minimizing our environmental footprint. The Managing Director of the Company has some wonderful thoughts and presents his perspective on the ESG as follows:

Dear Stakeholders,

Saregama is pleased to present to you its first Business Responsibility and Sustainability Report FY23 which supersedes BRR (Business Responsibility Report) developed previously. We are thankful to all our stakeholders for investing their trust & belief in us that has helped us to grow exponentially over the past years. Our approach to sustainability is not based on merely meeting compliances but goes a step beyond towards institutionalization of sustainability practices. We ensure all our business activities are conducted in accordance with ethical principles, internal policies, procedures, and relevant laws and regulations. Hence prevention of corruption and promotion of fair competition is another important dimension of the compliance efforts at Saregama. We strongly believe that success and sustainable growth of any organisation depends on creating long-lasting relationship with its stakeholders. We have created communication channels for all our stakeholders to ensure that they are granted their very own right "to be heard" to enable us address their concerns in the best possible manner. We ensure adherence to all environmental and other applicable compliances. We make sure that all our employees and value chain partners have safe, supportive and respectful workplaces where the dignity of every associate is recognized. While we can see significant changes in the lives of people we work with, our efforts to enable the economic empowerment of our communities, and to making a positive difference, will continue. While we do all this, we believe that we can deliver value and contribute our bit in furthering the sustainable development agenda. We continue to keep ourselves committed to the growth of our nation and our people at all times.

Regards  
**Vikram Mehra**  
 Managing Director

|                                                                                                                                                                             |                                                                                                       |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|
| 8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).                                                | Mr. Vikram Mehra<br>Managing Director                                                                 |
| 9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details. | Mr. Vikram Mehra, Managing Director, is the authority to deal with all sustainability related issues. |

10. Details of Review of NGRBCs by the Company:

| Subject for Review                                                                                                                                                    | Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee                                                                                                         | Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify) |    |    |    |    |    |    |    |    |                 |    |    |    |    |    |    |    |    |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------|----|----|----|----|----|----|----|----|-----------------|----|----|----|----|----|----|----|----|
|                                                                                                                                                                       |                                                                                                                                                                                                          | P1                                                                       | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 | P1              | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| Performance against above policies and follow up action                                                                                                               | Compliance with the laws of land are the first step in responsible business conduct.                                                                                                                     |                                                                          |    |    |    |    |    |    |    |    | On Annual Basis |    |    |    |    |    |    |    |    |
| Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances                                                      | The compliance review with all the statutory requirements of relevance to the principles of National Guidelines on Responsible Business Conduct has been done by the respective committees of the Board. |                                                                          |    |    |    |    |    |    |    |    |                 |    |    |    |    |    |    |    |    |
| 11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency. |                                                                                                                                                                                                          | P1                                                                       | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |                 |    |    |    |    |    |    |    |    |
|                                                                                                                                                                       | No, the policies are evaluated internally from time to time and updated whenever required. The Company seeks external assistance and advice as and when required.                                        |                                                                          |    |    |    |    |    |    |    |    |                 |    |    |    |    |    |    |    |    |

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

| Questions                                                                                                                       | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---------------------------------------------------------------------------------------------------------------------------------|----|----|----|----|----|----|----|----|----|
| The entity does not consider the Principles material to its business (Yes/No)                                                   | NA |
| The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No) | NA |
| The entity does not have the financial or/human and technical resources available for the task (Yes/No)                         | NA |
| It is planned to be done in the next financial year (Yes/No)                                                                    | NA |
| Any other reason (please specify)                                                                                               | NA |

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

**PRINCIPLE 1: Businesses should conduct and govern themselves with integrity and in a manner that is Ethical, Transparent and Accountable.**



| Essential Indicators                                                                                                                                                                                                                        |                                                                     |                                                                                                                                                                                                                                       |                                                                                 |                                        |  |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|----------------------------------------|--|--|
| 1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:                                                                                                                             |                                                                     |                                                                                                                                                                                                                                       |                                                                                 |                                        |  |  |
| Segment                                                                                                                                                                                                                                     | Total Number of training and awareness programmes held              | Topics/principles covered under the training and its impact                                                                                                                                                                           | % age of persons in respective category covered by the awareness programmes     |                                        |  |  |
| Board of Directors                                                                                                                                                                                                                          | 2                                                                   | The Company conducts detailed and exhaustive familiarisation programs on various topics including induction programmes for new Independent directors and discussion on the Director's roles and responsibilities and Business Review. | 100%                                                                            |                                        |  |  |
| Key Managerial Personnel                                                                                                                                                                                                                    | 2                                                                   | Training on BRSR and updates on SEBI Insider Trading Regulations were covered during the trainings/ sensitization sessions conducted during the reporting period for KMPs & Employees.                                                | 100%                                                                            |                                        |  |  |
| Employees other than BoD and KMPs                                                                                                                                                                                                           | 2                                                                   | Employees other than BoD and KMPs                                                                                                                                                                                                     | 80%                                                                             |                                        |  |  |
| Workers                                                                                                                                                                                                                                     |                                                                     | Workers                                                                                                                                                                                                                               | Not Applicable                                                                  |                                        |  |  |
| 2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year: |                                                                     |                                                                                                                                                                                                                                       |                                                                                 |                                        |  |  |
| Monetary                                                                                                                                                                                                                                    |                                                                     |                                                                                                                                                                                                                                       |                                                                                 |                                        |  |  |
| NGRBC Principle                                                                                                                                                                                                                             | Name of the regulatory/ enforcement agencies/ judicial institutions | Amount (in Rs.)                                                                                                                                                                                                                       | Brief of the Case                                                               | Has an appeal been preferred? (Yes/No) |  |  |
| Penalty/Fine                                                                                                                                                                                                                                |                                                                     |                                                                                                                                                                                                                                       |                                                                                 |                                        |  |  |
| Settlement                                                                                                                                                                                                                                  |                                                                     |                                                                                                                                                                                                                                       | No monetary penalties have been imposed on Directors/ KMPs of the Company       |                                        |  |  |
| Compounding Fee                                                                                                                                                                                                                             |                                                                     |                                                                                                                                                                                                                                       |                                                                                 |                                        |  |  |
| Non-Monetary                                                                                                                                                                                                                                |                                                                     |                                                                                                                                                                                                                                       |                                                                                 |                                        |  |  |
| Imprisonment                                                                                                                                                                                                                                |                                                                     |                                                                                                                                                                                                                                       |                                                                                 |                                        |  |  |
| Punishment                                                                                                                                                                                                                                  |                                                                     |                                                                                                                                                                                                                                       | No non-monetary punishments have been imposed on Directors/ KMPs of the Company |                                        |  |  |

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

| Case Details | Name of the regulatory/ enforcement agencies/ judicial institutions |
|--------------|---------------------------------------------------------------------|
|              | None                                                                |

4. Does the entity have an anti-corruption or anti-bribery (ABAC) policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, the Company has anti-corruption and anti-bribery policy.

URL: [https://r.saregama.com/resources/pdf/investor/Anti\\_Corruption\\_Anti\\_Bribery\\_policy.pdf](https://r.saregama.com/resources/pdf/investor/Anti_Corruption_Anti_Bribery_policy.pdf)

Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

|           | FY 2022-23 | FY 2021-22 |
|-----------|------------|------------|
| Directors |            |            |
| KMPs      |            |            |
| Employees |            |            |
| Workers   | None       | None       |

The Company does not have any workers as defined in the guidance note on BRSR, issued by SEBI.

5. Details of complaints with regard to conflict of interest:

|                                                                                              | FY 2022-23 |         |        |         |
|----------------------------------------------------------------------------------------------|------------|---------|--------|---------|
|                                                                                              | Number     | Remarks | Number | Remarks |
| Number of complaints received in relation to issues of conflict of interest of the Directors |            |         |        |         |
| Number of complaints received in relation to issues of Conflict of Interest of the KMPs      | None       |         | None   |         |

6. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable since no fines/ penalties imposed.

#### Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

| Total number of awareness programmes held                                                                                                                                                                                                                                                   | Topic/ principles covered under the training | % age of value chain partners covered (by value chain partner) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|----------------------------------------------------------------|
| Value Chain Partners are essential aspects of the operations of the Company. Considering the growing importance of responsible business conduct issues, the Company looks forward to assess its value chain partners and creating a training mechanism for essential topics in coming years |                                              |                                                                |

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No)  
If yes, provide details of the same.

Yes. We have adopted Code of Conduct for the Board of Directors, which sets out clear guidelines for avoiding and disclosing actual or potential conflict of interest with the Company. We receive annual statutory declarations and changes, if any, from time to time from all the directors at the start of each financial year disclosing the directorships and memberships. Additionally, the directors do not participate in the business at the board meetings, in the matters in which they are interested.

#### PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe



##### Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

|       | FY 2022-23 | FY 2021-22 | Details of improvements in the environmental and social impacts                                                                      |
|-------|------------|------------|--------------------------------------------------------------------------------------------------------------------------------------|
| R&D   |            |            | Considering nature of business, Company has not made specific R&D or Capex investments for improving social and environment impacts. |
| Capex |            |            |                                                                                                                                      |

- 2 (a) Does the entity have procedures in place for sustainable sourcing? (Yes/No)  
(b) If yes, what percentage of inputs were sourced sustainably?

The consumption of resources is limited to running of back office operations and sourcing of inputs is not relevant to the core activities of the Company. However, striving to be a responsible corporate, the Company has been using egg-tray instead of thermocol for packaging of its product- Carvaan. The tray is made from recycled pulp and is economical, efficient and environment friendly and can be recycled easily. This is not quantified.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Considering the nature of business, the consumption of resources is limited to the back office operational level for our digital content activities. In addition to above, for the waste generated out of our products business, we have following mechanism in place:

- Plastics (including packaging):** As the Company is required to abide by its Extended Producer Responsibility (EPR) obligation, it has set up mechanism as detailed in point 4 below.
- E- Waste:** As the Company is required to abide by its Extended Producer Responsibility (EPR) obligation, it has set up mechanism as detailed in point 4 below.
- Hazardous waste:** There is no hazardous waste generation owing to the nature of business.
- Other waste:** There are no other kinds of waste generated in our office other than listed above.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Yes. The Company has obtained EPR for Plastic and E-waste management. The Company is registered with CPCB and has submitted its waste collection-action plan in alignment with CPCB guidelines on the subject during the reporting period. The business complies with requirement of the EPR and waste collection plan is in line with the EPR plan. The Company has registered itself as a 'Brand owner' under plastic waste regulations.

Specifically for the E-waste generated, the Company has taken a 'Sustainable Earth' commitment and it has tied up with Waste Management Partners to channelize its e-waste in an environmentally responsible manner. The details of the e-waste management programme are available at: [https://r.saregama.com/resources/pdf/saregama\\_e\\_waste\\_plan.pdf?srqm\\_tracker=footer](https://r.saregama.com/resources/pdf/saregama_e_waste_plan.pdf?srqm_tracker=footer)

| <b>Leadership Indicators</b>                                                                                                                                                                                                                                                                                       |                          |                                           |                                                                                                                                                                  |                                                           |                                                                                 |         |  |  |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|-------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|---------------------------------------------------------------------------------|---------|--|--|--|
| 1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?                                                                                           |                          |                                           |                                                                                                                                                                  |                                                           |                                                                                 |         |  |  |  |
| NIC Code                                                                                                                                                                                                                                                                                                           | Name of Product/ Service | % of total Turnover Contributed           | Boundary for which the Life Cycle Perspective / Assessment was conducted                                                                                         | Whether conducted by independent external agency (Yes/No) | Results communicated in public domain (Yes/No)<br>If yes, provide the web-link. |         |  |  |  |
| Considering the nature of business, Life Cycle Perspective/ Assessments(LCA) is not applicable to the Company.                                                                                                                                                                                                     |                          |                                           |                                                                                                                                                                  |                                                           |                                                                                 |         |  |  |  |
| 2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same. |                          |                                           |                                                                                                                                                                  |                                                           |                                                                                 |         |  |  |  |
| Name of Product/ Service                                                                                                                                                                                                                                                                                           |                          | Description of the risk/ concern          |                                                                                                                                                                  | Action Taken                                              |                                                                                 |         |  |  |  |
|                                                                                                                                                                                                                                                                                                                    |                          | Not applicable since LCA is not conducted |                                                                                                                                                                  |                                                           |                                                                                 |         |  |  |  |
| 3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).                                                                                                                                      |                          |                                           |                                                                                                                                                                  |                                                           |                                                                                 |         |  |  |  |
| Indicate input material                                                                                                                                                                                                                                                                                            |                          |                                           | Recycled or re-used input material to total material                                                                                                             |                                                           |                                                                                 |         |  |  |  |
|                                                                                                                                                                                                                                                                                                                    |                          |                                           | FY 2022-23                                                                                                                                                       | FY 2021-22                                                |                                                                                 |         |  |  |  |
| Considering our nature of business, this is not applicable                                                                                                                                                                                                                                                         |                          |                                           |                                                                                                                                                                  |                                                           |                                                                                 |         |  |  |  |
| 4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:                                                                                                                                               |                          |                                           |                                                                                                                                                                  |                                                           |                                                                                 |         |  |  |  |
|                                                                                                                                                                                                                                                                                                                    |                          |                                           | FY 2022-23                                                                                                                                                       |                                                           | FY 2021-22                                                                      |         |  |  |  |
|                                                                                                                                                                                                                                                                                                                    |                          |                                           | Re-Used                                                                                                                                                          | Recycled                                                  | Safely Disposed                                                                 | Re-Used |  |  |  |
| Plastics (including packaging)                                                                                                                                                                                                                                                                                     |                          |                                           |                                                                                                                                                                  |                                                           |                                                                                 |         |  |  |  |
| E-waste                                                                                                                                                                                                                                                                                                            |                          |                                           | The Company does not reclaim the product from the customer, once sold. However, the product returned by the customer, if not resealable are safely disposed off. |                                                           |                                                                                 |         |  |  |  |
| Hazardous Waste                                                                                                                                                                                                                                                                                                    |                          |                                           |                                                                                                                                                                  |                                                           |                                                                                 |         |  |  |  |
| Other waste                                                                                                                                                                                                                                                                                                        |                          |                                           |                                                                                                                                                                  |                                                           |                                                                                 |         |  |  |  |
| 5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category                                                                                                                                                                                                     |                          |                                           |                                                                                                                                                                  |                                                           |                                                                                 |         |  |  |  |
| Indicate product category                                                                                                                                                                                                                                                                                          |                          |                                           | Reclaimed products and their packaging materials (as percentage of products sold) for each product category.                                                     |                                                           |                                                                                 |         |  |  |  |
|                                                                                                                                                                                                                                                                                                                    |                          |                                           | NIL                                                                                                                                                              |                                                           |                                                                                 |         |  |  |  |

**PRINCIPLE 3:** Businesses should respect and promote the well-being of all employees, including those in their value chains.



#### Essential Indicators

1 a. Details of measures for the well-being of employees:

|                                       | % of employees covered by |                             |                               |                                |                               |                                |              |            |              |          |
|---------------------------------------|---------------------------|-----------------------------|-------------------------------|--------------------------------|-------------------------------|--------------------------------|--------------|------------|--------------|----------|
|                                       | Total (A)                 | Health Insurance Number (B) | Accident Insurance Number (C) | Maternity Insurance Number (D) | Paternity Benefits Number (E) | Day Care facilities Number (F) | % (B/A)      | % (C/A)    | % (D/A)      | % (E/A)  |
| <b>Permanent Employees</b>            |                           |                             |                               |                                |                               |                                |              |            |              |          |
| Male                                  | 263                       | 263                         | 100.00                        | 263                            | 100.00                        | 0                              | 0            | 263        | 100.00       | 0        |
| Female                                | 62                        | 62                          | 100.00                        | 62                             | 100.00                        | 0                              | 0            | 62         | 100.00       | 0        |
| <b>Total</b>                          | <b>325</b>                | <b>325</b>                  | <b>100.00</b>                 | <b>325</b>                     | <b>100.00</b>                 | <b>62</b>                      | <b>19.08</b> | <b>263</b> | <b>80.92</b> | <b>0</b> |
| <b>Other than Permanent Employees</b> |                           |                             |                               |                                |                               |                                |              |            |              |          |
| Male                                  | 41                        | 40                          | 97.56                         | 40                             | 97.56                         | 0                              | 0.00         | 40         | 97.56        | 0        |
| Female                                | 6                         | 6                           | 100.00                        | 6                              | 100.00                        | 6                              | 100.00       | 0          | 0.00         | 0        |
| <b>Total</b>                          | <b>47</b>                 | <b>46</b>                   | <b>97.87</b>                  | <b>46</b>                      | <b>97.87</b>                  | <b>6</b>                       | <b>12.77</b> | <b>40</b>  | <b>85.11</b> | <b>0</b> |

b. Details of measures for the well-being of workers:

The Company does not have any workers as defined in the guidance note on BRSR, issued by SEBI.

2. Details of retirement benefits, for Current FY and Previous Financial Year.

| Benefits                | FY 2022-23                                         |                                                |                                                      | FY 2021-22                                         |                                                |                                                      |
|-------------------------|----------------------------------------------------|------------------------------------------------|------------------------------------------------------|----------------------------------------------------|------------------------------------------------|------------------------------------------------------|
|                         | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) |
| PF                      | 100.00                                             | NA                                             | Y                                                    | 100.00                                             | NA                                             | Y                                                    |
| Gratuity                | 100.00                                             | NA                                             | Y                                                    | 100.00                                             | NA                                             | Y                                                    |
| ESI                     | NA                                                 | NA                                             | NA                                                   | NA                                                 | NA                                             | NA                                                   |
| Others - Please specify | NA                                                 | NA                                             | NA                                                   | NA                                                 | NA                                             | NA                                                   |

The Company does not have any workers as defined in the guidance note on BRSR, issued by SEBI.

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

The Company is committed to creating an inclusive and accessible environment for all individuals.

**4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

Yes, Saregama has an equal opportunity policy in accordance with the Rights of Persons with Disabilities Act, 2016. This policy is accessible on the Company's Intranet and is an integral part of our HR manual. It outlines our commitment to providing equal opportunities and promoting inclusivity for individuals with disabilities.

**5. Return to work and Retention rates of permanent employees and workers that took parental leave. -**

| Gender       | Permanent Employees |                | Permanent workers   |                |
|--------------|---------------------|----------------|---------------------|----------------|
|              | Return to work rate | Retention rate | Return to work rate | Retention rate |
| Male         | -                   | -              | NA                  | NA             |
| Female       | 66.67%              | 50%            | NA                  | NA             |
| <b>Total</b> | <b>66.67%</b>       | <b>50%</b>     | <b>NA</b>           | <b>NA</b>      |

The Company does not have any workers as defined in the guidance note on BRSR, issued by SEBI.

**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.**

| Yes/No (If Yes, then give details of the mechanism in brief) |                                                             |
|--------------------------------------------------------------|-------------------------------------------------------------|
| Permanent Workers                                            | Not Applicable, as the Company does not employ any workers. |
| Other than Permanent Workers                                 |                                                             |
| Permanent Employees                                          | Yes                                                         |
| Other than Permanent Employees                               | Yes                                                         |

YES, employees can reach out to their reporting managers/ HR to redress their grievances.

The Company does not have any workers as defined in the guidance note on BRSR, issued by SEBI.

**7. Membership of employees and worker in association(s) or Unions recognized by the listed entity: - Not applicable**

| Category                         | FY 2022-23                                           |                                                                                      |         | FY 2021-22                                           |                                                                                      |         |
|----------------------------------|------------------------------------------------------|--------------------------------------------------------------------------------------|---------|------------------------------------------------------|--------------------------------------------------------------------------------------|---------|
|                                  | Total employees / workers in respective category (A) | No. of employees/ workers in respective category, who are part of association(s) (B) | % (B/A) | Total employees / workers in respective category (C) | No. of employees/ workers in respective category, who are part of association(s) (D) | % (D/C) |
| <b>Total Permanent Employees</b> |                                                      |                                                                                      |         |                                                      |                                                                                      |         |
| Male                             |                                                      | Not Applicable, since no employees are part of any association/ union.               |         |                                                      |                                                                                      |         |
| Female                           |                                                      |                                                                                      |         |                                                      |                                                                                      |         |

The Company does not have any workers as defined in the guidance note on BRSR, issued by SEBI.

**8. Details of training given to employees and workers:**

|                  | FY 2022-23 |                               |               |                      | FY 2021-22    |            |                               |               |                      |               |
|------------------|------------|-------------------------------|---------------|----------------------|---------------|------------|-------------------------------|---------------|----------------------|---------------|
|                  | Total (A)  | On Health and Safety measures |               | On Skill upgradation |               | Total (D)  | On Health and Safety measures |               | On Skill upgradation |               |
|                  |            | No. (B)                       | % (B/A)       | No. (C)              | % (C/A)       |            | No. (E)                       | % (E/D)       | No. (F)              | % (F/D)       |
| <b>Employees</b> |            |                               |               |                      |               |            |                               |               |                      |               |
| Male             | 263        | 263                           | 100.00        | 263                  | 100.00        | 210        | 210                           | 100.00        | 210                  | 100.00        |
| Female           | 62         | 62                            | 100.00        | 62                   | 100.00        | 72         | 72                            | 100.00        | 72                   | 100.00        |
| <b>Total</b>     | <b>325</b> | <b>325</b>                    | <b>100.00</b> | <b>325</b>           | <b>100.00</b> | <b>282</b> | <b>282</b>                    | <b>100.00</b> | <b>282</b>           | <b>100.00</b> |

The Company does not have any workers as defined in the guidance note on BRSR, issued by SEBI.

**9. Details of performance and career development reviews of employees and worker:**

| Category         | FY 2022-23 |            |               | FY 2021-22 |            |               |
|------------------|------------|------------|---------------|------------|------------|---------------|
|                  | Total (A)  | No. (B)    | % (B/A)       | Total (C)  | No. (D)    | % (D/C)       |
| <b>Employees</b> |            |            |               |            |            |               |
| Male             | 304        | 304        | 100.00        | 183        | 183        | 100.00        |
| Female           | 68         | 68         | 100.00        | 52         | 52         | 100.00        |
| <b>Total</b>     | <b>372</b> | <b>372</b> | <b>100.00</b> | <b>235</b> | <b>235</b> | <b>100.00</b> |

At Saregama, the Company has a PMS - Performance Management System for performance reviews. After joining, all the permanent employees fill out a KRA (Key Responsibility Area) post which a mid-year discussion is conducted in the month of November for all employees. Annual appraisal discussion happens in the month of June and increments are effected from July. During Appraisal discussions two level discussions take place based purely on KRAs set, performance shown, targets achieved and skills improved. Managing Director & HR Head have the final authority to conclude the performance review cycle. The entire process is carried out in a transparent and professional manner.

The Company does not have any workers as defined in the guidance note on BRSR, issued by SEBI.

**10. Health and safety management system:**

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Yes, an occupational health and safety management system has been implemented by the Company, even though, considering the nature of business, there are no or critical occupational health risks in the operations of the Company. The Company recognizes the paramount importance of ensuring the well-being and safety of its employees, customers, and stakeholders. Further, appropriate fire safety precautions are taken to ensure safe working environment.

- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Apart from general safety and well-being of employees, considering the nature of operations of the Company, there are no work-related hazards which may arise.

- c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Not Applicable, as the Company does not have any workers as defined in the guidance note on BRSR, issued by SEBI.

- d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, employees of the Company have access to non-occupational medical and healthcare services. The Company provides a comprehensive mediclaim facility that extends beyond occupational health coverage.

## 11. Details of safety related incidents, in the following format:

| Safety Incident/Number                                                        | Category  | FY 2022-23                                                                                                        | FY 2021-22 |
|-------------------------------------------------------------------------------|-----------|-------------------------------------------------------------------------------------------------------------------|------------|
| Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) | Employees |                                                                                                                   | NIL        |
| Total recordable work-related injuries                                        |           | Not applicable, as the Company does not have any workers as defined in the guidance note on BRSR, issued by SEBI. |            |
| No. of fatalities                                                             |           |                                                                                                                   |            |
| High consequence work-related injury or ill-health (excluding fatalities)     |           |                                                                                                                   |            |

## 12. Describe the measures taken by the entity to ensure a safe and healthy work place.

- The Company is dedicated to provide comprehensive healthcare services to its employees and their families. In August 2022, a Booster Camp was organized, followed by a wellness camp in February 2023. The Company conducts regular Dental & Eye Check-ups and seeks consultations from health experts. Additionally, a health camp was held in November 2022. The Company emphasizes cleanliness and adheres to hygiene protocols. It also offers 24/7 medical support, aiming to create a safe work environment that benefits employees and allows them to stay focused.
- The Company prioritizes the safety and well-being of all employees and third-party workers present on its premises. Health, safety and environmental performance are assessed across all offices. Administration staff are trained in fire safety and evacuation drills. No employee accidents occurred during the reporting year.
- Regular equipment checks are conducted to address wear and tear, including air conditioners and UPS systems. Fire alarm systems and smoke detectors are installed at all premises, and fire extinguishers are kept filled for effective use in emergencies. The Company has doctors dedicatedly available for medical assistance.

## 13. Number of Complaints on the following made by employees and workers:

|                    | FY 2022-23            |                                       |                                                                               | FY 2021-22            |                                       |         |
|--------------------|-----------------------|---------------------------------------|-------------------------------------------------------------------------------|-----------------------|---------------------------------------|---------|
|                    | Filed during the year | Pending resolution at the end of year | Remarks                                                                       | Filed during the year | Pending resolution at the end of year | Remarks |
| Working Conditions |                       |                                       |                                                                               |                       |                                       |         |
| Health & Safety    |                       |                                       | There were no complaints pertaining to these aspects during reporting period. |                       |                                       |         |

## 14. Assessments for the year:

| % of your plants and offices that were assessed<br>(by entity or statutory authorities or third parties) |  |      |
|----------------------------------------------------------------------------------------------------------|--|------|
| Health and safety practices                                                                              |  | 100% |
| Working Conditions                                                                                       |  | 100% |

## 15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health &amp; safety practices and working conditions.

Not Applicable as there were no safety related incidents during FY 2022-23.

Leadership Indicators

- Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).  
Yes, the Company has a Term Life Insurance Policy in place covering all its Employees in the event of their death.
- Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.  
Company closely tracks and monitors whether statutory dues deducted/collected by its value chain partners have been deposited properly and timely with government and credit of same is flowing to the Company.
- Provide the number of employees / workers having suffered high consequence work- related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

| Total no. of affected employees/workers | No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment |            |            |
|-----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------|
| FY 2022-23                              | FY 2021-22                                                                                                                                        | FY 2022-23 | FY 2021-22 |
| Employees                               | NIL                                                                                                                                               | NIL        | NIL        |
| Workers                                 |                                                                                                                                                   |            |            |

- Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

The Company is committed to continuously reviewing and improving its employee support programs, and it may consider implementing such programs in the future to better assist its employees during career transitions.

## 5. Details on assessment of value chain partners:

| % of value chain partners (by value of business done with such partners) that were assessed |
|---------------------------------------------------------------------------------------------|
| Health and safety practices                                                                 |
| Working Conditions                                                                          |

- Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Not Applicable, as no quantification is not done

**PRINCIPLE 4:** Businesses should respect the interests of and be responsive to all its stakeholders.

Essential Indicators

- Describe the processes for identifying key stakeholder groups of the entity.

To identify key stakeholder groups of Saregama India Ltd., a systematic approach is followed. This involves conducting stakeholder mapping exercises, engaging with customers, investors, employees, suppliers, regulatory bodies and the local community. Feedback mechanisms, surveys, and consultations are utilized to understand their interests, concerns, and expectations, ensuring effective stakeholder management.

**2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

| Stakeholder Group        | Whether identified as Vulnerable & Marginalized Group (Yes/No) | Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community, Meetings, Notice Board, Website, Other)                                                                                      | Frequency of engagement (Annually/ Half yearly/ Quarterly/ others - please specify)                                                                                                                                                                               | Purpose and scope of engagement including key topics and concerns raised during such engagement                                                                                                                                                                                                                             |
|--------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Employees                | No                                                             | Emails, Meetings                                                                                                                                                                                                    | On regular basis, the senior management team interacts with employees across departments where employee gets a chance to engage freely. On a quarterly basis, there is a town-hall meeting organized to discuss the key updates with respect to the Organisation. | Predominantly, grievance redressal, Feedback on Culture & benefits of organization, Celebration of festivals, Celebrating WOW Wednesday - games, Personal connect, Meetings for financial consultancy, appraisal discussions, mediclaim helpdesk, Investment planning, refresher sessions related to HR systems & processes |
| Suppliers                | No                                                             | Emails, Meetings                                                                                                                                                                                                    | Monthly                                                                                                                                                                                                                                                           | Follow up, planning and delivery                                                                                                                                                                                                                                                                                            |
| Investors & Shareholders | No                                                             | Quarterly calls with investors post announcement of results & meetings with investors as and when requested are held; predominantly to update the investors about progress of company and address concerns, if any. |                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                             |
| Regulatory Bodies        | No                                                             | Emails, Submissions                                                                                                                                                                                                 | Event Based                                                                                                                                                                                                                                                       | Intimation, updates                                                                                                                                                                                                                                                                                                         |
| Customers                | No                                                             | Emails, Project-related calls and meetings; project management reviews; relationship meetings and reviews                                                                                                           | As and when required                                                                                                                                                                                                                                              | Identifying opportunities, challenges, and grievances. Understanding client's data privacy & security requirements                                                                                                                                                                                                          |
| Community                |                                                                |                                                                                                                                                                                                                     | No specific periodicity & purpose                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                             |

**Leadership Indicators**

**1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

The Company encourages responsible and responsive communication with all its stakeholders be it customers, media, investors, analysts, regulatory authorities, vendors, etc. by way of calls, meetings, press releases or any other mode depending on the type of stakeholder. The management provides periodic updates to the Board of Directors.

**2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

Yes, stakeholder consultation is used to support the identification and management of environmental and social topics. The Company actively engages with stakeholders through surveys, meetings, and feedback mechanisms to gather input on sustainability concerns. Inputs received are carefully analyzed and incorporated into the development of policies and activities, ensuring alignment with stakeholders' expectations.

**3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

Not Applicable, as no instances of engagement with vulnerable/ marginalized stakeholder groups was identified.

**PRINCIPLE 5: Businesses should respect and promote human rights**



**Essential Indicators**

**1. Employees and workers who have been provided training on human rights issues and policy (ies) of the entity, in the following format:**

| Category               | FY 2022-23 |                                       |               | FY 2021-22 |                                       |               |
|------------------------|------------|---------------------------------------|---------------|------------|---------------------------------------|---------------|
|                        | Total (A)  | No. of employees/ workers covered (B) | % (B/A)       | Total (C)  | No. of employees/ workers covered (D) | % (D/C)       |
| <b>Employees</b>       |            |                                       |               |            |                                       |               |
| Permanent              | 325        | 325                                   | 100.00        | 210        | 210                                   | 100.00        |
| Other than permanent   | 47         | 47                                    | 100.00        | 72         | 72                                    | 100.00        |
| <b>Total Employees</b> | <b>372</b> | <b>372</b>                            | <b>100.00</b> | <b>282</b> | <b>282</b>                            | <b>100.00</b> |

**2. Details of minimum wages paid to employees and workers, in the following format:**

| Category             | FY 2022-23 |                       |                        | FY 2021-22 |                       |                        |         |         |         |         |        |
|----------------------|------------|-----------------------|------------------------|------------|-----------------------|------------------------|---------|---------|---------|---------|--------|
|                      | Total (A)  | Equal to Minimum Wage | More than Minimum Wage | Total (D)  | Equal to Minimum Wage | More than Minimum Wage |         |         |         |         |        |
|                      |            | No. (B)               | % (B/A)                |            | No. (C)               | % (C/A)                | No. (E) | % (E/D) | No. (F) | % (F/D) |        |
| <b>Employees</b>     |            |                       |                        |            |                       |                        |         |         |         |         |        |
| Permanent            | 325        | 0                     | 0.00                   | 325        | 100.00                |                        | 282     | 0       | 0.00    | 282     | 100.00 |
| Male                 | 263        | 0                     | 0.00                   | 263        | 100.00                |                        | 210     | 0       | 0.00    | 210     | 100.00 |
| Female               | 62         | 0                     | 0.00                   | 62         | 100.00                |                        | 72      | 0       | 0.00    | 72      | 100.00 |
| Other than Permanent |            |                       |                        |            |                       |                        |         |         |         |         |        |
| Male                 |            |                       |                        |            |                       |                        |         |         |         |         |        |
| Female               |            |                       |                        |            |                       |                        |         |         |         |         |        |

## 3. Details of remuneration/salary/wages, in the following format:

|                                          | Male   |                                                                                                                                                                                                                                             |        | Female                                                                                                                                                                                                                                      |        |                                                           |
|------------------------------------------|--------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|-----------------------------------------------------------|
|                                          | Number | Median remuneration/ Salary/ Wages                                                                                                                                                                                                          | Number | Median remuneration/ Salary/ Wages of respective category                                                                                                                                                                                   | Number | Median remuneration/ Salary/ Wages of respective category |
| Board of Directors (BoD)                 | 5      | Not applicable, as all Non-Executive Directors/ Independent Directors receive remuneration in the form of sitting fees, and the Managing Director's compensation is included in the Key Management Personnel (KMP) details mentioned below. | 3      | Not applicable, as all Non-Executive Directors/ Independent Directors receive remuneration in the form of sitting fees, and the Managing Director's compensation is included in the Key Management Personnel (KMP) details mentioned below. |        |                                                           |
| Key Managerial Personnel                 | 2      | Rs. 587.02 Lakhs                                                                                                                                                                                                                            | 1      | Rs. 7.32 Lakhs                                                                                                                                                                                                                              |        |                                                           |
| Employees other than BoD and KMP Workers | 261    | Rs.9.50 Lakhs                                                                                                                                                                                                                               | 61     | Rs.9.50 Lakhs                                                                                                                                                                                                                               |        |                                                           |
|                                          |        | Not Applicable                                                                                                                                                                                                                              |        |                                                                                                                                                                                                                                             |        |                                                           |

## 4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, HR is the focal point responsible for addressing the Human rights impacts or issues caused or contributed to by the business.

## 5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The grievances pertaining to human rights can be addressed to the HR of the Company who is responsible to get them resolved.

## 6. Number of Complaints on the following made by employees and workers:

|                                   | FY 2022-23            |                                           |         | FY 2021-22            |                                           |         |
|-----------------------------------|-----------------------|-------------------------------------------|---------|-----------------------|-------------------------------------------|---------|
|                                   | Filed during the year | Pending resolution at the end of the year | Remarks | Filed during the year | Pending resolution at the end of the year | Remarks |
| Sexual harassment                 | 1                     | NIL                                       | Closed  | NIL                   | NIL                                       | NIL     |
| Discrimination at workplace       |                       |                                           |         |                       |                                           |         |
| Child Labour                      |                       |                                           |         |                       |                                           |         |
| Forced Labour/ Involuntary Labour |                       | NIL                                       |         |                       | NIL                                       |         |
| Wages                             |                       |                                           |         |                       |                                           |         |
| Other Human Rights related issues |                       |                                           |         |                       |                                           |         |

## 7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases

The Code of Ethics and Business Conduct and Whistle Blower Policy provides the mechanism to prevent adverse consequences to the complainant in discrimination and harassment cases.

## 8. Do human rights requirements form part of your business agreements and contracts?

Currently, human rights requirements are not explicitly included as part of the Company's business agreements and contracts.

## 9. Assessments for the year:

|                             | % of your plants and Offices that were assessed (by entity or statutory authorities or third parties) |
|-----------------------------|-------------------------------------------------------------------------------------------------------|
| Child Labour                |                                                                                                       |
| Forced/involuntary labour   |                                                                                                       |
| Sexual Harassment           |                                                                                                       |
| Discrimination at workplace |                                                                                                       |
| Wages                       |                                                                                                       |
| Others - please specify     |                                                                                                       |

Assessments are not carried out

## 10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Not Applicable

Leadership Indicators

## 1. Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints.

None of the Company's business process required any modification introduced as a result of addressing human rights grievances/ complaints.

## 2. Details of the scope and coverage of any Human rights due-diligence conducted.

Company has not conducted any due diligence on Human rights issues. However, its human rights policy covers different components as compliance to all Government regulations, continuous engagement with stakeholders on human rights and related matters, diversity at workplace, harassment free workplace, and grievance mechanisms.

## 3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

The Company is committed to creating an inclusive and accessible environment for all individual and is dedicated to actively working towards implementing accessibility measures for the differently abled employees and visitors in the near future.

## 4. Details on assessment of value chain partners:

|                                    | % of value chain partners (by value of business done with such partners) that were assessed |
|------------------------------------|---------------------------------------------------------------------------------------------|
| Sexual Harassment                  |                                                                                             |
| Discrimination at workplace        |                                                                                             |
| Child Labour                       |                                                                                             |
| Forced Labour / Involuntary Labour |                                                                                             |
| Wages                              |                                                                                             |
| Others - Please Specify            |                                                                                             |

NIL

## 5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

Not Applicable.

**PRINCIPLE 6:** Businesses should respect and make efforts to protect and restore the environment.**Essential Indicators****1. Details of total energy consumption (in Megajoules) and energy intensity, in the following format:**

| Parameter                                                                                    | Units                   | FY 2022-23       | FY 2021-22 |
|----------------------------------------------------------------------------------------------|-------------------------|------------------|------------|
| Total electricity consumption (A)                                                            | Megajoules              | 3740011.2        | 3212979.5  |
| Total fuel consumption (B)                                                                   | Megajoules              | 122456.9         | 151756.9   |
| Energy consumption through other sources (C)                                                 | Megajoules              | NIL              | NIL        |
| <b>Total energy consumption (A+B+C)</b>                                                      | Megajoules              | <b>3862468.1</b> | 3364736.4  |
| <b>Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)</b> | Megajoules/Rupees Lakhs | <b>55.56</b>     | 59.21      |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency- Considering the Company's Business Operations, evaluation is not being conducted from any external agency.

**2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any**

Not Applicable.

**3. Provide details of the following disclosures related to water, in the following format:**

| Parameter                                                         | Units                   | FY 2022-23    | FY 2021-22 |
|-------------------------------------------------------------------|-------------------------|---------------|------------|
| <b>Water withdrawal by source</b>                                 |                         |               |            |
| (i) Surface water                                                 | kilolitres              | NIL           | NIL        |
| (ii) Groundwater                                                  | kilolitres              | NIL           | NIL        |
| (iii) Third party water                                           | kilolitres              | 253.21        | 190.98     |
| (iv) Seawater / desalinated water                                 | kilolitres              | NIL           | NIL        |
| (v) Others                                                        | kilolitres              | NIL           | NIL        |
| Total volume of water withdrawal (i + ii + iii + iv + v)          | kilolitres              | <b>253.21</b> | 190.98     |
| Total volume of water consumption                                 | kilolitres              | <b>253.21</b> | 190.98     |
| Water intensity per rupee of turnover (Water consumed / turnover) | kilolitres/Rupees Lakhs | <b>0.0036</b> | 0.0034     |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency- Considering the Company's Business Operations, evaluation is not being conducted from any external agency.

**4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

Considering nature of business, this indicator is Not applicable.

**5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

The Company does not have any significant air emissions other than those arising from operation of DG sets during power outages. The Company's operations in India have obtained the required consent under the Air (Prevention & Control of Pollution) Act (1981) for operating DG sets, and it ensures strict compliance with all specified conditions, including stack emission parameters such as

nitrous oxide, non-methane hydrocarbons, carbon monoxide, particulate matter, etc. Regular stack emission monitoring is carried out in accordance with the frequency mandated by the Consent to Operate (CTO) for the generator sets.

| Parameter                           | Please specify unit | FY 2022-23 | FY 2021-22 |
|-------------------------------------|---------------------|------------|------------|
| NOx                                 |                     |            |            |
| SOx                                 |                     |            |            |
| Particulate matter (PM)             |                     |            |            |
| Persistent organic pollutants (POP) |                     |            |            |
| Volatile organic compounds (VOC)    |                     |            |            |
| Hazardous air pollutants (HAP)      |                     |            |            |
| Others - please specify             |                     |            |            |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency- Considering the Company's Business Operations, evaluation is not being conducted from any external agency

**6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

| Parameter                                                                                            | Unit                                                      | FY 2022-23    | FY 2021-22 |
|------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|---------------|------------|
| Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) | Metric tonnes of CO <sub>2</sub> equivalent               | <b>275.96</b> | 282.31     |
| Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) | Metric tonnes of CO <sub>2</sub> equivalent               | <b>841.5</b>  | 722.92     |
| Total Scope 1 and Scope 2 emissions per rupee of turnover                                            | Metric tonnes of CO <sub>2</sub> equivalent/ Rupees Lakhs | <b>0.016</b>  | 0.018      |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency- Considering the Company's Business Operations, evaluation is not being conducted from any external agency

**7. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.**

At present, the Company does not have any specific projects related to reducing greenhouse gas (GHG) emissions. However, the company is actively taking various internal measures to minimize its GHG footprint. These efforts include the usage of power strips with multiple pin holders to consolidate power usage, switching off electrical devices when not in use to prevent energy waste, installing energy-efficient light bulbs to reduce electricity consumption, and opting for laptops with LCD screens instead of power-intensive PCs to decrease overall energy usage. While external projects are not currently in progress, the company's internal initiatives demonstrate a commitment to sustainability and energy conservation. The Company actively participates in tree plantation drive in its Kolkata's Premises.

**8. Provide details related to waste management by the entity, in the following format:**

| Parameter                                          | FY 2022-23 | FY 2021-22 |
|----------------------------------------------------|------------|------------|
| <b>Total Waste generated (in metric tonnes)</b>    |            |            |
| Plastic waste (A)                                  | -          | -          |
| E-waste (B)                                        | 0.25       | 0.98       |
| Bio-medical waste (C)                              | -          | -          |
| Construction and demolition waste (D)              | -          | -          |
| Battery waste (E)                                  | -          | -          |
| Radioactive waste (F)                              | -          | -          |
| Other Hazardous waste. Please Specify, if any. (G) | -          | -          |

| Parameter                                                                                                                                                                                                                                                                                                                                   | FY 2022-23                                                                                                                     | FY 2021-22          |                                                                                                                                                             |                                                  |                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|-------------------|
| Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)                                                                                                                                                                                                         | -                                                                                                                              | -                   |                                                                                                                                                             |                                                  |                   |
| <b>Total (A+B + C + D + E + F + G + H)</b>                                                                                                                                                                                                                                                                                                  | <b>0.25</b>                                                                                                                    | <b>0.98</b>         |                                                                                                                                                             |                                                  |                   |
| <b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>                                                                                                                                                                                              |                                                                                                                                |                     |                                                                                                                                                             |                                                  |                   |
| <b>Category of waste</b>                                                                                                                                                                                                                                                                                                                    |                                                                                                                                |                     |                                                                                                                                                             |                                                  |                   |
| (i) Recycled                                                                                                                                                                                                                                                                                                                                | Computers and related accessories are handed over to vendors or to certified disposal agencies. The data cannot be quantified. |                     |                                                                                                                                                             |                                                  |                   |
| (ii) Re-used                                                                                                                                                                                                                                                                                                                                | -                                                                                                                              | -                   |                                                                                                                                                             |                                                  |                   |
| (iii) Other recovery operations                                                                                                                                                                                                                                                                                                             | -                                                                                                                              | -                   |                                                                                                                                                             |                                                  |                   |
| <b>Total</b>                                                                                                                                                                                                                                                                                                                                | <b>-</b>                                                                                                                       | <b>-</b>            |                                                                                                                                                             |                                                  |                   |
| <b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>                                                                                                                                                                                                                           |                                                                                                                                |                     |                                                                                                                                                             |                                                  |                   |
| <b>Category of waste</b>                                                                                                                                                                                                                                                                                                                    |                                                                                                                                |                     |                                                                                                                                                             |                                                  |                   |
| (i) Incineration                                                                                                                                                                                                                                                                                                                            | NA                                                                                                                             | NA                  |                                                                                                                                                             |                                                  |                   |
| (ii) Landfilling                                                                                                                                                                                                                                                                                                                            | NA                                                                                                                             | NA                  |                                                                                                                                                             |                                                  |                   |
| (iii) Other disposal operations                                                                                                                                                                                                                                                                                                             | NA                                                                                                                             | NA                  |                                                                                                                                                             |                                                  |                   |
| <b>Total</b>                                                                                                                                                                                                                                                                                                                                | <b>NA</b>                                                                                                                      | <b>NA</b>           |                                                                                                                                                             |                                                  |                   |
| Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency- Considering the Company's Business Operations, evaluation is not being conducted from any external agency.                                                                        |                                                                                                                                |                     |                                                                                                                                                             |                                                  |                   |
| Apart from plastic waste which is generated in negligible quantities, the Company does not generate any other waste aforementioned.                                                                                                                                                                                                         |                                                                                                                                |                     |                                                                                                                                                             |                                                  |                   |
| <b>9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes</b>                                                                     |                                                                                                                                |                     |                                                                                                                                                             |                                                  |                   |
| The Company does not produce any hazardous and toxic chemicals. However, the Company is committed to develop systems to reduce and recycle the water used and emphasise on the use of biodegradable garbage bags and dispose them in a systematic way.                                                                                      |                                                                                                                                |                     |                                                                                                                                                             |                                                  |                   |
| <b>10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:</b> |                                                                                                                                |                     |                                                                                                                                                             |                                                  |                   |
| S. No.                                                                                                                                                                                                                                                                                                                                      | Location of operations/offices                                                                                                 | Types of operations | Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any. |                                                  |                   |
|                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                |                     | Not Applicable, as the Company has no such operations or offices near or around ecologically sensitive area.                                                |                                                  |                   |
| <b>11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:</b>                                                                                                                                                                                        |                                                                                                                                |                     |                                                                                                                                                             |                                                  |                   |
| Name and brief details of project                                                                                                                                                                                                                                                                                                           | EIA Notification No.                                                                                                           | Date                | Whether conducted by independent external agency (Yes / No)                                                                                                 | Results communicated in public domain (Yes / No) | Relevant Web link |
|                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                |                     |                                                                                                                                                             |                                                  | Not Applicable    |

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, and Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

| Serial Number | Specify the law / regulation / guidelines which was not complied with | Provide details of the non-compliance                         | Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts | Corrective action taken, if any |
|---------------|-----------------------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|---------------------------------|
|               |                                                                       | NIL. The Company adheres to all applicable environmental laws |                                                                                                           |                                 |

### Leadership Indicators

1. Provide break-up of the total energy consumed (in Megajoules) from renewable and non-renewable sources, in the following format:

| Parameter                                                       | FY 2022-23       | FY 2021-22       |
|-----------------------------------------------------------------|------------------|------------------|
| <b>From renewable sources</b>                                   |                  |                  |
| Total electricity consumption (A)                               | NA               | NA               |
| Total fuel consumption (B)                                      |                  |                  |
| Energy consumption through other sources (C)                    |                  |                  |
| Total energy consumed from renewable sources (A+B+C)            |                  |                  |
| <b>From non-renewable sources</b>                               |                  |                  |
| Total electricity consumption (D)                               | 3740011.2        | 3212979.5        |
| Total fuel consumption (E)                                      | 122456.9         | 151756.9         |
| Energy consumption through other sources (F)                    | NIL              | NIL              |
| <b>Total energy consumed from non-renewable sources (D+E+F)</b> | <b>3862468.1</b> | <b>3364736.4</b> |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency- Considering the Company's Business Operations, evaluation is not being conducted from any external agency.

2. Provide the following details related to water discharged: The Company does not discharge any water.

| Parameter                                                                    | FY 2022-23 | FY 2021-22 |
|------------------------------------------------------------------------------|------------|------------|
| <b>Water discharge by destination and level of treatment (in kilolitres)</b> |            |            |
| <b>(i) To Surface water</b>                                                  |            |            |
| - No treatment                                                               | NA         | NA         |
| - With treatment - please specify level of treatment                         | NA         | NA         |
| <b>(ii) To Groundwater</b>                                                   |            |            |
| - No treatment                                                               | NA         | NA         |
| - With treatment - please specify level of treatment                         | NA         | NA         |
| <b>(iii) To Seawater</b>                                                     |            |            |
| - No treatment                                                               | NA         | NA         |
| - With treatment - please specify level of treatment                         | NA         | NA         |
| <b>(iv) Sent to third-parties</b>                                            |            |            |
| - No treatment                                                               | NA         | NA         |
| - With treatment - please specify level of treatment                         | NA         | NA         |
| <b>(v) Others</b>                                                            |            |            |
| - No treatment                                                               | NA         | NA         |
| - With treatment - please specify level of treatment                         | NA         | NA         |
| <b>Total water discharged (in kilolitres)</b>                                | <b>NA</b>  | <b>NA</b>  |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency- Considering the Company's Business Operations, evaluation is not being conducted from any external agency.

**3. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):**

For each facility / plant located in areas of water stress, provide the following information:

Name of the area

Nature of operations

Water withdrawal, consumption and discharge in the following format:

| Parameter                                                                             | FY 2022-23 | FY 2021-22 |
|---------------------------------------------------------------------------------------|------------|------------|
| <b>Water withdrawal by source (in kilolitres)</b>                                     |            |            |
| (i) Surface water                                                                     |            |            |
| (ii) Groundwater                                                                      |            |            |
| (iii) Third party water                                                               |            |            |
| (iv) Seawater / desalinated water                                                     |            |            |
| (v) Others                                                                            |            |            |
| <b>Total volume of water withdrawal (in kilolitres)</b>                               | NA         | NA         |
| <b>Total volume of water consumption (in kilolitres)</b>                              |            |            |
| <b>Water intensity per rupee of turnover (Water consumed / turnover)</b>              |            |            |
| <b>Water intensity (optional) - the relevant metric may be selected by the entity</b> |            |            |
| <b>Water discharge by destination and level of treatment (in kilolitres)</b>          |            |            |
| <b>(i) Into Surface water</b>                                                         |            |            |
| - No treatment                                                                        |            |            |
| - With treatment - please specify level of treatment                                  |            |            |
| <b>(ii) Into Groundwater</b>                                                          |            |            |
| - No treatment                                                                        |            |            |
| - With treatment - please specify level of treatment                                  |            |            |
| <b>(iii) Into Seawater</b>                                                            |            |            |
| - No treatment                                                                        |            |            |
| - With treatment - please specify level of treatment                                  |            |            |
| <b>(iv) Sent to third-parties</b>                                                     |            |            |
| - No treatment                                                                        |            |            |
| - With treatment - please specify level of treatment                                  |            |            |
| <b>(v) Others</b>                                                                     |            |            |
| - No treatment                                                                        |            |            |
| - With treatment - please specify level of treatment                                  |            |            |
| <b>Total water discharged (in kilolitres)</b>                                         | NA         | NA         |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency- Considering the Company's Business Operations, evaluation is not being conducted from any external agency.

The above-mentioned table is not applicable to the Company, as none of the Company's offices are in any water stress area.

**4. Please provide details of total Scope 3 emissions & its intensity, in the following format:**

| Parameter                                                                                                                                                             | Unit                                                                                                                                          | FY 2022-23 | FY 2021-22 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|------------|------------|
| Total Scope 3 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available) | Considering the level of quantification required for scope 3 calculation, currently the Company is not evaluating the emission and intensity. |            |            |
| Total Scope 3 emissions per rupee of turnover                                                                                                                         | However, it shall start assessing the same in the due course.                                                                                 |            |            |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency- Considering the Company's Business Operations, evaluation is not being conducted from any external agency.

**5. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

Not Applicable. As none of the Company's operations or offices are near or around ecologically sensitive area.

**6. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

| Sr. No | Initiative undertaken                    | Details of the initiative (Web-link, if any, may be provided along-with summary) | Outcome of the initiative                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|--------|------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1      | Water Faucets rather than the Water Taps |                                                                                  | It helps to conserve water, in various ways: Precise water control by use of such lever handles or knobs, reduced flow rate by use of modern water faucets with built-in flow restrictors or aerators and prompt leakage detection.                                                                                                                                                                                                                                                                                                                                                                                                  |
| 2      | LED lights for energy conservation       |                                                                                  | It helps to conserve energy, in various ways by use of LED lights                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 3      | Usage of wheat straw based paper         |                                                                                  | Benefits of the usage are:<br>1. Environmental Sustainability: Wheat straw-based paper is made from agricultural waste, specifically the leftover stalks and stems of wheat crops after harvesting the grains.<br>2. Waste Reduction: Wheat straw is often considered agricultural waste and is typically burned or discarded after the grain harvest.<br>3. Reduced Carbon Footprint: Compared to traditional wood-based paper, wheat straw-based paper has a lower carbon footprint.<br>4. Economic Opportunities: Utilizing wheat straw for paper production can create economic opportunities for farmers and rural communities. |
| 4      | Usage on Biodegradable Garbage Bags      |                                                                                  | Benefits of the usage are:<br>1. Environmental Friendliness: Biodegradable garbage bags are designed to break down and decompose naturally over time through biological processes.<br>2. Reduced Plastic Waste: By using biodegradable garbage bags, the reliance on traditional plastic bags is reduced.<br>3. Landfill Management: Biodegradable garbage bags can facilitate more efficient waste management in landfills.                                                                                                                                                                                                         |

**7. Does the entity have a business continuity and disaster management plan?**

The data backup process of the Company is carried out daily as independent rolling active backups. The data in the production environment is backed up on independent data cartridges. These cartridges are then archived for future reference. These backups are verified for data integrity. From a business continuity perspective, we have a real-time data synchronization with a disaster recovery setup.

Further, the Company has offices located at multiple locations across the country. In case of any unforeseen situations or a natural disaster the employees can work from any of these offices or any other remote places including from their homes, as they have the necessary IT infrastructure. This guarantees that in the event of any disruptions, business operations are not impacted.

**8. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?**

The Company did not encounter any such adverse impact to the environment arising from its Value Chain Partners, however as a good practice the Company transitioned to eco-friendly egg trays, which resulted in a reduced environmental footprint.

**9. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

NIL. Assessment for Value Chain Partner are not been conducted.

**PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**

**Essential Indicators**

**1. a. Number of affiliations with trade and industry chambers/ associations.**

The Company is affiliated with 5 National industry chambers.

**b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

| S. No | Name of the trade and industry chambers/ associations | Reach of trade and industry chambers/ associations (State/National) |
|-------|-------------------------------------------------------|---------------------------------------------------------------------|
| 1     | Confederation of Indian Industry (CII)                | National                                                            |
| 2     | Phonographic Performance Limited (PPL)                | National                                                            |
| 3     | Indian Performing Rights Society Limited (IPRS)       | National                                                            |
| 4     | Indian Music Industry (IMI)                           | National                                                            |
| 5     | Indo American Chamber of Commerce                     | National                                                            |

**2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities- No such order from regulatory authority**

| Name of authority              | Brief of the case | Corrective active taken |
|--------------------------------|-------------------|-------------------------|
| Not Applicable as no such case |                   |                         |

**Leadership Indicators**

| Sr. No                                                                                                                                                                                                                                                                                                                      | Public policy advocated | Method resorted for such advocacy | Whether information available in public domain? (Yes/No) | Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others - please specify) | Web Link, If available |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------------|----------------------------------------------------------|-------------------------------------------------------------------------------------------|------------------------|
| The Company through various Industry associations, participates in advocating matters for the advancement of the Industry and Public Good. The Company has a Code of Conduct Policy to ensure that the highest standards of business conduct are followed while engaging with aforesaid Trade associations/Industry bodies. |                         |                                   |                                                          |                                                                                           |                        |

**PRINCIPLE 8: Businesses should promote inclusive growth and equitable development**

**Essential Indicators**

**1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

| Name and Brief details of project                                                                                           | SIA Notification No. | Date of notification | Whether conducted by independent external agency (Yes/No) | Results communicated in public domain (Yes/No) | Relevant Web Link |
|-----------------------------------------------------------------------------------------------------------------------------|----------------------|----------------------|-----------------------------------------------------------|------------------------------------------------|-------------------|
| Social Impact Assessment is not applicable to the Company as Currently the Company does not have any SIA projects in place. |                      |                      |                                                           |                                                |                   |

**2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

| S. No                                                 | Name of Project for which R&R is ongoing | State | District | No. of Project Affected Families (PAFs) | 5 of PAFs covered by R&R | Amounts paid to PAFs in the FY (in Rs.) |
|-------------------------------------------------------|------------------------------------------|-------|----------|-----------------------------------------|--------------------------|-----------------------------------------|
| Not Applicable considering operations of the Company. |                                          |       |          |                                         |                          |                                         |

**3. Describe the mechanisms to receive and redress grievances of the community.**

Company's CSR Committee at the Board level oversees CSR activities, along with the corporate CSR team handle stakeholder grievances and engage with the community directly or through implementing agencies. Grievances received are communicated to the CSR team and discussed with the board-level committee in quarterly meetings. Resolutions are then conveyed back to the community members or their representatives.

**4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

|                                                                      | FY 2022-23 | FY 202021-22                                                                                                                                                                                                  |
|----------------------------------------------------------------------|------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Directly sourced from MSMEs/ small producers                         |            | Not applicable, as the Company is not in manufacturing of goods and sourcing of goods is not a part of its principal business activities. The Company only assembles the product and does not manufacture it. |
| Sourced directly from within the district and neighbouring districts |            |                                                                                                                                                                                                               |

**Leadership Indicators**

**1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

| Details of negative social impact identified | Corrective action taken |
|----------------------------------------------|-------------------------|
| Not Applicable                               |                         |

**2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

| S. No | State | Aspirational District | Amount spent (In INR) |
|-------|-------|-----------------------|-----------------------|
|       |       | Not Applicable        |                       |

**3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)**

No. There is no such policy in place.

## (b) From which marginalized /vulnerable groups do you procure?

Not Applicable

## (c) What percentage of total procurement (by value) does it constitute?

Not Applicable.

## 4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

| Sr. No                                                               | Intellectual Property based on traditional knowledge | Owned/ Acquired (Yes/No) | Benefit shared (Yes / No) | Basis of calculating benefit share |
|----------------------------------------------------------------------|------------------------------------------------------|--------------------------|---------------------------|------------------------------------|
| The Company has not derived any benefits from Traditional Knowledge. |                                                      |                          |                           |                                    |

## 5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

| Name of authority | Brief of the case | Corrective Action taken |
|-------------------|-------------------|-------------------------|
| Not Applicable    |                   |                         |

## 6. Details of beneficiaries of CSR Projects:

| Sr. No                                                                                                                                                                                             | CSR Project | No. of persons benefitted from CSR projects | % of beneficiaries from vulnerable and marginalized groups |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|---------------------------------------------|------------------------------------------------------------|
| The Company has only one on-going project of setting up of an IB School in Kolkata with modern facilities for promoting Education. The students of this school will be the beneficiaries in future |             |                                             |                                                            |

**PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner**Essential Indicators

## 1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Customers have multiple avenues to raise complaints with the Company, including the company's website, Business WhatsApp account (8657499000), IVR, Toll-Free number (18001027799), and email address ([feedback@saregama.com](mailto:feedback@saregama.com)). Once a complaint is lodged, a unique ticket or complaint ID is generated. Depending on the nature of the complaint, a service technician is assigned to address and resolve the issue. If necessary, the Company undertakes product replacement or recalls to ensure a satisfactory resolution. For mobile-related complaints, customers are directed to designated service centres for appropriate assistance and resolution.

## 2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

| As a percentage to total turnover                           |                                                                                                            |
|-------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|
| Environmental and social parameters relevant to the product | 17.61% (This percentage denotes the turnover of the Company with respect to sale of its product "Carvaan") |
| Safe and responsible usage                                  | NIL                                                                                                        |
| Recycling and/or safe disposal                              | NIL                                                                                                        |

## 3. Number of consumer complaints in respect of the following:

|                                | FY 2022-23               |                                   |                                                                                                                                                   | FY 2021-22               |                                   |                                                                                                                                                   |
|--------------------------------|--------------------------|-----------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|-----------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
|                                | Received during the Year | Pending resolution at end of year | Remarks                                                                                                                                           | Received during the Year | Pending resolution at end of year | Remarks                                                                                                                                           |
| Data Privacy                   |                          |                                   |                                                                                                                                                   |                          |                                   |                                                                                                                                                   |
| Advertising                    |                          |                                   |                                                                                                                                                   |                          |                                   |                                                                                                                                                   |
| Cyber-security                 |                          |                                   |                                                                                                                                                   |                          |                                   |                                                                                                                                                   |
| Delivery of essential services |                          |                                   |                                                                                                                                                   |                          |                                   |                                                                                                                                                   |
| Restrictive Trade Practices    |                          |                                   |                                                                                                                                                   |                          |                                   |                                                                                                                                                   |
| Unfair Trade Practices         |                          |                                   |                                                                                                                                                   |                          |                                   |                                                                                                                                                   |
| Other                          | 72,986                   | NIL                               | Complaints were predominantly related to a few defects in products. The same were resolved completely by providing either a replacement or refund | 52,596                   | NIL                               | Complaints were predominantly related to a few defects in products. The same were resolved completely by providing either a replacement or refund |

## 4. Details of instances of product recalls on account of safety issues:

| Number            | Reasons for recall |
|-------------------|--------------------|
| Voluntary recalls |                    |
| Forced recalls    | NIL                |

## 5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy

The Company has a systematic IT Process manual. Basis the organisation structure and the security guidelines setup by the organization; issues like network/ server security, back-up policy, work-station security policy, information Integrity and continuity etc. are reported and are addressed. Instances of non-compliances are reviewed and approved by the chief information officer of the Company.

## 6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

No such incidents occurred during the reporting period.

**Leadership Indicators**

1. **Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

[www.saregama.com](http://www.saregama.com).

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

The company ensures that each product is accompanied by a comprehensive User Manual, which contains crucial information regarding safety guidelines and instructions on how to use the product effectively.

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services**

None of the company products fall under essential service.

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/ Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

Yes, the Company ensures proper display of all required information on product labels and packaging in accordance with applicable rules and regulations. Additionally, comprehensive product information is available on the company's website.

Company for its music retail business, after every service resolution, a customer satisfaction form is sent to customers to collect independent feedback of the service. Also, customer satisfaction calls are made after every service request closure to get quality feedback from the customers.

5. **Provide the following information relating to data breaches:**

a. Number of instances of data breaches along-with impact  
None

b. Percentage of data breaches involving personally identifiable information of customers  
None

**'ANNEXURE - E' TO THE BOARDS' REPORT****REPORT ON CORPORATE GOVERNANCE**

This report on Corporate Governance is divided into the following parts:

- I. Saregama India Limited's ('Company') Philosophy on Corporate Governance
- II. Board of Directors ('Board')
- III. Audit Committee ('AC')
- IV. Nomination and Remuneration Committee ('NRC')
- V. Stakeholders Relationship Committee ('SRC')
- VI. Share Transfer Sub-Committee
- VII. Corporate Social Responsibility Committee ('CSR')
- VIII. Risk Management Committee ('RMC')
- IX. Finance Committee
- X. Fund Raising Committee
- XI. Committee of Independent Directors
- XII. Senior Management Team of the Company
- XIII. General Body Meetings
- XIV. Other Disclosures
- XV. Means of Communication
- XVI. General Shareholder Information

**I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Corporate Governance encompasses laws, procedures, practices and implicit rules that determine the Management's ability to make sound decisions vis-à-vis all its stakeholders - in particular, its shareholders, creditors, the State and its employees. There is a global consensus on the objective of Good Corporate Governance: Maximising long-term shareholder value.

Since shareholders are residual claimants, this objective follows from a premise that in well-performing capital and financial markets, whatever maximises shareholder value must necessarily maximise corporate value and best satisfy the claims of the creditors, the employees, and the State.

A company which is proactively compliant with the law and which adds value to itself through the Corporate Governance initiatives would also command a higher value in the eyes of present and prospective shareholders.

Saregama India Limited therefore believes that Corporate Governance is not an end in itself but is a catalyst in the process towards maximization of shareholder value. Therefore, shareholder value, as an objective, is woven into all aspects of Corporate Governance - the underlying philosophy, the development of roles and the creation of structures and continuous compliance with standard practices.

Corporate Governance, as a concept, has gained considerable importance of late, primarily because of the proposal to enshrine many of the accepted good governance principles into corporate law. The Companies Act, 2013 ('the Act') and the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, ('SEBI Listing Regulations') have strengthened the framework of Corporate Governance for India.

Saregama India Limited is committed to good governance practices by conducting its business in a transparent manner and creating long term sustainable shareholder value.

This report is prepared in accordance with the provisions of the SEBI Listing Regulations and the report contains the details of Corporate Governance systems and processes at Saregama India Limited.

## II. BOARD OF DIRECTORS

The Board of the Saregama India Limited, have a fiduciary responsibility to ensure that the Company's actions and objectives are aligned to sustainable growth and long-term value creation.

The Board is also responsible for:

- long-term business plan & strategy and monitoring its implementation.
- enhancing shareholder value and overseeing the interests of all stakeholders through effective management.
- monitoring the effectiveness of the Company's Corporate Governance practices.
- exercising effective control on the functioning of the Company to ensure fulfilment of stakeholder expectation and long-term value creation.

### A. Composition of the Board of Directors as on 31<sup>st</sup> March, 2023:

The Board composition is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act. The Board of the Company has an optimum combination of Executive and Non-Executive Directors with an Independent women director present on its Board. The Chairman of the Board is a Non-Executive Director and more than one-half of the total number of Directors comprises of Non-Executive Independent Directors.

The Board of Directors of the Company currently comprises of:

- 8 Non-Executive Directors (including 5 Independent Directors)
- 1 Executive Director (Managing Director)

None of the Directors on the Company's Board is a member of more than ten Committees and Chairperson of more than five Committees [Committees being, Audit Committee and Stakeholders Relationship Committee] across all the Indian public limited companies in which he/she is a Director. All the Directors have made necessary disclosures regarding Committee positions held by them in other companies and do not hold the office of Director in more than twenty companies, including ten public companies. The maximum no. of Directorships held by all our Directors are well within the limit of 7 listed entities and none of the Directors of our Company serve as an Independent Director in more than 7 listed entities. Besides, the Managing Director of our Company does not serve as an Independent Director in any of the listed entities. All Non-Independent Directors are liable to retire by rotation.

During the year under review, there is no change in the directorship of the Company.

During the year under review, 5 (Five) Board meetings were held on 6<sup>th</sup> April, 2022; 2<sup>nd</sup> May, 2022; 2<sup>nd</sup> August, 2022, 31<sup>st</sup> October, 2022 and 20<sup>th</sup> January, 2023. The maximum time-gap between any two Board meetings did not exceed 120 days.

The names and categories of Directors, the number of Directorships and Committee positions held by them in other companies, and also their shareholdings in the Company as on 31<sup>st</sup> March, 2023 are given below along with the name of other listed entities in which the Director is a director:

| Sl.<br>No. | Name of the<br>Directors    | Category of<br>Director             | No. of<br>Directorships<br>in other<br>Public Limited<br>companies<br>incorporated in<br>India <sup>1</sup> | No of other Committee<br>Membership(s) /<br>Chairmanship(s) held <sup>2</sup> |                           | No. of Equity<br>Shares held<br>(including<br>convertible<br>instruments) | Directorship in other<br>listed entity (Category of<br>Directorship)                                                                                                                                                                                                                                                                                           |
|------------|-----------------------------|-------------------------------------|-------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|---------------------------|---------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|            |                             |                                     |                                                                                                             | As<br>Chairperson                                                             | As<br>Member <sup>3</sup> |                                                                           |                                                                                                                                                                                                                                                                                                                                                                |
| 1.         | Dr. Sanjiv Goenka           | Chairman<br>(Non-Executive)         | 8                                                                                                           | 4                                                                             | 6                         | Nil                                                                       | CESC Limited<br>[Chairman (Non-Executive)]<br>RPSG Ventures Limited (formerly<br>known as CESC Ventures Ltd.)<br>[Chairman (Non-Executive)]<br>PCBL Limited (formerly known as<br>Phillips Carbon Black Ltd)<br>[Chairman (Non-Executive)]<br>Spencer's Retail Ltd.<br>[Chairman (Non-Executive)]*<br>Firstsource Solutions Ltd.<br>[Chairman (Non-Executive)] |
| 2.         | Mrs. Avarna Jain            | Vice-chairperson<br>(Non-Executive) | 2                                                                                                           | Nil                                                                           | Nil                       | Nil                                                                       | Nil                                                                                                                                                                                                                                                                                                                                                            |
| 3.         | Mr. Vikram Mehra            | Managing Director                   | 1                                                                                                           | Nil                                                                           | Nil                       | 29,00,000<br>Equity Shares                                                | Nil                                                                                                                                                                                                                                                                                                                                                            |
| 4.         | Mrs. Preeti Goenka          | Non-Executive                       | 1                                                                                                           | Nil                                                                           | Nil                       | Nil                                                                       | PCBL Limited (formerly known as<br>Phillips Carbon Black Ltd.<br>(Non-Executive)                                                                                                                                                                                                                                                                               |
| 5.         | Mr. Umang Kanoria           | Non-Executive &<br>Independent      | 5                                                                                                           | 2                                                                             | 7                         | Nil                                                                       | STEL Holdings Limited<br>(Non-Executive Independent)<br>Kanco Tea & Industries Limited<br>(Chairperson & Non-Executive<br>Director)<br>Kanco Enterprises Limited<br>(Chairperson & Managing<br>Director)                                                                                                                                                       |
| 6.         | Mr. Santanu<br>Bhattacharya | Non-Executive &<br>Independent      | 3                                                                                                           | Nil                                                                           | 3                         | Nil                                                                       | Nil                                                                                                                                                                                                                                                                                                                                                            |
| 7.         | Mr. Arindam Sarkar          | Non-Executive &<br>Independent      | 1                                                                                                           | Nil                                                                           | Nil                       | Nil                                                                       | Albert David Ltd. -<br>(Non-Executive Independent)                                                                                                                                                                                                                                                                                                             |
| 8.         | Mr. Noshir Naval<br>Framjee | Non-Executive &<br>Independent      | 5                                                                                                           | 1                                                                             | 4                         | Nil                                                                       | Harrison Malayalam Limited -<br>(Non-Executive Independent)                                                                                                                                                                                                                                                                                                    |
| 9.         | Ms. Suhana<br>Murshed       | Non-Executive &<br>Independent      | 3                                                                                                           | Nil                                                                           | 2                         | Nil                                                                       | Kanoria Chemicals & Industries<br>Limited<br>(Non-Executive Independent)<br>XPRO India Limited<br>(Non-Executive Independent)<br>STEL Holdings Limited<br>(Non-Executive Independent)                                                                                                                                                                          |

<sup>1</sup> Excluding Saregama India Limited and private limited companies (but includes subsidiaries of public companies), foreign companies and companies under Section 8 of the Act.

<sup>2</sup> Pursuant to Regulation 26(1)(b) of the SEBI Listing Regulations, only two committees viz. Audit and Stakeholders Relationship Committees, have been considered for this purpose.

<sup>3</sup> No. of other Committee Membership(s) held as Member includes Chairperson mentioned in previous column.

<sup>4</sup> Directors namely Dr. Sanjiv Goenka, Mrs. Preeti Goenka and Mrs. Avarna Jain are related to each other under the Act read with the Rules made thereunder. Further, Mrs. Preeti Goenka is the wife of Dr. Sanjiv Goenka and Mrs. Avarna Jain is the daughter of Dr. Sanjiv Goenka. No other Directors are related to each other except as mentioned above.

\* Dr. Sanjiv Goenka ceased to be a Director from Spencer's Retail Limited w.e.f. 22<sup>nd</sup> May, 202

**B. Skills/expertise/competencies of the Board of Directors:**

In terms of requirement of SEBI Listing Regulations, following is the list of core skills /competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available within the Board Members. However, absence of mention of a skill/expertise/competency against a member's name does not necessarily indicate that the member does not possess that competency or skill.

| SI.<br>No.<br>Name of Director | Areas of skills/expertise |                       |            |
|--------------------------------|---------------------------|-----------------------|------------|
|                                | Media Business            | Strategy and Planning | Governance |
| 1. Dr. Sanjiv Goenka           | ✓                         | ✓                     | ✓          |
| 2. Mrs. Preeti Goenka          | ✓                         | ✓                     | ✓          |
| 3. Mrs. Avarna Jain            | ✓                         | ✓                     | ✓          |
| 4. Mr. Vikram Mehra            | ✓                         | ✓                     | ✓          |
| 5. Mr. Santanu Bhattacharya    | ✓                         | ✓                     | ✓          |
| 6. Mr. Umang Kanoria           | -                         | ✓                     | ✓          |
| 7. Mr. Noshir Framjee          | -                         | ✓                     | ✓          |
| 8. Mr. Arindam Sarkar          | -                         | ✓                     | ✓          |
| 9. Ms. Suhana Murshed          | -                         | ✓                     | ✓          |

**C. Attendance of Directors at the Board Meetings during the period 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 and at the last Annual General Meeting ('AGM').**

| SI.<br>No.<br>Name of Directors | Number of Meetings attended out of Five<br>Board Meetings held during the year | Attendance at the last AGM<br>held on 4 <sup>th</sup> August, 2022 |
|---------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------------------|
| 1. Dr. Sanjiv Goenka            | 5                                                                              | No                                                                 |
| 2. Mrs. Avarna Jain             | 4                                                                              | No                                                                 |
| 3. Mr. Vikram Mehra             | 5                                                                              | Yes                                                                |
| 4. Mrs. Preeti Goenka           | 5                                                                              | Yes                                                                |
| 5. Mr. Umang Kanoria            | 2                                                                              | Yes                                                                |
| 6. Mr. Santanu Bhattacharya     | 5                                                                              | Yes                                                                |
| 7. Mr. Arindam Sarkar           | 5                                                                              | Yes                                                                |
| 8. Mr. Noshir Naval Framjee     | 4                                                                              | No                                                                 |
| 9. Ms. Suhana Murshed           | 4                                                                              | Yes                                                                |

**D. Code of Conduct for Directors and Senior Management:**

The Board has adopted a Code of Conduct ('the Code') for its Directors and Senior Management, who have affirmed compliance with the Code. A declaration to this effect signed by the Managing Director forms part of this Annual Report. The Code for Board Members and Senior Management of the Company is posted on the website of the Company and may be accessed at the link ([Weblink: https://r.saregama.com/resources/pdf/investor/code\\_of\\_conduct\\_for\\_board\\_of\\_directors\\_and\\_senior\\_management.pdf](https://r.saregama.com/resources/pdf/investor/code_of_conduct_for_board_of_directors_and_senior_management.pdf))

The adoption of the Code stems from the fiduciary responsibility that the Directors and the Senior Management have toward the stakeholders of the Company. The Directors and Senior Management act as trustees in the interest of all stakeholders of the Company by balancing conflicting interest, if any, between stakeholders for optimal benefit.

**E. Compliance Reports:**

At each quarterly meeting of the Board of Directors for approval of financial results, the Managing Director and Chief Financial Officer place a certificate covering compliance of various provisions of law, as applicable.

**F. Board Effectiveness Evaluation:**

Pursuant to the applicable SEBI Listing Regulations and the Act, Board evaluation involving evaluation of the Board of Directors, its Committees and individual Directors, including the role of the Board Chairman, was conducted during the year. For details kindly refer the Directors' Report.

**G. Web link of Familiarisation programme imparted to independent directors:**

The Company has in place a programme for familiarization of the Independent Directors with the Company, details of which is available on the website of the Company.

([Weblink: https://r.saregama.com/resources/pdf/investor/familiarization\\_programme\\_for\\_independent\\_director.pdf](https://r.saregama.com/resources/pdf/investor/familiarization_programme_for_independent_director.pdf))

**COMMITTEES OF THE BOARD**

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all Committees are placed before the Board. The Board Committees can request special invitees to join the meeting, as appropriate.

The Board has currently established the following Committees:

**III. AUDIT COMMITTEE ('AC')**

The Company has an AC and the terms of reference are in conformity with the powers as stipulated in Regulation 18 read with Schedule II Part C of the SEBI Listing Regulations and Section 177 of the Act. All Members of the AC are financially literate, and the Chairperson is a financial expert. The AC invites the Statutory Auditor and the Internal Auditor for one-on-one discussions on a quarterly basis. The Chief Financial Officer and Members of the Finance Team associated with Internal Audit and Governance, Risk & Compliance are also present at the meetings of the AC during discussions pertaining to agenda matters relevant to their functions. Members of the Senior Management team are also invited to attend meetings, if the matter being discussed requires their expertise or insights. Ms. Priyanka Motwani, acts as the Secretary to the AC.

The AC comprises of 3 Members and all are Independent Directors. The composition of the AC is in compliance of Regulation 18(1) of SEBI Listing Regulations.

During the year under review, the AC met 6 (six) times on 6<sup>th</sup> April, 2022; 2<sup>nd</sup> May, 2022; 2<sup>nd</sup> August, 2022; 31<sup>st</sup> October, 2022; 19<sup>th</sup> January, 2023; 20<sup>th</sup> January, 2023.

The gap between two AC meetings did not exceed 120 days.

**(i) Terms of Reference**

The broad terms of reference includes the following as is mandated in Part C of Schedule II of SEBI Listing Regulations as amended and Section 177 of the Act:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommend to the Board, the appointment, re-appointment, terms of appointment, remuneration and, if required, replacement or removal of Statutory Auditors and fixation of Audit fees.
3. Approval of payment to statutory auditors for any other services rendered by them.

4. Review, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;
5. Reviewing, with the management the quarterly financial statements before submission to the Board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence and performance and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the Company with related parties.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the Company, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
13. 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.
14. Discussion with internal auditors of any significant findings and follow up there on.
15. 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.
16. 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.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
18. To review the functioning of the Whistle Blower mechanism.
19. Approval of appointment of CFO after assessing the qualifications, experience & background, etc. of the candidate.
20. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding Rs. 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
21. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, etc., on the Company and its shareholders.

22. Review the compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended at least once in a financial year and verifying that the systems for internal control are adequate and are operating effectively.
23. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

#### (ii) Composition

The composition of the AC as on 31<sup>st</sup> March, 2023 along with the details of the meetings held during the FY 2022-23 and attendance of the members of the Committee, is detailed below:

| Name of the Directors    | Position    | Category of Director               | Meetings attended |
|--------------------------|-------------|------------------------------------|-------------------|
| Mr. Umang Kanoria        | Chairperson | Non-Executive Independent Director | 3                 |
| Mr. Santanu Bhattacharya | Member      | Non-Executive Independent Director | 6                 |
| Mr. Noshir Naval Framjee | Member      | Non-Executive Independent Director | 5                 |

#### IV. NOMINATION AND REMUNERATION COMMITTEE ('NRC')

The Company has a NRC and the terms of reference are in conformity with the provisions of Regulation 19 read with Schedule II Part D of the SEBI Listing Regulations and Section 178 of the Act. The NRC comprises of 3 Independent Directors. The Chairperson of the NRC is an Independent Director.

#### (i) Terms of Reference:

The NRC of the Company functions in accordance with the Act and SEBI Listing Regulations, which are reviewed from time to time. The broad terms of reference of NRC are as follows:

1. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.

For the purpose of identifying suitable candidates, the Committee may:

- use the services of an external agencies, if required;
  - consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - consider the time commitments of the candidates.
3. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
  4. Devising a policy on Board diversity;
  5. Identify 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 their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by NRC or by an independent external agency and review its implementation and compliance;
  6. 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;
  7. Recommend to the board, all remuneration, in whatever form, payable to senior management.

**(ii) Composition:**

The composition of NRC of the Board of Directors of the Company along with the details of the meetings held during the FY 2022-23 and attendance of the members of the Committee, is detailed below:

| Name of the Directors    | Position    | Category of Director               | Meetings attended |
|--------------------------|-------------|------------------------------------|-------------------|
| Mr. Noshir Naval Framjee | Chairperson | Non-Executive Independent Director | 4                 |
| Mr. Umang Kanoria        | Member      | Non-Executive Independent Director | 4                 |
| Mr. Santanu Bhattacharya | Member      | Non-Executive Independent Director | 6                 |

During the financial year ended March 31, 2022, the NRC met 6 (Six) times on 6<sup>th</sup> April, 2022; 2<sup>nd</sup> August, 2022; 13<sup>th</sup> August, 2022; 20<sup>th</sup> September, 2022; 15<sup>th</sup> December, 2022, 20<sup>th</sup> January, 2023.

**(iii) Performance evaluation criteria for Independent Directors:**

The performance evaluation criteria for Independent Directors forms part of the Directors' report.

**(iv) Independent Directors Meeting:**

During the year 2022-2023, the Independent Directors viz., Mr. Umang Kanoria, Mr. Santanu Bhattacharya, Mr. Arindam Sarkar, Mr. Noshir Naval Framjee and Ms. Suhana Murshed met on 19<sup>th</sup> January, 2023 in order to, inter alia, review the performance of non-independent directors including that of the Chairman taking into account the views of the executive and non-executive directors; assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties and other related matters. As on the date of the meeting there were 5 (five) Independent Directors and all of them attended the said meeting.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in SEBI Listing Regulations and are independent of the management.

**(v) Remuneration Policy:**

The Company has adopted a Remuneration Policy for Directors, Key Managerial Personnel and other employees in accordance with the provisions of the Act and the SEBI Listing Regulations.

For details on the Remuneration Policy, kindly refer to the said policy available on the website of the Company at:  
(Weblink: [https://r.saregama.com/resources/pdf/investor/Nomination\\_and\\_remuneration\\_policy.pdf](https://r.saregama.com/resources/pdf/investor/Nomination_and_remuneration_policy.pdf))

**(vi) Remuneration to Directors:****A. Non-Executive Directors**

The Non-Executive Directors do not draw any remuneration from the Company except sitting fees in accordance with the Act.

Details of the Remuneration paid to Non-Executive Directors for the year ended 31<sup>st</sup> March, 2023 are as follows:

| Sl. No.      | Name of the Directors    | Sitting Fees Paid (Rs.) |
|--------------|--------------------------|-------------------------|
| 1.           | Dr. Sanjiv Goenka        | 1,15,000                |
| 2.           | Mrs. Preeti Goenka       | 1,00,000                |
| 3.           | Mrs. Avarna Jain         | 80,000                  |
| 4.           | Mr. Umang Kanoria        | 95,000                  |
| 5.           | Mr. Santanu Bhattacharya | 2,25,000                |
| 6.           | Mr. Arindam Sarkar       | 1,00,000                |
| 7.           | Mr. Noshir Naval Framjee | 1,70,000                |
| 8.           | Ms. Suhana Murshed       | 80,000                  |
| <b>Total</b> |                          | <b>9,65,000</b>         |

**Criteria for making payments to Non-executive directors**

For Non-Executive Directors, the criteria for payment shall be based on criteria viz. the considerations which led to the selection of the Director on the Board and the delivery against the same, contribution made to the Board/Committees, attendance at the Board/Committee Meetings, impact on the performance of the Board/Committees, instances of sharing best and next practices, engaging with top management team of the Company, participation in strategy Board Meetings etc.

**B. Executive Directors**

The remuneration paid to the Executive Directors is commensurate with industry standards and Board level positions held in similar sized companies, taking into consideration the individual responsibilities shouldered by them and is in consonance with the terms of appointment approved by the Members, at the time of their appointment.

Details of remuneration paid to Mr. Vikram Mehra for the FY 2022-23 are given hereunder:

| Sr. No.          | Particulars of Remuneration                                                         | Mr. Vikram Mehra*<br>Managing Director (Rs. in Lakhs)                                                                                                                                                                                                                                                                                             |
|------------------|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.               | Gross salary                                                                        |                                                                                                                                                                                                                                                                                                                                                   |
|                  | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 985.09                                                                                                                                                                                                                                                                                                                                            |
|                  | (b) Value of perquisites u/s 17(2) of Income-tax Act, 1961                          | 12.70                                                                                                                                                                                                                                                                                                                                             |
|                  | (c) Profits in lieu of salary under section 17(3) of Income- tax Act, 1961          | -                                                                                                                                                                                                                                                                                                                                                 |
| 2.               | Stock Option                                                                        | -                                                                                                                                                                                                                                                                                                                                                 |
| 3.               | Sweat Equity                                                                        | -                                                                                                                                                                                                                                                                                                                                                 |
| 4.               | Commission - as % of profit                                                         | -                                                                                                                                                                                                                                                                                                                                                 |
| 5.               | Others, please specify                                                              | 34.51                                                                                                                                                                                                                                                                                                                                             |
| <b>Total</b>     |                                                                                     | <b>1032.30</b>                                                                                                                                                                                                                                                                                                                                    |
| Service Contract |                                                                                     | The shareholders at its Annual General Meeting held on 19 <sup>th</sup> July, 2019 approved the re-appointment of Mr. Vikram Mehra for a period of 5 years commencing from 27 <sup>th</sup> October, 2019 upto 26 <sup>th</sup> October, 2024 and whose period of office shall be liable to determination by retirement of directors by rotation. |
| Notice period    |                                                                                     | Not less than three months' notice or three months' basic salary in lieu of notice.                                                                                                                                                                                                                                                               |
|                  |                                                                                     | Termination of Agreement by the Company upon giving shorter notice, by payment of basic salary in lieu of notice.                                                                                                                                                                                                                                 |

\* The above remuneration does not include the perquisite value of interest free loan and perquisite value of shares options exercised during the year aggregating to Rs. 1,274.93 Lakhs for the year ended 31<sup>st</sup> March 2023, as defined under the Income-tax Act, 1961.

## V. STAKEHOLDERS RELATIONSHIP COMMITTEE ('SRC')

The Company has a SRC and the terms of reference of the SRC are in conformity with the provisions of Regulation 20 read with Schedule II Part D of the SEBI Listing Regulations and Section 178 of the Act. The SRC specifically looks into the various aspects of interest of shareholders, debenture holders and other security holders. The SRC functions with the objective of looking into the redressal of Stakeholders/Investors' grievances.

The SRC's composition and the terms of reference meets with the requirements of the SEBI Listing Regulations and provisions of the Act.

The SRC comprises of 2 Independent Directors and 1 Non-Executive Director. The Chairperson of the SRC is a Non-Executive Director.

### (i) Terms of Reference:

The SRC is primarily responsible for:

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 company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

### (ii) Composition

The composition of the SRC of the Board of Directors of the Company along with the details of the meetings held during the FY 2022-23 and attendance by the members of the Committee, is detailed below:

| Name of the Directors    | Position    | Category                           | Meetings attended |
|--------------------------|-------------|------------------------------------|-------------------|
| Dr. Sanjiv Goenka        | Chairperson | Non-Executive Director             | 3                 |
| Mr. Umang Kanoria        | Member      | Non-Executive Independent Director | 2                 |
| Mr. Santanu Bhattacharya | Member      | Non-Executive Independent Director | 4                 |

During the year under review, 4 (Four) Meetings of the Stakeholders Relationship Committee were held on 28<sup>th</sup> April, 2022; 20<sup>th</sup> June, 2022; 31<sup>st</sup> October, 2022; 27<sup>th</sup> February, 2023.

**Name and designation of Compliance Officer:** Ms. Priyanka Motwani, Company Secretary acts as Compliance Officer of the Company.

**Name and designation of the Nodal Officer for IEPF related matters:** Mr. Pankaj Chaturvedi, Chief Financial Officer.

The Statement of Investors Complaints is placed before the Board of Directors on a quarterly basis as required under SEBI Listing Regulations as amended.

### (iii) Status of Shareholders' Complaints (including SCORES complaints):

|                                                             |            |
|-------------------------------------------------------------|------------|
| Complaints pending as on 1 <sup>st</sup> April, 2022        | NIL        |
| Number of complaints                                        |            |
| - received during the year                                  | 3          |
| - resolved during the year                                  | 3          |
| <b>Complaints pending as on 31<sup>st</sup> March, 2023</b> | <b>NIL</b> |

There are no complaints pending or unresolved to the satisfaction of shareholders.

## VI. SHARE TRANSFER SUB-COMMITTEE:

Share Transfer Sub-Committee constituted by the Board of Directors is responsible for share transfers, transmissions and allied matters.

### (i) Terms of Reference:

1. To approve request for transfer/transmission of shares request received from the shareholder through the Registrar and Share Transfer Agent.
2. To approve request for issuance of duplicate share certificate request received from the Shareholder through the Registrar and Share Transfer Agent.
3. To process request for loss or mutilated share certificate received from the Shareholder through the Registrar and Share Transfer Agent.

### (ii) Composition:

The composition of Share Transfer Sub-Committee as on 31<sup>st</sup> March, 2023 is as under:

| Name of the Directors     | Category                                | Meetings attended |
|---------------------------|-----------------------------------------|-------------------|
| Mr. Vikram Mehra          | Managing Director                       | 1                 |
| Ms. Rashna Pochkhanawala* | Senior Vice President - Music Licensing | 1                 |
| Mr. Pankaj Chaturvedi     | Chief Financial Officer                 | 1                 |

\*Ms. Rashna Pochkhanawala has resigned from the Company with effect from 30<sup>th</sup> June, 2023.

During the year, the Share Transfer Sub-Committee meeting was held on 5<sup>th</sup> September, 2022.

## VII. CORPORATE SOCIAL RESPONSIBILITY ('CSR') COMMITTEE:

The Board of Directors of the Company has a CSR and the terms of reference are in conformity with the provisions of Section 135 read with Schedule VII of the Act and the Rules framed thereunder. The CSR Committee monitors the implementation of CSR projects or programmes undertaken by the Company. The CSR Committee comprises of 3 Independent Directors.

### (i) Terms of Reference:

The CSR committee has been constituted in accordance with the Act to:

1. Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company in areas or subject specified in Schedule VII;
2. Recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
3. Monitor the CSR policy of the Company from time to time.

**(ii) Composition:**

The composition of the CSR committee of the Board of Directors of the Company along with the details of the meetings held during the FY 2022-23 and attendance by the members of the Committee, is detailed below:

| Name of the Directors    | Position    | Category of Director               | Attendance |
|--------------------------|-------------|------------------------------------|------------|
| Mr. Noshir Naval Framjee | Chairperson | Non-Executive Independent Director | 1          |
| Mr. Umang Kanoria        | Member      | Non-Executive Independent Director | 1          |
| Mr. Santanu Bhattacharya | Member      | Non-Executive Independent Director | 1          |

Ms. Priyanka Motwani, Company Secretary acts as Secretary to the Committee.

During the year, the CSR Committee meeting was held on 2<sup>nd</sup> May, 2022.

**VIII. RISK MANAGEMENT COMMITTEE ('RMC')**

The Company has a RMC in place and the terms of reference of the RMC are in conformity with the provisions of Regulation 21 read with Schedule II Part C of the SEBI Listing Regulations. The RMC looks into the monitoring and reviewing of the risk management plan and such other functions, as it may deem fit and such function specifically covers cyber security.

The RMC comprises of 5 Members out of which 3 are Directors of the Board (1 Director being an Executive Director and other 2 directors being Non-Executive Independent Directors). The Chairperson of the RMC, Mr. Vikram Mehra is the Managing Director of the Company. This composition is in line with the requirement of Regulation 21 of the SEBI Listing Regulations.

**(i) Terms of Reference:**

The terms of reference of the RMC are well defined to include the matters specified for Risk Management in compliance with the provisions of the Act and Regulation 21 of the SEBI Listing Regulations as amended from time to time. The Terms of Reference of the RMC as amended up to date are given below:

1. To formulate a detailed risk management policy which shall include:
  - (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
  - (c) Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

**(ii) Composition:**

The composition of the RMC of the Board of Directors of the Company along with the details of the meetings held during the FY 2022-23 and attendance of the members of the Committee is detailed below:

| Name of the Directors     | Position    | Category of Director/Designation        | Attendance |
|---------------------------|-------------|-----------------------------------------|------------|
| Mr. Vikram Mehra          | Chairperson | Managing Director                       | 2          |
| Mr. Santanu Bhattacharya  | Member      | Non-Executive Independent Director      | 2          |
| Mr. Noshir Naval Framjee  | Member      | Non-Executive Independent Director      | 2          |
| Ms. Rashna Pochkhanawala* | Member      | Senior Vice President - Music Licensing | 2          |
| Mr. Vineet Garg**         | Member      | Chief Financial Officer                 | 0          |
| Mr. Pankaj Chaturvedi**   | Member      | Chief Financial Officer                 | 2          |

\* Ms. Rashna Pochkhanawala has resigned from the Company with effect from 30<sup>th</sup> June, 2023.

\*\* Mr. Vineet Garg ceased to be a member of the Risk Management Committee with effect from 30<sup>th</sup> June, 2022 and Mr. Pankaj Chaturvedi appointed as member of the Committee with effect from 2<sup>nd</sup> August, 2022.

During the year, the Risk Management Committee met twice on 23<sup>rd</sup> September, 2022 and 20<sup>th</sup> January, 2023.

**IX. FINANCE COMMITTEE**

Apart from the above statutory Committees, the Board has constituted the Finance Committee with an objective to advise the Company on varied risks, challenges, developments, financial projections, statutory compliances/regulatory changes associated with its business operations and such other related matters for enhancing the performance and for smooth functioning of the Company.

The Finance Committee comprises of 2 Non-Executive Directors and the Managing Director.

**(i) Terms of reference:**

The role of Finance Committee inter-alia includes the following:

1. To review the operations of the Company in general;
2. To review the systems followed by the Company;
3. To authorize opening and closing of bank accounts;
4. To authorize additions/deletions to the signatories pertaining to banking transactions;
5. To delegate authority to the Company officials to represent the Company at various Courts, Government authorities and so on; and
6. To attend to any other responsibility as may be entrusted by the Board to investigate any activity within terms of reference.
7. To obtain outside legal professional advice as considered necessary;
8. To investigate any activity within terms of reference.
9. To borrow monies;
10. To invest the funds of the Company;
11. To grant loans or give guarantee or provide security in respect of loans;
12. To deal with all the matters with respect to Superannuation fund, Gratuity fund, Employee Provident Fund and Employee State Insurance including but not limited to:
  - Dealing with opening and closing of bank accounts and banking transactions
  - To delegate authority to the Company officials to represent the Company at various courts and government authorities
  - To designate Trustee(s) for Funds
  - To authorize additions/deletions to the signatories pertaining to banking transactions
  - Any other matters which may require the Company/Board/Management's approval or action.

**(ii) Composition:**

The composition of the Finance Committee of the Board of Directors of the Company along with the details of the meetings held during the FY 2022-23 and attendance of the members of the Committee, is detailed below:

| Name of the Directors    | Position    | Category of Director               | Meetings attended |
|--------------------------|-------------|------------------------------------|-------------------|
| Mr. Vikram Mehra         | Chairperson | Managing Director                  | 5                 |
| Mr. Santanu Bhattacharya | Member      | Non-Executive Independent Director | 5                 |
| Mr. Noshir Naval Framjee | Member      | Non-Executive Independent Director | 5                 |

During the year under review, 5 (Five) Meetings of the Finance Committee were held on 2<sup>nd</sup> May, 2022; 16<sup>th</sup> June, 2022; 27<sup>th</sup> September, 2022; 31<sup>st</sup> October, 2022 and 20<sup>th</sup> January, 2023.

**X. FUND RAISING COMMITTEE**

The Board of Directors in its meeting held on 16<sup>th</sup> September, 2021 approved the constitution of sub-committee namely 'Fund Raising Committee' for giving effect to the fund-raising activities approved by the Board.

During the year under review, the Fund Raising Committee was dissolved by the Board of Directors in its meeting held on 2<sup>nd</sup> August, 2022.

**XI. COMMITTEE OF INDEPENDENT DIRECTORS**

The Board of Directors in its meeting held on 30<sup>th</sup> March, 2022 approved the constitution of sub-committee namely 'Committee of Independent Directors' for the recommendation of proposed draft Scheme of Arrangement between Saregama India Limited and Digidrive Distributors Limited ('Resulting Company') and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Act ('Scheme').

**(i) Terms of reference:**

The role of Committee of Independent Directors inter-alia includes the following:

1. Recommending the draft of the proposed scheme of arrangement between the Company and Digidrive Distributors Limited and their respective shareholders and creditors ('Scheme').
2. Approving Valuation report from a Registered Valuer in relation to the Scheme along with evaluation of valuation methods used for Share Exchange Ratio.
3. Approving Share Entitlement Ratio Report.
4. Approving the Fairness Opinion Report.
5. Reviewing the certificate issued by the Statutory Auditors of the Company, to the effect that the Scheme is in compliance with applicable Accounting Standards specified in Section 133 of the Companies Act, 2013.
6. Consider and evaluate on rationale and purpose of the Scheme and commenting on the same.
7. Ensure that the Scheme is not detrimental to the shareholders of the Company.
8. To do any such other acts as may be required to fulfil the above mentioned duties in fair and transparent manner.

During the year under review, no meetings of the Committee of Independent Directors were held.

The details of composition of Committee of Independent Directors as on 31<sup>st</sup> March, 2023 is as under:

| Name of the Directors    | Position | Category of Director               |
|--------------------------|----------|------------------------------------|
| Mr. Umang Kanoria        | Member   | Non-Executive Independent Director |
| Mr. Arindam Sarkar       | Member   | Non-Executive Independent Director |
| Mrs. Suhana Murshed      | Member   | Non-Executive Independent Director |
| Mr. Santanu Bhattacharya | Member   | Non-Executive Independent Director |
| Mr. Noshir Naval Framjee | Member   | Non-Executive Independent Director |

**XII. SENIOR MANAGEMENT TEAM OF THE COMPANY**

The Senior Management Team comprises of the following personnel:

| Sr No. | Name of the Senior Management Personnel | Designation as on 31 <sup>st</sup> March, 2023    | Change during the FY 2022-23, if any                                                                                                             |
|--------|-----------------------------------------|---------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.     | Mr. Pankaj Chaturvedi                   | Chief Financial Officer                           | Appointed w.e.f. 11 <sup>th</sup> April, 2022                                                                                                    |
| 2.     | Mr. Vineet Garg                         | Chief Financial Officer                           | Resigned w.e.f. 10 <sup>th</sup> April, 2022                                                                                                     |
| 3.     | Mr. Kumar Ajit                          | Executive Vice President, Music Retail            | Change in designation from Senior Vice President, Music Retail to Executive Vice President, Music Retail w.e.f. 1 <sup>st</sup> July, 2022       |
| 4.     | Ms. Rashna Pochkhanawala*               | Executive Vice President, Music Licensing         | Change in designation from Senior Vice President, Music Licensing to Executive Vice President, Music Licensing w.e.f. 1 <sup>st</sup> July, 2022 |
| 5.     | Mr. Siddharth Anand Kumar               | Senior Vice President, Films, Series and Events   | Change in designation from Vice President, Films and Series to Senior Vice President, Films, Series and Events w.e.f. 1 <sup>st</sup> July, 2022 |
| 6.     | Mrs. B. R. Vijayalakshmi                | Executive Vice President, South TV                | Change in designation from Senior Vice President, South TV to Executive Vice President, South TV w.e.f. 1 <sup>st</sup> July, 2022               |
| 7.     | Mrs. Sonalika Johri                     | General Manager, Human Resources & Administration | No change                                                                                                                                        |
| 8.     | Mr. Yash Asai                           | General Manager, Legal                            | No change                                                                                                                                        |
| 9.     | Mr. Yazad Anklesaria                    | General Manager, IT & Technology                  | No change                                                                                                                                        |
| 10.    | Ms. Kamana Goenka                       | Company Secretary                                 | Resigned w.e.f. 10 <sup>th</sup> June, 2022                                                                                                      |
| 11.    | Ms. Priyanka Motwani                    | Company Secretary                                 | Appointed w.e.f. 2 <sup>nd</sup> August, 2022                                                                                                    |

\*Ms. Rashna Pochkhanawala has resigned from the Company with effect from 30<sup>th</sup> June, 2023.

**XIII. GENERAL BODY MEETINGS**

Location and time of the last three Annual General Meetings (AGM) held

| Date                          | Type                 | Venue                                                                | Time       | Special Resolutions Passed |
|-------------------------------|----------------------|----------------------------------------------------------------------|------------|----------------------------|
| 4 <sup>th</sup> August, 2022  | 75 <sup>th</sup> AGM | The AGM was held through Video Conferencing/Other Audio Visual Means | 11:30 AM   | No                         |
| 16 <sup>th</sup> August, 2021 | 74 <sup>th</sup> AGM | The AGM was held through Video Conferencing/Other Audio Visual Means | 12:00 NOON | Yes                        |
| 11 <sup>th</sup> August, 2020 | 73 <sup>rd</sup> AGM | The AGM was held through Video Conferencing/Other Audio Visual Means | 11.00 AM   | Yes                        |

A Meeting of the Equity Shareholders of the Company was held on Wednesday, 21<sup>st</sup> December, 2022 at 11:00 A.M. through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'), pursuant to the order of Hon'ble National Company Law Tribunal, Kolkata Bench, to approve the scheme of Arrangement between Saregama India Limited and Digdrive Distributors Limited and their respective Shareholders and Creditors.

#### **Details of Special Resolutions passed last year through Postal Ballot:**

No Special Resolution passed in last year through postal ballot.

#### **XIV. OTHER DISCLOSURES**

- (i) Details of all the related party transactions during the year have been set out in the Annual Accounts. These are not having any potential conflict with the interests of the Company at large.
- (ii) During the last three years, there was no penalty or stricture imposed on the Company either by the stock exchanges or SEBI, or any other statutory authority for non-compliance of any matter related to capital markets except penalty of 383,500/- each, levied by BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE), for non-appointment of Independent Woman Director for the period from 1<sup>st</sup> April, 2020 to 4<sup>th</sup> June, 2020. In this regard, the Company had duly paid the fine to NSE and applied for waiver of fine with BSE and complied with the provisions of Regulation 17(1) of SEBI Listing Regulations w.e.f. 5<sup>th</sup> June, 2020. The BSE has approved the waiver application made by the Company.  
Further, securities of the Company have not been suspended for trading at any point of time during the financial year ended 31<sup>st</sup> March, 2023.
- (iii) Out of 53,38,628 equity shares of face value Rs. 10/- each issued for cash at a premium of Rs. 35/- (issue price- Rs. 45/-) pursuant to the Rights Issue in 2005, allotment of 5,290 equity shares of Rs. 10/- each (31<sup>st</sup> March, 2023 - 52,900 equity shares of face value Re. 1/- each) (relating to cases under litigation/ pending clearance from the concerned authorities) are kept in abeyance as on 31<sup>st</sup> March, 2023.
- (iv) Laid down procedures for assessment and minimization of risk are being reviewed and updated periodically by the Board of Directors.
- (v) **Mandatory requirements of corporate governance:** The Company hereby confirms that it has complied with the corporate governance requirements specified in Regulations 17 to 27 and clause (b) to (i) and (t) of Regulation 46(2) of SEBI Listing Regulations. Further, the non-mandatory requirements are dealt with under point (xiii) of the 'Other Disclosures' section of this Report of Corporate Governance.
- (vi) Certificate from the Managing Director and Chief Financial Officer in terms of Part B of Schedule II pursuant to Regulation 17(8) of the SEBI Listing Regulations for the Financial Year ended 31<sup>st</sup> March, 2023 was placed before the Board of Directors of the Company at its meeting held on 19<sup>th</sup> May, 2023.
- (vii) In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended, a comprehensive code of conduct to regulate, monitor and report trading by insiders ('the Code') is being placed by the Company. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company. The Code clearly specifies, among other matters, that the Designated Persons of the Company can trade in the shares of the Company only during 'Trading Window Open Period'. The trading window is being closed during the time of declaration of results, dividend and other events, as per the Code.
- (viii) As required under the Act and as stipulated in SEBI Listing Regulations, the Company has formulated a Whistle Blower Policy for its Directors and permanent employees. Under the Policy, instances of any irregularity, unethical practice and / or misconduct can be reported to the management for appropriate action. Further, it is affirmed that no personnel of the Company has been denied access to the Audit Committee.
- (ix) The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 covering all employees of the Company. An Internal Complaints Committee has been set up for the purpose.

During the period under review, the Company received a single sexual harassment complaint, which was addressed by dismissing the individual involved in response to the reported incident. As of 31<sup>st</sup> March, 2023, all complaints have been satisfactorily resolved, and there are no ongoing cases.

- (x) The Policy for dealing with Related Party Transactions is available on the website of the Company at: ([Weblink: https://r.saregama.com/resources/pdf/investor/policy\\_on\\_dealing\\_with\\_related\\_parties.pdf](https://r.saregama.com/resources/pdf/investor/policy_on_dealing_with_related_parties.pdf))
- (xi) The Company and its subsidiaries have not granted any Loans and advances in the nature of loans to firms/companies in which directors are interested.
- (xii) As the Company has no material subsidiaries, the details w.r.t to its date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries are not mentioned.
- (xiii) **Discretionary Requirements:** (Regulation 27 of SEBI Listing Regulations)

| Particulars                                                                                   | Status                                                                                                                                                                                                                                                                                                     |
|-----------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Modified opinion(s) in audit report:</b>                                                   | During the FY 2022-23, there was no audit qualification in the financial statements of the Company.                                                                                                                                                                                                        |
| <b>Separate posts of Chairperson and the Managing Director or the Chief Executive Officer</b> | The Company has appointed Dr. Sanjiv Goenka (Non-Executive -Non Independent Director) as the Chairperson of the Company and Mr. Vikram Mehra as the Managing Director of the Company who are not related to each other as per the definition of the term 'relative' defined under the Companies Act, 2013. |
| <b>Reporting of Internal Auditor</b>                                                          | Internal Auditors of the Company make presentations to the Audit Committee on their Reports.                                                                                                                                                                                                               |

#### **Other Items**

The rest of the Non-Mandatory Requirements will be implemented by the Company as and when required and/or deemed necessary by the Board.

#### **(xiv) Subsidiary Companies**

During the financial year under review, the unlisted subsidiaries as on 31<sup>st</sup> March, 2023 does not fall under the purview of 'material subsidiary' as stipulated in SEBI Listing Regulations. The policy on material subsidiaries is available on the website of the company at ([Weblink: https://r.saregama.com/resources/pdf/investor/material\\_subsidy\\_policy.pdf](https://r.saregama.com/resources/pdf/investor/material_subsidy_policy.pdf))

- (xv) The total fees for all services paid by Saregama India Limited and its subsidiaries, on a consolidated basis, to the statutory auditor is Rs. 102.43 Lakhs for the FY 2022-23.

- (xvi) The Board has accepted all the mandatory recommendations of Audit Committee.

- (xvii) The Company has obtained credit rating for bank facilities from CARE Ratings Limited for the following long term and short term borrowings:

| Facilities                 | Amount (in Rs. Crore) | Ratings                                            |
|----------------------------|-----------------------|----------------------------------------------------|
| Long term bank facilities  | 65.00                 | CARE AA-; Stable (Double A Minus; Outlook: Stable) |
| Short term bank facilities | 10.00                 | CARE A1+ (A One Plus)                              |
| <b>Total</b>               | <b>75.00</b>          |                                                    |

Previously, CARE Ratings Limited had rated the long-term Bank loan facilities as **CARE A+; Positive (Single A Plus; Outlook: Positive)** and **re-affirmed** the short-term bank facilities as **CARE A1+ (A One Plus)**.

#### **XV. MEANS OF COMMUNICATION**

The Company promptly discloses information on material corporate developments and other events as required under the SEBI Listing Regulations. Such timely disclosures indicate the good corporate governance practices of the Company. For this purpose, it provides multiple channels of communications through dissemination of information on the online portal of the Stock Exchanges, Press Releases, Annual Reports and by placing relevant information on its website.

|                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|--------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Newspapers in which quarterly results are normally published                                                 | Financial Express (English) and Aajkaal (Bengali)                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Any website, where displayed                                                                                 | In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under 'Investors' i.e. 'Disclosure under Regulation 46 of SEBI LODR' on the Company's website gives information on various announcements made by the Company, status of unclaimed dividend, Annual Report, Quarterly/Half-yearly/Nine-months and Annual financial results along with the applicable policies of the Company.<br><a href="http://www.saregama.com/static/investors">www.saregama.com/static/investors</a> |
| Whether it displays official news releases, presentations made to institutional investors or to the analysts | All the vital information relating to the Company like quarterly results, annual results, official press releases, presentations, if any, made to Institutional Investors or Analysts are posted on the website of the Company <a href="http://www.saregama.com/static/investors">www.saregama.com/static/investors</a> on timely basis.                                                                                                                                                                           |
| Whether Management Discussions and Analysis is a part of Annual Report                                       | Yes                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

## XVI. GENERAL SHAREHOLDER INFORMATION

|                                                                                       |                                                                                                                                                                                                                                                                   |
|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| AGM - date, time and venue:                                                           | 31 <sup>st</sup> August, 2023, 11:00 AM through Video Conferencing                                                                                                                                                                                                |
| Financial Year:                                                                       | 1 <sup>st</sup> April, 2022 to 31 <sup>st</sup> March, 2023                                                                                                                                                                                                       |
| Dates of book closure:                                                                | Friday, 25 <sup>th</sup> August, 2023, to Thursday, 31 <sup>st</sup> August, 2023 (both days inclusive)                                                                                                                                                           |
| Interim Dividend Payment Date:                                                        | Dividend @300%, i.e. Rs. 3/- per equity share on the face value of Re. 1/- per equity share for the year ended 31 <sup>st</sup> March, 2023 was declared by the Board of Directors on 20 <sup>th</sup> January, 2023 and paid on 14 <sup>th</sup> February, 2023. |
| Details of Stock Exchange(s):                                                         | <b>BSE Limited</b><br>Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.<br><br><b>National Stock Exchange of India Limited</b><br>'Exchange Plaza', C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051                                  |
| The Company has paid Listing fees for the year 2023-2024 to both the Stock Exchanges. |                                                                                                                                                                                                                                                                   |

### a. Stock Code

|                                          |                |
|------------------------------------------|----------------|
| BSE Limited                              | : 532163       |
| National Stock Exchange of India Limited | : SAREGAMA     |
| ISIN Number for NSDL and CDSL            | : INE979A01025 |

### b. Market Price Data - As quoted in NSE and BSE and reference of Saregama India Limited in comparison with BSE Sensex:

| Month           | Saregama Share prices with NSE |           | Saregama Share prices with BSE |           | BSE Sensex |           |
|-----------------|--------------------------------|-----------|--------------------------------|-----------|------------|-----------|
|                 | High (Rs.)                     | Low (Rs.) | High (Rs.)                     | Low (Rs.) | High (Rs.) | Low (Rs.) |
| April, 2022     | 5,143.25*                      | 421.50    | 5,120.00*                      | 420.00    | 60,845.10  | 56,009.07 |
| May, 2022       | 445.05                         | 355.00    | 444.25                         | 353.00    | 57,184.21  | 52,632.48 |
| June, 2022      | 438.70                         | 348.10    | 439.90                         | 348.05    | 56,432.65  | 50,921.22 |
| July, 2022      | 423.65                         | 353.65    | 422.40                         | 354.65    | 57,619.27  | 52,094.25 |
| August, 2022    | 449.50                         | 390.10    | 440.00                         | 389.55    | 60,411.20  | 57,367.47 |
| September, 2022 | 429.90                         | 346.30    | 432.00                         | 346.55    | 60,676.12  | 56,147.23 |

| Month          | Saregama Share prices with NSE |           | Saregama Share prices with BSE |           | BSE Sensex |           |
|----------------|--------------------------------|-----------|--------------------------------|-----------|------------|-----------|
|                | High (Rs.)                     | Low (Rs.) | High (Rs.)                     | Low (Rs.) | High (Rs.) | Low (Rs.) |
| October, 2022  | 405.00                         | 359.00    | 400.00                         | 359.00    | 60,786.70  | 56,683.40 |
| November, 2022 | 408.00                         | 370.50    | 407.90                         | 370.85    | 63,303.01  | 60,425.47 |
| December, 2022 | 399.00                         | 353.70    | 399.30                         | 353.05    | 63,583.07  | 59,754.10 |
| January, 2023  | 396.00                         | 326.10    | 395.95                         | 326.45    | 61,343.96  | 58,699.20 |
| February, 2023 | 357.70                         | 317.40    | 357.85                         | 317.45    | 61,682.25  | 58,795.97 |
| March, 2023    | 369.50                         | 306.05    | 369.00                         | 306.05    | 60,498.48  | 57,084.91 |

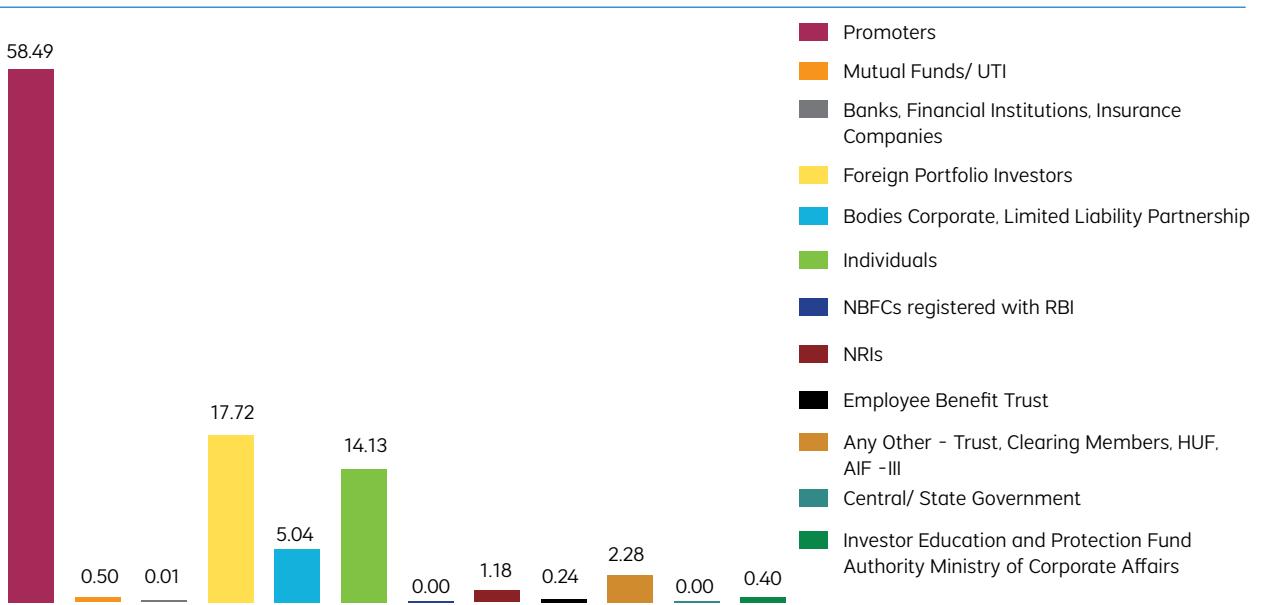
\*High price on NSE & BSE of Saregama India Limited for the month of April, 2022 has been arrived after giving effect of stock-split in the ratio of 10:1 approved by the Shareholders vide resolution dated 31<sup>st</sup> March 2022.

### c. Stock Performance of Saregama India Limited (SIL) in comparison to the BSE Sensex and NSE Nifty are given below

| Month           | NSE Nifty (Close) | SIL NSE Share Price (Close) | BSE Sensex (Close) | SIL BSE Share Price (Close) |
|-----------------|-------------------|-----------------------------|--------------------|-----------------------------|
| April, 2022     | 17102.55          | 423.90                      | 57060.87           | 423.10                      |
| May, 2022       | 16584.55          | 432.25                      | 55566.41           | 432.70                      |
| June, 2022      | 15780.25          | 361.95                      | 53018.94           | 361.55                      |
| July, 2022      | 17158.25          | 417.60                      | 57570.25           | 417.65                      |
| August, 2022    | 17759.30          | 402.95                      | 59537.07           | 403.60                      |
| September, 2022 | 17094.35          | 360.00                      | 57426.92           | 360.45                      |
| October, 2022   | 18012.20          | 375.40                      | 60746.59           | 371.60                      |
| November, 2022  | 18758.35          | 381.00                      | 63099.65           | 379.50                      |
| December, 2022  | 18105.30          | 385.40                      | 60840.74           | 384.85                      |
| January, 2023   | 17662.15          | 339.00                      | 59549.90           | 338.55                      |
| February, 2023  | 17303.95          | 330.30                      | 58962.12           | 329.90                      |
| March, 2023     | 17359.75          | 331.15                      | 58991.52           | 330.65                      |

### d. Shareholding pattern as on 31<sup>st</sup> March, 2023:

| Sl. No. | Category                                                                       | No. of Equity shares held | %             |
|---------|--------------------------------------------------------------------------------|---------------------------|---------------|
| 1       | Promoters                                                                      | 112769790                 | 58.49         |
| 2       | Mutual Funds/ UTI                                                              | 972606                    | 0.50          |
| 3       | Banks, Financial Institutions, Insurance Companies                             | 24680                     | 0.01          |
| 4       | Foreign Portfolio Investors                                                    | 34167177                  | 17.72         |
| 5       | Bodies Corporate, Limited Liability Partnership                                | 9708287                   | 5.04          |
| 6       | Individuals                                                                    | 27253411                  | 14.13         |
| 7       | NBFCs registered with RBI                                                      | 1000                      | 0.00          |
| 8       | NRIs                                                                           | 2278502                   | 1.18          |
| 9       | Employee Benefit Trust                                                         | 459400                    | 0.24          |
| 10      | Any Other - Trust, Clearing Members, HUF, AIF - III                            | 4397877                   | 2.28          |
| 11      | Central/ State Government                                                      | 740                       | 0.00          |
| 12      | Investor Education and Protection Fund Authority Ministry of Corporate Affairs | 776020                    | 0.40          |
|         | <b>Total</b>                                                                   | <b>192809490</b>          | <b>100.00</b> |

**Shareholding pattern as on 31<sup>st</sup> March, 2023 (%)****e. Distribution of Holdings as on 31<sup>st</sup> March, 2023:**

| Range            | Shares    | Folios | Percent Shares | Percent holders |
|------------------|-----------|--------|----------------|-----------------|
| 1-500            | 5633106   | 59520  | 2.92           | 90.10           |
| 501-1000         | 2437699   | 3230   | 1.26           | 4.89            |
| 1001-2000        | 2406648   | 1644   | 1.25           | 2.49            |
| 2001-3000        | 1283604   | 511    | 0.67           | 0.77            |
| 3001-4000        | 902942    | 259    | 0.47           | 0.39            |
| 4001-5000        | 877096    | 188    | 0.45           | 0.28            |
| 5001-10000       | 2364596   | 324    | 1.23           | 0.49            |
| 100001 and Above | 176903799 | 385    | 91.75          | 0.58            |

**f. Registrar and Share Transfer Agents:**

|           |                                                                                                                               |
|-----------|-------------------------------------------------------------------------------------------------------------------------------|
| Name      | : M/s. Link Intime India Private Limited*                                                                                     |
| Address   | : C-101, 1 <sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Rd, Surya Nagar, Gandhi Nagar, Vikhroli (West), Mumbai - 400083 |
| Contacts  | : Mr. Ravindra Utekar                                                                                                         |
| Telephone | : (022) 49186000                                                                                                              |
| Fax       | : (022) 49186060                                                                                                              |
| Email     | : <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>                                            |
| Website   | : <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>                                                              |

\*The Company has changed its Registrar and Share Transfer Agent (RTA) from M/s MCS Share Transfer Agent Limited to M/s. Link Intime India Private Limited with effect from 4<sup>th</sup> March, 2023.

**g. Share transfer process:**

In terms of the SEBI Listing Regulations, equity shares of the Company can only be transferred in dematerialised form. Requests for dematerialisation of shares are processed and confirmation thereof is given to the respective depositories i.e. National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL], within the statutory time limit from the date of receipt of share certificates/ letter of confirmation after due verification.

A Share Transfer Sub-Committee is constituted to approve the transfers and transmissions of shares and allied matters. M/s. Link Intime India Private Limited, the Registrars and Share Transfer Agents (RTA) looks after the share transfers and redressal of investor complaints. In addition, the Company Secretary oversees the work of RTA to ensure that the queries of the investors are replied to within a reasonable period.

In compliance with the Listing Agreement, every financial year the share processing system is audited by a Practicing Company Secretary and a Certificate to that effect is issued ensuring that shares are transferred within the period specified under the applicable SEBI Listing Regulations.

In addition to that, as per the recent amendments to the SEBI Listing Regulations effective from 24<sup>th</sup> January, 2022 and SEBI's Circular dated 25<sup>th</sup> January, 2022, it has been mandated that listed companies shall henceforth issue the securities in dematerialized form only while processing the service requests for (a) issue of duplicate securities certificate; (b) claim from Unclaimed Suspense Account; (c) Renewal / Exchange of securities certificate; (d) Endorsement; (e) Sub-division / Splitting of securities certificate; (f) Consolidation of securities certificates/folios; (h) Transmission, and (i) Transposition. In accordance with the said Circular, our RTA shall verify and process the service requests and thereafter issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant. Such 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities.

**h. Dematerialisation of shares and liquidity:**

As at 31<sup>st</sup> March, 2023, a total of 19,22,74,079 Equity Shares of the Company, constituting 99.72% of the paid-up share capital, stand dematerialized.

**i. Outstanding GDR / ADRs / Warrants or any Convertible Instruments, Conversion date and likely impact on Equity:**

The Company does not have any outstanding GDRs/ADRs/Warrants/Convertible Instruments as on 31<sup>st</sup> March, 2023.

**j. The foreign exchange risk and hedging activities forms a part of the financial statements.****k. Commodity price risk or foreign exchange risk and hedging activities:**

The Company operates in international markets and therefore is exposed to foreign currency risk arising from foreign currency transactions. Foreign currency risk is the risk that the fair value of the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company transacts business in local currency and in foreign currencies (primarily US Dollars and GBP). The Company has foreign currency trade receivables, trade payables and advances and is therefore exposed to foreign currency risk. The risk is measured through a forecast of highly probable foreign currency cash flows.

The Company's risk management policy is hedging of net foreign currency exposure at all points in time through foreign exchange forward contracts. The objective of the hedging is to eliminate the currency risk due to volatility in exchange rates.

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated 15<sup>th</sup> November, 2018 is not given.

**l. Plant location:**

None

**m. Address for correspondence:**

|                          |                                                                                            |
|--------------------------|--------------------------------------------------------------------------------------------|
| <b>Registered Office</b> | : 33 Jessore Road, Dum Dum Kolkata, West Bengal - 700028                                   |
| <b>Corporate Office</b>  | : 30, 2 <sup>nd</sup> Floor, Spencer Building, Forjett Street, Grant Road, Mumbai - 400056 |
| <b>Contact Person</b>    | : Mr. Pankaj Chaturvedi, Chief Financial Officer                                           |
| <b>Telephone</b>         | : (033) 6688 6200                                                                          |
| <b>Email</b>             | : <a href="mailto:co.sec@saregama.com">co.sec@saregama.com</a>                             |

**n. Details of utilization of funds raised through preferential allotment or qualified institutional placement as specified under Regulation 32(7A):**

During the year ended 31<sup>st</sup> March, 2022, the Company had allotted and issued 18,50,937 equity shares of Rs. 10 each at an issue price of Rs. 4.052/- per equity share, aggregating to Rs. 750 Crores (including securities premium of Rs. 748.15 Crores) on 10<sup>th</sup> November, 2021. The aforesaid issuance of equity shares was made through a Qualified Institutions Placement (QIP) in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended, Section 42, Section 62, and other relevant provisions of the Companies Act, 2023.

Out of the total funds raised through QIP, the unutilized funds aggregating to Rs. 710.48 Crores were temporarily invested in liquid investments i.e., mutual funds and bank deposits and that there was no deviation(s) or variation(s) in the use of proceeds of the QIP.

**o. Certificate from Practicing Company Secretary on Non-Disqualification of Directors**

A certificate from practicing company secretary stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed as '**Annexure - I**' forming part of this Report.

**p. Transfer of Unclaimed Dividend and Shares to Investor Education and Protection Fund (IEPF)****Details of due dates:**

The due dates on which unclaimed dividends lying in the unpaid dividend accounts of the Company would be credited to the IEPF are stated in the table given herein below. Investors are requested to claim their unclaimed dividends before these due dates.

Dates of Payment, the Due Dates for Credit to IEPF and the Amounts

| <b>Financial Year (FY)</b> | <b>Type of Dividend<br/>(Final/Interim)</b> | <b>Date of Declaration</b>      | <b>Due Date for Credit<br/>to IEPF</b> | <b>Amount lying Unpaid/<br/>Unclaimed as on<br/>31<sup>st</sup> March, 2023<br/>(Amount in Rs.)</b> |
|----------------------------|---------------------------------------------|---------------------------------|----------------------------------------|-----------------------------------------------------------------------------------------------------|
| FY 2015-16                 | Final                                       | 22 <sup>nd</sup> July, 2016     | 27 <sup>th</sup> August, 2023          | 2,06,598.00                                                                                         |
| FY 2016-17                 | Final                                       | 28 <sup>th</sup> July, 2017     | 26 <sup>th</sup> August, 2024          | 2,07,033.00                                                                                         |
| FY 2017-18                 | Final                                       | 27 <sup>th</sup> July, 2018     | 25 <sup>th</sup> August, 2025          | 6,07,197.00                                                                                         |
| FY 2018-19                 | Final                                       | 19 <sup>th</sup> July, 2019     | 17 <sup>th</sup> August, 2026          | 4,04,112.00                                                                                         |
| FY 2019-20                 | Final                                       | 11 <sup>th</sup> August, 2020   | 10 <sup>th</sup> September, 2027       | 2,10,530.29                                                                                         |
| FY 2020-21                 | Interim                                     | 12 <sup>th</sup> April, 2021    | 11 <sup>th</sup> May, 2028             | 11,47,192.86                                                                                        |
| FY 2021-22                 | Interim                                     | 14 <sup>th</sup> February, 2022 | 15 <sup>th</sup> March, 2029           | 15,84,424.12                                                                                        |
| FY 2022-23                 | Interim                                     | 14 <sup>th</sup> February, 2023 | 15 <sup>th</sup> March, 2030           | 12,28,761.99                                                                                        |

**Transfer of Unpaid Dividend to IEPF:**

| <b>Particulars</b>                | <b>(Amount in Rs.)</b> | <b>Date of Transfer</b>          |
|-----------------------------------|------------------------|----------------------------------|
| Unclaimed Dividend for FY 2014-15 | 1,80,042.00            | 16 <sup>th</sup> September, 2022 |

**Transfer of shares to IEPF:**

| <b>Particulars</b>                                          | <b>No. of Equity Shares</b> | <b>Date of Transfer</b>          |
|-------------------------------------------------------------|-----------------------------|----------------------------------|
| Equity Shares relating to Unclaimed Dividend for FY 2014-15 | 24,800                      | 23 <sup>rd</sup> September, 2022 |

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS****Dr. Sanjiv Goenka**

Chairman and Non-Executive Director  
DIN: 00074796  
Date: 27<sup>th</sup> July, 2023  
Place: Kolkata

**Vikram Mehra**

Managing Director  
DIN: 03556680  
Date: 27<sup>th</sup> July, 2023  
Place: Kolkata

**DECLARATION BY THE MANAGING DIRECTOR UNDER REGULATION 34(3) READ WITH PARA D OF SCHEDULE V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

I, Vikram Mehra, Managing Director of Saregama India Limited declare that all the Members of the Board of Directors and Senior Management personnel have, for the year ended 31<sup>st</sup> March, 2023, affirmed compliance with the Code of Conduct laid down by the Board of Directors in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.

Date: 27<sup>th</sup> July, 2023  
Place: Kolkata

Vikram Mehra  
Managing Director  
DIN: 03556680

**PRACTICING COMPANY SECRETARY'S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To  
The Members,  
Saregama India Limited  
33, JESSORE ROAD, DUM DUM,  
KOLKATA 700028

We have examined the compliance of conditions of Corporate Governance by Saregama India Limited ('the Company') for the year ended on March 31, 2023, as stipulated in Schedule V and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['the Regulations'] as amended from time to time.

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

In our opinion and to the best of our information and according to the explanations given to us and based on the representation made by the directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the applicable provisions of the Regulations.

We further state that such compliance 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.

**For MR & Associates**

Company Secretaries  
A Peer Reviewed Firm  
Peer Review Certificate No.: 720/2020

**[M R Goenka]**

Partner  
FCS No.: 4515  
C P No.: 2551  
UDIN: F004515E000335835

Place: Kolkata  
Date: 19.05.2023

## 'ANNEXURE - I TO THE REPORT ON CORPORATE GOVERNANCE

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members  
**SAREGAMA INDIA LIMITED**

We have examined the relevant disclosures provided by the Directors (as enlisted in Table A) of **SAREGAMA INDIA LIMITED** bearing CIN L22213WB1946PLC014346 having registered office at, **33, Jessore Road, Dum Dum, Kolkata, 700028** (hereinafter referred to as 'the Company') for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information, based on (i) documents available on the website of the Ministry of Corporate Affairs (MCA) as on 24<sup>th</sup> July 2023 and stock exchanges as on 24<sup>th</sup> July 2023 (ii) Verification of Directors Identification Number (DIN) status on the website of the MCA, and (iii) disclosures provided by the Directors (as enlisted in Table A) to the Company, we hereby certify that none of the Directors on the Board of the Company (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as directors of the companies by the Securities and Exchange Board of India, MCA or any such other statutory authority as on 31<sup>st</sup> March, 2023.

**Table A**

| <b>Sr. No.</b> | <b>Name of the Directors</b> | <b>Director Identification Number</b> | <b>Date of appointment in Company</b> |
|----------------|------------------------------|---------------------------------------|---------------------------------------|
| 1.             | Sanjiv Goenka                | 00074796                              | 17-08-1991                            |
| 2.             | Uman Kanoria                 | 00081108                              | 28-09-2015                            |
| 3.             | Noshir Naval Framjee         | 01646640                              | 12-06-2017                            |
| 4.             | Santanu Bhattacharya         | 01794958                              | 22-12-2015                            |
| 5.             | Avarna Jain                  | 02106305                              | 29-05-2018                            |
| 6.             | Vikram Mehra                 | 03556680                              | 27-10-2014                            |
| 7.             | Preeti Goenka                | 05199069                              | 27-05-2013                            |
| 8.             | Arindam Sarkar               | 06938957                              | 22-12-2015                            |
| 9.             | Suhana Murshed               | 08572394                              | 23-03-2021                            |

General Disclaimer: Our Analysis for this certificate does not covers the verification of criteria pertaining to appointment as Independent Director under Section 149 and criteria pertaining to appointment as Managing Director under Section 196 and Schedule V of the Companies Act, 2013.

**For MMJB & Associates LLP**  
Practicing Company Secretaries

**Saurabh Agarwal**  
Partner  
FCS No. 9290

CP No. 20907  
UDIN: F009290E000695085

Place: Mumbai  
Date: July 27, 2023

**REVISED INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF SAREGAMA INDIA LIMITED****REPORT ON THE AUDIT OF THE REVISED STANDALONE FINANCIAL STATEMENTS**

**This Report supersedes our Report dated 19 May 2023**

**OPINION**

We have audited the revised standalone financial statements of Saregama India Limited (the "Company") (in which are included financial information of its employee welfare trust) which comprise the revised standalone balance sheet as at 31 March 2023, and the revised standalone statement of profit and loss (including other comprehensive income), revised standalone statement of changes in equity and revised standalone statement of cash flows for the year then ended, and notes to the revised standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid revised standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and in the context of the overriding effect of the provision in the Scheme of Arrangement as approved by the National Company Law Tribunal ('NCLT'), regarding accounting of demerger from the specified retrospective appointed date 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 31 March 2023, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

**BASIS FOR OPINION**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Revised Standalone Financial Statements section of our revised 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 revised standalone 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 on the revised standalone financial statements.

**EMPHASIS OF MATTER**

We draw attention to Note 1 and Note 34 of the revised standalone financial statements which describes the basis of revision and scheme of demerger respectively. As explained in detail therein, these revised standalone financial statements for the year ended 31 March 2023 have been prepared pursuant to the Scheme of Arrangement amongst the Company and Digidrive Distributors Limited and their respective shareholders and creditors (the 'Scheme') for demerger of E-Commerce Distribution Business along with identified non-core assets of the Company (the "Demerged Undertaking") from the specified appointed date i.e. 1 April 2022, as approved by the National Company Law Tribunal (NCLT), Kolkata Bench, vide order dated 22 June 2023 ("Order"). A certified copy of the Order sanctioning the Scheme has been filed by the Company with the Registrar of the Companies, Kolkata on 12 July 2023. We further draw attention to the fact that in accordance with the scheme approved by NCLT, the Company has given effect to the Scheme from the retrospective appointed date i.e. 1 April 2022 which overrides the relevant requirement of applicable generally acceptable accounting principles in India (according to which the scheme would have been accounted for from 22 June 2023). The financial impact of the aforesaid treatment has been disclosed in the note 34.

We issued a separate auditor's report dated 19 May 2023 to the members of the Company on the standalone annual financial statements of the Company for the year ended 31 March 2023 which were first approved by the Board of Directors on 19 May 2023 ("Original standalone financial statements"). The aforesaid petition having been approved subsequently, the Company has now prepared revised standalone financial statements incorporating the impact of the demerger with effect from 1 April 2022. Consequently, our revised audit report is with reference to the revised financial statements.

Our opinion is not modified in respect of above matter.

## REVISED INDEPENDENT AUDITOR'S REPORT (contd.)

### KEY AUDIT MATTER

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the revised standalone financial statements of the current period. These matters were addressed in the context of our audit of the revised standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### Revenue Recognition

##### See Note 21 to revised standalone financial statements

#### The key audit matter

#### How the matter was addressed in our audit

The Company derives its revenues from the sale of contractually manufactured products; licensing of music rights and income from films and television serials including free commercial time.

The recognition of revenue from licence fees has been considered as a key audit matter since the Company has entered into multiple complex contracts with its customers. Apart from the contractual agreements as entered, the Company recognised revenue based on the information as received from such customers.

The complexity of these contractual terms also requires the Company to make judgments in assessing fulfillment of its obligations under the contracts to recognise the revenue in line with the accounting policy adopted.

In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:

- We have evaluated the terms of significant contracts pertaining to revenue from licence fees to identify the performance obligations under these contracts;
- We have considered the revenue recognition policies of the Company in respect of those contracts and assessed the consistent application of these policies in light of the requirements of relevant accounting standards;
- We have tested the effectiveness of relevant controls over revenue from licence fees;
- We have selected sample transactions and performed substantive procedures with regard to revenue from licence fees by agreeing to the agreements and third party information received from the customers;
- We tested the transactions closer to the year end to check the recognition of revenue in the correct period; and
- evaluated the adequacy of the standalone financial statement disclosures required by Ind AS 115

### OTHER INFORMATION

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the revised financial statements and revised auditor's report thereon.

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

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

### MANAGEMENT'S AND BOARD OF DIRECTORS'/BOARD OF TRUSTEES RESPONSIBILITIES FOR THE REVISED STANDALONE FINANCIAL STATEMENTS

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these revised standalone financial statements that give a true and fair view of the state of affairs, profit/ loss and

## REVISED INDEPENDENT AUDITOR'S REPORT (contd.)

other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the Company/Board of Trustees of the employee welfare trust ("Trust") are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company/Trust and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the revised standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the revised standalone financial statements, the respective Management and Board of Directors/Board of Trustees are responsible for assessing the ability of Company/Trust to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors/Board of Trustees either intends to liquidate the Company/Trust or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors/Board of Trustees are responsible for overseeing the financial reporting process of the Company/Trust.

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE REVISED STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the revised standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a revised auditor's report that includes our revised 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 revised standalone financial statements.

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

- Identify and assess the risks of material misstatement of the revised standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our revised 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 revised opinion on whether the company has adequate internal financial controls with reference to revised financial statements 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 the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of revised standalone financial statements 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 revised auditor's report to the related disclosures in the revised standalone financial statements or, if such disclosures are inadequate, to modify our revised opinion. Our conclusions are based on the audit evidence obtained up to the date of our earlier 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 revised standalone financial statements, including the disclosures, and whether the revised standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

## REVISED INDEPENDENT AUDITOR'S REPORT (contd.)

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the revised standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our revised 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 revised report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### OTHER MATTER

In accordance with the provisions of Standard on Auditing 560 (Revised) 'Subsequent Events' issued by The Institute of Chartered Accountants of India, our audit procedures, in so far as they relate to the revision to the Standalone Financial Statements, have been carried out solely on this matter and no additional procedures have been carried out for any other events occurring after 19 May 2023 (being the date of our earlier audit report on the Original standalone financial statements). Our earlier audit report dated 19 May 2023 on the Original standalone financial statements is superseded by this revised report on the revised standalone financial statements.

### 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 paragraphs 3 and 4 of the Order, to the extent applicable.
2. A. 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, except that the back-up of one of its ERP system which form part of the 'books of account and other relevant books and papers in electronic mode' have not been maintained on the servers physically located in India.
  - c. The revised standalone balance sheet, the revised standalone statement of profit and loss (including other comprehensive income), the revised standalone statement of changes in equity and the revised standalone statement of cash flows dealt with by this revised Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid revised standalone financial statements, read with note 34 therein and the Emphasis of Matter paragraph above, comply with the Ind AS specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. the qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(A)(b) above.
  - g. With respect to the adequacy of the internal financial controls with reference to revised financial statements of the Company and the operating effectiveness of such controls, refer to our separate revised Report in "Annexure B".

## REVISED INDEPENDENT AUDITOR'S REPORT (contd.)

- B. With respect to the other matters to be included in the Revised 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:
  - a. The Company has disclosed the impact of pending litigations as at 31 March 2023 on its financial position in its revised standalone financial statements - Refer Note 37 to the revised standalone financial statements.
  - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - d. (i) The management of the Company has represented to us that, to the best of its knowledge and belief, as disclosed in the Note 11.5 to the revised standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
 (ii) The management of the Company has represented to us that, to the best of its knowledge and belief, as disclosed in the Note 11.5 to the revised standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
 (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
  - e. The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with Section 123 of the Act.
  - f. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.
- C. With respect to the matter to be included in the Revised Auditor's Report under Section 197(16) of the Act

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to one director is in excess of the limit laid down under Section 197 read with Schedule V of the Act, however necessary approval with respect to the same has been obtained by the Company (refer note 35 of the revised standalone financial statements). The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

Jayanta Mukhopadhyay

Partner

Membership No.: 055757

ICAI UDIN: 23055757BGYIIS6876

Place: Kolkata

Date: 27 July 2023

**ANNEXURE A TO THE REVISED INDEPENDENT AUDITOR'S REPORT ON THE REVISED STANDALONE FINANCIAL STATEMENTS OF SAREGAMA INDIA LIMITED FOR THE YEAR ENDED 31 MARCH 2023**

**(Referred to in Paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our revised report of even date)**

**This Report supersedes our Report dated 19 May 2023**

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of 3 years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the revised standalone financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has 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. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. The Company has made investments in companies and granted loans to companies and other parties during the year, in respect of which the requisite information is given

**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON THE REVISED CONSOLIDATED FINANCIAL STATEMENTS OF SAREGAMA INDIA LIMITED FOR THE YEAR ENDED 31 MARCH 2023 (contd.)**

below under respective sub-clauses. The Company has not made any investments in firms, Limited Liability Partnerships or any other parties. The Company has not granted loans, secured or unsecured to firms or Limited Liability Partnerships.

- (a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans to companies and other parties as below:

| Particulars                                  | Loans<br>(Rs. in lakhs) |
|----------------------------------------------|-------------------------|
| Aggregate amount during the year             |                         |
| - Subsidiaries                               | 21.05                   |
| - Others                                     | 381.43                  |
| Balance outstanding as at balance sheet date |                         |
| - Subsidiaries                               | NIL                     |
| - Others                                     | 2,621.31                |

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made during the year and the terms and conditions of the grant of loans provided during the year are, *prima facie*, not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the loans given to subsidiaries are repayable on demand. As informed to us, the Company has not demanded repayment of the loan and interest during the year. Thus, there has been no default on the part of the party to whom the money has been lent. In case of interest free loans given to other parties, the repayment of principal has been stipulated, however no amount is due to be received during the year. Further, the Company has not given any advance in the nature of loan to any party during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties. Further, the Company has not given any advances in the nature of loans to any party during the year.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment except for the following loans or advances in the nature of loans to its Promoters and related parties as defined in Clause (76) of Section 2 of the Companies Act, 2013 ('the Act'):

| All Parties<br>(Rs. in Lakhs)                                     | Related Parties<br>(Rs. in Lakhs) |
|-------------------------------------------------------------------|-----------------------------------|
| Aggregate of loans/advances in nature of loan                     |                                   |
| - Repayable on demand (A)                                         | 21.05                             |
| - Agreement does not specify any terms or period of Repayment (B) | -                                 |
| <b>Total (A+B)</b>                                                | <b>21.05</b>                      |
| Percentage of loans/advances in nature of loan to the total loans | 0.80%                             |
|                                                                   | 0.80%                             |

**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON THE REVISED CONSOLIDATED FINANCIAL STATEMENTS OF SAREGAMA INDIA LIMITED FOR THE YEAR ENDED 31 MARCH 2023 (contd.)**

- (iv) According to the information and explanations given to us and on the basis of examination of the records of the Company, the Company has not provided any guarantee or security during the year that would attract the provisions of Section 185 and Section 186 of the Act. In respect of the loan given to one director during the year, the Company has complied with the provisions of Section 185 of the Act. In our opinion and according to the information and explanations given to us, in respect of loan given and investments made by the Company, the provisions of Section 186 of the Act have been complied with.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete. The Company is not required to maintain cost records under Section 148(1) in respect of services rendered.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues have been subsumed into GST.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities, though there have been slight delays in a few cases of Provident Fund.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to Income-Tax, Goods and Service tax, Sales tax, Value Added tax, Duty of Customs or cess or other statutory dues which have not been deposited with the appropriate authorities on account of any dispute, except as mentioned below:

| Name of the statute             | Nature of the dues | Amount (Rs. in lakhs)* | Period to which the amount relates | Forum where dispute is pending                    |
|---------------------------------|--------------------|------------------------|------------------------------------|---------------------------------------------------|
| Central Sales Tax Act, 1956     | Sales Tax          | 1.62                   | 2005-06<br>2006- 07                | Joint Commissioner                                |
| Central Sales Tax Act, 1956     | Sales Tax          | 0.54                   | 1990-91                            | Deputy Commissioner                               |
| Central Sales Tax Act, 1956     | Sales Tax          | 68.36                  | 1999-00                            | Additional Commissioner                           |
| Central Sales Tax Act, 1956     | Sales Tax          | 2.43                   | 1998-99<br>2008-09                 | Assistant Commissioner of Commercial/ Sales Taxes |
| West Bengal Sales Tax Act, 1994 | Sales Tax          | 97.78                  | 1989-90<br>1994-95<br>2000-01      | Deputy Commissioner                               |

**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON THE REVISED CONSOLIDATED FINANCIAL STATEMENTS OF SAREGAMA INDIA LIMITED FOR THE YEAR ENDED 31 MARCH 2023 (contd.)**

| Name of the statute                        | Nature of the dues     | Amount (Rs. in lakhs)* | Period to which the amount relates | Forum where dispute is pending             |
|--------------------------------------------|------------------------|------------------------|------------------------------------|--------------------------------------------|
| Delhi Sales Tax Act, 1975                  | Sales Tax              | 1.55                   | 1991-92                            | Deputy Commissioner of Commercial Taxes    |
| Tamil Nadu General Sales Tax Act, 1959     | Sales Tax              | 6.75                   | 1986-87 to 1991-92                 | Tamil Nadu Taxation Special Tribunal       |
| Andhra Pradesh General Sales Tax Act, 1957 | Sales Tax              | 3.28                   | 2004-05                            | Deputy Commissioner                        |
| Kerala General Sales Tax Act, 1963         | Sales Tax              | 0.35                   | 2002-03                            | Deputy Commissioner of Commercial Taxes    |
| Uttar Pradesh Trade Tax Act, 1948          | Sales Tax              | 2.01                   | 2005-06<br>2006-07                 | Joint Commissioner                         |
| Uttar Pradesh VAT Act, 2008                | Sales Tax              | 3.46                   | 2013-14                            | Additional Commissioner, Grade II (Appeal) |
| Central Sales Tax Act, 1956                | Sales Tax              | 1.40                   | 2013-14                            | Additional Commissioner, Grade II (Appeal) |
| Customs Act, 1962                          | Custom                 | 52.35                  | 2003-04 to 2007-08, 2019-20        | Commissioner of Customs                    |
| Income Tax Act, 1961                       | Income Tax             | 1,546.59               | 2017-18                            | Commissioner of Income tax Appeals         |
| Income Tax Act, 1961                       | Income Tax             | 304.49                 | 2019-20                            | Commissioner of Income tax Appeals         |
| Goods and Services Tax Act, 2017           | Goods and Services Tax | 38.37                  | 2017-18                            | Joint Commissioner of State Tax            |
| Goods and Services Tax Act, 2017           | Goods and Services Tax | 41.34                  | 2018-19                            | Joint Commissioner of State Tax            |

\* Amounts are net of Rs.236.95 lakhs which has been deposited under protest by the Company.

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON THE REVISED CONSOLIDATED FINANCIAL STATEMENTS OF SAREGAMA INDIA LIMITED FOR THE YEAR ENDED 31 MARCH 2023 (contd.)**

- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Act.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act).
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the revised standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act 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, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON THE REVISED CONSOLIDATED FINANCIAL STATEMENTS OF SAREGAMA INDIA LIMITED FOR THE YEAR ENDED 31 MARCH 2023 (contd.)**

- (d) According to the information and explanations provided to us, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) has more than one CIC as part of the Group. The Group has five CICs as part of the Group
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the revised standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the revised audit report that the Company is not capable of meeting its liabilities existing at the date of revised balance sheet as and when they fall due within a period of one year from the revised balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the revised audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the revised balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

**Jayanta Mukhopadhyay**

Partner

Membership No.: 055757

ICAI UDIN: 23055757BGYIIS6876

Place: Kolkata

Date: 27 July 2023

## ANNEXURE B TO THE REVISED INDEPENDENT AUDITOR'S REPORT ON THE REVISED STANDALONE FINANCIAL STATEMENTS OF SAREGAMA INDIA LIMITED FOR THE YEAR ENDED 31 MARCH 2023

**Revised Report on the internal financial controls with reference to the aforesaid revised standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act**

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our revised report of even date)

This Report supersedes our Report dated 19 May 2023

### OPINION

We have audited the internal financial controls with reference to revised financial statements of Saregama India Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the revised standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to revised financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to revised financial statements criteria established by the Company considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

### EMPHASIS OF MATTER

We draw attention to Note 1 and Note 34 of the revised standalone financial statements which describes the basis of revision and scheme of demerger respectively. As explained in detail therein, these revised standalone financial statements for the year ended 31 March 2023 have been prepared pursuant to the Scheme of Arrangement amongst the Company and Digidrive Distributors Limited and their respective shareholders and creditors (the 'Scheme') for demerger of E-Commerce Distribution Business along with identified non-core assets of the Company (the "Demerged Undertaking") from the specified appointed date i.e. 1 April 2022, as approved by the National Company Law Tribunal (NCLT), Kolkata Bench, vide order dated 22 June 2023 ("Order"). A certified copy of the Order sanctioning the Scheme has been filed by the Company with the Registrar of the Companies, Kolkata on 12 July 2023. We further draw attention to the fact that in accordance with the scheme approved by NCLT, the Company has given effect to the Scheme from the retrospective appointed date i.e. 1 April 2022 which overrides the relevant requirement of applicable generally acceptable accounting principles in India (according to which the scheme would have been accounted for from 22 June 2023). The financial impact of the aforesaid treatment has been disclosed in the note 34.

We issued a separate auditor's report dated 19 May 2023 to the members of the Company on the standalone annual financial statements of the Company for the year ended 31 March 2023 which were first approved by the Board of Directors on 19 May 2023 ("Original standalone financial statements"). The aforesaid petition having been approved subsequently, the Company has now prepared revised standalone financial statements incorporating the impact of the demerger with effect from 1 April 2022. Consequently, our revised audit report is with reference to the revised financial statements.

Our opinion is not modified in respect of above matters

### MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to revised financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 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 Company's internal financial controls with reference to revised financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under

## ANNEXURE B TO THE REVISED INDEPENDENT AUDITOR'S REPORT ON THE REVISED STANDALONE FINANCIAL STATEMENTS OF SAREGAMA INDIA LIMITED FOR THE YEAR ENDED 31 MARCH 2023 (contd.)

Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to revised financial statements. 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 with reference to revised financial statements 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 with reference to revised financial statements and their operating effectiveness. Our audit of internal financial controls with reference to revised financial statements included obtaining an understanding of internal financial controls with reference to revised financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the revised standalone financial statements, whether due to fraud or error.

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

### MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO REVISED FINANCIAL STATEMENTS

A company's internal financial controls with reference to revised financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of revised standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to revised financial statements 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 revised standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the revised standalone financial statements.

### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO REVISED FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to revised financial statements, 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 with reference to revised financial statements to future periods are subject to the risk that the internal financial controls with reference to revised financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### OTHER MATTER

In accordance with the provisions of Standard on Auditing 560 (Revised) 'Subsequent Events' issued by The Institute of Chartered Accountants of India, our audit procedures, in so far as they relate to the revision to the Standalone Financial Statements, have been carried out solely on this matter and no additional procedures have been carried out for any other events occurring after 19 May 2023 (being the date of our earlier audit report on the Original standalone financial statements). Our earlier audit report dated 19 May 2023 on the Original standalone financial statements is superseded by this revised report on the revised standalone financial statements.

For B S R & Co. LLP  
Chartered Accountants  
Firm's Registration No.: 101248W/W-100022

Jayanta Mukhopadhyay

Partner

Membership No.: 055757

ICAI UDIN: 23055757BGYIIS6876

## REVISED STANDALONE BALANCE SHEET

as at 31 March 2023

(Amount in Rupees lakhs, except otherwise stated)

| Particulars                                                                               | Notes | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-------------------------------------------------------------------------------------------|-------|------------------------|------------------------|
| <b>ASSETS</b>                                                                             |       |                        |                        |
| <b>(1) Non-current assets</b>                                                             |       |                        |                        |
| (a) Property, plant and equipment                                                         | 3     | 22,065.71              | 21,397.90              |
| (b) Right-of-use assets                                                                   | 4     | 66.60                  | 125.88                 |
| (c) Investment properties                                                                 | 5     | 213.95                 | 219.49                 |
| (d) Intangible assets                                                                     | 6     | 11,425.83              | 6,013.42               |
| (e) Intangible assets under development                                                   | 7     | 404.98                 | 174.52                 |
| (f) Financial assets                                                                      | 8.1   | 1,554.10               | 16,393.98              |
| (i) Investments                                                                           | 8.2   | 5,295.59               | 195.30                 |
| (ii) Other financial assets                                                               | 9     | 5,734.75               | 2,915.61               |
| (g) Other non-current assets                                                              |       | <b>46,761.51</b>       | <b>47,436.10</b>       |
| <b>Total non-current assets</b>                                                           |       |                        |                        |
| <b>(2) Current assets</b>                                                                 |       |                        |                        |
| (a) Inventories                                                                           | 10    | 16,227.36              | 10,317.01              |
| (b) Financial assets                                                                      | 11.1  | 21,235.62              | 50,570.95              |
| (i) Investments                                                                           | 11.2  | 15,133.24              | 10,751.04              |
| (ii) Trade receivables                                                                    | 11.3  | 1,297.46               | 14,706.45              |
| (iii) Cash and cash equivalents                                                           | 11.4  | 49,156.33              | 17,100.96              |
| (iv) Bank balances other than (iii) above                                                 | 11.5  | 2,621.31               | 2,384.55               |
| (v) Loans                                                                                 | 11.6  | 2,193.82               | 787.32                 |
| (vi) Other financial assets                                                               | 12    | 2,462.08               | 2,515.85               |
| (c) Current tax assets (net)                                                              | 13    | 11,324.62              | 10,585.54              |
| (d) Other current assets                                                                  |       | <b>121,651.84</b>      | <b>119,719.67</b>      |
| <b>Total current assets</b>                                                               |       |                        |                        |
| <b>TOTAL ASSETS</b>                                                                       |       |                        |                        |
| <b>EQUITY AND LIABILITIES</b>                                                             |       |                        |                        |
| <b>Equity</b>                                                                             |       |                        |                        |
| (a) Equity share capital                                                                  | 14.1  | 1,928.09               | 1,928.09               |
| (b) Other equity                                                                          | 14.2  | 131,309.85             | 135,255.27             |
| <b>Total equity</b>                                                                       |       |                        |                        |
| <b>Liabilities</b>                                                                        |       |                        |                        |
| <b>(1) Non-current liabilities</b>                                                        |       |                        |                        |
| (a) Financial liabilities                                                                 | 4     | 13.78                  | 71.25                  |
| (i) Lease liabilities                                                                     | 15    | 414.26                 | 366.75                 |
| (b) Employee benefit obligations                                                          | 16    | 4,728.90               | 5,655.01               |
| (c) Deferred tax liabilities (net)                                                        |       | <b>5,156.94</b>        | <b>6,093.01</b>        |
| <b>Total non-current liabilities</b>                                                      |       |                        |                        |
| <b>(2) Current liabilities</b>                                                            |       |                        |                        |
| (a) Financial liabilities                                                                 | 4     | 57.47                  | 59.06                  |
| (i) Lease liabilities                                                                     |       |                        |                        |
| (ii) Trade payables                                                                       |       |                        |                        |
| a) Total outstanding dues of micro enterprises and small enterprises                      | 17.1  | 2.68                   | 0.71                   |
| b) Total outstanding dues of creditors other than micro enterprises and small enterprises | 17.1  | 6,730.98               | 6,163.49               |
| (iii) Other financial liabilities                                                         | 17.2  | 5,427.41               | 4,089.60               |
| (b) Other current liabilities                                                             | 18    | 8,593.71               | 4,492.69               |
| (c) Provisions                                                                            | 19    | 9,126.28               | 9,003.19               |
| (d) Employee benefit obligations                                                          | 20    | 79.94                  | 70.66                  |
| <b>Total current liabilities</b>                                                          |       | <b>30,018.47</b>       | <b>23,879.40</b>       |
| <b>TOTAL LIABILITIES</b>                                                                  |       |                        |                        |
| <b>TOTAL EQUITY AND LIABILITIES</b>                                                       |       |                        |                        |

The accompanying notes 1 to 45 are an integral part of these revised standalone financial statements

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

**Jayanta Mukhopadhyay**

Partner

Membership Number: 055757

Place: Kolkata

Date: 27 July 2023

For and on behalf of the Board of Directors of

**Saregama India Limited**

CIN: L22213WB1946PLC014346

**Sanjiv Goenka**

Chairman

DIN: 00074796

Place: Kolkata

**Pankaj Mahesh Chaturvedi**

Chief Financial Officer

Place: Kolkata

Date: 27 July 2023

**Vikram Mehra**

Managing Director

DIN: 03556680

Place: Kolkata

**Priyanka Motwani**

Company Secretary

ACS: 58041

Place: Kolkata

Date: 27 July 2023

## REVISED STANDALONE STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2023

(Amount in Rupees lakhs, except otherwise stated)

| Particulars                                                                                       | Notes | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|---------------------------------------------------------------------------------------------------|-------|-----------------------------|-----------------------------|
| <b>I Revenue from operations</b>                                                                  |       |                             |                             |
| <b>II Other income</b>                                                                            | 21    | <b>69,517.56</b>            | 56,830.77                   |
| <b>III Total income (I+II)</b>                                                                    | 22    | <b>5,330.91</b>             | 3,341.07                    |
|                                                                                                   |       | <b>74,848.47</b>            | <b>60,171.84</b>            |
| <b>IV Expenses</b>                                                                                |       |                             |                             |
| Operational cost                                                                                  | 23    | <b>19,039.34</b>            | 14,053.03                   |
| Employee benefits expense                                                                         | 24    | <b>7,403.17</b>             | 6,108.40                    |
| Finance costs                                                                                     | 25    | <b>571.48</b>               | 451.42                      |
| Depreciation and amortisation expense                                                             | 26    | <b>2,081.95</b>             | 1,302.40                    |
| Other expenses                                                                                    | 27    | <b>21,434.91</b>            | 18,057.41                   |
| <b>Total expenses (IV)</b>                                                                        |       | <b>50,530.85</b>            | <b>39,972.66</b>            |
| <b>V Profit before tax (III-IV)</b>                                                               |       | <b>24,317.62</b>            | <b>20,199.18</b>            |
| <b>VI Tax expense</b>                                                                             |       |                             |                             |
| - Current tax                                                                                     | 28    | <b>6,186.07</b>             | 4,986.30                    |
| - Deferred tax                                                                                    | 16    | <b>83.72</b>                | 171.44                      |
| <b>Total tax expense (VI)</b>                                                                     |       | <b>6,269.79</b>             | <b>5,157.74</b>             |
| <b>VII Profit for the year (V-VI)</b>                                                             |       | <b>18,047.83</b>            | <b>15,041.44</b>            |
| <b>VIII Other comprehensive income</b>                                                            |       |                             |                             |
| Items that will not be reclassified subsequently to profit or loss:                               |       |                             |                             |
| (a) Remeasurements of post-employment benefit obligations                                         | 8.02  | 108.74                      |                             |
| (b) Changes in fair value of equity instruments designated at FVOCI                               |       | -                           | 2,709.52                    |
| (c) Revaluation gains relating to property, plant and equipment                                   |       | -                           | 959.44                      |
| (d) Income tax relating to items that will not be reclassified subsequently to profit or loss     | 16    | (2.02)                      | (562.89)                    |
| <b>Other comprehensive income for the year, net of tax (VIII)</b>                                 |       | <b>6.00</b>                 | <b>3,214.81</b>             |
| <b>IX Total comprehensive income for the year (VII+VIII)</b>                                      |       | <b>18,053.83</b>            | <b>18,256.25</b>            |
| <b>X Earnings per equity share:</b> [Nominal value per share Re. 1/-]<br><b>(Refer Note 14.1)</b> |       |                             |                             |
| Basic (Rs.)                                                                                       | 39    | <b>9.37</b>                 | 8.31                        |
| Diluted (Rs.)                                                                                     | 39    | <b>9.37</b>                 | 8.30                        |

The accompanying notes 1 to 45 are an integral part of these standalone financial statements

As per our report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

**Jayanta Mukhopadhyay**

Partner

Membership Number: 055757

Place: Kolkata

Date: 27 July 2023

For and on behalf of the Board of Directors of

**Saregama India Limited**

CIN: L22213WB1946PLC014346

**Sanjiv Goenka**

Chairman

DIN: 00074796

Place: Kolkata

**Pankaj Mahesh Chaturvedi**

Chief Financial Officer

Place: Kolkata

Date: 27 July 2023

**Vikram Mehra**

Managing Director

DIN: 03556680

Place: Kolkata

**Priyanka Motwani**

Company Secretary

ACS: 58041

Place: Kolkata

Date: 27 July 2023

## REVISED STANDALONE STATEMENT OF CASH FLOW

for the year ended 31 March 2023

| (Amount in Rupees lakhs, except otherwise stated)                                                    |                             |                             |
|------------------------------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| Particulars                                                                                          | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
| <b>A. Cash Flow from Operating Activities</b>                                                        |                             |                             |
| Profit Before Tax                                                                                    | 24,317.62                   | 20,199.18                   |
| Adjustments for:                                                                                     |                             |                             |
| Depreciation and amortisation expense                                                                | 2,081.95                    | 1,302.40                    |
| Allowance for expected credit loss / provision for doubtful advances                                 | 769.83                      | -                           |
| Provision for Diminution in carrying amount of Investments                                           | 310.62                      | -                           |
| Finance costs                                                                                        | 571.48                      | 451.42                      |
| Liabilities/Provisions no longer required written back                                               | (2,822.22)                  | (27.43)                     |
| Allowance for expected credit loss / provision for doubtful advances no longer required written back | -                           | (16.76)                     |
| Interest income                                                                                      | (2,959.51)                  | (1,853.56)                  |
| Share based payment expense                                                                          | 306.75                      | 75.70                       |
| Profit on sale of Investment in Mutual Fund                                                          | (1,439.27)                  | (48.30)                     |
| Fair value gain on Mutual Fund at FVTPL                                                              | (428.27)                    | (550.34)                    |
| Dividend income from equity investments designated at FVOCI                                          | -                           | (567.04)                    |
| Net gain on unrealised foreign currency transactions                                                 | (48.17)                     | (30.12)                     |
| <b>Operating profit before Working Capital Changes</b>                                               | <b>(3,656.81)</b>           | <b>(1,264.03)</b>           |
| <b>Adjustments for:</b>                                                                              |                             |                             |
| Increase in Other current assets, Loans, Other non-current assets, Other financial assets            | (1,542.23)                  | (4,866.92)                  |
| Increase in Other financial liabilities, Provisions, Other current liabilities                       | 7,561.49                    | 5,768.95                    |
| Increase in Trade payables                                                                           | 486.48                      | 903.32                      |
| Increase / (Decrease) in Employee benefit obligations                                                | 95.65                       | (6.09)                      |
| Increase in Trade receivables                                                                        | (5,388.40)                  | (1,763.61)                  |
| Increase in Inventories                                                                              | (6,326.01)                  | (3,770.19)                  |
| <b>Cash generated from operations</b>                                                                | <b>(5,113.02)</b>           | <b>(3,734.54)</b>           |
| Income taxes paid (net of refund)                                                                    | 15,547.79                   | 15,200.61                   |
| <b>Net cash generated from Operating Activities (A)</b>                                              | <b>9,415.49</b>             | <b>9,587.64</b>             |
| <b>B. Cash Flow from Investing Activities</b>                                                        |                             |                             |
| Purchase of Property, plant and equipment and intangible assets                                      | (10,314.49)                 | (7,259.53)                  |
| Investment in equity shares of other company (quoted)                                                | -                           | (2,698.16)                  |
| Interest received                                                                                    | 1,403.69                    | 691.40                      |
| Investment in equity shares of subsidiary                                                            | -                           | (1.00)                      |
| Loan to subsidiary companies (net)                                                                   | -                           | 98.68                       |
| Investment in Mutual Funds                                                                           | (39,013.58)                 | (58,810.45)                 |
| Proceeds from sale of Investment in Mutual Funds                                                     | 70,216.46                   | 11,354.53                   |
| Fixed deposits placed with banks (with remaining maturity more than 3 months)                        | (37,092.89)                 | (7,175.29)                  |
| Dividend income from equity investments designated at FVOCI                                          | -                           | 567.04                      |
| <b>Net cash used in Investing Activities (B)</b>                                                     | <b>(14,800.81)</b>          | <b>(63,232.78)</b>          |

## REVISED STANDALONE STATEMENT OF CASH FLOW (contd.)

for the year ended 31 March 2023

| (Amount in Rupees lakhs, except otherwise stated)                                 |                             |                             |
|-----------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| Particulars                                                                       | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
| <b>C. Cash Flow from Financing Activities</b>                                     |                             |                             |
| Proceeds from issue of shares                                                     | -                           | 185.29                      |
| Share premium received on issue of shares                                         | -                           | 73,135.21                   |
| (Purchase) / Sale of Investment by Saregama Welfare Trust (Treasury Shares) (net) | (1,607.75)                  | 332.96                      |
| Repayment of principal portion of lease liabilities                               | (59.06)                     | (41.85)                     |
| Interest paid on lease liabilities                                                | (10.36)                     | (11.19)                     |
| Interest paid on others                                                           | (62.22)                     | (94.11)                     |
| Interim dividend paid                                                             | (5,784.28)                  | (5,784.28)                  |
| <b>Net cash (used in) / generated from Financing Activities (C)</b>               | <b>(7,523.67)</b>           | <b>67,722.03</b>            |
| <b>Net decrease in cash and cash equivalents (A+B+C)</b>                          | <b>(12,908.99)</b>          | <b>14,076.89</b>            |
| <b>Cash and Cash Equivalents at the beginning of the year (Refer Note 11.3)</b>   | <b>14,706.45</b>            | <b>629.56</b>               |
| <b>Less: transferred pursuant to scheme of arrangement (Refer Note 34)</b>        | <b>(500.00)</b>             | <b>-</b>                    |
| <b>Cash and Cash Equivalents at the end of the year (Refer Note 11.3)</b>         | <b>1,297.46</b>             | <b>14,706.45</b>            |

### Notes:

- The above Cash Flow Statement has been prepared under the Indirect Method as set out in Ind AS - 7 "Statement of Cash Flows".
- Reconciliation of liabilities from financing activities

| Particulars                                 | Balance as at<br>1 April 2022 | Cash flows | Non-cash<br>changes | Balance as at<br>31 March 2023 |
|---------------------------------------------|-------------------------------|------------|---------------------|--------------------------------|
| Lease liabilities                           | 130.31                        | (69.42)    | 10.36               | 71.25                          |
| Total liabilities from financing activities | 130.31                        | (69.42)    | 10.36               | 71.25                          |
| Particulars                                 | Balance as at<br>1 April 2021 | Cash flows | Non-cash<br>changes | Balance as at<br>31 March 2022 |
| Lease liabilities                           | 110.22                        | (53.04)    | 73.13               | 130.31                         |
| Total liabilities from financing activities | 110.22                        | (53.04)    | 73.13               | 130.31                         |

The accompanying notes 1 to 45 are an integral part of these revised standalone financial statements

As per our report of even date attached

|                                                                                                      |                                                                                                               |
|------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| For <b>B S R &amp; Co. LLP</b><br>Chartered Accountants<br>Firm's Registration No.: 101248W/W-100022 | For and on behalf of the Board of Directors of<br><b>Saregama India Limited</b><br>CIN: L22213WB1946PLC014346 |
| <b>Jayanta Mukhopadhyay</b><br>Partner<br>Membership Number: 055757                                  | <b>Sanjiv Goenka</b><br>Chairman<br>DIN: 00074796<br>Place: Kolkata                                           |
|                                                                                                      | <b>Vikram Mehra</b><br>Managing Director<br>DIN: 03556680<br>Place: Kolkata                                   |
|                                                                                                      | <b>Pankaj Mahesh Chaturvedi</b><br>Chief Financial Officer                                                    |
|                                                                                                      | <b>Priyanka Motwani</b><br>Company Secretary<br>ACS: 58041<br>Place: Kolkata<br>Date: 27 July 2023            |

## REVISED STANDALONE STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March 2023

### A. EQUITY SHARE CAPITAL

(Amount in Rupees lakhs, except otherwise stated)

| Description                                                                                   | Number of shares   | Amount          |
|-----------------------------------------------------------------------------------------------|--------------------|-----------------|
| As at 1 April 2021                                                                            | 17,428,012         | 1,742.80        |
| Changes in equity share capital                                                               | 1,852,937          | 185.29          |
| Add: Equity shares arising on shares split from Rs.10/- to Re.1/- per share (Refer Note 14.1) | 173,528,541        | -               |
| As at 31 March 2022                                                                           | 192,809,490        | 1,928.09        |
| Changes in equity share capital                                                               | -                  | -               |
| <b>As at 31 March 2023</b>                                                                    | <b>192,809,490</b> | <b>1,928.09</b> |

### B. OTHER EQUITY

| Particulars                                                                                | Reserve and surplus |                    |                           |                 |                                |                   | Item of Other Comprehensive Income (OCI) |                                | Total             |
|--------------------------------------------------------------------------------------------|---------------------|--------------------|---------------------------|-----------------|--------------------------------|-------------------|------------------------------------------|--------------------------------|-------------------|
|                                                                                            | General reserve     | Securities premium | Share options outstanding | Treasury Shares | Saregama Welfare Trust Reserve | Retained earnings | Revaluation surplus                      | Equity instruments through OCI |                   |
| Balance as at 1 April 2021                                                                 | 693.95              | 9,106.81           | 212.11                    | (425.60)        | (11.36)                        | 24,178.22         | 10,349.54                                | 5,107.68                       | 49,211.35         |
| Profit for the year                                                                        | -                   | -                  | -                         | -               | -                              | 15,041.44         | -                                        | -                              | 15,041.44         |
| Other comprehensive income for the year (net of tax)                                       | -                   | -                  | -                         | -               | -                              | 81.37             | 735.93                                   | 2,397.51                       | 3,214.81          |
| <b>Total comprehensive income for the year</b>                                             | <b>-</b>            | <b>-</b>           | <b>-</b>                  | <b>-</b>        | <b>-</b>                       | <b>15,122.81</b>  | <b>735.93</b>                            | <b>2,397.51</b>                | <b>18,256.25</b>  |
| Issue of equity shares under Saregama Employee Stock Option Scheme 2013                    | -                   | 4.67               | -                         | -               | -                              | -                 | -                                        | -                              | 4.67              |
| On fresh issue of shares of face value Rs.10/- each (net of expenses of Rs.1,684.34 Lakhs) | -                   | 73,130.54          | -                         | -               | -                              | -                 | -                                        | -                              | 73,130.54         |
| Employee stock option expense (Refer Note 24)                                              | -                   | -                  | 75.70                     | -               | -                              | -                 | -                                        | -                              | 75.70             |
| Interim dividend on equity shares for the financial year 2021-22                           | -                   | -                  | -                         | -               | -                              | (5,784.28)        | -                                        | -                              | (5,784.28)        |
| Adjustment on account of exercise of options                                               | -                   | -                  | (7.52)                    | 7.52            | -                              | -                 | -                                        | -                              | -                 |
| Transfer on account of exercise of options                                                 | -                   | -                  | (188.40)                  | -               | -                              | 188.40            | -                                        | -                              | -                 |
| Sale/ (Purchase) of treasury shares by the trust during the year (net) (Refer Note 14.2)   | -                   | -                  | -                         | 332.96          | -                              | -                 | -                                        | -                              | 332.96            |
| Income/ (Expense) of Trust for the year                                                    | -                   | -                  | -                         | -               | 25.93                          | -                 | -                                        | -                              | 25.93             |
| Deferred Tax on investment property                                                        | -                   | -                  | -                         | -               | -                              | 2.15              | -                                        | -                              | 2.15              |
| <b>Balance as at 31 March 2022</b>                                                         | <b>693.95</b>       | <b>82,242.02</b>   | <b>91.89</b>              | <b>(85.12)</b>  | <b>14.57</b>                   | <b>33,705.15</b>  | <b>11,087.62</b>                         | <b>7,505.19</b>                | <b>135,255.27</b> |

## REVISED STANDALONE STATEMENT OF CHANGES IN EQUITY (contd.)

for the year ended 31 March 2023

| Particulars                                                                             | Reserve and surplus |                    |                           |                   |                                |                   | Item of Other Comprehensive Income (OCI) |                                |                   | Total           |      |
|-----------------------------------------------------------------------------------------|---------------------|--------------------|---------------------------|-------------------|--------------------------------|-------------------|------------------------------------------|--------------------------------|-------------------|-----------------|------|
|                                                                                         | General reserve     | Securities premium | Share options outstanding | Treasury Shares   | Saregama Welfare Trust Reserve | Retained earnings | Revaluation surplus                      | Equity instruments through OCI |                   |                 |      |
| Balance as at 1 April 2022                                                              | 693.95              | 82,242.02          | 91.89                     | (85.12)           | 14.57                          | 33,705.15         | 11,087.62                                | 7,505.19                       | 135,255.27        |                 |      |
| Adjusted pursuant to scheme of arrangement (Refer Note 34)                              | -                   | -                  | -                         | -                 | -                              | -                 | (7,416.85)                               | -                              | (7,416.85)        |                 |      |
| Cancellation of Investment pursuant to scheme of arrangement (Refer Note 34)            | -                   | -                  | -                         | -                 | -                              | -                 | (1.00)                                   | -                              | (1.00)            |                 |      |
| Profit for the year                                                                     | -                   | -                  | -                         | -                 | -                              | -                 | 18,047.83                                | -                              | 18,047.83         |                 |      |
| Other comprehensive income for the year (net of tax)                                    | -                   | -                  | -                         | -                 | -                              | -                 | 6.00                                     | -                              | 6.00              |                 |      |
| <b>Total comprehensive income for the year</b>                                          | <b>-</b>            | <b>-</b>           | <b>-</b>                  | <b>-</b>          | <b>-</b>                       | <b>-</b>          | <b>10,635.98</b>                         | <b>-</b>                       | <b>(7,505.19)</b> | <b>3,130.79</b> |      |
| Employee stock option expense (Refer Note 24)                                           | -                   | -                  | -                         | -                 | 306.75                         | -                 | -                                        | -                              | -                 | 306.75          |      |
| Interim dividend on equity shares for the financial year 2022-23                        | -                   | -                  | -                         | -                 | -                              | -                 | (5,784.28)                               | -                              | -                 | (5,784.28)      |      |
| Adjustment on account of exercise of options                                            | -                   | -                  | -                         | (1.69)            | 1.69                           | -                 | -                                        | -                              | -                 | -               |      |
| Transfer on account of exercise of options                                              | -                   | -                  | -                         | (89.35)           | -                              | -                 | 89.35                                    | -                              | -                 | -               |      |
| (Purchase)/Sale of treasury shares by the trust during the year (net) (Refer Note 14.2) | -                   | -                  | -                         | -                 | (1,607.75)                     | -                 | -                                        | -                              | -                 | (1,607.75)      |      |
| Income/(Expense) of Trust for the year                                                  | -                   | -                  | -                         | -                 | -                              | -                 | 7.10                                     | -                              | -                 | 7.10            |      |
| Deferred Tax on investment property                                                     | -                   | -                  | -                         | -                 | -                              | -                 | -                                        | -                              | 1.97              | -               | 1.97 |
| <b>Balance as at 31 March 2023</b>                                                      | <b>693.95</b>       | <b>82,242.02</b>   | <b>307.60</b>             | <b>(1,691.18)</b> | <b>21.67</b>                   | <b>38,646.20</b>  | <b>11,089.59</b>                         | <b>-</b>                       | <b>131,309.85</b> |                 |      |

The description, nature and purpose of each reserve within other equity are as follows:

- (i) **General reserve:** Under the erstwhile Companies Act 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act, 2013 (the "Companies Act"), the requirement to mandatory transfer a specified percentage of net profit to general reserve has been withdrawn. The amount credited to the reserve can be utilised by the Company in accordance with the provisions of the Companies Act. There is no movement in general reserve during the current and previous year.
- (ii) **Securities premium:** This reserve represents the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act.
- (iii) **Share options outstanding reserve:** This reserve relates to stock options granted by the Company to eligible employees under Saregama Employee Stock Option Scheme 2013. This reserve is transferred to securities premium or retained earnings on exercise or cancellations of vested options.

## REVISED STANDALONE STATEMENT OF CHANGES IN EQUITY (contd.)

for the year ended 31 March 2023

- (iv) **Treasury Shares:** The Company has formed Saregama Welfare Trust ("SWT") for implementation of the Schemes that are notified or may be notified from time to time by the Company under the plan, providing shared based benefits to its employees. SWT purchases shares of the Company out of funds borrowed from the Company. The Company treats SWT as its extension and shares held by SWT are treated as treasury shares.
- (v) **Saregama Welfare Trust Reserve:** The Company has formed Saregama Welfare Trust ("SWT") for implementation of the Schemes that are notified or may be notified from time to time by the Company under the plan, providing share based benefits to the employees. SWT purchases shares of the Company out of funds provided by the Company. The Company treats SWT as its extension and shares held by SWT are treated as Treasury Shares. Profit/(loss) on sale/transfer of treasury shares (net of tax) and dividend earned on the same by the SWT is recognized in SWT Reserve.
- (vi) **Retained earnings:** This reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This reserve can be utilised in accordance with the provisions of the Companies Act.
- (vii) **Revaluation surplus:** This reserve represents surplus on revaluation of Property, plant and equipment (land) and will be transferred directly to retained earning when the asset is derecognised.
- (viii) **Equity instruments through OCI (FVOCI):** This reserve represents the cumulative gains (net of losses) arising on the revaluation of Equity Instruments at fair value through Other Comprehensive Income (OCI), net of amounts reclassified, if any, to Retained Earnings when those instruments are disposed of.

The accompanying notes 1 to 45 are an integral part of these revised standalone financial statements

As per our report of even date attached

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No.: 101248W/W-100022

**Jayanta Mukhopadhyay**  
Partner  
Membership Number: 055757

Place: Kolkata  
Date: 27 July 2023

For and on behalf of the Board of Directors of  
**Saregama India Limited**  
CIN: L22213WB1946PLC014346

**Sanjiv Goenka**  
Chairman  
DIN: 00074796  
Place: Kolkata

**Pankaj Mahesh Chaturvedi**  
Chief Financial Officer

Place: Kolkata  
Date: 27 July 2023

**Vikram Mehra**  
Managing Director  
DIN: 03556680  
Place: Kolkata

**Priyanka Motwani**  
Company Secretary  
ACS: 58041

Place: Kolkata  
Date: 27 July 2023

## Notes

to the revised standalone financial statements for the year ended 31 March 2023

### BACKGROUND

Saregama India Limited ("the Company") is a Company limited by shares, incorporated and domiciled in India. The Company is engaged in the business of manufacturing and sale of Music storage device viz. Carvaan, Music Card, Audio Compact Discs, Digital Versatile Discs and dealing with related music rights. The Company is also engaged in production and sale/telecast/broadcast of films/Tv Serials, pre-recorded programmes and dealing in film rights. Equity shares of the Company are listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The registered office of the Company is located in Kolkata, West Bengal, India.

### 1 SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies applied by the Company in the preparation of its standalone financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these standalone financial statements.

#### (a) Basis of preparation

The standalone financial statements of the Company for the year ended 31 March 2023 were first approved by the Board of Directors on 19 May 2023 ("Original financial statements") without giving effect to the Scheme of Arrangement since the application seeking approval of the said Scheme was pending before the National Company Law Tribunal, Kolkata Bench as of that date. These revised standalone financial statements were approved and authorised for issue by the Board of Directors of the Company at their meeting held on 27 July 2023. The Original standalone financial statements of the Company are being revised pursuant to an approved Scheme of Arrangement, the details of which are stated in Note 34.

#### (i) Compliance with Ind AS

These standalone financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the 'Act') [Companies (Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

#### (ii) Basis of measurement

##### (a) Historical cost convention

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

- Certain financial assets and liabilities (including derivative instruments) that is measured at fair value;
- Net Defined benefit (assets)/Liability - Fair value of plan assets less present value of defined benefit obligations; and
- Share based payments.

##### (b) Functional and presentation currency

Items included in the standalone financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The standalone financial statements are presented in Indian Rupee (Rs.), which is the Company's functional and presentation currency.

##### (iii) Current versus non-current classification

All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013 and Ind AS 1 - Presentation of financial statement based on the nature of products / service and the time between the acquisition of assets for processing / providing the services and their realisation in cash and cash equivalents. The Company has ascertained its operating cycle as 12 months for the purpose of current, non current classification of assets and liabilities.

#### Assets

An asset is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realised within 12 months after the reporting date; or
- (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

### Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in the Company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within 12 months after the reporting date; or
- (d) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

### (b) Revenue recognition

The Company has applied Ind AS 115, Revenue from Contracts with Customers, which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

- Revenue from the sale of products is recognised at the point in time when control is transferred to the customer. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.
- Revenue from Music licensing where the customer obtains a "right to use" is recognized at the time the license is made available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized over the access period.
- Revenue from the sale of television serial episodes is recognised upfront at the point in time when the episode is delivered to the customer.
- Revenue from sale of free commercial time (net of trade discount, as applicable) are recognised when the related advertisement or commercials appears before the public, i.e. on telecast.
- Revenue from theatrical distribution is recognised on exhibition of films. In case of distribution through theatres, revenue is recognised on the basis of box office reports received from various exhibitors. Contracted minimum guarantees are recognised on theatrical release.
- Revenue from Sale of films rights are recognised on assignment of such rights as per terms of the sale/licencing agreements.

The billing schedules agreed with customers include periodic payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

Unearned and deferred revenue ("contract liability") is recognised when there is billings in excess of revenues.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

### Use of significant judgements in revenue recognition :

- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc. Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, price concessions and incentives.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

### Interest income

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and the effective interest rate applicable.

### Dividend income

Dividend income from investments is recognised when the shareholder's rights to receive payment have been established.

### Rental income

Rental income from investment properties and subletting of properties is recognised on a straight line basis over the term of the relevant leases.

### Government Grant

The Company may receive government grants that require compliance with certain conditions related to the Company's operating activities or are provided to the Company by way of financial assistance on the basis of certain qualifying criteria

Accordingly, government grants by way of financial assistance on the basis of certain qualifying criteria are recognised as they become receivable.

### (c) Property, plant and equipment - (PPE)

All items of property, plant and equipment other than freehold land are stated at historical cost i.e. cost of acquisition/ construction or at deemed cost as on the date of transition to Ind AS less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the 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. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

Revaluation of Land is made with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the balance sheet date. When the fair value differs materially from its carrying amount, the carrying amount is adjusted to the revalued amount. The fair value is determined based on appraisal undertaken by a professionally qualified valuer.

### Depreciation method, estimated useful lives and residual values

Depreciation is calculated on a pro-rata basis using the straight-line method to allocate their cost, net of their estimated residual values, over the estimated useful lives of the asset as prescribed under Schedule II to the Companies Act, 2013.

The useful lives, residual values and the method of depreciation of property, plant and equipment 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 greater than its estimated recoverable amounts.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are included in profit or loss within 'Other Income'/Other Expenses'.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as 'Capital Advances' under other non-current assets.

### Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

### (d) Investment properties

Properties that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

Investment properties are depreciated using the straight-line method over their estimated useful lives of the assets as prescribed under Schedule II to the Companies Act, 2013.

### Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its investment properties recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of investment properties.

### (e) Intangible assets

Intangible assets have a finite useful life and are stated at cost less accumulated amortisation and accumulated impairment losses, if any.

#### (i) Music Copyrights

Outright acquisition of music copyrights wherein future economic benefits are established are capitalised. They have finite useful lives and are subsequently carried at cost less accumulated amortisation and impairment losses.

#### (ii) Computer Software

Software for internal use, which is primarily acquired from third-party vendors is capitalised. Subsequent costs associated with maintaining such software are recognised as expense as incurred. Cost of software includes license fees and cost of implementation/system integration services, where applicable.

#### Amortisation method and year

The Company amortises intangible assets with a finite useful lives using the straight-line method over the following periods:

Music Copyrights acquired through outright purchase are amortised over a period of one to ten years from the date of release of Music. The Company reviews the expected future revenue potential at the end of each accounting period and recognises impairment loss, where required.

Softwares are amortised on a straight line basis over a period of three to five years from the date of capitalisation.

Advances paid towards the cost of intangible assets outstanding at each balance sheet date is classified as 'Capital advances' under other non-current assets.

#### Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its intangible assets recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

### (f) Impairment of non-financial assets

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 group of assets (cash-generating units).

### (g) Leases

#### The Company as a lessee

The Company's lease asset classes primarily consist of leases for buildings and vehicles. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

#### The Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease.

#### Transition to Ind AS 116

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

Under the erstwhile standard Ind AS 17, operating lease payments as per terms of the agreement, were recognised as an expense in the Statement of Profit and Loss on a straight line basis, except where another systematic basis was more representative of the time pattern in which economic benefits from the leased asset were consumed.

Effective 01 April 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to lease contracts existing on 01 April 2019 using the modified retrospective method on the date of initial application. Consequently, the lease liabilities are recognized at the present value of lease payment discounted at the weighted average incremental borrowing rate and same amount is recognized for ROU assets.

The following is the summary of practical expedients elected on initial application:

- Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.
- Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term and low value leases on the date of initial application.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.
- Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

### (h) Inventories

Physical inventory (caravan, music card and others): Inventories are valued at lower of cost and net realisable value. The cost is determined on weighted average basis, and includes, where applicable, appropriate share of overheads, the same is charged off on sale of goods. The costs of purchase of inventories comprise the purchase price, import duties and other taxes (other than those subsequently recoverable by the entity from the taxing authorities), and transport, handling and other costs directly attributable to the acquisition of finished goods. Provision is made for obsolete / slow moving / defective stocks, where necessary.

Music rights are stated at lower of cost / unamortised cost or net realisable value. Cost comprises acquisition / direct production cost. Music rights are amortised over a period of one to ten years from the date of release of Music.

Untelecasted television serials are valued at lower of cost and net realisable value. Cost comprises direct production cost. Cost of a television serial is fully expensed on telecast/broadcasting.

Digital Films are stated at lower of cost / unamortised cost or net realisable value. Cost comprises acquisition / direct production cost. Expenses of under production films incurred till the films are ready for release are inventorised. Cost of digital films are recognised as expense in Statement of Profit and Loss as per the terms of Licencing of multiple digital rights.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

### (i) Investments in subsidiaries

Investments in subsidiaries are carried at cost less provision for impairment, if any. Investments in subsidiaries 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 carrying amount of investments exceeds its recoverable amount.

#### Transition to Ind AS

On transition to Ind AS, the Company has elected to measure its investments in all its subsidiaries at its previous GAAP carrying value and use those values as the deemed cost of such investments.

### (j) Investments (other than investments in subsidiaries) and other financial instruments

#### (i) Classification

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

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
- those to be measured at amortised cost.

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

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

In accordance with Ind AS 101, the Company had irrevocably designated its investment in equity instruments as FVOCI on the date of transition to Ind AS.

#### (ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

**Equity Instruments :** The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Changes in the fair value of financial assets at fair value through profit or loss are recognised in 'Other Income' in the Statement of Profit and Loss.

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method.

#### (iii) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets which are not fair valued through profit or loss. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 32(A) details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach as per Ind AS 109, 'Financial Instruments', which requires expected lifetime losses to be recognised from initial recognition of the receivables.

#### (iv) Derecognition of financial assets

A financial asset is derecognised only when

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

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

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.

#### (v) Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL.

#### (vi) Financial liabilities through fair value through profit or loss (FVTPL)

A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Statement of Profit and Loss. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

#### (vii) Financial liabilities at amortised cost

Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of Profit and Loss.

Any gain or loss on derecognition is also recognised in Statement of Profit and Loss.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximates fair value due to the short maturity of these instruments.

#### (viii) Fair value of financial instruments

In determining the fair value of financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis and available quoted market prices. All methods of assessing fair value result in general approximation of value, and such value may never actually be realised.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

**(k) Offsetting financial instruments**

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

**(l) Trade receivables**

Trade receivables are amounts due from customers for goods sold or services rendered in the ordinary course of business. Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

**(m) Cash and cash equivalents**

For the purpose of presentation in the Cash Flow Statement, 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 and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

**(n) Trade payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

**(o) Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired.

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

**(p) Borrowing costs**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred, unless they are capitalised.

**(q) Foreign currency transactions and translation**

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. At the year-end, monetary assets and liabilities denominated in foreign currencies are restated at the year - end exchange rates. The exchange differences arising from settlement of foreign currency transactions and from the year-end restatement are recognised in profit and loss.

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

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

**(r) Employee benefits expense**

**(i) Short-term employee benefits**

Liabilities for short-term employee benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as 'Employee Benefits Payable' within 'Other Current Liabilities' in the Balance Sheet.

**(ii) Other long-term employee benefits**

The liabilities for leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured annually by actuaries as the present value of expected future benefits in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

**(iii) Post-employment benefits**

**Defined benefit plans**

The liability or asset recognised in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

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

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in 'Employee Benefits Expense' in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in Other Comprehensive Income. These are included in 'Retained Earnings' in the Statement of Changes in Equity in the balance sheet.

**Defined contribution plans**

The Company has certain defined contribution plans viz. provident fund and superannuation fund. Contributions for provident fund are made at specified percentage of the covered employee's qualifying salary to a government administered fund. Contribution for superannuation fund are made yearly based on a specified percentage of each covered employee's salary to a Trust set up by the Company. Contributions under Defined Contribution Plans are recognised as expenses for the period in which the employee has rendered the service.

**(iv) Share-based payments**

Share-based compensation benefits are provided to employees via Saregama Employee Stock Options Scheme 2013, Stock Appreciation Rights Scheme 2014 and Stock Appreciation Rights Scheme 2018.

**Employee Options**

The fair value of the options granted under the Saregama Employee Stock Option Scheme 2013 is recognised as an employee benefits expense in the statement of profit and loss with a corresponding increase in equity. The fair value at grant date is determined using the Black Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and risk free interest rate for the term of the option. The total amount to be expensed is determined by reference to the fair value of the options granted:

- Including any market performance conditions (e.g., the entity's share price);
- excluding the impact of any services and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specified period of time).

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in the statement of profit or loss, with a corresponding adjustment to equity.

### Share appreciation rights

Liabilities for the Company's Share Appreciation Rights (SAR), granted pursuant to Company's share appreciation rights schemes, is measured initially and at the end of each reporting period until settled, at fair value of the SAR, by applying option pricing model, and is recognised as employee benefit expense over the relevant service period. The liabilities are presented as employee benefits obligations in the balance sheet.

### (s) Royalty

Minimum Guarantee Royalty is recognised as expense within the license period or ten years, whichever is earlier. Royalty on sales, other than physical sales, is provided on the basis of management's best estimate of the expenditure required to settle the obligation. Other royalty payments are charged at agreed rates on related sales.

### (t) Income tax

The income tax expense 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, unused tax credits and to unused tax losses, as applicable.

The current tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. 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 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 standalone financial statements. However, deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). 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 tax asset is realised or the deferred tax liability is settled.

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

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be utilised.

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 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 are recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity, if any. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

### (u) Provisions and contingencies

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

A disclosure for contingent liabilities is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required to settle or a reliable estimate of the amount cannot be made.

### (v) Dividend Distribution

Dividends paid are recognised in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by shareholders.

### (w) 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 excluding treasury shares

#### (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.

### (x) Rounding of amounts

All amounts disclosed in the standalone financial statements and notes have been rounded off to the nearest lakhs (with two places of decimal) as per the requirement of Schedule III, unless otherwise stated.

### (y) Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

#### Ind AS 1 - Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

#### Ind AS 12 - Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

#### Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

### 2 CRITICAL ESTIMATES AND JUDGEMENTS

The preparation of standalone financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these standalone financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed at each Balance Sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

This Note provides an overview of the areas that involved a higher degree of judgement 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 judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the standalone financial statements.

#### The areas involving critical estimates or judgements are:

Employee benefits (estimation of defined benefit obligations) - **Notes 1(r) and 29**

Post-employment benefits represent obligations that will be settled in future and require assumptions to estimate benefit obligations. Post-employment benefit accounting is intended to reflect the recognition of benefit costs over the employees' approximate service period, based on the terms of the plans and the investment and funding decisions made. The accounting requires the Company to make assumptions regarding variables such as discount rate and salary growth rate. Changes in these key assumptions can have a significant impact on the defined benefit obligations.

Impairment of trade receivables - **Notes 1(j)(iii) and 32**

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

Estimation of expected useful lives of property, plant and equipment - **Notes 1(c) and 3**

Management reviews its estimate of useful lives of property, plant and equipment at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of property, plant and equipment.

Contingencies - **Notes 1(u) and 37**

Legal proceedings covering a range of matters are pending against the Company. Due to the uncertainty inherent in such matters, it is often difficult to predict the final outcome. The cases and claims against the Company often raise factual and legal issues that are subject to uncertainties and complexities, including the facts and circumstances of each particular case/claim, the jurisdiction and the differences in applicable law. The Company consults with legal counsel and other experts on matters related to specific litigations where considered necessary. The Company accrues a liability when it is determined that an adverse outcome is probable and the amount of the loss can be reasonably estimated. In the event an adverse outcome is possible or an estimate is not determinable, the matter is disclosed.

Valuation of deferred tax assets - **Notes 1(t) and 16**

Deferred income tax expense is calculated based on the differences between the carrying value of assets and liabilities for financial reporting purposes and their respective tax bases that are considered temporary in nature. Valuation of deferred tax assets is dependent on management's assessment of future recoverability of the deferred tax benefit. Expected recoverability may result from expected taxable income in the future, planned transactions or planned optimising measures. Economic conditions may change and lead to a different conclusion regarding recoverability.

Fair value measurements - **Notes 1(j)(viii) and 31**

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair values are measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

### 3 PROPERTY, PLANT AND EQUIPMENT (PPE)

(Amount in Rupees lakhs, except otherwise stated)

| Description            | Gross carrying amount         |                                          | Accumulated depreciation       |                          | Carrying amount (net)      |                           |
|------------------------|-------------------------------|------------------------------------------|--------------------------------|--------------------------|----------------------------|---------------------------|
|                        | Cost as at<br>1 April<br>2022 | Additions/<br>Deductions/<br>Adjustments | Cost as at<br>31 March<br>2023 | As at<br>1 April<br>2022 | Deductions/<br>adjustments | As at<br>31 March<br>2023 |
| Land - Freehold        | 20,967.20                     | -                                        | 20,967.20                      | -                        | -                          | -                         |
| Buildings - Freehold   | 70.59                         | -                                        | 70.59                          | 35.80                    | 4.08                       | 39.88                     |
| Buildings              | 37.71                         | -                                        | 37.71                          | 4.80                     | 0.80                       | 5.60                      |
| Plant and equipment    | 3.13                          | -                                        | 3.13                           | 3.13                     | -                          | 3.13                      |
| Furniture and fixtures | 970.48                        | -                                        | 970.48                         | 319.85                   | 43.42                      | 363.27                    |
| Office equipment       | 1,004.29                      | 367.37                                   | 1,371.66                       | 767.37                   | 175.81                     | 943.18                    |
| Vehicles               | 5.19                          | -                                        | 5.19                           | 5.19                     | -                          | 5.19                      |
| <b>Total</b>           | <b>22,534.04</b>              | <b>891.92</b>                            | <b>23,425.96</b>               | <b>1,136.14</b>          | <b>224.11</b>              | <b>1,360.25</b>           |
|                        |                               |                                          |                                |                          |                            | <b>22,065.71</b>          |
|                        |                               |                                          |                                |                          |                            | <b>21,397.90</b>          |

| Description            | Gross carrying amount         |                                          | Accumulated depreciation       |                          | Carrying amount (net)      |                           |
|------------------------|-------------------------------|------------------------------------------|--------------------------------|--------------------------|----------------------------|---------------------------|
|                        | Cost as at<br>1 April<br>2021 | Additions/<br>Deductions/<br>Adjustments | Cost as at<br>31 March<br>2022 | As at<br>1 April<br>2021 | Deductions/<br>Adjustments | As at<br>31 March<br>2022 |
| Land - Freehold        | 20,007.76                     | 959.44                                   | -                              | 20,967.20                | -                          | -                         |
| Buildings - Freehold   | 70.59                         | -                                        | 70.59                          | 31.72                    | 4.08                       | 35.80                     |
| Buildings              | 37.71                         | -                                        | 37.71                          | 4.00                     | 0.80                       | 4.80                      |
| Plant and equipment    | 3.13                          | -                                        | 3.13                           | 3.13                     | -                          | 3.13                      |
| Furniture and fixtures | 444.86                        | 1.07                                     | 445.93                         | 274.36                   | 45.49                      | 319.85                    |
| Office equipment       | 829.03                        | 175.26                                   | -                              | 1,004.29                 | 628.10                     | 139.27                    |
| Vehicles               | 5.19                          | -                                        | 5.19                           | 5.19                     | -                          | 5.19                      |
| <b>Total</b>           | <b>21,398.27</b>              | <b>1,135.77</b>                          | <b>-</b>                       | <b>22,534.04</b>         | <b>946.50</b>              | <b>189.64</b>             |
|                        |                               |                                          |                                |                          |                            | <b>1,136.14</b>           |
|                        |                               |                                          |                                |                          |                            | <b>21,397.90</b>          |

**3.1** The Company has chosen the revaluation model for land and cost model for other items of PPE as its accounting policy [Refer Note 1(c)]. Accordingly, Company's land was revalued on 1<sup>st</sup> April 2021 by registered valuer using market approach. Resultant incremental value amounting to Rs.12,599.73 Lakhs were added to the book value of related land with corresponding credit to Other Comprehensive Income and other equity. The carrying amount of land that would have been recognised had it been carried under the cost model is Rs.8,367.47 Lakhs.

**3.2** Title deeds of the immovable properties as set out in the above table are in the name of the Company.

**3.3** The Company has cash credit facility from banks which carry charge over certain of the above PPE (Refer Note 32(B) for details).

**3.4** Aggregate amount of depreciation has been included under 'Depreciation and amortisation expense' in the Statement of Profit and Loss (Refer Note 26).

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 4 COMPANY AS A LESSEE

The Company leases vehicles used for business purposes. The leases typically run for a period of 3 years, with an option to renew the lease after that date. Lease payments are renegotiated every three years to reflect market rentals.

Information about leases for which the Company is a lessee is presented below

#### Following are the changes in the carrying value of right-of-use assets for the year ended 31 March 2023:

| Particulars                        | Leasehold premises and vehicles |
|------------------------------------|---------------------------------|
| Balance as at 1 April 2022         | 125.88                          |
| Additions                          | -                               |
| Deletion                           | -                               |
| Depreciation                       | 59.28                           |
| <b>Balance as at 31 March 2023</b> | <b>66.60</b>                    |

Following are the changes in the carrying value of right-of-use assets for the year ended 31 March 2022:

| Particulars                        | Leasehold premises and vehicles |
|------------------------------------|---------------------------------|
| Balance as at 1 April 2021         | 109.46                          |
| Additions                          | 61.94                           |
| Deletion                           | -                               |
| Depreciation                       | 45.52                           |
| <b>Balance as at 31 March 2022</b> | <b>125.88</b>                   |

Aggregate amount of depreciation has been included under 'Depreciation and amortisation expense' in the Statement of Profit and Loss (Refer Note 26).

#### The following is the break-up of current and non-current lease liabilities:

| Particulars                   | As at<br>March 31, 2023 | As at<br>March 31, 2022 |
|-------------------------------|-------------------------|-------------------------|
| Current lease liabilities     | 57.47                   | 59.06                   |
| Non-current lease liabilities | 13.78                   | 71.25                   |
| <b>Total</b>                  | <b>71.25</b>            | <b>130.31</b>           |

#### The following is the movement in lease liabilities during the year ended 31 March 2023:

| Particulars                          | Leasehold premises and vehicles |
|--------------------------------------|---------------------------------|
| Balance as at 1 April 2022           | 130.31                          |
| Additions                            | -                               |
| Finance cost accrued during the year | 10.36                           |
| Deletion                             | -                               |
| Payment of lease liabilities         | 69.42                           |
| <b>Balance as at 31 March 2023</b>   | <b>71.25</b>                    |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

The following is the movement in lease liabilities during the year ended 31 March 2022:

| Particulars                          | Leasehold premises and vehicles |
|--------------------------------------|---------------------------------|
| Balance as at 1 April 2021           | 110.22                          |
| Additions                            | 61.94                           |
| Finance cost accrued during the year | 11.19                           |
| Deletion                             | -                               |
| Payment of lease liabilities         | 53.04                           |
| <b>Balance as at 31 March 2022</b>   | <b>130.31</b>                   |

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

| Particulars          | As at<br>March 31, 2023 | As at<br>March 31, 2022 |
|----------------------|-------------------------|-------------------------|
| Less than one year   | 61.95                   | 69.42                   |
| One to five years    | 14.33                   | 76.28                   |
| More than five years | -                       | -                       |
| <b>Total</b>         | <b>76.28</b>            | <b>145.70</b>           |

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The Company has incurred expenses relating to short term leases and leases of low value assets for certain accommodation. Terms of such lease include option for renewal on mutually agreed terms. There are no restrictions imposed by lease arrangements and there are no purchase options or sub leases or contingent rents. Operating lease rentals for the year recognised in Statement of Profit and Loss amounts to **Rs.352.62 Lakhs** (2021-22 - Rs.325.05 Lakhs).

The total cash outflow for leases is **Rs.422.04 Lakhs** (2021-22 - Rs.378.09 Lakhs) for the year, including cash outflow for short term leases and leases of low value assets.

### COMPANY AS A LESSOR

Rent income includes payments of **Rs.21.12 Lakhs** (2021-22 - Rs.18.90 Lakhs) for the year relating to agreements entered into by the Company. There are no restrictions imposed by lease arrangements and there are no contingent rents recognised as income for the period. These lease arrangements inter alia include escalation clause/option for renewal.

The following table sets out a maturity analysis of lease payments, showing the undiscounted lease payments to be received after the reporting date.

| Particulars          | As at<br>March 31, 2023 | As at<br>March 31, 2022 |
|----------------------|-------------------------|-------------------------|
| Less than one year   | 19.50                   | 14.65                   |
| One to two years     | 19.66                   | 0.30                    |
| Two to three years   | 18.04                   | -                       |
| Three to four years  | 9.90                    | -                       |
| Four to five years   | -                       | -                       |
| More than five years | -                       | -                       |
| <b>Total</b>         | <b>67.10</b>            | <b>14.95</b>            |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 5 INVESTMENT PROPERTIES

Investment property comprises a number of residential properties that are leased to third parties. Each of the leases contains an initial non-cancellable period of 12 months. Subsequent renewals are negotiated with the lessee and historically the average renewal period ranges from 24 to 36 months.

The Company has no restrictions on the realisability of its investment property.

| Particulars                         | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-------------------------------------|------------------------|------------------------|
| <b>Gross carrying amount</b>        |                        |                        |
| At the beginning of the year        | 252.71                 | 252.71                 |
| Additions during the year           | -                      | -                      |
| Deletions during the year           | -                      | -                      |
| <b>At the end of the year</b>       | <b>252.71</b>          | <b>252.71</b>          |
| <b>Accumulated depreciation</b>     |                        |                        |
| At the beginning of the year        | 33.22                  | 27.68                  |
| Depreciation charge during the year | 5.54                   | 5.54                   |
| <b>At the end of the year</b>       | <b>38.76</b>           | <b>33.22</b>           |
| <b>Carrying amount (net)</b>        | <b>213.95</b>          | <b>219.49</b>          |

#### (i) Amounts recognised in statement of profit and loss for investment properties

| Particulars                                                  | As at<br>31 March 2023 | As at<br>31 March 2022 |
|--------------------------------------------------------------|------------------------|------------------------|
| Rental income (Refer Note 22)                                | 19.25                  | 18.90                  |
| <b>Profit from investment properties before depreciation</b> | <b>19.25</b>           | <b>18.90</b>           |
| Depreciation (Refer Note 26)                                 | 5.54                   | 5.54                   |
| <b>Profit from investment properties</b>                     | <b>13.71</b>           | <b>13.36</b>           |

#### (ii) Fair value

| Particulars           | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-----------------------|------------------------|------------------------|
| Investment properties | 2,137.78               | 2,101.21               |

#### Estimation of fair value

The Company obtains independent valuations for its investment properties at least annually. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Company consider information from a variety of sources including:

- current prices in an active market for properties of different nature or recent prices of similar properties in less active markets, adjusted to reflect those differences
- discounted cash flow projections based on reliable estimates of future cash flows
- capitalised income projections based upon a property's estimated net market income, and a capitalisation rate derived from an analysis of market evidence

The fair values of investment properties have been determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

### 6 INTANGIBLE ASSETS

| Description                                 | Gross carrying amount       |                           |                             | Accumulated amortisation and impairment |                                     |                                                            | Accumulated amortisation and impairment |                              |                                      | Carrying amount (net) |          |
|---------------------------------------------|-----------------------------|---------------------------|-----------------------------|-----------------------------------------|-------------------------------------|------------------------------------------------------------|-----------------------------------------|------------------------------|--------------------------------------|-----------------------|----------|
|                                             | Cost as at<br>1 April 2022  | Additions/<br>adjustments | Cost as at<br>31 March 2023 | Amortisation<br>as at<br>1 April 2022   | Impairment<br>as at<br>1 April 2022 | Amortisation<br>for the year<br>(Reversal) for<br>the year | Impairment<br>as at<br>31 March 2023    | Amortisation/<br>adjustments | Impairment<br>as at<br>31 March 2023 |                       |          |
| Copyrights - Music                          | 7,911.64                    | 7,200.22                  | 15,111.86                   | 1,969.50                                | -                                   | 1,774.52                                                   | -                                       | 3,744.12                     | - 11,367.74                          | 5,942.04              |          |
| Computer Software                           | 159.80                      | 5.21                      | 165.01                      | 88.42                                   | -                                   | 18.50                                                      | -                                       | 106.92                       | - 58.09                              | 71.38                 |          |
| <b>Total</b>                                | <b>8,071.44</b>             | <b>7,205.43</b>           | <b>15,276.87</b>            | <b>2,058.02</b>                         | <b>-</b>                            | <b>1,793.02</b>                                            | <b>-</b>                                | <b>- 3,851.04</b>            | <b>- 11,425.83</b>                   | <b>6,013.42</b>       |          |
| Description                                 | Gross carrying amount       |                           |                             | Accumulated amortisation and impairment |                                     |                                                            | Accumulated amortisation and impairment |                              |                                      | Later                 |          |
|                                             | Cost as at<br>1 April 2021  | Additions/<br>adjustments | Cost as at<br>31 March 2022 | Amortisation<br>as at<br>1 April 2021   | Impairment<br>as at<br>1 April 2021 | Amortisation<br>for the year<br>(Reversal) for<br>the year | Impairment<br>as at<br>31 March 2022    | Amortisation/<br>adjustments | Impairment<br>as at<br>31 March 2022 |                       |          |
| Copyrights - Music                          | 2,702.57                    | 5,209.07                  | - 7,911.64                  | 925.69                                  | -                                   | 1,043.91                                                   | -                                       | -                            | - 1,969.60                           | - 5,942.04            |          |
| Computer Software                           | 81.26                       | 78.54                     | - 159.80                    | 70.63                                   | -                                   | 17.79                                                      | -                                       | -                            | - 88.42                              | - 71.38               |          |
| <b>Total</b>                                | <b>2,783.83</b>             | <b>5,287.61</b>           | <b>- 8,071.44</b>           | <b>996.32</b>                           | <b>-</b>                            | <b>1,061.70</b>                                            | <b>-</b>                                | <b>- 2,058.02</b>            | <b>-</b>                             | <b>6,013.42</b>       |          |
| Particulars                                 | Year ended<br>31 March 2023 |                           | Year ended<br>31 March 2024 |                                         | Year ended<br>31 March 2025         |                                                            | Year ended<br>31 March 2026             |                              | Year ended<br>31 March 2027          |                       |          |
| (Decrease) increase in amortization expense | (1,072.03)                  |                           | (612.58)                    |                                         | (500.81)                            |                                                            | (760.71)                                |                              | (735.34)                             |                       | 3,681.47 |

- 6.1** The amortisation expense of intangible assets have been included under 'Depreciation and amortisation expense' in the Statement of Profit and Loss (Refer Note 26).

#### 6.2 Change in estimates:

Given the increased consumption of content along with outlook for the music market, The management has reviewed the useful life of Music rights, which has led to a change in the amortization method of music rights and catalogues effective from 01 April 2022, which notably resulted in an extension of the amortization period to 10 years. As part of this review, the Company concluded that the value of music rights and catalogues had increased, and that the useful life was longer than previously estimated. The effect of these changes on actual and expected amortization expense is as follows:

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 7 INTANGIBLE ASSETS UNDER DEVELOPMENT (IAUD)

**Following are the changes in the carrying value of IAUD for the year ended 31 March 2023:**

| Particulars                        | Amount        |
|------------------------------------|---------------|
| Balance as at 1 April 2022         | 174.52        |
| Additions                          | 230.46        |
| Transfers                          | -             |
| <b>Balance as at 31 March 2023</b> | <b>404.98</b> |

**Following are the changes in the carrying value of IAUD for the year ended 31 March 2022:**

| Particulars                        | Amount        |
|------------------------------------|---------------|
| Balance as at 1 April 2021         | 195.02        |
| Additions                          | 95.70         |
| Transfers                          | 116.20        |
| <b>Balance as at 31 March 2022</b> | <b>174.52</b> |

#### Intangible assets under development (IAUD) ageing schedule

**As at 31 March 2023**

| Particulars          | Amount in IAUD for a period of |              |               |                      | Total         |
|----------------------|--------------------------------|--------------|---------------|----------------------|---------------|
|                      | Less than<br>1 year            | 1-2 years    | 2-3 years     | More than<br>3 years |               |
| Projects in progress | 233.91                         | 40.07        | 131.00        | -                    | 404.98        |
| <b>Total</b>         | <b>233.91</b>                  | <b>40.07</b> | <b>131.00</b> | -                    | <b>404.98</b> |

**As at 31 March 2022**

| Particulars          | Amount in IAUD for a period of |               |           |                      | Total         |
|----------------------|--------------------------------|---------------|-----------|----------------------|---------------|
|                      | Less than<br>1 year            | 1-2 years     | 2-3 years | More than<br>3 years |               |
| Projects in progress | 40.07                          | 134.45        | -         | -                    | 174.52        |
| <b>Total</b>         | <b>40.07</b>                   | <b>134.45</b> | -         | -                    | <b>174.52</b> |

There are no projects as on each reporting date where activity has been suspended. Considering the nature of IAUD, there are no projects as on the reporting date which has exceeded cost as compared to its original plan or where completion is overdue.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 8 FINANCIAL ASSETS (NON-CURRENT)

#### 8.1 INVESTMENTS

| Particulars                                                                      | Face value of each unit as at 31 March 2023 | Face value of each unit as at 31 March 2022 | Number of shares as at 31 March 2023 | Number of shares as at 31 March 2022 | As at 31 March 2023 | As at 31 March 2022 |
|----------------------------------------------------------------------------------|---------------------------------------------|---------------------------------------------|--------------------------------------|--------------------------------------|---------------------|---------------------|
| <b>Investment in joint venture at cost (Unquoted)</b>                            |                                             |                                             |                                      |                                      |                     |                     |
| Saregama Regency Optimedia Private Limited (Joint venture) #                     | Rs.10                                       | Rs.10                                       | 14,59,584                            | 14,59,584                            | -                   | -                   |
| <b>Investment in subsidiary at cost (Unquoted)</b>                               |                                             |                                             |                                      |                                      |                     |                     |
| a) Saregama Limited (formerly Saregama Plc.)                                     | 1 pence                                     | 1 pence                                     | 76,29,072                            | 76,29,072                            | 8.82                | 8.82                |
| Less: Provision for impairment in the value of investment                        |                                             |                                             |                                      |                                      | (8.82)              | (8.82)              |
| b) RPG Global Music Ltd.                                                         | US \$ 1                                     | US \$ 1                                     | 23,14,885                            | 23,14,885                            | -                   | -                   |
| c) Kolkata Metro Networks Ltd.                                                   | Rs.10                                       | Rs.10                                       | 1,70,50,000                          | 1,70,50,000                          | 1,554.10            | 1,554.10            |
| d) Open Media Network Private Limited (Refer Note 34)                            | -                                           | Rs.10                                       | -                                    | 7,08,27,000                          | -                   | 6,975.14            |
| Less: Provision for impairment in the value of investment                        |                                             |                                             |                                      |                                      | -                   | (6,975.14)          |
| e) Saregama FZE                                                                  | AED 1,000 each                              | AED 1,000 each                              | 1,500                                | 1,500                                | 310.62              | 310.62              |
| Less: Provision for impairment in the value of investment                        |                                             |                                             |                                      |                                      | (310.62)            | -                   |
| f) Digidrive Distributors Limited (Refer Note 34)                                | -                                           | Re.1                                        | -                                    | 1,00,000                             | -                   | 310.62              |
| <b>Investments carried at fair value through other comprehensive income</b>      |                                             |                                             |                                      |                                      |                     |                     |
| <b>a) Quoted - fully paid equity shares in other companies (Refer Note 34)</b>   |                                             |                                             |                                      |                                      |                     |                     |
| CESC Limited                                                                     | -                                           | Re.1                                        | -                                    | 1,54,49,880                          | -                   | 11,718.73           |
| PCBL Limited (formerly Phillips Carbon Black Limited)                            | -                                           | Rs.2                                        | -                                    | 500                                  | -                   | 1.14                |
| Harrison Malayalam Limited                                                       | -                                           | Rs.10                                       | -                                    | 100                                  | -                   | 0.13                |
| CFL Capital Financial Services Limited                                           | -                                           | Rs.10                                       | -                                    | 100                                  | -                   | 0.02                |
| STEL Holdings Limited                                                            | -                                           | Rs.10                                       | -                                    | 100                                  | -                   | 0.11                |
| RPSG Ventures Limited (formerly CESC Ventures Limited)                           | -                                           | Rs.10                                       | -                                    | 3,08,997                             | -                   | 1,808.56            |
| Spencers Retail Limited (formerly RP-SG Retail Limited)                          | -                                           | Rs.5                                        | -                                    | 10,50,590                            | -                   | 844.15              |
| <b>b) Unquoted - Fully Paid Equity Shares in Other Companies (Refer Note 34)</b> |                                             |                                             |                                      |                                      |                     |                     |
| Spencer and Company Limited                                                      | -                                           | Rs.9                                        | -                                    | 200                                  | -                   | 1.48                |
| Woodlands Multispeciality Hospital Limited                                       | -                                           | Rs.10                                       | -                                    | 2,250                                | -                   | 12.83               |
| Timbre Media Private Limited                                                     | -                                           | Rs.10                                       | -                                    | 2,30,000                             | -                   | 141.11              |
| <b>Total investments</b>                                                         |                                             |                                             |                                      |                                      | <b>1,554.10</b>     | <b>16,393.98</b>    |
| Aggregate value of unquoted investments                                          |                                             |                                             |                                      |                                      | 1,873.54            | 9,005.10            |
| Aggregate carrying value of quoted investments and market value thereof          |                                             |                                             |                                      |                                      | -                   | 14,372.84           |
| Aggregate provision for impairment in the value of investments                   |                                             |                                             |                                      |                                      | 319.44              | 6,983.96            |

# Under liquidation effective 19 September 2016, referred to in Note 41

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### Equity shares designated at fair value though other comprehensive income (FVOCI)

| Particulars                                                           | Fair value as at<br>31 March 2023<br>(Refer Note 34) | Dividend income<br>recognised during<br>2022-23<br>(Refer Note 34) | Fair value as at<br>31 March 2022<br>(Refer Note 34) | Dividend income<br>recognised during<br>2021-22 |
|-----------------------------------------------------------------------|------------------------------------------------------|--------------------------------------------------------------------|------------------------------------------------------|-------------------------------------------------|
| Investment in CESC Limited                                            | -                                                    | -                                                                  | 11,718.73                                            | 566.99                                          |
| Investment in PCBL Limited (formerly Phillips Carbon Black Limited)   | -                                                    | -                                                                  | 1.14                                                 | 0.05                                            |
| Investment in Harrisons Malayalam Limited                             | -                                                    | -                                                                  | 0.13                                                 | -                                               |
| Investment in CFL Capital Financial Services Limited                  | -                                                    | -                                                                  | 0.02                                                 | -                                               |
| Investment in STEL Holdings Limited                                   | -                                                    | -                                                                  | 0.11                                                 | -                                               |
| Investment in RPSG Ventures Limited (formerly CESC Ventures Limited)  | -                                                    | -                                                                  | 1,808.56                                             | -                                               |
| Investment in Spencers Retail Limited (formerly RP-SG Retail Limited) | -                                                    | -                                                                  | 844.15                                               | -                                               |
| Investment in Spencer and Company Limited                             | -                                                    | -                                                                  | 1.48                                                 | -                                               |
| Investment in Woodlands Multispeciality Hospital Limited              | -                                                    | -                                                                  | 12.83                                                | -                                               |
| Investment in Timbre Media Private Limited                            | -                                                    | -                                                                  | 141.11                                               | -                                               |
| <b>Total</b>                                                          | <b>-</b>                                             | <b>-</b>                                                           | <b>14,528.26</b>                                     | <b>567.04</b>                                   |

### 8.2 OTHER FINANCIAL ASSETS

(Unsecured, considered good, unless otherwise stated)

| Particulars                                                | As at<br>31 March 2023 | As at<br>31 March 2022 |
|------------------------------------------------------------|------------------------|------------------------|
| Security deposits                                          |                        |                        |
| Unsecured, considered good                                 | 158.74                 | 194.98                 |
| Unsecured, considered doubtful                             | 57.56                  | 57.56                  |
| Less: Provision for doubtful deposits                      | (57.56)                | (57.56)                |
|                                                            | <b>158.74</b>          | <b>194.98</b>          |
| Bank Deposits with remaining maturity more than 12 months* | 5,046.06               | 0.32                   |
| Interest accrued on Deposits with bank                     | 90.79                  | -                      |
| <b>Total other financial assets</b>                        | <b>5,295.59</b>        | <b>195.30</b>          |

\* Pledged with Government authority **Rs.45.97 Lakhs** (31 March 2022 - Rs.0.32 Lakh).

### 9 OTHER NON-CURRENT ASSETS

(Unsecured, considered good, unless otherwise stated)

| Particulars                             | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-----------------------------------------|------------------------|------------------------|
| Capital advances                        |                        |                        |
| Unsecured, considered good              | 5,696.46               | 2,874.47               |
| Unsecured, considered doubtful          | 36.38                  | 36.38                  |
| Less: Provision for doubtful advances   | (36.38)                | (36.38)                |
|                                         | <b>5,696.46</b>        | <b>2,874.47</b>        |
| Prepaid expenses                        | 38.29                  | 41.14                  |
| <b>Total other non - current assets</b> | <b>5,734.75</b>        | <b>2,915.61</b>        |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 10 INVENTORIES [Refer Note 1(h)]

| Particulars                                     | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-------------------------------------------------|------------------------|------------------------|
| Untelecasted television serials/digital films   | 2,404.64               | 143.47                 |
| Carvaan/music card and others @ (Refer Note 34) | 3,902.66               | 2,778.55               |
| Music Rights                                    | 2,515.00               | 2,496.67               |
| Digital films under production                  | 7,405.06               | 4,898.32               |
| <b>Total inventories*</b>                       | <b>16,227.36</b>       | <b>10,317.01</b>       |

@ Includes goods-in-transit worth **Rs.133.36 Lakhs** (31 March 2022 - Rs. NIL).

\* Carrying amount of inventories pledged as security for liabilities, for details please refer note no. 32(B)

### 11 FINANCIAL ASSETS (CURRENT)

#### 11.1 INVESTMENTS

| Particulars                                                             | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-------------------------------------------------------------------------|------------------------|------------------------|
| <b>Investments carried at fair value through profit and loss</b>        |                        |                        |
| Units of Mutual funds (quoted)                                          | 21,235.62              | 50,570.95              |
| <b>Total investments</b>                                                | <b>21,235.62</b>       | <b>50,570.95</b>       |
| Aggregate carrying value of quoted investments and market value thereof | 21,235.62              | 50,570.95              |

#### 11.2 TRADE RECEIVABLES

| Particulars                                    | As at<br>31 March 2023 | As at<br>31 March 2022 |
|------------------------------------------------|------------------------|------------------------|
| Trade receivables                              |                        |                        |
| Unsecured, considered good                     | 16,421.83              | 11,408.45              |
| Credit impaired                                | 353.19                 | 353.19                 |
| Less: Allowance for expected credit loss       | (1,641.78)             | (1,010.60)             |
| <b>Total trade receivables (Refer Note 34)</b> | <b>15,133.24</b>       | <b>10,751.04</b>       |

| Particulars                                        | Outstanding from due date of payment as at 31 March 2023 |                       |                      |               |              |                      | Total            |
|----------------------------------------------------|----------------------------------------------------------|-----------------------|----------------------|---------------|--------------|----------------------|------------------|
|                                                    | Not Due<br>6 months                                      | Less than<br>6 months | 6 months -<br>1 year | 1-2 years     | 2-3 years    | More than<br>3 years |                  |
| (i) Undisputed Trade receivables - considered good | 7,065.64                                                 | 3,716.13              | 1,083.82             | 333.29        | 29.75        | 304.89               | 12,533.52        |
| (ii) Disputed Trade receivables - credit impaired  | -                                                        | -                     | -                    | -             | -            | 353.19               | 353.19           |
|                                                    | <b>7,065.64</b>                                          | <b>3,716.13</b>       | <b>1,083.82</b>      | <b>333.29</b> | <b>29.75</b> | <b>658.08</b>        | <b>12,886.71</b> |
| Less: Allowance for expected credit loss           |                                                          |                       |                      |               |              | (1,641.78)           |                  |
| Trade receivables - Unbilled                       |                                                          |                       |                      |               |              |                      | 3,888.31         |
| <b>Total</b>                                       |                                                          |                       |                      |               |              |                      | <b>15,133.24</b> |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

| Particulars                                        | Outstanding from due date of payment as at 31 March 2022 |                    |                   |               |              |                   |                 |
|----------------------------------------------------|----------------------------------------------------------|--------------------|-------------------|---------------|--------------|-------------------|-----------------|
|                                                    | Not Due                                                  | Less than 6 months | 6 months - 1 year | 1-2 years     | 2-3 years    | More than 3 years | Total           |
| (i) Undisputed Trade receivables - considered good | 6,432.18                                                 | 2,062.62           | 132.61            | 149.00        | 27.47        | 304.31            | 9,108.19        |
| (ii) Disputed Trade receivables - credit impaired  | -                                                        | -                  | -                 | -             | -            | 353.19            | 353.19          |
|                                                    | <b>6,432.18</b>                                          | <b>2,062.62</b>    | <b>132.61</b>     | <b>149.00</b> | <b>27.47</b> | <b>657.50</b>     | <b>9,461.38</b> |
| Less: Allowance for expected credit loss           |                                                          |                    |                   |               |              | (1,010.60)        |                 |
| Trade receivables -                                |                                                          |                    |                   |               |              | 2,300.26          |                 |
| Unbilled                                           |                                                          |                    |                   |               |              |                   |                 |
| <b>Total</b>                                       |                                                          |                    |                   |               |              | <b>10,751.04</b>  |                 |

Notes:

- (a) No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.
- (b) Information about the Company's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in Note 32.
- (c) For balances of trade receivables owing from related parties (Refer note 35).

## 11.3 CASH AND CASH EQUIVALENTS

| Particulars                                   | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-----------------------------------------------|------------------------|------------------------|
| Balances with banks                           |                        |                        |
| - Current accounts® (Refer Note 34)           | 78.93                  | 689.42                 |
| Deposits with maturity of less than 3 months* | 1,218.23               | 13,985.78              |
| Cheques on hand                               | -                      | 31.16                  |
| Cash on hand                                  | 0.30                   | 0.09                   |
| <b>Total Cash and Cash equivalents</b>        | <b>1,297.46</b>        | <b>14,706.45</b>       |

\* Bank Deposits include **Rs.0.52 Lakh** (31 March 2022 - Rs.0.52 Lakh) pledged with bank against bank guarantees.

® includes balance in Saregama welfare Trust account of **Rs.94.66 Lakhs** (31 March 2022 - Rs.53.16 Lakhs).

## 11.4 OTHER BANK BALANCES

| Particulars                                                                        | As at<br>31 March 2023 | As at<br>31 March 2022 |
|------------------------------------------------------------------------------------|------------------------|------------------------|
| Earmarked balances with bank                                                       |                        |                        |
| Deposits (with remaining maturity greater than 3 months but less than 12 months) # | 49,100.37              | 17,053.22              |
| Unpaid dividend accounts ®                                                         | 55.96                  | 47.74                  |
| <b>Total other bank balances</b>                                                   | <b>49,156.33</b>       | <b>17,100.96</b>       |

# Includes **Rs.195.35 Lakhs** deposited with Delhi Court (31 March 2022 - Rs.196.41 Lakhs).

Also includes, bank deposits **Rs.52.08 Lakhs** (31 March 2022 - Rs.26.27 Lakhs) pledged with bank against bank guarantees.

® Earmarked for payment of unclaimed dividend

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 11.5 LOANS

(Unsecured, considered good, unless otherwise stated)

| Particulars                              | As at<br>31 March 2023 | As at<br>31 March 2022 |
|------------------------------------------|------------------------|------------------------|
| Loans to related parties (Refer Note 35) | -                      | 102.65                 |
| Unsecured, considered good               | 112.65                 | -                      |
| Unsecured, considered doubtful           | (112.65)               | -                      |
| Less: Provision for doubtful advances    | -                      | 102.65                 |
| Loan to employees *                      | 2,621.31               | 2,281.90               |
| <b>Total loans</b>                       | <b>2,621.31</b>        | <b>2,384.55</b>        |

### Disclosure of loans given to related parties required under section 186(4) of the Companies Act, 2013

| Particulars                            | As at<br>31 March 2023 | As at<br>31 March 2022 |
|----------------------------------------|------------------------|------------------------|
| Opening Balance                        | 102.65                 | 201.33                 |
| Loans given                            | 21.05                  | 197.05                 |
| Repayment of principal amount          | 21.05                  | 297.27                 |
| Impact of foreign exchange gain/(loss) | 10.00                  | 1.54                   |
| <b>Closing Balance</b>                 | <b>112.65</b>          | <b>102.65</b>          |

| Particulars                          | As at<br>31 March 2023               | As at<br>31 March 2022               |
|--------------------------------------|--------------------------------------|--------------------------------------|
| Type of Borrower                     | Saregama FZE<br>(Subsidiary Company) | Saregama FZE<br>(Subsidiary Company) |
| Purpose                              | For Principal Business Activities    | For Principal Business Activities    |
| Amount of loan outstanding           | 112.65                               | 102.65                               |
| Rate of interest                     | 8.40%                                | 8.40%                                |
| <b>Percentage to the total loans</b> | <b>4.30%</b>                         | <b>4.31%</b>                         |

\*includes loan to director (Refer Note 35)

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any parties (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 11.6 OTHER FINANCIAL ASSETS

(Unsecured, considered good, unless otherwise stated)

| Particulars                                    | As at<br>31 March 2023 | As at<br>31 March 2022 |
|------------------------------------------------|------------------------|------------------------|
| Security deposits                              | 200.00                 | 200.00                 |
| Interest accrued on                            |                        |                        |
| Deposits with banks                            | 1,558.72               | 583.04                 |
| Loans to related parties                       |                        |                        |
| Unsecured, considered good (Refer Note 35)     | -                      | 4.28                   |
| Unsecured, considered doubtful (Refer Note 35) | 13.35                  | -                      |
| Less: Provision for Doubtful Loans             | (13.35)                | -                      |
| Other receivable                               | 435.10                 | -                      |
| <b>Total other financial assets</b>            | <b>2,193.82</b>        | <b>787.32</b>          |

### 12 CURRENT TAX ASSETS (NET)

| Particulars                                                                                                                                                             | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|
| Advance payment of Income Tax and Tax Deducted at Source (Refer Note 34) [net of Provision for Taxation <b>Rs.23,884.12 Lakhs</b> (31 March 2022 - Rs.17,698.05 Lakhs)] | <b>2,462.08</b>        | 2,515.85               |
| <b>Total current tax assets (net)</b>                                                                                                                                   | <b>2,462.08</b>        | <b>2,515.85</b>        |

### 13 OTHER CURRENT ASSETS

(Unsecured, considered good, unless otherwise stated)

| Particulars                                                                                                       | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|
| Royalty advances                                                                                                  |                        |                        |
| Unsecured, considered good                                                                                        | 70.73                  | 270.62                 |
| Unsecured, considered doubtful                                                                                    | 401.83                 | 445.24                 |
| Less: Provision for doubtful advances                                                                             | (401.83)               | (445.24)               |
|                                                                                                                   | <b>70.73</b>           | <b>270.62</b>          |
| Advance against supply of goods and services                                                                      |                        |                        |
| Unsecured, considered good                                                                                        | 8,248.51               | 6,508.56               |
| Unsecured, considered doubtful                                                                                    | 324.97                 | 324.97                 |
| Less: Provision for doubtful advances                                                                             | (324.97)               | (324.97)               |
|                                                                                                                   | <b>8,248.51</b>        | <b>6,508.56</b>        |
| Prepaid expenses                                                                                                  |                        |                        |
| Unsecured, considered good                                                                                        | 246.77                 | 276.22                 |
| Unsecured, considered doubtful                                                                                    | 44.06                  | 44.06                  |
| Less: Provision for doubtful advances                                                                             | (44.06)                | (44.06)                |
|                                                                                                                   | <b>246.77</b>          | <b>276.22</b>          |
| Gratuity (Refer Note 29)                                                                                          | -                      | 30.84                  |
| Other receivables                                                                                                 | 51.91                  | 51.91                  |
| Balances with government authorities (Refer Note 34)                                                              | 2,686.62               | 3,427.31               |
| Advance payment of fringe benefit tax [net of Provision <b>Rs.147.87 Lakhs</b> (31 March 2022 - Rs.147.87 Lakhs)] | 20.08                  | 20.08                  |
| <b>Total other current assets</b>                                                                                 | <b>11,324.62</b>       | <b>10,585.54</b>       |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 14 EQUITY SHARE CAPITAL AND OTHER EQUITY

#### 14.1 EQUITY SHARE CAPITAL

| Particulars                                                    | As at 31 March 2023 |          | As at 31 March 2022 |          |
|----------------------------------------------------------------|---------------------|----------|---------------------|----------|
|                                                                | Number of shares    | Amount   | Number of shares    | Amount   |
| <b>Authorised</b>                                              |                     |          |                     |          |
| Ordinary Shares of Re. 1/- each (Previous year Rs.10/- each)** | 25,00,00,000        | 2,500.00 | 2,50,00,000         | 2,500.00 |
| <b>Issued</b>                                                  |                     |          |                     |          |
| Ordinary Shares of Re.1/- each (Previous year Rs.10/- each)**  | 19,28,09,490        | 1,928.09 | 19,28,09,490        | 1,928.09 |
| <b>Subscribed and fully paid up</b>                            |                     |          |                     |          |
| Ordinary Shares of Re. 1/- each (Previous year Rs.10/- each)** | 19,28,09,490        | 1,928.09 | 19,28,09,490        | 1,928.09 |

#### Reconciliation of number of ordinary share outstanding

| Particulars                                                                    | As at 31 March 2023 |                 | As at 31 March 2022 |                 |
|--------------------------------------------------------------------------------|---------------------|-----------------|---------------------|-----------------|
|                                                                                | Number of shares    | Amount          | Number of shares    | Amount          |
| As at the beginning of the year                                                | 19,28,09,490        | 1,928.09        | 1,74,28,012         | 1,742.80        |
| Add: Issued during the year*                                                   | -                   | -               | 18,52,937           | 185.29          |
| Add: Equity shares arising on shares split from Rs.10/- to Re. 1/- per share** | -                   | -               | 17,35,28,541        | -               |
| As at the end of the year                                                      | <b>19,28,09,490</b> | <b>1,928.09</b> | <b>19,28,09,490</b> | <b>1,928.09</b> |

\* During the year, the Company has issued **NIL** equity shares (Previous Year: 2,000 equity shares) of face value of Rs.10/- each under the Employee Stock Option Scheme 2013. Further during the year, the Company has allotted **NIL** equity shares (Previous Year: 18,50,937) of face value of Rs.10/- each through Qualified Institutions Placement aggregating to **Rs. NIL** (Previous Year: Rs.74,999.97 Lakhs).

\*\* Pursuant to the Special Resolution passed by the Shareholders of the Company by way of Postal Ballot through electronic means on 31 March 2022, the Company has sub-divided its equity share of face value of Rs.10/- (Rs. Ten only) each fully paid up, into 10 (Ten) equity shares of face value Re.1/- (Rupee One only) each fully paid-up, effective from 28 April 2022. Hence, shares have now been adjusted on account of sub-division of share done by the Company.

#### Rights issue

Out of 53,38,628 equity shares of face value Rs.10/- each issued for cash at a premium of Rs.35/- (issue price- Rs.45/-) pursuant to the Rights Issue in 2005, allotment of **5,290** equity shares of face value Rs.10/- each (31 March 2022 - 5,290 equity shares of face value Rs.10/- each) (relating to cases under litigation/ pending clearance from the concerned authorities) are kept in abeyance as on 31 March 2023.

#### Rights, preferences and restrictions attached to shares

The Company has only one class of equity shares having a par value of Re.1/- per share (previous year Rs.10/- per share). Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting except in case of interim dividend.

In the event of liquidation of the Company, the holder of equity shares are eligible to receive remaining assets of the Company in proportion to their shareholding.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### Shares held by holding company

| Name of the Shareholder            | As at 31 March 2023 |          | As at 31 March 2022 |          |
|------------------------------------|---------------------|----------|---------------------|----------|
|                                    | Number of shares    | Amount   | Number of shares    | Amount   |
| Composure Services Private Limited | 10,35,25,990        | 1,035.26 | 10,29,15,990        | 1,029.16 |

### Details of shares held by each shareholders holding more than 5 % of the aggregate shares in the Company

| Name of the Shareholder            | As at 31 March 2023   |                    | As at 31 March 2022   |                    |
|------------------------------------|-----------------------|--------------------|-----------------------|--------------------|
|                                    | Number of shares held | Holding percentage | Number of shares held | Holding percentage |
| Composure Services Private Limited | 10,35,25,990          | 53.69%             | 10,29,15,990          | 53.38%             |

### Disclosure of shareholding of promoters

| Name of the Shareholder                                               | As at 31 March 2023   |                    | As at 31 March 2022   |                    |
|-----------------------------------------------------------------------|-----------------------|--------------------|-----------------------|--------------------|
|                                                                       | Number of shares held | Holding percentage | Number of shares held | Holding percentage |
| Composure Services Private Limited                                    | 10,35,25,990          | 53.69%             | 10,29,15,990          | 53.38%             |
| STEL Holdings Limited                                                 | 1,600                 | 0.00%              | 1,600                 | 0.00%              |
| Quest Capital Markets Limited (formerly BNK Capital Markets Limited)* | 82,32,200             | 4.27%              | 82,32,200             | 4.27%              |
| Sarala Real Estate Limited                                            | -                     | 0.00%              | -                     | 0.00%              |
| <b>Total</b>                                                          | <b>11,17,59,790</b>   | <b>57.96%</b>      | <b>11,11,49,790</b>   | <b>57.65%</b>      |

\*Quest Capital Markets Limited (formerly BNK Capital Markets Limited) is added in the promoter group list of Saregama India Limited pursuant to the transaction between Lebnitz Real Estates Private Limited and Quest Capital Markets Limited (formerly BNK Capital Markets Limited).

### Stock option schemes and stock appreciation rights

Information relating to Employee Option Plan, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in Note 30.

### 14.2 OTHER EQUITY

| Particulars                      | As at<br>31 March 2023 | As at<br>31 March 2022 |
|----------------------------------|------------------------|------------------------|
| General reserve                  | 693.95                 | 693.95                 |
| Securities premium               | 82,242.02              | 82,242.02              |
| Share option outstanding reserve | 307.60                 | 91.89                  |
| Treasury shares                  | (1,691.18)             | (85.12)                |
| Saregama Welfare Trust Reserve   | 21.67                  | 14.57                  |
| Retained earnings                | 38,646.20              | 33,705.15              |
| Revaluation reserve              | 11,089.59              | 11,087.62              |
| Equity Instrument through OCI    | -                      | 7,505.19               |
| <b>Total other equity</b>        | <b>1,31,309.85</b>     | <b>1,35,255.27</b>     |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

- (i) **General reserve:** Under the erstwhile Companies Act 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act, 2013 (the "Companies Act"), the requirement to mandatory transfer a specified percentage of net profit to general reserve has been withdrawn. The amount credited to the reserve can be utilised by the Company in accordance with the provisions of the Companies Act.

There is no movement in general reserve during the current and previous year.

| Particulars                           | As at<br>31 March 2023 | As at<br>31 March 2022 |
|---------------------------------------|------------------------|------------------------|
| Balance at the beginning of the year  | 693.95                 | 693.95                 |
| <b>Balance at the end of the year</b> | <b>693.95</b>          | <b>693.95</b>          |

- (ii) **Securities premium:** This reserve represents the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act.

| Particulars                                                                                                       | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|
| Balance at the beginning of the year                                                                              | 82,242.02              | 9,106.81               |
| Add: <b>NIL</b> (2021-22 - 2,000) shares of face value Rs.10/- each issued on exercise of options (Refer Note 30) | -                      | 4.67                   |
| Add: On fresh issues of shares of face value Rs.10/- each (net of expenses of Rs.1,684.34 Lakhs) {Refer Note 40}  | -                      | 73,130.54              |
| <b>Balance at the end of the year</b>                                                                             | <b>82,242.02</b>       | <b>82,242.02</b>       |

- (iii) **Share options outstanding reserve:** This reserve relates to stock options granted by the Company to eligible employees under Saregama Employee Stock Option Scheme 2013. This reserve is transferred to securities premium or retained earnings on exercise or cancellations of vested options.

| Particulars                                   | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-----------------------------------------------|------------------------|------------------------|
| Balance at the beginning of the year          | 91.89                  | 212.11                 |
| Employee stock option expense (Refer Note 24) | 306.75                 | 75.70                  |
| Transfer on account of exercise of options    | (89.35)                | (188.40)               |
| Adjustment on account of exercise of options  | (1.69)                 | (7.52)                 |
| <b>Balance at the end of the year</b>         | <b>307.60</b>          | <b>91.89</b>           |

- (iv) **Treasury shares:** The Company has formed Saregama Welfare Trust (SWT) for implementation of the Schemes that are notified or may be notified from time to time by the Company under the plan, providing shared based benefits to its employees. SWT purchases shares of the Company out of funds borrowed from the Company. The Company treats SWT as its extension and shares held by SWT are treated as treasury shares.

| Particulars                                                                | As at<br>31 March 2023 | As at<br>31 March 2022 |
|----------------------------------------------------------------------------|------------------------|------------------------|
| Balance at the beginning of the year                                       | (85.12)                | (425.60)               |
| Add: (Purchase)/Sale of treasury shares by the trust during the year (net) | (1,607.75)             | 332.96                 |
| Adjustment on account of exercise of options                               | 1.69                   | 7.52                   |
| <b>Balance at the end of the year</b>                                      | <b>(1,691.18)</b>      | <b>(85.12)</b>         |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

- (v) Saregama Welfare Trust Reserve:** The Company has formed Saregama Welfare Trust (SWT) for implementation of the Schemes that are notified or may be notified from time to time by the Company under the plan, providing share based benefits to the employees. SWT purchases shares of the Company out of funds provided by the Company. The Company treats SWT as its extension and shares held by SWT are treated as Treasury Shares. Profit/(loss) on sale/transfer of treasury shares (net of tax) and dividend earned on the same by the SWT is recognized in SWT Reserve.

| Particulars                            | As at<br>31 March 2023 | As at<br>31 March 2022 |
|----------------------------------------|------------------------|------------------------|
| Balance at the beginning of the year   | 14.57                  | (11.36)                |
| Income/(Expense) of Trust for the year | 7.10                   | 25.93                  |
| <b>Balance at the end of the year</b>  | <b>21.67</b>           | <b>14.57</b>           |

- (vi) Retained earnings:** This reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This reserve can be utilised in accordance with the provisions of the Companies Act.

| Particulars                                                                  | As at<br>31 March 2023 | As at<br>31 March 2022 |
|------------------------------------------------------------------------------|------------------------|------------------------|
| Balance at the beginning of the year                                         | 33,705.15              | 24,178.22              |
| Adjusted pursuant to scheme of arrangement (Refer Note 34)                   | (7,416.85)             | -                      |
| Cancellation of Investment pursuant to scheme of arrangement (Refer Note 34) | (1.00)                 | -                      |
| Net profit for the year                                                      | 18,047.83              | 15,041.44              |
| Items of other comprehensive income recognised directly in retained earnings |                        |                        |
| - Remeasurements of post-employment benefit obligation (net of tax)          | 6.00                   | 81.37                  |
| Interim dividend declared                                                    | (5,784.28)             | (5,784.28)             |
| Transfer on account of exercise of options                                   | 89.35                  | 188.40                 |
| <b>Balance at the end of the year</b>                                        | <b>38,646.20</b>       | <b>33,705.15</b>       |

- (vii) Revaluation surplus:** This reserve represents surplus on revaluation of Property, plant and equipment (land) and will be transferred directly to retained earnings when the asset is derecognised.

| Particulars                           | As at<br>31 March 2023 | As at<br>31 March 2022 |
|---------------------------------------|------------------------|------------------------|
| Balance at the beginning of the year  | 11,087.62              | 10,349.54              |
| Surplus on revaluation of land        | -                      | 959.44                 |
| Deferred tax on revaluation of land   | -                      | (223.51)               |
| Deferred tax on investment property   | 1.97                   | 2.15                   |
| <b>Balance at the end of the year</b> | <b>11,089.59</b>       | <b>11,087.62</b>       |

- (viii) Equity instruments through OCI (FVOCI):** This reserve represents the cumulative gains (net of losses) arising on the revaluation of Equity Instruments at fair value through Other Comprehensive Income (OCI), net of amounts reclassified, if any, to Retained Earnings when those instruments are disposed of

| Particulars                                                         | As at<br>31 March 2023 | As at<br>31 March 2022 |
|---------------------------------------------------------------------|------------------------|------------------------|
| FVOCI equity instruments                                            |                        |                        |
| Balance at the beginning of the year                                | 7,505.19               | 5,107.68               |
| Changes in fair value of FVOCI equity instruments during the year   | -                      | 2,709.52               |
| Deferred tax on above                                               | -                      | (312.01)               |
| Less: transferred pursuant to scheme of arrangement (Refer Note 34) | (7,505.19)             | -                      |
| <b>Balance at the end of the year</b>                               | <b>-</b>               | <b>7,505.19</b>        |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 15 EMPLOYEE BENEFIT OBLIGATIONS (NON-CURRENT)

| Particulars                                             | As at<br>31 March 2023 | As at<br>31 March 2022 |
|---------------------------------------------------------|------------------------|------------------------|
| Leave encashment obligations (Refer Note 29)            | 414.26                 | 366.75                 |
| <b>Total employee benefit obligations (non-current)</b> | <b>414.26</b>          | <b>366.75</b>          |

### 16 DEFERRED TAX LIABILITIES (NET)

The balance comprises temporary differences attributable to:

| Particulars                                                              | Balance<br>as at<br>1 April 2022 | Recognised<br>to profit or<br>loss during<br>the year | Adjusted<br>pursuant to<br>scheme of<br>arrangement<br>(Refer Note 34) | Recognised<br>to/<br>reclassified<br>from OCI | Recognised<br>directly to<br>other equity | Balance<br>as at<br>31 March<br>2023 |
|--------------------------------------------------------------------------|----------------------------------|-------------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|--------------------------------------|
| <b>Deferred tax liability</b>                                            |                                  |                                                       |                                                                        |                                               |                                           |                                      |
| Fair value changes on financial assets-equity instruments/mutual fund    | 1,148.37                         | 103.51                                                | (1,009.88)                                                             | -                                             | -                                         | 242.00                               |
| Property, plant and equipment, intangible assets and investment property | 4,549.23                         | 194.15                                                | -                                                                      | -                                             | (1.97)                                    | 4,741.41                             |
| Minimum guarantee royalty advance                                        | 55.79                            | (56.33)                                               | -                                                                      | -                                             | -                                         | (0.54)                               |
| Provision for royalty on licence fees                                    | 218.77                           | (2.34)                                                | -                                                                      | -                                             | -                                         | 216.43                               |
| Income received in advance-digital film                                  | 14.19                            | 0.81                                                  | -                                                                      | -                                             | -                                         | 15.00                                |
| <b>Total deferred tax liability</b>                                      | <b>5,986.35</b>                  | <b>239.80</b>                                         | <b>(1,009.88)</b>                                                      | <b>-</b>                                      | <b>(1.97)</b>                             | <b>5,214.30</b>                      |
| <b>Deferred tax asset</b>                                                |                                  |                                                       |                                                                        |                                               |                                           |                                      |
| Allowance for expected credit loss                                       | 254.35                           | 158.86                                                | -                                                                      | -                                             | -                                         | 413.21                               |
| Expenditure allowable for tax purpose in subsequent years                | 75.88                            | 12.08                                                 | -                                                                      | (2.02)                                        | -                                         | 85.94                                |
| Lease liabilities (net)                                                  | 1.11                             | (14.86)                                               | -                                                                      | -                                             | -                                         | (13.75)                              |
| <b>Total deferred tax asset</b>                                          | <b>331.34</b>                    | <b>156.08</b>                                         | <b>-</b>                                                               | <b>(2.02)</b>                                 | <b>-</b>                                  | <b>485.40</b>                        |
| <b>Net deferred tax liability</b>                                        | <b>5,655.01</b>                  | <b>83.72</b>                                          | <b>(1,009.88)</b>                                                      | <b>2.02</b>                                   | <b>(1.97)</b>                             | <b>4,728.90</b>                      |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

| Particulars                                                              | Balance as at 1 April 2021 | Recognised to profit or loss during the year | Other adjustments | Recognised to/ reclassified from OCI | Recognised directly to other equity | Balance as at 31 March 2022 |
|--------------------------------------------------------------------------|----------------------------|----------------------------------------------|-------------------|--------------------------------------|-------------------------------------|-----------------------------|
| <b>Deferred tax liability</b>                                            |                            |                                              |                   |                                      |                                     |                             |
| Fair value changes on financial assets-equity instruments/mutual fund    | 702.00                     | 134.36                                       | -                 | 312.01                               | -                                   | 1,148.37                    |
| Property, plant and equipment, intangible assets and investment property | 4,321.59                   | 6.28                                         | -                 | 223.51                               | (2.15)                              | 4,549.23                    |
| Minimum guarantee royalty advance                                        | 141.50                     | (85.71)                                      | -                 | -                                    | -                                   | 55.79                       |
| Provision for royalty on licence fees                                    | 142.27                     | 76.50                                        | -                 | -                                    | -                                   | 218.77                      |
| Income received in advance-digital film                                  | -                          | 14.19                                        | -                 | -                                    | -                                   | 14.19                       |
| <b>Total deferred tax liability</b>                                      | <b>5,307.36</b>            | <b>145.62</b>                                | -                 | <b>535.52</b>                        | <b>(2.15)</b>                       | <b>5,986.35</b>             |
| <b>Deferred tax asset</b>                                                |                            |                                              |                   |                                      |                                     |                             |
| Allowance for expected credit loss                                       | 253.91                     | 0.44                                         | -                 | -                                    | -                                   | 254.35                      |
| Expenditure allowable for tax purpose in subsequent years                | 101.05                     | 2.20                                         | -                 | (27.37)                              | -                                   | 75.88                       |
| Income received in advance-digital film                                  | 1.83                       | (1.83)                                       | -                 | -                                    | -                                   | -                           |
| Lease Liabilities (net)                                                  | 27.74                      | (26.63)                                      | -                 | -                                    | -                                   | 1.11                        |
| <b>Total deferred tax asset</b>                                          | <b>384.53</b>              | <b>(25.82)</b>                               | -                 | <b>(27.37)</b>                       | -                                   | <b>331.34</b>               |
| <b>Net deferred tax liability</b>                                        | <b>4,922.83</b>            | <b>171.44</b>                                | -                 | <b>562.89</b>                        | <b>(2.15)</b>                       | <b>5,655.01</b>             |

## 17 FINANCIAL LIABILITIES (CURRENT)

### 17.1 TRADE PAYABLES

| Particulars                                                                                               | As at 31 March 2023 | As at 31 March 2022 |
|-----------------------------------------------------------------------------------------------------------|---------------------|---------------------|
| Trade Payables                                                                                            |                     |                     |
| a) Total outstanding dues of micro enterprises and small enterprises (refer below)                        | 2.68                | 0.71                |
| b) Total outstanding dues of creditors other than micro enterprises and small enterprises (Refer Note 34) | 6,730.98            | 6,163.49            |
| <b>Total trade payables</b>                                                                               | <b>6,733.66</b>     | <b>6,164.20</b>     |

The amount due to Micro and Small Enterprises as defined in the "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.

The disclosures relating to Micro and Small Enterprises are as below:

#### Micro and Small Enterprises:

The Company has amounts due to suppliers under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED')

| Particulars                                                                                                                                                                       | As at 31 March 2023 | As at 31 March 2022 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------------------|
| (a) The Principal amount and interest due thereon remaining unpaid to suppliers under MSMED as at the end of accounting year<br>Principal Interest                                | 2.68<br>0.52        | 0.50<br>0.07        |
| (b) The amount of interest paid in terms of Section 16 of MSMED along with the amount of payment made to suppliers beyond the appointed day during the year<br>Principal Interest | 8.18<br>0.10        | 17.95<br>0.31       |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

| Particulars                                                                                                                                                                                                                                                                                                                                                                                                   | As at 31 March 2023                                                                   | As at 31 March 2022 |               |                   |                 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|---------------------|---------------|-------------------|-----------------|
| (c) The amount of interest due and payable for principal paid during the year beyond the appointed day but without adding the interest specified under MSMED Principal Interest                                                                                                                                                                                                                               | -                                                                                     | -                   |               |                   |                 |
| (d) The amount of interest accrued and remaining unpaid at the end of the year                                                                                                                                                                                                                                                                                                                                | 0.67                                                                                  | 0.16                |               |                   |                 |
| (e) The amount of further interest remaining due and payable even in the succeeding year, until such date when interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as deductible expenditure under Section 23 of the MSMED [including <b>Rs.0.21 Lakh</b> (31 March 2022 - Rs.0.36 Lakh being interest outstanding as at the beginning of the accounting year)] | 0.78                                                                                  | 0.21                |               |                   |                 |
| <b>Trade Payables ageing schedule:</b>                                                                                                                                                                                                                                                                                                                                                                        |                                                                                       |                     |               |                   |                 |
| Particulars                                                                                                                                                                                                                                                                                                                                                                                                   | <b>Outstanding for following periods from due date of payment as at 31 March 2023</b> |                     |               |                   |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                               | Less than 1 year                                                                      | 1-2 years           | 2-3 years     | More than 3 years | Total           |
| Total outstanding dues of micro enterprises and small enterprises                                                                                                                                                                                                                                                                                                                                             | 2.68                                                                                  | -                   | -             | -                 | 2.68            |
| Total outstanding dues of creditors other than micro enterprises and small enterprises                                                                                                                                                                                                                                                                                                                        | 4,751.43                                                                              | 308.95              | 241.19        | 1,429.41          | 6,730.98        |
| <b>Total</b>                                                                                                                                                                                                                                                                                                                                                                                                  | <b>4,754.11</b>                                                                       | <b>308.95</b>       | <b>241.19</b> | <b>1,429.41</b>   | <b>6,733.66</b> |
| Particulars                                                                                                                                                                                                                                                                                                                                                                                                   | <b>Outstanding for following periods from due date of payment as at 31 March 2022</b> |                     |               |                   |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                               | Less than 1 year                                                                      | 1-2 years           | 2-3 years     | More than 3 years | Total           |
| Total outstanding dues of micro enterprises and small enterprises                                                                                                                                                                                                                                                                                                                                             | 0.71                                                                                  | -                   | -             | -                 | 0.71            |
| Total outstanding dues of creditors other than micro enterprises and small enterprises                                                                                                                                                                                                                                                                                                                        | 3,591.87                                                                              | 249.11              | 572.57        | 1,749.94          | 6,163.49        |
| <b>Total</b>                                                                                                                                                                                                                                                                                                                                                                                                  | <b>3,592.58</b>                                                                       | <b>249.11</b>       | <b>572.57</b> | <b>1,749.94</b>   | <b>6,164.20</b> |
| <b>17.2 OTHER FINANCIAL LIABILITIES</b>                                                                                                                                                                                                                                                                                                                                                                       |                                                                                       |                     |               |                   |                 |
| Particulars                                                                                                                                                                                                                                                                                                                                                                                                   | As at 31 March 2023                                                                   | As at 31 March 2022 |               |                   |                 |
| Security deposit                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                       |                     |               |                   |                 |
| Security deposit from dealers and others                                                                                                                                                                                                                                                                                                                                                                      | 16.15                                                                                 | 14.25               |               |                   |                 |
| Security deposit from General Insurance Corporation of India on sub lease of property                                                                                                                                                                                                                                                                                                                         | 18.01                                                                                 | 18.01               |               |                   |                 |
| Unpaid Dividends*                                                                                                                                                                                                                                                                                                                                                                                             | 55.96                                                                                 | 47.74               |               |                   |                 |
| Others                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                       |                     |               |                   |                 |
| Dealer's incentive (Refer Note 34)                                                                                                                                                                                                                                                                                                                                                                            | 228.81                                                                                | 231.82              |               |                   |                 |
| Liabilities for expenses                                                                                                                                                                                                                                                                                                                                                                                      | 3,203.45                                                                              | 2,867.27            |               |                   |                 |
| Employee benefits payable                                                                                                                                                                                                                                                                                                                                                                                     | 912.10                                                                                | 752.89              |               |                   |                 |
| Interest accrued and due on deposits from dealers                                                                                                                                                                                                                                                                                                                                                             | 5.04                                                                                  | 5.04                |               |                   |                 |
| Liability towards deposits received under settlement                                                                                                                                                                                                                                                                                                                                                          | 152.58                                                                                | 152.58              |               |                   |                 |
| Capital creditors                                                                                                                                                                                                                                                                                                                                                                                             | 835.31                                                                                | -                   |               |                   |                 |
| <b>Total other financial liabilities</b>                                                                                                                                                                                                                                                                                                                                                                      | <b>5,427.41</b>                                                                       | <b>4,089.60</b>     |               |                   |                 |

\* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the year end.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 18 OTHER CURRENT LIABILITIES

| Particulars                               | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-------------------------------------------|------------------------|------------------------|
| Income received in advance                | 7,744.60               | 3,125.27               |
| Advance from customers                    | 271.52                 | 826.95                 |
| Amount payable to Government authorities* | 518.09                 | 480.97                 |
| Others                                    | 59.50                  | 59.50                  |
| <b>Total other current liabilities</b>    | <b>8,593.71</b>        | <b>4,492.69</b>        |

\*Primarily include payables in respect of Goods and Services Tax (GST) and tax deducted at source (TDS).

### 19 PROVISIONS

| Particulars                                             | As at<br>31 March 2023 | As at<br>31 March 2022 |
|---------------------------------------------------------|------------------------|------------------------|
| Other provisions                                        |                        |                        |
| Provision for royalty on licence fees (Refer note 19.1) | 9,126.28               | 9,003.19               |
| <b>Total Provisions</b>                                 | <b>9,126.28</b>        | <b>9,003.19</b>        |

### 19.1 Movement of Provision for Royalty on Licence Fees

| Particulars                                    | As at<br>31 March 2023 | As at<br>31 March 2022 |
|------------------------------------------------|------------------------|------------------------|
| Balance at the beginning of the year           | 9,003.19               | 7,078.51               |
| Charged/(credited) to profit or loss           |                        |                        |
| -created during the year                       | 4,543.80               | 5,053.15               |
| -discounting on provision created              | (489.62)               | (695.35)               |
| -unwinding of discount on provision created    | 498.90                 | 391.40                 |
| -unused amounts reversed                       | (2,849.68)             | (483.95)               |
| Amounts utilised / transferred during the year | (1,580.31)             | (2,340.57)             |
| <b>Balance at the end of the year</b>          | <b>9,126.28</b>        | <b>9,003.19</b>        |

### 20 EMPLOYEE BENEFIT OBLIGATIONS (CURRENT)

| Particulars                                         | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-----------------------------------------------------|------------------------|------------------------|
| Leave encashment obligations (Refer Note 29)        | 71.14                  | 70.66                  |
| Gratuity (Refer Note 29)                            | 8.80                   | -                      |
| <b>Total employee benefit obligations (current)</b> | <b>79.94</b>           | <b>70.66</b>           |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 21 REVENUE FROM OPERATIONS

| Particulars                                      | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|--------------------------------------------------|-----------------------------|-----------------------------|
| <b>Sale of products</b>                          | <b>12,244.77</b>            | <b>9,627.62</b>             |
| <b>Sale of services</b>                          |                             |                             |
| Income from films, events and television serials | 12,288.63                   | 10,239.13                   |
| Licence fees                                     | 41,947.42                   | 36,091.27                   |
| Other operating revenue                          | 3,036.74                    | 872.75                      |
| <b>Total revenue from operations</b>             | <b>69,517.56</b>            | <b>56,830.77</b>            |

#### Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by primary geography market, major products and service lines and timing of revenue recognition. The Company believes that this disaggregation best depicts how the nature, amount, timing of our revenues and cash flows are affected by geography and other economic factors:

| Sale of Products                                     | Sale of Products            |                             | Licence Fees                |                             | Films, Events & Television Serials |                             |
|------------------------------------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|------------------------------------|-----------------------------|
|                                                      | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 | Year ended<br>31 March 2023        | Year ended<br>31 March 2022 |
| <b>Revenue by Geography</b>                          |                             |                             |                             |                             |                                    |                             |
| Domestic                                             | 12,241.80                   | 9,609.35                    | 14,628.75                   | 19,859.05                   | 11,905.49                          | 8,584.08                    |
| International                                        | 2.97                        | 18.27                       | 27,318.67                   | 16,232.22                   | 383.14                             | 1,655.05                    |
|                                                      | <b>12,244.77</b>            | <b>9,627.62</b>             | <b>41,947.42</b>            | <b>36,091.27</b>            | <b>12,288.63</b>                   | <b>10,239.13</b>            |
| <b>Timing of Revenue Recognition</b>                 |                             |                             |                             |                             |                                    |                             |
| Products and services transferred at a point in time | 12,244.77                   | 9,627.62                    | 7,845.26                    | 5,469.48                    | 12,288.63                          | 10,239.13                   |
| Products and services transferred over time          | -                           | -                           | 34,102.16                   | 30,621.79                   | -                                  | -                           |
| <b>Total Revenue from Contracts with customers</b>   | <b>12,244.77</b>            | <b>9,627.62</b>             | <b>41,947.42</b>            | <b>36,091.27</b>            | <b>12,288.63</b>                   | <b>10,239.13</b>            |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### Contract Balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers.

| Particulars                                                                              | As at<br>31 March 2023 | As at<br>31 March 2022 |
|------------------------------------------------------------------------------------------|------------------------|------------------------|
| Receivables, which are included in 'trade receivables' (Refer Note 11.2)                 | 15,133.24              | 10,751.04              |
| Contract liabilities, which are included in 'income received in advance' (Refer Note 18) | 7,744.60               | 3,125.27               |

The contract assets primarily relate to the Company's rights to consideration for services rendered but not billed at the reporting date. The contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Company issues an invoice to the customer.

A receivable is a right to consideration that is unconditional upon passage of time. Revenue from the sale of products is recognised at the point in time when control is transferred to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized over the access period. Revenues in excess of billings is recorded as unbilled revenue and is classified as a financial asset for these cases as right to consideration is unconditional upon passage of time.

Invoicing in excess of earnings are classified as contract liability.

### Changes in contract liabilities are as follows:

| Particulars                                                                                        | As at<br>31 March 2023 | As at<br>31 March 2022 |
|----------------------------------------------------------------------------------------------------|------------------------|------------------------|
| Balance at the beginning of the year                                                               | 3,125.27               | 1,743.43               |
| Revenue recognised that was included in the contract liabilities at the beginning of the year      | (3,125.27)             | (1,743.43)             |
| Increase due to invoicing during the year, excluding amounts recognised as revenue during the year | 7,744.60               | 3,125.27               |
| <b>Balance at the end of the year</b>                                                              | <b>7,744.60</b>        | <b>3,125.27</b>        |

The Company has entered into a few contracts where the period between the transfer of the promised goods or services to the customer and payments by the customer exceeds one year and hence, there exists a financing component included in such contracts. On evaluation of the terms of the contracts, the effects of financing have not been found to be significant and the same has been adjusted accordingly.

### Reconciliation of revenue recognised with the contracted price is as follows:

| Particulars                                          | As at<br>31 March 2023 | As at<br>31 March 2022 |
|------------------------------------------------------|------------------------|------------------------|
| Contracted prices                                    | 66,831.00              | 56,332.16              |
| Reductions towards variable consideration components | (350.18)               | (374.14)               |
| <b>Revenue recognised*</b>                           | <b>66,480.82</b>       | <b>55,958.02</b>       |

\* The above balances include revenue from sale of products and sale of services.

The reduction towards variable consideration comprises of volume discounts, incentives, etc.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### Performance obligation

The following table provides information about the nature and timing of performance obligation in contracts with customers, including significant payment terms and related revenue recognition policies

| Type of product                    | Nature and timing of satisfaction of performance obligation, including significant payment terms                                                                                                                                                                                                                                                                                                                                                                                                  | Revenue recognition under Ind AS 115                                                                                                                                                                                                                                                                                                                                             |
|------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Physical products                  | In case of sales of products, customer obtain control of the products when the goods are delivered at customer's premise.                                                                                                                                                                                                                                                                                                                                                                         | Revenue from the sale of products is recognised at the point in time when control is transferred to the customer. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers. |
| Music licensing                    | The performance obligation of "right-to-use" of Music Licensing contracts gets satisfied at the time of entering into agreement/ contracts with customers. In case of "right-to-access" of Music Licensing contracts, the Company undertakes activities that significantly affect the Music Licenses to which the customer has rights. In these cases, the performance obligation gets complete when the Customers accesses the music licenses. Payment is made as per the terms of the Contract. | Revenue from Music licensing where the customer obtains a "right to use" is recognized at the time the license is made available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized over the access period.                                                                                                                     |
| Sale of television serial episodes | In case of sale of TV serial episodes, customer obtain control of the TV serial episodes when the same is delivered to them and revenue is recognised at that point in time.                                                                                                                                                                                                                                                                                                                      | Revenue from the sale of television serial episodes is recognised upfront at the point in time when the software is delivered to the customer.                                                                                                                                                                                                                                   |
| Sale of free commercial time       | The performance obligation gets satisfied at the time when the related advertisement or commercials appears before the public, i.e. on telecast.                                                                                                                                                                                                                                                                                                                                                  | Revenue from sale of free commercial time (net of trade discount, as applicable) are recognised when the related advertisement or commercials appears before the public, i.e. on telecast.                                                                                                                                                                                       |
| Theatrical distribution of films   | The performance obligation gets satisfied at the time of exhibition of films.                                                                                                                                                                                                                                                                                                                                                                                                                     | Revenue from theatrical distribution is recognised on exhibition of films. In case of distribution through theatres, revenue is recognised on the basis of box office reports received from various exhibitors. Contracted minimum guarantees are recognised on theatrical release.                                                                                              |
| Sale of film rights                | The performance obligation gets satisfied at the time of assignment of such rights as per terms of the sale/licensing agreements. Invoices are payable within contractually agreed credit period.                                                                                                                                                                                                                                                                                                 | Revenue from Sale of films rights are recognised on assignment of such rights as per terms of the sale/licensing agreements.                                                                                                                                                                                                                                                     |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 22 OTHER INCOME

| Particulars                                                                                          | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|------------------------------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| Liabilities/Provisions no longer required written back                                               | -                           | 27.43                       |
| Allowance for expected credit loss / provision for doubtful advances no longer required written back | -                           | 16.76                       |
| Interest income under effective interest method (refer note below)                                   | 2,959.51                    | 1,853.56                    |
| Dividend income from equity investments designated at FVOCI* (Refer Note 34)                         | -                           | 567.04                      |
| Profit on sale of investment in mutual fund                                                          | 1,439.27                    | 48.30                       |
| Fair value gain on mutual fund at FVTPL                                                              | 428.27                      | 550.34                      |
| Rent Income (Refer Note 5)                                                                           | 19.25                       | 18.90                       |
| Net gain on foreign currency transactions                                                            | 361.31                      | 88.87                       |
| Insurance claim                                                                                      | 87.14                       | 164.04                      |
| Other non-operating income                                                                           | 36.16                       | 5.83                        |
| <b>Total other income</b>                                                                            | <b>5,330.91</b>             | <b>3,341.07</b>             |

Note:

| Particulars                                          | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|------------------------------------------------------|-----------------------------|-----------------------------|
| Above Interest income comprises :                    |                             |                             |
| - Interest income on bank balances and bank deposits | 2,453.87                    | 1,072.65                    |
| - Interest income on loan to related parties         | 9.16                        | 17.68                       |
| - Unwinding of discount on financial assets          | 4.01                        | 65.10                       |
| - Discounting of financial liabilities/provision     | 489.62                      | 695.35                      |
| - Security deposits                                  | 2.85                        | 2.78                        |
| <b>Total interest income</b>                         | <b>2,959.51</b>             | <b>1,853.56</b>             |

\* All dividends from equity investments designated at FVOCI relate to investments held at the end of the reporting year.

### 23 OPERATIONAL COST

| Particulars                                                         | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|---------------------------------------------------------------------|-----------------------------|-----------------------------|
| <b>Music</b>                                                        |                             |                             |
| Opening Inventory                                                   | 5,275.22                    | 4,163.43                    |
| Less: Transferred pursuant to scheme of arrangement (refer note 34) | 415.66                      | -                           |
| Add: Purchase of Inventory                                          | 10,423.08                   | 7,766.47                    |
| Less: Closing Inventory                                             | 6,417.66                    | 8,864.98                    |
| <b>Films and television serials</b>                                 |                             |                             |
| Opening Inventory                                                   | 5,041.79                    | 2,383.39                    |
| Add: Cost incurred during the year                                  | 14,942.28                   | 10,056.75                   |
| Less: Closing Inventory                                             | 9,809.71                    | 10,174.36                   |
| <b>Total operational cost</b>                                       | <b>19,039.34</b>            | <b>14,053.03</b>            |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 24 EMPLOYEE BENEFITS EXPENSE

| Particulars                                               | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|-----------------------------------------------------------|-----------------------------|-----------------------------|
| Salaries, wages and bonus                                 | 6,488.25                    | 5,533.14                    |
| Share based payment expense (Refer Note 30)               | 306.75                      | 75.70                       |
| Contribution to provident and other funds (Refer Note 29) | 365.46                      | 323.95                      |
| Staff welfare expenses                                    | 242.71                      | 175.61                      |
| <b>Total employee benefits expense</b>                    | <b>7,403.17</b>             | <b>6,108.40</b>             |

### 25 FINANCE COSTS

| Particulars                                                           | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|-----------------------------------------------------------------------|-----------------------------|-----------------------------|
| Interest expense on financial liabilities measured at amortised cost: |                             |                             |
| - on loan and others                                                  | 28.28                       | 35.36                       |
| - unwinding of discount on financial liabilities/provision            | 498.90                      | 391.40                      |
| - on lease liabilities                                                | 10.36                       | 11.19                       |
| Other borrowing costs                                                 | 33.94                       | 13.47                       |
| <b>Total finance costs</b>                                            | <b>571.48</b>               | <b>451.42</b>               |

### 26 DEPRECIATION AND AMORTISATION EXPENSE

| Particulars                                                  | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|--------------------------------------------------------------|-----------------------------|-----------------------------|
| Depreciation on property, plant and equipment (Refer Note 3) | 224.11                      | 189.64                      |
| Depreciation on right-of-use assets (Refer Note 4)           | 59.28                       | 45.52                       |
| Depreciation on investment properties (Refer Note 5)         | 5.54                        | 5.54                        |
| Amortisation on Intangible asset (Refer Note 6)              | 1,793.02                    | 1,061.70                    |
| <b>Total depreciation and amortisation expense</b>           | <b>2,081.95</b>             | <b>1,302.40</b>             |

### 27 OTHER EXPENSES

| Particulars                                                          | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|----------------------------------------------------------------------|-----------------------------|-----------------------------|
| Power and Fuel                                                       | 108.65                      | 90.86                       |
| Rent (Refer Note 4)                                                  | 352.62                      | 325.05                      |
| Repairs - Buildings                                                  | 172.18                      | 93.52                       |
| - Machinery                                                          | 3.41                        | 2.21                        |
| - Others                                                             | 373.83                      | 568.19                      |
| Royalties                                                            | 6,548.44                    | 6,320.19                    |
| Carriage, freight and forwarding charges                             | 953.17                      | 732.04                      |
| Rates and taxes                                                      | 213.20                      | 188.56                      |
| Insurance                                                            | 180.76                      | 100.55                      |
| Travel and conveyance                                                | 462.51                      | 296.04                      |
| Advertisement and sales promotion (Refer Note 34)                    | 7,446.43                    | 6,197.12                    |
| Printing and communication expenses                                  | 269.20                      | 226.53                      |
| Provision for diminution of value of investment                      | 310.62                      | -                           |
| Allowance for expected credit loss / provision for doubtful advances | 769.83                      | -                           |
| Legal and consultancy expenses                                       | 1,961.63                    | 1,844.55                    |
| Corporate social responsibility expenses (Refer Note 27.1)           | 268.95                      | 200.14                      |
| Payment to auditors (Refer Note 38)                                  | 83.11                       | 75.06                       |
| Miscellaneous expense                                                | 956.37                      | 796.80                      |
| <b>Total other expense</b>                                           | <b>21,434.91</b>            | <b>18,057.41</b>            |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 27.1 Corporate social responsibility expenses

| Particulars                                                                                                         | Year ended<br>31 March 2023 | Year ended<br>31 March 2022                                                                    |
|---------------------------------------------------------------------------------------------------------------------|-----------------------------|------------------------------------------------------------------------------------------------|
| (a) Amount required to be spent by the Company during the year                                                      | 268.95                      | 200.14                                                                                         |
| (b) Amount of expenditure incurred on:                                                                              |                             |                                                                                                |
| (i) Construction/acquisition of any asset                                                                           | -                           | -                                                                                              |
| (ii) On purposes other than (i) above                                                                               | 469.09                      | -                                                                                              |
| (c) Shortfall at the end of the year                                                                                | -                           | 200.14                                                                                         |
| (d) Total of previous years shortfall                                                                               | -                           | -                                                                                              |
| (e) Reason for shortfall                                                                                            | Not Applicable              | Refer Note 1 below<br>In terms of CSR policy approved by the Board of Directors of the Company |
| (f) Nature of CSR activities                                                                                        |                             |                                                                                                |
| (g) Details of related party transactions in relation to CSR expenditure as per relevant Indian Accounting Standard |                             |                                                                                                |
| Contribution to RP-Sanjiv Goenka Group CSR Trust                                                                    | 469.09                      | -                                                                                              |

Note 1: The Company has deposited an amount of **Rs.200.14 Lakhs** in Unspent CSR Account for FY21-22 within the time limits as prescribed under section 135 of the Act for making available to RP- Sanjiv Goenka Group CSR Trust for School Project which has been identified as Ongoing Project by the Board of Directors of the Company.

## 28 TAX EXPENSES

### A. Tax expense recognised in the Statement of Profit and Loss

| Particulars                                  | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|----------------------------------------------|-----------------------------|-----------------------------|
| <b>Current tax</b>                           |                             |                             |
| Current tax on profits for the year          | 6,186.07                    | 4,986.30                    |
| <b>Total current tax</b>                     | <b>6,186.07</b>             | <b>4,986.30</b>             |
| <b>Deferred tax</b>                          |                             |                             |
| (Increase) / Decrease in deferred tax assets | (156.08)                    | 25.82                       |
| Increase in deferred tax liabilities         | 239.80                      | 145.62                      |
| <b>Total deferred tax</b>                    | <b>83.72</b>                | <b>171.44</b>               |
| <b>Total tax expense</b>                     | <b>6,269.79</b>             | <b>5,157.74</b>             |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### B. Amount recognised in other comprehensive income

| Particulars                                                                                            | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|--------------------------------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| The tax charge arising on income and expenses recognised in Other Comprehensive Income are as follows: |                             |                             |
| <b>Deferred tax</b>                                                                                    |                             |                             |
| On items that will not be reclassified to profit or loss                                               |                             |                             |
| Remeasurements of post-employment benefit obligations                                                  | (2.02)                      | (27.37)                     |
| Changes in fair value of equity instruments designated at FVOCI                                        | -                           | (312.01)                    |
| Revaluation gains relating to property, plant and equipment                                            | -                           | (223.51)                    |
| <b>Total amount recognised in other comprehensive income</b>                                           | <b>(2.02)</b>               | <b>(562.89)</b>             |

### C. Amount recognised directly to other equity

| Particulars                                    | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|------------------------------------------------|-----------------------------|-----------------------------|
| Deferred tax on investment property            | (1.97)                      | (2.15)                      |
| <b>Total amount recognised in other equity</b> | <b>(1.97)</b>               | <b>(2.15)</b>               |

### D. Reconciliation of tax expense

| Particulars                                                                                    | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|------------------------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| Profit before tax                                                                              | 24,317.62                   | 20,199.18                   |
| Income tax expense calculated @ <b>25.17%</b> (31 March 2022 - 25.17%)                         | <b>6,120.74</b>             | 5,084.13                    |
| <b>Adjustments:</b>                                                                            |                             |                             |
| <b>Tax effect of amounts which are not deductible (taxable) in calculating taxable income:</b> |                             |                             |
| Items not deductible for tax purposes                                                          | 71.86                       | 56.91                       |
| Other items                                                                                    | 77.19                       | 16.70                       |
| <b>Tax expense</b>                                                                             | <b>6,269.79</b>             | <b>5,157.74</b>             |

The tax rate used in the above reconciliation for the year 2022-23 and 2021-22 is the tax rate of 25.17% (22% + surcharge @ 10% and education cess @ 4%) payable on taxable profits under the Income Tax Act, 1961.

## 29 ASSETS AND LIABILITIES RELATING TO EMPLOYEE BENEFITS

### (I) Post-employment defined benefit plans:

#### (A) Gratuity (funded)

The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. As per the plan, the Saregama India Limited Employees Group Gratuity Fund (Gratuity Fund), administered and managed by the Trustees and funded primarily with Life Insurance Corporation of India (LICI) and ICICI Prudential Life Insurance Company Limited, make payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Trustees are responsible for the overall governance of the plan and to act in accordance with the provisions of the trust deed and rules in the best interests of the plan participants. Each year an Asset-Liability matching study is performed in which the consequences of the strategic investment policies are analysed in terms of risk and return profiles. Investment and contribution policies are integrated within this study. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation as set out in Note 1(r)(iii) in significant accounting policies, based upon which, the Company makes contributions to the Employees' Gratuity Funds.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

The following table sets forth the particulars in respect of the Gratuity Plan (funded) of the Company:

| Particulars                                                                                                         | 31 March 2023 | 31 March 2022   |
|---------------------------------------------------------------------------------------------------------------------|---------------|-----------------|
| <b>(a) Reconciliation of opening and closing balances of the present value of the defined benefit obligation:</b>   |               |                 |
| Present value of obligation at the beginning of the year                                                            | 672.65        | 757.15          |
| Current service cost                                                                                                | 99.67         | 96.11           |
| Interest cost                                                                                                       | 42.83         | 42.19           |
| Remeasurements (gains) / losses                                                                                     | (27.11)       | (30.52)         |
| Actuarial (gain)/ loss arising from changes in financial assumptions                                                | 38.73         | (61.08)         |
| Actuarial (gain)/ loss arising from changes in experience adjustments                                               | (66.84)       | (131.20)        |
| <b>Present value of obligation at the end of the year</b>                                                           | <b>759.93</b> | <b>672.65</b>   |
| <b>(b) Reconciliation of the opening and closing balances of the fair value of plan assets:</b>                     |               |                 |
| Fair value of plan assets at the beginning of the year                                                              | 703.49        | 664.42          |
| Interest Income                                                                                                     | 46.51         | 39.98           |
| Remeasurements gains / (losses)                                                                                     | 19.64         | 17.14           |
| Return on plan assets (excluding amount included in net interest cost)                                              | 10.00         | 93.00           |
| Contributions by employer                                                                                           | (28.51)       | (111.05)        |
| Benefits paid                                                                                                       |               |                 |
| <b>Fair value of plan assets at the end of the year</b>                                                             | <b>751.13</b> | <b>703.49</b>   |
| <b>(c) Reconciliation of the present value of the defined benefit obligation and the fair value of plan assets:</b> |               |                 |
| Present value of obligation at the end of the year                                                                  | 759.93        | 672.65          |
| Fair value of plan assets at the end of the year                                                                    | 751.13        | 703.49          |
| <b>(Assets)/Liabilities recognised in the balance sheet</b>                                                         | <b>8.80</b>   | <b>(30.84)</b>  |
| <b>(d) Actual return on plan assets</b>                                                                             | <b>66.15</b>  | <b>57.12</b>    |
| <b>(e) Re-measurements losses/(gains) recognised in the Other Comprehensive Income</b>                              |               |                 |
| Return on plan assets (excluding amount included in net interest cost)                                              | (19.64)       | (17.14)         |
| Effect of changes in financial assumptions                                                                          | (27.11)       | (30.52)         |
| Effect of changes in experience adjustments                                                                         | 38.73         | (61.08)         |
| <b>Total re-measurement (gains)/losses included in Other Comprehensive Income</b>                                   | <b>(8.02)</b> | <b>(108.74)</b> |
| <b>(f) Expense recognised in Statement of Profit or Loss:</b>                                                       |               |                 |
| Current service cost                                                                                                | 99.67         | 96.11           |
| Net interest cost                                                                                                   | (3.68)        | 2.21            |
| <b>Total expense recognised in Statement of Profit and Loss</b>                                                     | <b>95.99</b>  | <b>98.32</b>    |
| <b>(g) Category of plan assets:</b>                                                                                 |               |                 |
| (a) Fund with Life Insurance Corporation of India                                                                   | In %          | In %            |
| (b) NAV based Group Balanced Fund with ICICI Prudential Life Insurance Company Limited                              | 69%           | 68%             |
|                                                                                                                     | 16%           | 17%             |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

| Particulars                                                                                   | 31 March 2023        | 31 March 2022 |
|-----------------------------------------------------------------------------------------------|----------------------|---------------|
| (c) NAV based Group Short Term Debt Fund with ICICI Prudential Life Insurance Company Limited | 7%                   | 7%            |
| (d) NAV based Group Debt Fund with ICICI Prudential Life Insurance Company Limited            | 8%                   | 8%            |
| <b>100%</b>                                                                                   | <b>100%</b>          |               |
| <b>(h) Maturity profile of defined benefit obligation:</b>                                    |                      |               |
| Within 1 year                                                                                 | 179.31               | 159.30        |
| 1-2 year                                                                                      | 59.32                | 39.52         |
| 2-5 years                                                                                     | 225.10               | 191.52        |
| Over 5 years                                                                                  | 539.64               | 488.70        |
| <b>31 March 2023</b>                                                                          | <b>31 March 2022</b> |               |
| Discount rate                                                                                 | 7.20%                | 6.70%         |
| Salary growth rate                                                                            | 10.00%               | 10.00%        |
| Return on plan assets                                                                         | 8.00%                | 8.00%         |
| Withdrawal rate                                                                               | 20.00%               | 20.00%        |
| Ages from 20-35                                                                               |                      |               |
| Ages from 36-58                                                                               | 5.00%                | 5.00%         |

Assumptions regarding future mortality experience are based on mortality tables of 'Indian Assured Lives Mortality (2006-2008)' published by the Institute of Actuaries of India.

The estimate of future salary increases takes into account inflation, seniority, promotion and other relevant factors, such as demand and supply in the employment market.

| (j) Sensitivity analysis | Change in Assumption | Impact on defined benefit obligation (2022-23) | Impact on defined benefit obligation (2021-22) |
|--------------------------|----------------------|------------------------------------------------|------------------------------------------------|
| Discount rate            | Increase by 1%       | <b>Decrease by Rs.49.03 Lakhs</b>              | Decrease by Rs.45.53 Lakhs                     |
|                          | Decrease by 1%       | <b>Increase by Rs.56.15 Lakhs</b>              | Increase by Rs.52.35 Lakhs                     |
| Salary growth rate       | Increase by 1%       | <b>Increase by Rs.54.14 Lakhs</b>              | Increase by Rs.50.23 Lakhs                     |
|                          | Decrease by 1%       | <b>Decrease by Rs.48.31 Lakhs</b>              | Decrease by Rs.44.67 Lakhs                     |

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied when calculating the defined benefit obligation recognised in the Balance Sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

- (k) The Company expects to contribute **Rs.108 Lakhs** (previous year - Rs.100 Lakhs) to the funded gratuity plans during the next financial year.
- (l) The weighted average duration of the defined benefit obligation as at 31 March 2023 is **7 years** (31 March 2022 - 8 years).

### (II) Post-employment defined contribution plans

#### (A) Superannuation fund

Certain categories of employees of the Company participate in superannuation, a defined contribution plan administered by the Trust set up by the Company. The Company makes yearly contributions based on a specified percentage of each covered employee's salary. The Company has no further obligations under the plan beyond its annual contributions.

During the year, an amount of **Rs.10.89 Lakhs** (previous year - Rs.10.16 Lakhs) has been recognised as expenditure towards above defined contribution plan of the Company.

#### (B) Provident fund

All categories of employees of the Company receive benefits from a provident fund, a defined contribution plan. Both the employee and employer make monthly contributions to a government administered fund at specified percentage of the covered employee's qualifying salary. The Company has no further obligations under the plan beyond its monthly contributions.

During the year, an amount of **Rs.220.78 Lakhs** (previous year - Rs.192.27 Lakhs) has been recognised as expenditure towards above defined contribution plan of the Company.

### (III) Leave obligations

The Company provides for accumulation of leave by certain categories of its employees. These employees can carry forward a portion of the unutilised leave balances and utilise it in future periods or receive cash (only in case of earned leave) in lieu thereof as per the Company's policy. The Company records a provision for leave obligations in the period in which the employee renders the services that increases this entitlement.

The total closing provision towards this obligation was **Rs.485.40 Lakhs** and Rs.437.41 Lakhs as at 31 March 2023 and 31 March 2022 respectively. The amount of the provision is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months. The following amounts reflect leave that is not expected to be taken or paid within the next 12 months.

| Particulars                                                                             | 31 March 2023 | 31 March 2022 |
|-----------------------------------------------------------------------------------------|---------------|---------------|
| Leave provision not expected to be settled within the next 12 months<br>(Refer Note 15) | 414.26        | 366.75        |

### (IV) Risk exposure

Through its defined benefit plans, the Company is exposed to some risks, the most significant of which are detailed below:

#### Discount rate risk

The Company is exposed to the risk of fall in discount rate. A fall in discount rate will eventually increase the ultimate cost of providing the above benefit thereby increasing the value of the liability.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

#### Salary growth risks

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. An increase in the salary of the plan participants will increase the plan liability.

#### Demographic risk

In the valuation of the liability, certain demographic (mortality and attrition rates) assumptions are made. The Company is exposed to this risk to the extent of actual experience eventually being worse compared to the assumptions thereby causing an increase in the benefit cost.

## 30 SHARE BASED PAYMENTS

### (a) Employee stock option scheme

The establishment of the Employee Stock Option Scheme 2013 (Scheme) was approved by the shareholders at the Annual General Meeting held on 26 July 2013. The Scheme is designed to provide incentives to eligible employees to deliver long term returns. Under the Scheme each Option entitles the holder thereof to apply for and be allotted one equity shares of the Company of Re.1 each upon payment of the exercise price during the exercise period as defined in the Scheme. The exercise period commences from the date of vesting of the Options and expires at the end of 10 years from the date of vesting. The Options have been granted at the 'market price' as defined under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended.

#### Information in respect of Options granted under the Scheme:

Pursuant to approved Scheme, the Compensation Committee / Nomination and Remuneration Committee of the Board of Directors has granted shares / options during 2020-21, 2021-22 and 2022-23 to certain eligible employees and outstanding as on 31 March 2023 at the following exercise price, being prevailing market price as on date of grant to respective employee.

| Name of eligible employees | As at 31 March 2023      |                                | As at 31 March 2022      |                                |
|----------------------------|--------------------------|--------------------------------|--------------------------|--------------------------------|
|                            | No. of options/ shares # | Exercise price per share (Rs.) | No. of options/ shares # | Exercise price per share (Rs.) |
| Scheme Part I **           | 20,000                   | 41.62                          | 2,00,000                 | 41.62                          |
| Scheme Part II @           | -                        | -                              | 1,00,000                 | 175.04                         |
| Scheme Part III **         | 2,00,000                 | 399.35                         | -                        | -                              |
| Scheme Part IV **          | 12,00,000                | 368.53                         | -                        | -                              |

# After giving effect of share split (Refer Note 14.1).

@ Exercise of options by the option holders shall entail issuance of equity shares by the Company on compliance / completion of related formalities on the basis of 1:1.

\*\* The Nomination and Remuneration Committee of the Board of Directors in its meeting held on 8 May 2019, has recommended amendments to the clauses in the ESOS 2013 to effect implementation of the said scheme through Saregama Welfare Trust and the same has been approved by the shareholders in the Annual General Meeting held on 19 July 2019. Basis the above modification, ESOS 2013 is being implemented through a trust viz. Saregama Welfare Trust ("Trust") in accordance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended ("SEBI SBEB Regulations"). This involves secondary market acquisition of the Company's equity shares by the Trust.

#### Measurement of fair value

The fair value of Employee Stock Options as on the date of grant was determined using the Black Scholes Model which takes into account the share price at the measurement date, expected price volatility of the underlying share, the expected dividend yield and risk free interest rate and carrying amount of liability included in employee benefit obligations.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

The fair value of the options and the inputs used in the measurement of fair value as on the grant date are as follows:

| Particulars                                              | Scheme Part I | Scheme Part II | Scheme Part III | Scheme Part IV |
|----------------------------------------------------------|---------------|----------------|-----------------|----------------|
| Grant date                                               | 30-Jun-20     | 26-Apr-21      | 13-Aug-22       | 23-Dec-22      |
| Fair value at grant date (Rs.)                           | 24.43         | 109.50         | 163.70          | 125.67         |
| Share price at grant date (Rs.)                          | 42.68         | 176.03         | 400.10          | 376.40         |
| Exercise price (Rs.)                                     | 41.62         | 175.04         | 399.35          | 368.53         |
| Expected volatility                                      | 55.80%        | 54.56%         | 50.15%          | 44.64%         |
| Expected Life (expected weighted average remaining life) | 6.24          | 8.00           | 3.50            | 2.50           |
| Expected dividend                                        | 0.58%         | 0.58%          | 0.75%           | 0.80%          |
| Risk free interest rate (based on Government bonds)      | 5.56%         | 6.18%          | 6.88%           | 7.15%          |

Expected volatility has been based on the evaluation of the historical volatility of the Company's share price, particularly over the historical period commensurate with the expected term. The Expected term of the instruments has been based on the historical experience and general option holder behaviour.

### Reconciliation of outstanding share options #

| Particulars                                                 | 31 March 2023 | 31 March 2022 |
|-------------------------------------------------------------|---------------|---------------|
| Number of Options Outstanding at the beginning of the year  | 300,000       | 1,020,000     |
| Number of Options granted during the year                   | 1,400,000     | 100,000       |
| Number of Options forfeited/lapsed during the year          | 100,000       | -             |
| Number of Options vested during the year                    | 200,000       | 820,000       |
| Number of Options exercised during the year                 | 180,000       | 820,000       |
| Number of Shares arising as a result of exercise of options | -             | 20,000        |
| Number of Options outstanding at the end of the year        | 1,420,000     | 300,000       |
| Number of Options exercisable at the end of the year        | 20,000        | -             |

# After giving effect of share split (Refer Note 14.1).

The weighted average share price of shares arising upon exercise of Options for the year ended 31 March 2023 based on the closing market price on NSE was **Rs.379.93** (31 March 2022 - Rs.385.05).

### (b) Expense arising from share based payment transactions

Total expenses arising from share-based payment transactions recognised in Statement of Profit and Loss as part of employee benefit expense are as follows:

| Particulars                  | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|------------------------------|-----------------------------|-----------------------------|
| Employee stock option scheme | 306.75                      | 75.70                       |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 31 FAIR VALUE MEASUREMENTS

#### (i) Financial instruments by category

| Particulars                                        | Notes     | As at<br>31 March 2023          | As at<br>31 March 2022          |
|----------------------------------------------------|-----------|---------------------------------|---------------------------------|
|                                                    |           | Carrying Amount /<br>Fair Value | Carrying Amount /<br>Fair Value |
| <b>A. Financial assets</b>                         |           |                                 |                                 |
| (a) Measured at fair value through OCI             |           |                                 |                                 |
| Investments                                        |           |                                 |                                 |
| Equity instruments                                 | 8.1       | -                               | 14,528.26                       |
| Sub total                                          |           | -                               | <b>14,528.26</b>                |
| (b) Measured at fair value through profit and loss |           |                                 |                                 |
| Investments                                        |           |                                 |                                 |
| Units of Mutual funds (quoted)                     | 11.1      | 21,235.62                       | 50,570.95                       |
| Sub total                                          |           | <b>21,235.62</b>                | <b>50,570.95</b>                |
| (c) Measured at amortised cost                     |           |                                 |                                 |
| Investments                                        |           |                                 |                                 |
| Equity instruments                                 | 8.1       | 1,554.10                        | 1,865.72                        |
| Trade receivables                                  | 11.2      | 15,133.24                       | 10,751.04                       |
| Cash and cash equivalents                          | 11.3      | 1,297.46                        | 14,706.45                       |
| Other bank balances                                | 11.4      | 49,156.33                       | 17,100.96                       |
| Loans                                              | 11.5      | 2,621.31                        | 2,384.55                        |
| Other financial assets                             | 8.2, 11.6 | 7,489.41                        | 982.62                          |
| Sub total                                          |           | <b>77,251.85</b>                | <b>47,791.34</b>                |
| Total financial assets                             |           | <b>98,487.47</b>                | <b>1,12,890.55</b>              |
| <b>B. Financial liabilities</b>                    |           |                                 |                                 |
| Measured at amortised cost                         |           |                                 |                                 |
| Lease liabilities                                  | 4         | 71.25                           | 130.31                          |
| Trade payables                                     | 17.1      | 6,733.66                        | 6,164.20                        |
| Other financial liabilities                        | 17.2      | 5,427.41                        | 4,089.60                        |
| Total financial liabilities                        |           | <b>12,232.32</b>                | <b>10,384.11</b>                |

#### (ii) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are

(a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows below.

**Level 1:** Quoted prices (unadjusted) in active market for identical assets or liabilities.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

**Level 2:** Inputs other than quoted price included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

**Level 3:** Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs). If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

The fair value of trade receivables, cash and cash equivalents, other bank balances, loans and deposits, trade payables, borrowings, lease liabilities and other financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. The fair values of unquoted equity instruments were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk. There has been no change in the valuation methodology for Level 3 inputs during the year. The Company has classified certain financial instruments under Level 3 of the fair value hierarchy. There were no transfers between Level 1 and Level 2 during the year ended 31 March 2023 and 31 March 2022.

| Particulars                                               | Fair Value<br>Hierarchy Level | As at            |                  |  |
|-----------------------------------------------------------|-------------------------------|------------------|------------------|--|
|                                                           |                               | 31 March 2023    | 31 March 2022    |  |
| <b>Financial assets</b>                                   |                               |                  |                  |  |
| <b>Measured at fair value through OCI (Refer Note 34)</b> |                               |                  |                  |  |
| Investments                                               |                               |                  |                  |  |
| Equity instruments (quoted)                               | 1                             | -                | 14,372.84        |  |
| Equity instruments (un-quoted)                            | 3                             | -                | 155.42           |  |
|                                                           |                               | <b>-</b>         | <b>14,528.26</b> |  |
| <b>Measured at fair value through profit and loss</b>     |                               |                  |                  |  |
| Investments                                               |                               |                  |                  |  |
| Units of Mutual funds (quoted)                            | 1                             | <b>21,235.62</b> | 50,570.95        |  |

Since, some of the Company's financial assets as mentioned in above table are carried at fair value for which Level 3 inputs have been used. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

| Particulars                 | Valuation<br>Technique  | Significant<br>unobservable<br>inputs      | Sensitivity                                                                                                                                                                                                                                                                                        |               |
|-----------------------------|-------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
|                             |                         |                                            | 31 March 2023                                                                                                                                                                                                                                                                                      | 31 March 2022 |
| Unquoted Equity Instruments | Discounted<br>cash flow | Earning growth<br>rate/Discounting<br>rate | <ul style="list-style-type: none"> <li>- Increase in earning growth rate by 1% and lower discount rate by 1% would increase fair value by Rs.281.27 Lakhs.</li> <li>- Decrease in earning growth rate by 1% and higher discount rate by 1% would decrease fair value by Rs.56.72 Lakhs.</li> </ul> |               |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### Level 3 fair values - Movement in the values of unquoted equity instruments

The following table shows a reconciliation from the opening balance to the closing balance for Level 3 fair values:

| Particulars                                                | FVOCI Equity<br>Instruments |
|------------------------------------------------------------|-----------------------------|
| Balance at 1 April 2021                                    | 186.23                      |
| Gain / (loss) included on OCI                              |                             |
| - Net change in fair value (unrealised)                    | (30.81)                     |
| Balance at 31 March 2022                                   | 155.42                      |
| Balance at 1 April 2022                                    |                             |
| Adjusted pursuant to scheme of arrangement (Refer Note 34) |                             |
| <b>Balance at 31 March 2023</b>                            | <b>-</b>                    |

## 32 FINANCIAL RISK MANAGEMENT

The Company has a system-based approach to risk management, anchored to policies and procedures aimed at ensuring early identification, evaluation and management of key financial risks (such as market risk, credit risk and liquidity risk) that may arise as a consequence of its business operations as well as its investing and financing activities.

Accordingly, the Company's risk management framework has the objective of ensuring that such risks are managed within acceptable and approved risk parameters in a disciplined and consistent manner and in compliance with applicable regulation. It also seeks to drive accountability in this regard.

This Note explains the sources of risk which the entity is exposed to and how the entity manages the risk. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

#### (A) Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The Company is exposed to credit risk from its operating activities (primarily Trade Receivables) and from its investing activities (primarily Deposits with Banks).

#### Trade receivables

Trade receivables are typically unsecured and are derived from revenue earned from customers. Customer credit risk is managed by respective segment subject to the Company's policy and procedures which involve credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. The Company's customer base is large and diverse limiting the risk arising out of credit concentration. Further, credit is extended in business interest in accordance with business-specific credit policies. The Company's exposure to trade receivables on the reporting date, net of expected loss provisions, stood at **Rs.15,133.24 Lakhs** as on 31 March 2023 (31 March 2022 - Rs.10,751.04 Lakhs).

All overdue customer balances are evaluated taking into account the age of the dues, specific credit circumstances, the track record of the counterparty etc. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

The movement of the expected loss provision (allowance for bad and doubtful receivables) made by the Company are as under:

| Particulars                               | Expected loss provision |                        |
|-------------------------------------------|-------------------------|------------------------|
|                                           | As at<br>31 March 2023  | As at<br>31 March 2022 |
| Opening balance                           | 1,010.60                | 1,008.87               |
| Add: Provision made during the year (net) | 631.18                  | 1.73                   |
| Closing balance                           | <b>1,641.78</b>         | <b>1,010.60</b>        |

### Other financial assets

Credit risk from balances with banks, term deposits and investments is managed by Company's finance department. Investments in fixed deposits are held with highly rated banks. Investments of surplus are made within assigned credit limits with approved counterparties who meet the threshold requirements with respect to ratings, financial strength, credit spreads etc. Counterparty credit limits are set to minimize concentration risk and are reviewed periodically by the Board of Directors.

The Company's maximum exposure to credit risk for the components of the Balance Sheet as of 31 March 2023 and 31 March 2022 is the carrying amounts as disclosed in Note 8.1, 8.2, 11.1, 11.3, 11.4, 11.5 and 11.6.

### (B) Liquidity risk

Liquidity risk refers to the risk that the Company fails to honour its financial obligations in accordance with terms of contract. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions.

Management monitors rolling forecasts of the company's liquidity position (including the undrawn credit facilities extended by banks and financial institutions) and cash and cash equivalents on the basis of expected cash flows. In addition, the Company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

The following table shows a maturity analysis of the anticipated cash flows including interest obligations for the Company's non-derivative financial liabilities on an undiscounted basis, which therefore does not differ significantly from their carrying value as the impact of discounting is not significant.

| Non-derivative financial liabilities                | As at 31 March 2023   |                      |                         |                  |
|-----------------------------------------------------|-----------------------|----------------------|-------------------------|------------------|
|                                                     | Less than<br>one year | One to<br>five years | More than five<br>years | Total            |
| (i) Trade payables (Refer Note 17.1)                | 6,733.66              | -                    | -                       | 6,733.66         |
| (ii) Lease liabilities (Refer Note 4)               | 61.95                 | 14.33                | -                       | 76.28            |
| (iii) Other financial liabilities (Refer note 17.2) | 5,427.41              | -                    | -                       | 5,427.41         |
|                                                     | <b>12,223.02</b>      | <b>14.33</b>         | -                       | <b>12,237.35</b> |

| Non-derivative financial liabilities                | As at 31 March 2022   |                      |                         |                  |
|-----------------------------------------------------|-----------------------|----------------------|-------------------------|------------------|
|                                                     | Less than<br>one year | One to<br>five years | More than five<br>years | Total            |
| (i) Trade payables (Refer Note 17.1)                | 6,164.20              | -                    | -                       | 6,164.20         |
| (ii) Lease liabilities (Refer Note 4)               | 69.42                 | 76.28                | -                       | 145.70           |
| (iii) Other financial liabilities (Refer note 17.2) | 4,089.60              | -                    | -                       | 4,089.60         |
|                                                     | <b>10,323.22</b>      | <b>76.28</b>         | -                       | <b>10,399.50</b> |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

The Company does not have derivative financial liabilities as at the end of above mentioned reporting periods.

The Company is having cash credit facility and the same carries interest of **8.10% to 9.15% p.a.** (2021-22: 7.70% to 8.40% p.a.). The facility is unutilised as on 31 March 2023 and 31 March 2022. Cash Credit facility was secured by first pari passu charge (ranking pari passu with all consortium bankers) over the whole of the current assets of the Company including its inventories, bills receivable and book debts and all other movables, both present and future whether now lying loose or in cases wherever they may be situated and also by the second charge on the Company's movable fixed assets, both present and future ranking pari passu without any preference or priority of one over the others.

### (C) Market risk

#### (i) Foreign currency risk

Foreign currency risk is the risk that the fair value of the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company transacts business in local currency and in foreign currencies (primarily US Dollars and GBP). The Company has foreign currency trade receivables, trade payables and advances and is therefore exposed to foreign currency risk. The risk is measured through a forecast of highly probable foreign currency cash flows.

The Company's risk management policy is hedging of net foreign currency exposure at all points in time through foreign exchange forward contracts. The objective of the hedging is to eliminate the currency risk due to volatility in exchange rates.

#### (a) Foreign currency risk exposure:

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows:

|              | As at 31 March 2023 |                       | As at 31 March 2022 |                       |
|--------------|---------------------|-----------------------|---------------------|-----------------------|
|              | Financial Assets    | Financial Liabilities | Financial Assets    | Financial Liabilities |
| USD          | 891.61              | 10.21                 | 646.25              | 3.58                  |
| GBP          | 656.87              | 12.33                 | 302.60              | -                     |
| Others       | 113.55              | 17.76                 | 155.25              | 2.44                  |
| <b>Total</b> | <b>1,662.03</b>     | <b>40.30</b>          | <b>1,104.10</b>     | <b>6.02</b>           |

#### Net Exposure to Foreign Currency Risk (Assets - Liabilities)

|              | As at<br>31 March 2023 | As at<br>31 March 2022 |
|--------------|------------------------|------------------------|
|              | USD                    | GBP                    |
| USD          | 881.40                 | 642.67                 |
| GBP          | 644.54                 | 302.60                 |
| Others       | 95.79                  | 152.81                 |
| <b>Total</b> | <b>1,621.73</b>        | <b>1,098.08</b>        |

#### (b) Sensitivity

The sensitivity of profit or loss due to changes in the foreign exchange rates arises mainly from foreign currency denominated financial instruments. 10 % appreciation / depreciation of the respective foreign currencies with respect to functional currency (holding all other variables constant) of the Company would result in increase / decrease in the Company's profit before tax as computed below:

|                                     | Impact on profit before tax |                             |
|-------------------------------------|-----------------------------|-----------------------------|
|                                     | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
| <b>USD sensitivity</b>              |                             |                             |
| INR/USD - Increase by 10%           | 88.14                       | 64.27                       |
| INR/USD - Decrease by 10%           | (88.14)                     | (64.27)                     |
| <b>GBP sensitivity</b>              |                             |                             |
| INR/GBP-Increase by 10%             | 64.45                       | 30.26                       |
| INR/GBP-Decrease by 10%             | (64.45)                     | (30.26)                     |
| <b>Other currencies sensitivity</b> |                             |                             |
| INR/Others-Increase by 10%          | 9.58                        | 15.28                       |
| INR/Others-Decrease by 10%          | (9.58)                      | (15.28)                     |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### (ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to risk of changes in market interest rates relates primarily to the Company's debt interest obligation. Further the Company engages in financing activities at market linked rates, any changes in the interest rate environment may impact future rates of borrowings.

The exposure of the Company's financial assets and financial liabilities to interest rate risk is as follows:

| Particulars           | 31 March 2023 |            | 31 March 2022 |            |
|-----------------------|---------------|------------|---------------|------------|
|                       | Floating Rate | Fixed Rate | Floating Rate | Fixed Rate |
| Financial assets      | -             | 55,364.66  | -             | 31,141.97  |
| Financial liabilities | -             | -          | -             | -          |
|                       | -             | 55,364.66  | -             | 31,141.97  |

Increase/ decrease of 50 basis points (holding all other variables constant) in interest rates at the balance sheet date would result in increase/decrease of **Rs. NIL** (31 March 2022 - Rs.NIL) in interest expense on financial liabilities with floating interest rate and corresponding impact on profit before tax for the year ended 31 March 2023.

The Company invests its surplus funds in fixed deposits and mutual funds. Fixed deposits are held with highly rated banks and have a short tenure and are not subject to interest rate volatility.

### (iii) Securities price risk

Securities price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded prices. The Company is not an active investor in equity markets; it used to hold certain investments in equity for long term value accretion which are accordingly measured at fair value through Other Comprehensive Income which has been transferred pursuant to a scheme of arrangement (Refer Note 34) to the Resulting Company. Hence, the value of investments in such equity instruments (including quoted and unquoted) as at 31 March 2023 stands **Rs. NIL** (31 March 2022 - Rs.14,528.26 Lakhs). Accordingly, fair value fluctuations arising from market volatility is not recognised in Other Comprehensive Income for the year ended 31 March 2023.

The Company also invests in mutual fund schemes of leading fund houses. Such investments are susceptible to market price risk that will fluctuate due to changes in market traded prices, which may impact the return and value of such investments. The value of investments in such mutual fund schemes as at 31 March 2023 is **Rs.21,235.62 Lakhs** (31 March 2022 - Rs.50,570.95 Lakhs). Accordingly, fair value fluctuations arising from market volatility is recognised in Statement of profit and loss.

## 33 CAPITAL MANAGEMENT

### (a) Risk management

The Company's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

Consistent with others in the industry, the Company monitors capital on the basis of net debt to equity ratio and maturity profile of overall debt portfolio of the Company.

Net debt implies total borrowings of the Company as reduced by Cash and Cash Equivalent and Equity comprises all components attributable to the owners of the Company.

The following table summarises the capital of the Company:

| Particulars                                       | As at<br>31 March 2023 | As at<br>31 March 2022 |
|---------------------------------------------------|------------------------|------------------------|
| Total borrowings <sup>(1)</sup>                   | 71.25                  | 130.31                 |
| Less: Cash and cash equivalents (Refer Note 11.3) | (1,297.46)             | (14,706.45)            |
| <b>Net Debt</b>                                   | <b>(1,226.21)</b>      | <b>(14,576.14)</b>     |
| <b>Equity</b> (Refer Note 14.1 and 14.2)          | <b>1,33,237.94</b>     | 1,37,183.36            |
| <b>Net Debt to Equity Ratio</b>                   | <b>(0.01)</b>          | (0.11)                 |

(1) Borrowings represents only lease liabilities

Under the terms of the borrowing facilities, the Company has complied with the financial covenants as imposed by the bank and financial institutions.

No changes were made to the objectives, policies or processes for managing capital during the years ended **31 March 2023** and 31 March 2022.

### (b) Dividend on equity shares

| Particulars                                                                                                                                     | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|-------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| <b>Dividend declared and paid during the year</b>                                                                                               |                             |                             |
| Final dividend for the year ended 31 March 2022 of <b>Rs. NIL</b> (31 March 2021 of Rs.NIL) per fully paid share of face value Re.1/- each      | -                           | -                           |
| Interim dividend for the year ended 31 March 2023 of <b>Rs.3</b> (31 March 2022 - Rs.3) per fully paid share of face value Re.1/- each          | 5784.28                     | 5,784.28                    |
|                                                                                                                                                 | <b>5784.28</b>              | <b>5,784.28</b>             |
| <b>Proposed dividend not recognised at the end of the reporting period</b>                                                                      |                             |                             |
| Since year end the directors have recommended the payment of a final dividend of <b>Rs. NIL</b> per fully paid share (31 March 2022 - Rs. NIL). | -                           | -                           |
|                                                                                                                                                 | -                           | -                           |

## 34 SCHEME OF ARRANGEMENT

- a) Pursuant to the Scheme of Arrangement (the 'Scheme'), duly sanctioned by the National Company Law Tribunal (NCLT), Kolkata Bench vide Order dated 22 June 2023 ("Order"), with effect from the Appointed Date i.e., 1 April 2022, the E-commerce Distribution Business along with identified non-core assets ('the demerged undertaking') of the Company ('Demerged Company') stands transferred into the "Digidrive Distributors Limited" ('the resulting company').

On receipt of the order dated 22 June 2023 from NCLT, sanctioning the Scheme and upon filing the same with Registrar of Companies, Kolkata on 12 July 2023, the Scheme has become effective. Accordingly, the Company has given effect to the Scheme from the Appointed date of 1 April 2022 by revising the Original standalone financial statements which were approved by the Board of Directors on 19 May 2023.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

The revision to the standalone financial statements have been carried out solely for the impact of above referred Scheme and no additional adjustments have been carried out for any other events occurring after 19 May 2023 (being the date when the Original financial statements were approved by the Board of Directors of the Company). The details of assets and liabilities transferred to the resulting company are as under:

| Particulars                                                                  | As on<br>01 April 2022 |
|------------------------------------------------------------------------------|------------------------|
| <b>I ASSETS</b>                                                              |                        |
| <b>(1) Non Current Assets</b>                                                |                        |
| (a) Investments                                                              |                        |
| (i) Quoted                                                                   | 14,372.84              |
| (ii) Unquoted - (Net of provision for impairment in the value of investment) | 155.42                 |
|                                                                              | <b>14,528.26</b>       |
| <b>(2) Current Assets</b>                                                    |                        |
| (a) Inventory                                                                | 415.66                 |
| (b) Financial Assets                                                         |                        |
| (i) Trade Receivables                                                        | 413.18                 |
| (ii) Cash & Bank Balance                                                     | 500.00                 |
| (c) Other Current Assets                                                     | 74.82                  |
|                                                                              | <b>1,403.66</b>        |
| <b>Total Assets</b>                                                          | <b>15,931.92</b>       |
| <b>II LIABILITIES</b>                                                        |                        |
| <b>(1) Equity</b>                                                            |                        |
| (a) Other Equity *                                                           | 7,505.19               |
| <b>(2) Current Liabilities</b>                                               |                        |
| (a) Deferred Tax Liabilities                                                 | 1,009.88               |
| <b>Total Liabilities</b>                                                     | <b>8,515.07</b>        |
| <b>Net Assets Transferred</b>                                                | <b>7,416.85</b>        |

\* Other Equity represents reserves relating to "Equity instruments through OCI"

- b) The Company has recognised the effect of demerger and the difference of **Rs.7416.85 Lakhs** i.e. excess of the value of transferred assets over the transferred liabilities pertaining to the demerged undertaking pursuant to the Scheme has been debited to the Retained earnings of the Company.
- c) Upon the effectiveness of this Scheme, the Resulting Company has issued and allotted to each shareholder of the Company, whose name is recorded in the register of members and records of the depository as members of the Company, on the Record Date, (1) one equity share of Rs.10 (Rupees Ten ) each of the Resulting Company, credited as fully paid up for every five equity share of Re. 1 (Rupees one) each held by such shareholder in the Company such that the shareholding in the Resulting Company on such issuance of shares is the mirror image of the shareholding in the Demerged Company.
- d) The transactions pertaining to the demerged undertaking of the Demerged Company from the appointed date, i.e 1 April 2022 upto the effective date of the Scheme have been deemed to be made by Digidrive Distributors Limited, Resulting Company, and the same is recorded as payable to resulting company as at 31<sup>st</sup> March 2023.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 35 RELATED PARTY DISCLOSURES

#### Where control exists

##### a) Parent entity

| Ownership interest                        |                 |                        |                     |                     |
|-------------------------------------------|-----------------|------------------------|---------------------|---------------------|
| Name                                      | Type            | Place of incorporation | As at 31 March 2023 | As at 31 March 2022 |
| Composure Services Private Limited (CSPL) | Holding Company | India                  | 53.69%              | 53.38%              |

##### b) Subsidiaries

The Company has following subsidiaries and step down subsidiary companies:

| Name                                           | Type                                                 | Place of incorporation | As at 31 March 2023 | As at 31 March 2022 |
|------------------------------------------------|------------------------------------------------------|------------------------|---------------------|---------------------|
| Saregama Limited (formerly Saregama Plc.) (SL) | Subsidiary Company                                   | United Kingdom         | 76.41%              | 76.41%              |
| RPG Global Music Limited (RPGG)                | Wholly Owned Subsidiary Company                      | Mauritius              | 100.00%             | 100.00%             |
| Kolkata Metro Networks Limited (KMNL)          | Wholly Owned Subsidiary Company                      | India                  | 100.00%             | 100.00%             |
| Open Media Network Private Limited (OMNPL) #   | Wholly Owned Subsidiary Company                      | India                  | -                   | 100.00%             |
| Saregama FZE (SFZE)                            | Wholly Owned Subsidiary Company                      | UAE                    | 100.00%             | 100.00%             |
| Saregama Inc                                   | Wholly Owned Subsidiary Company of SL                | USA                    | 76.41%              | 76.41%              |
| Digidrive Distributors Limited (DDL)*          | Wholly Owned Subsidiary Company w.e.f. 15 March 2022 | India                  | -                   | 100.00%             |

\*Digidrive Distributors Limited (subsidiary company upto demerger and subsequently a fellow subsidiary) (Refer Note 34)

#Open Media Network Private Limited ceases to be wholly owned subsidiary company pursuant to scheme of arrangement (Refer Note 34)

##### c) Joint venture

Saregama Regency Optimedia Private Limited (SROPL) (under liquidation effective 19 September 2016) (Refer Note 41)

##### d) Key management personnel (KMP) of the Company and Holding Company

| Name                         | Relationship                                 |
|------------------------------|----------------------------------------------|
| Mr.Sanjiv Goenka             | Chairman and Non-Executive Director          |
| Mr.Vikram Mehra              | Managing Director                            |
| Mrs.Preeti Goenka            | Non-Executive Director                       |
| Mrs.Avarna Jain              | Vice-Chairman and Non-Executive Director     |
| Mr.Umang Kanoria             | Non-Executive Independent Director           |
| Mr.Santanu Bhattacharya      | Non-Executive Independent Director           |
| Mr.Arindam Sarkar            | Non-Executive Independent Director           |
| Mr.Noshir Naval Framjee      | Non-Executive Independent Director           |
| Mrs.Suhana Murshed           | Non-Executive Independent Director           |
| Mr.Vineet Garg               | Chief Financial Officer upto 10 April 2022   |
| Mr. Pankaj Mahesh Chaturvedi | Chief Financial Officer w.e.f. 11 April 2022 |
| Mrs.Kamana Goenka            | Company Secretary upto 10 June 2022          |
| Ms. Priyanka Motwani         | Company Secretary w.e.f. 2 August 2022       |
| Mr.Rajendra Dey              | Director of Holding Company                  |
| Mr.Akhilanand Joshi          | Director of Holding Company                  |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### e) Other Related Parties with whom the Company had transactions

| Name                                                                                  | Relationship                                    |                             |
|---------------------------------------------------------------------------------------|-------------------------------------------------|-----------------------------|
| RPSG Resources Private Limited (formerly known as Accurate Commodeal Private Limited) | Entity controlled by KMP of the Company         |                             |
| Digidrive Distributors Limited (DDL)                                                  | Fellow Subsidiary post demerger (Refer Note 34) |                             |
| Saregama India Limited Employees Group Gratuity Fund (Gratuity Fund)                  | Post Employment Benefit Plan of the Company     |                             |
| Saregama India Limited Superannuation Fund (Superannuation Fund)                      | Post Employment Benefit Plan of the Company     |                             |
| Saregama Welfare Trust                                                                | Share Based Benefits Scheme of the Company      |                             |
| <b>Transactions with related parties</b>                                              |                                                 |                             |
| Sl. No.                                                                               | Year ended<br>31 March 2023                     | Year ended<br>31 March 2022 |
| <b>A Holding company- (CSPL)</b>                                                      |                                                 |                             |
| Dividend paid                                                                         | 3,105.78                                        | 5,145.80                    |
| <b>B Subsidiary company</b>                                                           |                                                 |                             |
| <b>SL</b>                                                                             |                                                 |                             |
| Licence fees - income                                                                 | 382.38                                          | 445.46                      |
| Advance against supply of services                                                    | 1,623.38                                        | -                           |
| Advance receoverd / adjusted                                                          | 1,623.38                                        | -                           |
| Reimbursement of expense paid/payable                                                 | -                                               | 56.83                       |
| Provision for doubtful debts created                                                  | 126.87                                          | -                           |
| <b>OMNPL</b>                                                                          |                                                 |                             |
| Purchase of services                                                                  | -                                               | 1,196.28                    |
| <b>KMNL</b>                                                                           |                                                 |                             |
| Interest income                                                                       | 0.01                                            | 13.48                       |
| Reimbursement of expenses                                                             | 192.29                                          | 134.99                      |
| Loans given                                                                           | 21.05                                           | 135.72                      |
| Loans refunded                                                                        | 21.05                                           | 297.27                      |
| <b>Saregama Inc</b>                                                                   |                                                 |                             |
| Sale of goods                                                                         | 2.97                                            | -                           |
| Licence fees-income                                                                   | 474.11                                          | 484.86                      |
| Reimbursement of expense paid/payable                                                 | 60.67                                           | 54.51                       |
| Reimbursement of expense received/receivable                                          | -                                               | 37.15                       |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

| Sl. No.                                                                   | Particulars                          | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|---------------------------------------------------------------------------|--------------------------------------|-----------------------------|-----------------------------|
| <b>SFZE</b>                                                               | Sale of goods                        | -                           | 18.27                       |
|                                                                           | Licence fees - income                | 9.40                        | 5.92                        |
|                                                                           | Interest income                      | 9.15                        | 4.19                        |
|                                                                           | Loans given                          | -                           | 61.33                       |
|                                                                           | Provision for doubtful debts created | 42.04                       | 22.72                       |
| <b>DDL</b>                                                                | Investment in equity shares          | -                           | 1.00                        |
| <b>C Entity jointly controlled by KMP of the Company</b>                  |                                      |                             |                             |
| <b>RPSG Resources Private Limited</b>                                     | Royalty expense for brand usage      | 800.00                      | 600.00                      |
|                                                                           | Reimbursement of expenses received   | 200.00                      | 200.00                      |
| <b>D Remuneration to Key management personnel</b>                         |                                      |                             |                             |
| Mr.Vikram Mehra                                                           | 1,032.30                             | 937.83                      |                             |
| Mr.Pankaj Chaturvedi                                                      | 141.74                               | -                           |                             |
| Mr.Vineet Garg                                                            | 4.56                                 | 201.13                      |                             |
| Ms.Priyanka Motwani                                                       | 7.32                                 | -                           |                             |
| Mrs.Kamana Goenka                                                         | 2.83                                 | 16.65                       |                             |
| <b>E Loan given to Mr. Vikram Mehra</b>                                   |                                      | 336.00                      | 1,364.00                    |
| <b>F Sitting fees</b>                                                     |                                      |                             |                             |
| Mr.Sanjiv Goenka                                                          | 1.15                                 | 1.75                        |                             |
| Mrs.Preeti Goenka                                                         | 1.00                                 | 1.40                        |                             |
| Mrs.Avarna Jain                                                           | 0.80                                 | 1.40                        |                             |
| Mr.Umang Kanoria                                                          | 0.95                                 | 1.95                        |                             |
| Mr.Santanu Bhattacharya                                                   | 2.25                                 | 3.00                        |                             |
| Mr.Arindam Sarkar                                                         | 1.00                                 | 1.65                        |                             |
| Mr.Noshir Naval Framjee                                                   | 1.70                                 | 2.75                        |                             |
| Mrs.Suhana Murshed                                                        | 0.80                                 | 1.45                        |                             |
| <b>G Post employment benefit plan of the Company</b>                      |                                      |                             |                             |
| Contribution towards Saregama India Limited Employees Group Gratuity Fund | 10.00                                | 93.00                       |                             |
| Contribution towards Saregama India Limited Superannuation Fund           | 10.89                                | 10.16                       |                             |
| <b>H Other Related Party</b>                                              |                                      |                             |                             |
| Loans given to Saregama Welfare Trust for purchase of treasury shares     | 1,717.74                             | -                           |                             |
| Loans recovered from Saregama Welfare Trust                               | 74.92                                | 340.48                      |                             |
| <b>Key management personnel compensation *</b>                            |                                      |                             |                             |
| Sl. No.                                                                   | Particulars                          | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|                                                                           | Short-term employee benefits         | 1,140.31                    | 1,103.18                    |
|                                                                           | Post employment benefits             | 41.56                       | 44.56                       |
|                                                                           | Other long-term benefits             | 6.88                        | 7.87                        |

\*The above compensation does not include perquisite value of interest free loan and perquisite value of shares options exercised during the year aggregating to **Rs.1,274.93 Lakhs** (31 March 2022: Rs.2,919.15 Lakhs) for the year ended 31 March 2023, as defined under the Income-tax Act, 1961.

The total managerial remuneration paid/payable to Managing Director of the Company including the aforesaid perquisite value of interest free loan and perquisite value of shares options exercised during the year, as defined under the Income-tax Act, 1961, has exceeded the prescribed limits under Section 197 read with Schedule V to the Companies Act, 2013. The Company has obtained necessary approvals as required under the relevant provisions of the Companies Act, 2013.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### Balances outstanding at the year end

| Particulars                                              | As at<br>31 March 2023 | As at<br>31 March 2022 |
|----------------------------------------------------------|------------------------|------------------------|
| <b>A Subsidiary company</b>                              |                        |                        |
| 1) Non-current investments @                             |                        |                        |
| SL                                                       | 8.82                   | 8.82                   |
| RPGG                                                     | -                      | -                      |
| KMNL                                                     | 1,554.10               | 1,554.10               |
| OMNPL                                                    | -                      | 6,975.14               |
| SFZE                                                     | 310.62                 | 310.62                 |
| DDL*                                                     | -                      | 1.00                   |
| 2) Loans                                                 |                        |                        |
| SFZE                                                     | 112.65                 | 102.65                 |
| 3) Interest accrued and due                              |                        |                        |
| KMNL                                                     | 0.01                   | -                      |
| SFZE                                                     | 13.35                  | 4.28                   |
| 4) Trade receivables @                                   |                        |                        |
| SL                                                       | 656.87                 | 336.71                 |
| Saregama Inc                                             | 481.77                 | 221.28                 |
| SFZE                                                     | 64.75                  | 49.98                  |
| 6) Provision for diminution in the value of investments  |                        |                        |
| SL                                                       | 8.82                   | 8.82                   |
| OMNPL                                                    | -                      | 6,975.14               |
| Saregama FZE                                             | 310.62                 | -                      |
| 7) Provision for doubtful debts and advances             |                        |                        |
| SL                                                       | 126.87                 | -                      |
| SFZE                                                     | 190.75                 | 22.72                  |
| <b>B Fellow subsidiary company</b>                       |                        |                        |
| Digidrive Distributors Limited*                          | 740.97                 | -                      |
| <b>C Joint venture company</b>                           |                        |                        |
| 1) Non-current investments @                             |                        |                        |
| SROPL                                                    | 145.97                 | 145.97                 |
| 2) Provision for diminution in the value of investments  |                        |                        |
| SROPL                                                    | 145.97                 | 145.97                 |
| <b>D Entity jointly controlled by KMP of the Company</b> |                        |                        |
| RPSG Resources Private Limited                           |                        |                        |
| Reimbursement of expenses receivable                     | 236.00                 | 236.00                 |
| <b>E Key management personnel</b>                        |                        |                        |
| Remuneration payable                                     |                        |                        |
| - Mr.Vikram Mehra                                        | -                      | 157.28                 |
| - Mr.Vineet Garg                                         | -                      | 28.96                  |
| - Mrs.Kamana Goenka                                      | -                      | 1.90                   |
| Loan given to Mr. Vikram Mehra                           | 2,595.00               | 2,259.00               |

@ Gross of provisions

\*pursuant to scheme of arrangement (Refer Note 34)

### Terms and conditions of transactions with related parties :

- Sales to related parties are made in the ordinary course of business and on terms equivalent to those that prevail in arm's length transactions with other customers. Outstanding balances at the year-end are unsecured and will be settled in cash and cash equivalents.
- The loan given to related parties is made in the ordinary course of business and on terms at arm's length price. Outstanding balances at the year-end is unsecured and will be settled in cash and cash equivalents.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 36 COMMITMENTS

Estimated amount of contract remaining to be executed on Capital account and not provided for [net of advances of **Rs.5,696.46 Lakhs** (31 March 2022 - Rs.2,874.47 Lakhs)] as at 31 March 2023 are estimated at **Rs.4,466.00 Lakhs** (31 March 2022- Rs.2,278.00 Lakhs).

### 37 CONTINGENT LIABILITIES IN RESPECT OF:

#### (i) Income Tax Matter

The Company has ongoing disputes with income tax authorities in India. The disputes relate to tax treatment of certain expenses claimed as deductions, computation or eligibility of allowances. The Company has contingent liability of **Rs.3,287.32 Lakhs** as at 31 March 2023 (31 March 2022 - Rs.2,808.68 Lakhs) in respect of tax demands which are being contested by the Company based on the management evaluation and advice of tax consultants.

#### (ii) Indirect Tax Matter

The Company has ongoing disputes with Indian tax authorities mainly relating to treatment of characterisation and classification of certain items. The Company have demands amounting to **Rs.554.22 Lakhs** as at 31 March 2023 (31 March 2022 - Rs.463.52 Lakhs) relating to Goods and Service Tax, Excise duty, Custom duty, Service tax, Sales tax/VAT and Other indirect taxes from respective indirect tax authorities which are being contested by the Company based on the management evaluation and advice of tax consultants.

#### (iii) Copyright Matter

The Company has received legal notices of claims / lawsuits filed against it relating to infringement of copyrights in relation to the music used / other matters. Based on management evaluation and advice from legal solicitors, **Rs.20.00 Lakhs** as at 31 March 2023 (31 March 2022 - Rs.20.25 Lakhs) is considered as contingent on account of such claims / law suits.

#### (iv) Other matters including claims related to property related demands **Rs.5,798.93 Lakhs** as at 31 March 2023 (31 March 2022 - Rs.5,018.66 Lakhs).

In respect of above, it is not practicable for the Company to estimate the timings of cash outflows, if any, pending resolution of the respective proceedings. The Company does not expect any reimbursements in respect of the above.

### 38 AMOUNT PAID / PAYABLE TO AUDITORS:

| Particulars                                        | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|----------------------------------------------------|-----------------------------|-----------------------------|
| As Auditors -                                      |                             |                             |
| - Audit fees for Standalone Financial Statements   | 31.00                       | 31.00                       |
| - Audit fees for Consolidated Financial Statements | 9.00                        | 9.00                        |
| - Tax audit                                        | 7.50                        | 7.50                        |
| - Limited reviews                                  | 22.50                       | 22.50                       |
| - Others [certificates, etc.]                      | 5.90                        | 3.60                        |
| Fees for QIP related work                          | -                           | 73.03                       |
| Reimbursement of expenses                          | 7.21                        | 1.46                        |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 39 BASIC AND DILUTED EARNINGS PER SHARE:

| Particulars                                                                                  | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|----------------------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| Number of equity shares at the beginning of the year                                         | 19,28,09,490                | 17,42,80,120                |
| Number of equity shares at the end of the year                                               | 19,28,09,490                | 19,28,09,490                |
| Weighted average number of equity shares outstanding during the year (A)                     | 19,28,09,490                | 18,14,41,438                |
| Weighted average number of equity shares held in controlled trust (B)                        | 2,72,151                    | 5,26,740                    |
| Weighted average number of equity shares for computing basic earnings per share [C= (A-B)]   | 19,25,37,339                | 18,09,14,699                |
| Weighted average number of potential equity shares on account of employee stock options (D)  | 17,682                      | 2,33,077                    |
| Weighted average number of equity shares for computing diluted earnings per share [E= (C+D)] | 19,25,55,021                | 18,11,47,776                |
| Nominal value of each equity share (Re.)                                                     | 1                           | 1                           |
| Profit after tax available for equity shareholders (Rs.in Lakhs) [F]                         | 18,047.83                   | 15,041.44                   |
| Basic earnings per share (Rs.) [F/C]                                                         | 9.37                        | 8.31                        |
| Diluted earnings per share (Rs.) [F/E]                                                       | 9.37                        | 8.30                        |

In compliance with Indian Accounting Standard 33 - 'Earnings per share', the disclosure of earnings per share for the year ended 31 March 2023 and 31 March 2022 has been arrived at after giving effect of the sub-division of share. Also see Note 14.1.

### 40 UTILISATION OF PROCEEDS FROM ISSUE OF SHARES

#### Qualified Institutional Placement

During the previous year, the Company raised a sum of **Rs.74,999.97 Lakhs** by allotting 18,50,937 equity shares of face value of Rs.10/- each on a Qualified Institutional Placement basis.

| Particulars                                                                                          | Amount           |
|------------------------------------------------------------------------------------------------------|------------------|
| Proceeds from the issue of shares during the previous year                                           | 74,999.97        |
| Utilisation during the previous year:                                                                |                  |
| Issue related expenses                                                                               | 1,684.34         |
| Utilised for content acquisition                                                                     | 2,267.50         |
| Balance unutilised amount invested in mutual funds and fixed deposits with Banks as at 31 March 2022 | 71,048.13        |
| Utilisation during the current year                                                                  | -                |
| Balance unutilised amount invested in mutual funds and fixed deposits with Banks as at 31 March 2023 | <b>71,048.13</b> |

**41** Saregama Regency Optimedia Private Limited (SROPL), a joint venture of the Company had been directed to be wound up vide Order dated 19 September 2016 by the Hon'ble High Court at Calcutta and the Official Liquidator attached to this Court has forthwith taken into his custody all the property, effects, books of accounts, other documents and actionable claims. Accordingly, the financial statements of SROPL has been prepared up to the date preceding the date of Court Order. In view of the above, information relating to the Company's interest in the Joint Venture has not been disclosed in the current year as well as in the previous year.

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 42 The Company has following un-hedged exposures in foreign currencies

| Particulars       | As at<br>31 March 2023       |                        | As at<br>31 March 2022       |                        |
|-------------------|------------------------------|------------------------|------------------------------|------------------------|
|                   | Foreign currency<br>in Lakhs | Amount<br>in Rs. Lakhs | Foreign currency<br>in Lakhs | Amount<br>in Rs. Lakhs |
| Trade Receivables | GBP 6.59                     | 656.87                 | GBP 3.00                     | 302.60                 |
| Trade Receivables | USD 10.78                    | 891.61                 | USD 8.44                     | 646.25                 |
| Trade Receivables | MYR 0.04                     | 0.75                   | MYR 0.11                     | 1.99                   |
| Trade Receivables | AED 0.00*                    | 0.01                   | AED 2.46                     | 50.48                  |
| Trade Receivables | -                            | -                      | SGD 0.01                     | 0.13                   |
| Trade Receivables | OMR 0.00*                    | 0.14                   | -                            | -                      |
| Trade Payables    | USD 0.12                     | 10.21                  | USD 0.05                     | 3.58                   |
| Trade Payables    | -                            | -                      | NZD 0.05                     | 2.44                   |
| Trade Payables    | GBP 0.12                     | 12.33                  | -                            | -                      |
| Trade Payables    | CAD 0.29                     | 17.76                  | -                            | -                      |
| Loan & Advances   | AED 5.00                     | 112.65                 | AED 5.00                     | 102.65                 |

\*Amount below rounding off.

**43** Disclosure of investments made in related parties required under section 186(4) of the Companies Act, 2013:  
(a) The Company has invested in equity of **Rs. NIL** (2021-22 Rs.1 Lakh) during the year in its subsidiary, Digidrive Distributors Limited for its principal business activities.

### 44 RATIOS:

The following are analytical ratios for the year ended 31 March 2023 and 31 March 2022:

| Particulars                                 | Numerator                                       | Denominator               | 31 March<br>2023 | 31 March<br>2022 | Variance | Remarks |
|---------------------------------------------|-------------------------------------------------|---------------------------|------------------|------------------|----------|---------|
| Current ratio (in times)                    | Current assets                                  | Current liabilities       | 4.05             | 5.01             | -19.17%  |         |
| Debt-equity ratio (in times)                | Total debt (represents lease liabilities) (1)   | Total equity              | 0.00             | 0.00             | 0.00%    |         |
| Debt service coverage ratio (in times)      | Earnings available for debt service (2)         | Debt service (3)          | 350.51           | 316.64           | 10.70%   |         |
| Return on Equity (in %)                     | Profit for the year                             | Average total equity      | 13.35%           | 15.99%           | -16.52%  |         |
| Inventory turnover ratio (in times)         | Operational cost                                | Average inventories       | 1.43             | 1.67             | -13.93%  |         |
| Trade receivables turnover ratio (in times) | Revenue from operations                         | Average trade receivables | 5.37             | 5.77             | -6.85%   |         |
| Trade payables turnover ratio (in times)    | Purchases of goods, services and other expenses | Average trade payables    | 7.19             | 6.28             | 14.51%   |         |

## Notes

to the revised standalone financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

| Particulars                            | Numerator                                              | Denominator                       | 31 March<br>2023 | 31 March<br>2022 | Variance | Remarks             |
|----------------------------------------|--------------------------------------------------------|-----------------------------------|------------------|------------------|----------|---------------------|
| Net capital turnover ratio (in times)  | Revenue from operations                                | Working capital (4)               | 0.76             | 0.59             | 27.94%   | Refer note I below  |
| Net profit ratio (in %)                | Profit for the year                                    | Revenue from operations           | 25.96%           | 26.47%           | -1.91%   |                     |
| Return on capital employed (in %)      | Earning before interest and taxes (5)                  | Capital employed (6)              | 18.03%           | 14.44%           | 24.83%   |                     |
| Return on investment - Quoted (in %)   | Income generated from quoted non-current investments   | Time weighted average investments | 0.00%            | 36.18%           | -100.00% | Refer note II below |
| Return on investment - Unquoted (in %) | Income generated from unquoted non-current investments | Time weighted average investments | 0.00%            | -16.54%          | -100.00% | Refer note II below |

<sup>(1)</sup> Debt represents only lease liabilities

<sup>(2)</sup> Profit for the year + Depreciation and amortisation expense + Finance costs

<sup>(3)</sup> Lease payments during the year

<sup>(4)</sup> Current assets - Current liabilities

<sup>(5)</sup> Profit for the year + Tax Expense + Finance costs

<sup>(6)</sup> Net worth + deferred tax liabilities + Lease liabilities

I. Increase is on account of increase of revenue at higher rate

II. Pursuant to scheme of arrangement (Refer Note 34)

**45** In terms of Indian Accounting Standard (Ind AS) 108 on 'Operating Segment' notified in the Act, segment information has been presented in the Consolidated Financial Statements, prepared pursuant to Indian Accounting Standard (Ind AS) 110 on 'Consolidated Financial Statements' and Indian Accounting Standard (Ind AS) 28 on 'Investments in Associates and Joint Ventures' notified in the Act, included in the Annual Report for the year.

As per our report of even date attached

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

**Jayanta Mukhopadhyay**  
Partner  
Membership Number: 055757

Place: Kolkata  
Date: 27 July 2023

For and on behalf of the Board of Directors of  
**Saregama India Limited**  
CIN: L22213WB1946PLC014346

**Sanjiv Goenka**

Chairman  
DIN: 00074796  
Place: Kolkata

**Pankaj Mahesh Chaturvedi**

Chief Financial Officer  
Place: Kolkata  
Date: 27 July 2023

**Vikram Mehra**

Managing Director  
DIN: 03556680  
Place: Kolkata

**Priyanka Motwani**

Company Secretary  
ACS: 58041  
Place: Kolkata  
Date: 27 July 2023

## REVISED INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF SAREGAMA INDIA LIMITED

### REPORT ON THE AUDIT OF THE REVISED CONSOLIDATED FINANCIAL STATEMENTS

This Report supersedes our Report dated 19 May 2023

#### OPINION

We have audited the revised consolidated financial statements of Saregama India Limited (hereinafter referred to as the "Holding Company") (in which are included financial information of its employee welfare trust) and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the revised consolidated balance sheet as at 31 March 2023, and the revised consolidated statement of profit and loss (including other comprehensive income), revised consolidated statement of changes in equity and revised consolidated statement of cash flows for the year then ended, and notes to the revised consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the revised 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 the other auditors on separate financial statements of such subsidiaries as were audited by the other auditors, the aforesaid revised consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and in the context of the overriding effect of the provision in the Scheme of Arrangement as approved by the National Company Law Tribunal ('NCLT'), regarding accounting of demerger from the specified retrospective appointed date give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2023, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

#### BASIS FOR OPINION

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

#### EMPHASIS OF MATTER

We draw attention to Note 1 and Note 34 of the revised consolidated financial statements which describes the basis of revision and scheme of demerger respectively. As explained in detail therein, these revised consolidated financial statements for the year ended 31 March 2023 have been prepared pursuant to the Scheme of Arrangement amongst the Holding Company and Digidrive Distributors Limited and their respective shareholders and creditors (the 'Scheme') for demerger of E-Commerce Distribution Business along with identified non-core assets of the Group (the "Demerged Undertaking") from the specified appointed date i.e. 1 April 2022, as approved by the National Company Law Tribunal (NCLT), Kolkata Bench, vide order dated 22 June 2023 ("Order"). A certified copy of the Order sanctioning the Scheme has been filed by the Holding Company with the Registrar of the Companies, Kolkata on 12 July 2023. We further draw attention to the fact that in accordance with the scheme approved by NCLT, the Holding Company has given effect to the Scheme from the retrospective appointed date i.e. 1 April 2022 which overrides the relevant requirement of applicable generally acceptable accounting principles in India (according to which the scheme would have been accounted for from 22 June 2023). The financial impact of the aforesaid treatment has been disclosed in the note 34.

We issued a separate auditor's report dated 19 May 2023 to the members of the Company on the consolidated financial statements of the Group for the year ended 31 March 2023 which were first approved by the Board of Directors on 19 May 2023 ('Original consolidated

## REVISED INDEPENDENT AUDITOR'S REPORT (contd.)

financial statements'). The aforesaid petition having been approved subsequently, the Holding Company has now prepared revised consolidated financial statements incorporating the impact of the demerger with effect from 1 April 2022. Consequently, our revised audit report is with reference to the revised financial statements.

Our opinion is not modified in respect of above matter.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the revised consolidated financial statements of the current period. These matters were addressed in the context of our audit of the revised consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### Revenue Recognition

##### See Note 21 to revised consolidated financial statements

###### The key audit matter

###### How the matter was addressed in our audit

The Group derives its revenue from the sale of contractually manufactured products; licensing of music rights and income from films and television serials including free commercial time.

The recognition of revenue from licence fees has been considered as a key audit matter since the Group has entered into multiple complex contracts with its customers. Apart from the contractual agreements as entered, the Group recognised revenue based on the information as received from such customers. The complexity of these contractual terms also requires the Group to make judgements in assessing fulfillment of its obligations under the contracts to recognise the revenue in line with the accounting policy adopted.

In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:

- We have evaluated the terms of significant contracts pertaining to revenue from licence fees to identify the performance obligations under these contracts;
- We have considered the revenue recognition policies of the Group in respect of those contracts and assessed the consistent application of these policies in light of the requirements of relevant accounting standards;
- We have tested the effectiveness of relevant controls over revenue from licence fees;
- We have selected sample transactions and performed substantive procedures with regard to revenue from licence fees by agreeing to the agreements and third party information received from the customers;
- We tested the transactions closer to the year end to check the recognition of revenue in the correct period; and
- evaluated the adequacy of the consolidated financial statement disclosures required by Ind AS 115.

### OTHER INFORMATION

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the revised financial statements and revised auditor's report thereon.

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

In connection with our audit of the revised consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the revised consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/audit reports of other auditors, 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.

## REVISED INDEPENDENT AUDITOR'S REPORT (contd.)

### MANAGEMENT'S AND BOARD OF DIRECTORS'/BOARD OF TRUSTEES RESPONSIBILITIES FOR THE REVISED CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these revised consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the Company/Board of Trustees of the employee welfare trust ("Trust") included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of Company/Trust and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the revised 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 revised consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the revised consolidated financial statements, the respective Management and Board of Directors of the Company/Board of Trustees of the Trust included in the Group are responsible for assessing the ability of Company/Trust to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors/Board of Trustees either intends to liquidate the Company/Trust or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Company/Board of Trustees of the Trust included in the Group are responsible for overseeing the financial reporting process of Company/Trust.

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE REVISED CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the revised consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a revised 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 revised 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 revised consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to revised financial statements 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 the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of revised consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude

## REVISED INDEPENDENT AUDITOR'S REPORT (contd.)

that a material uncertainty exists, we are required to draw attention in our revised auditor's report to the related disclosures in the revised 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 earlier auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the revised consolidated financial statements, including the disclosures, and whether the revised consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the revised financial statements of such entities or business activities within the Group to express an opinion on the revised consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the revised financial statements of such entities included in the revised consolidated financial statements of which we are the independent auditors. For the other entities included in the revised 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. Our responsibilities in this regard are further described in the section titled "Other Matters" in this revised audit report.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the revised consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our revised 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 revised report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### OTHER MATTERS

- (a) We did not audit the financial statements of five subsidiaries (including one step-down subsidiary), whose financial statements reflects total assets (before consolidation adjustments) of Rs. 4,567.81 lakhs as at 31 March 2023, total revenues (before consolidation adjustments) of Rs. 5,202.74 lakhs and net cash inflows (before consolidation adjustments) amounting to Rs. 77.58 lakhs for the year ended on that date, as considered in the revised consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the revised consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Certain of these subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the reports of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion on the revised consolidated financial statements, and our revised report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to our reliance on the work done and the reports of the other auditors.

## REVISED INDEPENDENT AUDITOR'S REPORT (contd.)

- (b) In accordance with the provisions of Standard on Auditing 560 (Revised) 'Subsequent Events' issued by The Institute of Chartered Accountants of India, our audit procedures, in so far as they relate to the revision to the Consolidated Financial Statements, have been carried out solely on this matter and no additional procedures have been carried out for any other events occurring after 19 May 2023 (being the date of our earlier audit report on the Original consolidated financial statements). Our earlier audit report dated 19 May 2023 on the Original consolidated financial statements is superseded by this revised report on the revised consolidated financial statements.

### 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 report on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable. In our opinion and according to the information and explanations given to us, there are no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order, 2020 reports of the companies incorporated in India and included in the revised consolidated financial statements.
- 2 A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries as were audited by other auditors, as noted in the "Other Matters" paragraph we report, to the extent applicable, that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid revised consolidated financial statements.
  - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid revised consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors, except that the back-up of one of its ERP system which form part of the 'books of account and other relevant books and papers in electronic mode' have not been maintained on the servers physically located in India.
  - c. The revised consolidated balance sheet, the revised consolidated statement of profit and loss (including other comprehensive income), the revised consolidated statement of changes in equity and the revised consolidated statement of cash flows dealt with by this revised Report are in agreement with the relevant books of account maintained for the purpose of preparation of the revised consolidated financial statements.
  - d. In our opinion, the aforesaid revised consolidated financial statements, read with note 34 therein and the Emphasis of Matter paragraph above, comply with the 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 as on 31 March 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. the qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(A)(b) above.
  - g. With respect to the adequacy of the internal financial controls with reference to revised financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- B. With respect to the other matters to be included in the revised 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 and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, as noted in the "Other Matters" paragraph:
  - a. The revised consolidated financial statements disclose the impact of pending litigations as at 31 March 2023 on the consolidated financial position of the Group. Refer Note 39 to the revised consolidated financial statements.

## REVISED INDEPENDENT AUDITOR'S REPORT (contd.)

- b. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2023.
  - c. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company during the year ended 31 March 2023. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the subsidiary companies incorporated in India during the year ended 31 March 2023.
  - d. (i) The management foreign entities ("Intermediaries"), with the understanding, whether has represented that that, to the best of its knowledge and belief, as disclosed in the Note 11.5 to the revised consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary companies to or in any other person(s) or entity(ies), including recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
(ii) The management has represented that that, to the best of its knowledge and belief, as disclosed in the Note 11.5 to the revised consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies shall 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.  
(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiary companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditors notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
  - e. The interim dividend declared and paid by the Holding Company during the year and until the date of this audit report is in accordance with Section 123 of the Act. The subsidiary companies incorporated in India have neither declared nor paid any dividend during the year.
  - f. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Holding Company or any of such subsidiary companies only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.
- C. Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to one director of the Holding Company in excess of the limit laid down under Section 197 read with Schedule V of the Act, however necessary approval with respect to the same has been obtained by the Holding Company (refer note 36 of the revised consolidated financial statements). The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

**Jayanta Mukhopadhyay**

Partner

Membership No.: 055757

ICAI UDIN: 23055757BGYIIT5767

Place: Kolkata  
Date: 27 July 2023

## ANNEXURE A TO THE REVISED INDEPENDENT AUDITOR'S REPORT ON THE REVISED CONSOLIDATED FINANCIAL STATEMENTS OF SAREGAMA INDIA LIMITED FOR THE YEAR ENDED 31 MARCH 2023

### Report on the internal financial controls with reference to the aforesaid revised consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our revised report of even date)

This Report supersedes our Report dated 19 May 2023

### OPINION

In conjunction with our audit of the revised consolidated financial statements of Saregama India Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2023, we have audited the internal financial controls with reference to revised financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies, as of that date.

In our opinion the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to revised financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to revised financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

### EMPHASIS OF MATTER

We draw attention to Note 1 and Note 34 of the revised consolidated financial statements which describes the basis of revision and scheme of demerger respectively. As explained in detail therein, these revised consolidated financial statements for the year ended 31 March 2023 have been prepared pursuant to the Scheme of Arrangement amongst the Holding Company and Digidrive Distributors Limited and their respective shareholders and creditors (the 'Scheme') for demerger of E-Commerce Distribution Business along with identified non-core assets of the Group (the "Demerged Undertaking") from the specified appointed date i.e. 1 April 2022, as approved by the National Company Law Tribunal (NCLT), Kolkata Bench, vide order dated 22 June 2023 ("Order"). A certified copy of the Order sanctioning the Scheme has been filed by the Holding Company with the Registrar of the Companies, Kolkata on 12 July 2023. We further draw attention to the fact that in accordance with the scheme approved by NCLT, the Holding Company has given effect to the Scheme from the retrospective appointed date i.e. 1 April 2022 which overrides the relevant requirement of applicable generally acceptable accounting principles in India (according to which the scheme would have been accounted for from 22 June 2023). The financial impact of the aforesaid treatment has been disclosed in the note 34.

We issued a separate auditor's report dated 19 May 2023 to the members of the Company on the consolidated financial statements of the Group for the year ended 31 March 2023 which were first approved by the Board of Directors on 19 May 2023 ("Original consolidated financial statements"). The aforesaid petition having been approved subsequently, the Holding Company has now prepared revised consolidated financial statements incorporating the impact of the demerger with effect from 1 April 2022. Consequently, our revised audit report is with reference to the revised financial statements.

Our opinion is not modified in respect of above matter.

### MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to revised financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and

## ANNEXURE A TO THE REVISED INDEPENDENT AUDITOR'S REPORT ON THE REVISED CONSOLIDATED FINANCIAL STATEMENTS OF SAREGAMA INDIA LIMITED FOR THE YEAR ENDED 31 MARCH 2023 (contd.)

efficient conduct of its business, including adherence to the respective 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 with reference to revised financial statements based on our audit. We conducted our audit in accordance with 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 with reference to revised financial statements. 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 with reference to revised financial statements 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 with reference to revised financial statements and their operating effectiveness. Our audit of internal financial controls with reference to revised financial statements included obtaining an understanding of internal financial controls with reference to revised financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the revised consolidated 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 of the relevant subsidiary companies in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to revised financial statements.

### MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO REVISED FINANCIAL STATEMENTS

A company's internal financial controls with reference to revised financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of revised consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to revised financial statements 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 revised consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the revised consolidated financial statements.

### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO REVISED FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to revised financial statements, 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 with reference to revised financial statements to future periods are subject to the risk that the internal financial controls with reference to revised financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## ANNEXURE A TO THE REVISED INDEPENDENT AUDITOR'S REPORT ON THE REVISED CONSOLIDATED FINANCIAL STATEMENTS OF SAREGAMA INDIA LIMITED FOR THE YEAR ENDED 31 MARCH 2023 (contd.)

### OTHER MATTERS

- (a) Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to one subsidiary company, which is a company incorporated in India, is based on the corresponding reports of the auditors of such company incorporated in India.
- (b) In accordance with the provisions of Standard on Auditing 560 (Revised) 'Subsequent Events' issued by The Institute of Chartered Accountants of India, our audit procedures, in so far as they relate to the revision to the Consolidated Financial Statements, have been carried out solely on this matter and no additional procedures have been carried out for any other events occurring after 19 May 2023 (being the date of our earlier audit report on the Original consolidated financial statements). Our earlier audit report dated 19 May 2023 on the Original consolidated financial statements is superseded by this revised report on the revised consolidated financial statements.

Our opinion is not modified in respect of above matters.

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No.:101248W/W-100022

**Jayanta Mukhopadhyay**  
Partner  
Membership No.: 055757  
ICAI UDIN: 23055757BGYIIT5767

Place: Kolkata  
Date: 27 July 2023

# REVISED CONSOLIDATED BALANCE SHEET

as at 31 March 2023

| Particulars                                                                               | Notes | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-------------------------------------------------------------------------------------------|-------|------------------------|------------------------|
| <b>ASSETS</b>                                                                             |       |                        |                        |
| <b>(1) Non-current assets</b>                                                             |       |                        |                        |
| (a) Property, plant and equipment                                                         | 3     | 22,065.72              | 21,411.36              |
| (b) Right-of-use assets                                                                   | 4     | 66.60                  | 125.88                 |
| (c) Investment properties                                                                 | 5     | 213.95                 | 219.49                 |
| (d) Intangible assets                                                                     | 6     | 11,425.83              | 6,016.67               |
| (e) Intangible assets under development                                                   | 7     | 404.98                 | 174.52                 |
| (f) Investment accounted for using equity method                                          | 35(b) | -                      | -                      |
| (g) Financial assets                                                                      | 8.1   | -                      | 14,528.26              |
| (i) Investments                                                                           | 8.2   | 5,295.59               | 197.43                 |
| (ii) Other financial assets                                                               | 9     | 5,734.75               | 2,915.61               |
| (h) Other non-current assets                                                              |       | <b>45,207.42</b>       | <b>45,589.22</b>       |
| <b>Total non-current assets</b>                                                           |       |                        |                        |
| <b>(2) Current assets</b>                                                                 |       |                        |                        |
| (a) Inventories                                                                           | 10    | 16,425.56              | 10,543.83              |
| (b) Financial assets                                                                      | 11.1  | 23,877.46              | 53,076.37              |
| (i) Investments                                                                           | 11.2  | 14,796.95              | 10,780.25              |
| (ii) Trade receivables                                                                    | 11.3  | 1,670.34               | 15,272.60              |
| (iii) Cash and cash equivalents                                                           | 11.4  | 49,156.33              | 17,100.96              |
| (iv) Bank balances other than (iii) above                                                 | 11.5  | 2,621.31               | 2,282.09               |
| (v) Loans                                                                                 | 11.6  | 2,195.84               | 793.02                 |
| (vi) Other financial assets                                                               | 12    | 3,013.25               | 2,566.85               |
| (c) Current tax assets (net)                                                              | 13    | 11,446.10              | 10,782.24              |
| <b>Total current assets</b>                                                               |       | <b>1,25,203.14</b>     | <b>1,23,198.21</b>     |
| <b>TOTAL ASSETS</b>                                                                       |       | <b>1,70,410.56</b>     | <b>1,68,787.43</b>     |
| <b>EQUITY AND LIABILITIES</b>                                                             |       |                        |                        |
| <b>Equity</b>                                                                             |       |                        |                        |
| (a) Equity share capital                                                                  | 14.1  | 1,928.09               | 1,928.09               |
| (b) Other equity                                                                          | 14.2  | 1,32,282.92            | 1,35,841.62            |
| <b>Equity Attributable to Owners of the Company</b>                                       |       | <b>1,34,211.01</b>     | <b>1,37,769.71</b>     |
| Non-controlling interest                                                                  |       | 338.52                 | 323.42                 |
| <b>Total equity</b>                                                                       |       | <b>1,34,549.53</b>     | <b>1,38,093.13</b>     |
| <b>Liabilities</b>                                                                        |       |                        |                        |
| <b>(1) Non-current liabilities</b>                                                        |       |                        |                        |
| (a) Financial liabilities                                                                 | 4     | 13.78                  | 71.25                  |
| (i) Lease liabilities                                                                     | 15    | 414.26                 | 418.95                 |
| (b) Employee benefit obligations                                                          | 16    | 4,637.73               | 5,616.02               |
| (c) Deferred tax liabilities (net)                                                        |       | <b>5,065.77</b>        | <b>6,106.22</b>        |
| <b>Total non-current liabilities</b>                                                      |       |                        |                        |
| <b>(2) Current liabilities</b>                                                            |       |                        |                        |
| (a) Financial liabilities                                                                 | 4     | 57.47                  | 59.06                  |
| (i) Lease liabilities                                                                     |       |                        |                        |
| (ii) Trade payables                                                                       | 17.1  | 2.68                   | 0.71                   |
| a) Total outstanding dues of micro enterprises and small enterprises                      | 17.1  | 7,024.58               | 6,451.68               |
| b) Total outstanding dues of creditors other than micro enterprises and small enterprises | 17.2  | 5,654.42               | 4,305.57               |
| (iii) Other financial liabilities                                                         | 18    | 8,760.65               | 4,661.37               |
| (b) Other current liabilities                                                             | 19    | 9,126.28               | 9,018.19               |
| (c) Provisions                                                                            | 20    | 79.94                  | 78.14                  |
| (d) Employee benefit obligations                                                          |       | 89.24                  | 13.36                  |
| (e) Current tax liabilities (net)                                                         |       | <b>30,795.26</b>       | <b>24,588.08</b>       |
| <b>Total current liabilities</b>                                                          |       | <b>35,861.03</b>       | <b>30,694.30</b>       |
| <b>TOTAL LIABILITIES</b>                                                                  |       | <b>1,70,410.56</b>     | <b>1,68,787.43</b>     |
| <b>TOTAL EQUITY AND LIABILITIES</b>                                                       |       |                        |                        |

The accompanying notes 1 to 44 are an integral part of these revised consolidated financial statements  
As per our report of even date attached

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No.: 101248W/W-100022

**Jayanta Mukhopadhyay**  
Partner  
Membership Number: 055757

Place: Kolkata  
Date: 27 July 2023

For and on behalf of the Board of Directors of  
**Saregama India Limited**  
CIN: L22213WB1946PLC014346

**Sanjiv Goenka**  
Chairman  
DIN: 00074796  
Place: Kolkata

**Pankaj Mahesh Chaturvedi**  
Chief Financial Officer

Place: Kolkata  
Date: 27 July 2023

**Vikram Mehra**  
Managing Director  
DIN: 03556680  
Place: Kolkata

**Priyanka Motwani**  
Company Secretary  
ACS: 58041

Place: Kolkata  
Date: 27 July 2023

# REVISED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2023

| Particulars                                                                                   | Notes  | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|-----------------------------------------------------------------------------------------------|--------|-----------------------------|-----------------------------|
| <b>Particulars</b>                                                                            |        |                             |                             |
| <b>I Revenue from operations</b>                                                              | 21     | <b>73,662.12</b>            | 57,619.91                   |
| <b>II Other income</b>                                                                        | 22     | <b>5,363.13</b>             | 3,482.06                    |
| <b>III Total income (I+II)</b>                                                                |        | <b>79,025.25</b>            | <b>61,101.97</b>            |
| <b>IV Expenses</b>                                                                            |        |                             |                             |
| Operational cost                                                                              | 23     | <b>22,504.43</b>            | 14,269.75                   |
| Employee benefits expense                                                                     | 24     | <b>7,499.89</b>             | 6,196.25                    |
| Finance costs                                                                                 | 25     | <b>571.48</b>               | 451.94                      |
| Depreciation and amortisation expense                                                         | 26     | <b>2,081.95</b>             | 1,302.40                    |
| Other expenses                                                                                | 27     | <b>21,559.73</b>            | 17,263.38                   |
| <b>Total expenses (IV)</b>                                                                    |        | <b>54,217.48</b>            | <b>39,483.72</b>            |
| <b>V Profit before tax from continuing operations (III-IV)</b>                                |        | <b>24,807.77</b>            | <b>21,618.25</b>            |
| <b>VI Tax expense</b>                                                                         |        |                             |                             |
| - Current tax                                                                                 | 28     | <b>6,270.99</b>             | 5,029.14                    |
| - Deferred tax [charge/(credit)]                                                              | 16     | <b>31.59</b>                | 149.26                      |
| <b>Total tax expense (VI)</b>                                                                 |        | <b>6,302.58</b>             | <b>5,178.40</b>             |
| <b>VII Profit for the year from continuing operations (V-VI)</b>                              |        | <b>18,505.19</b>            | <b>16,439.85</b>            |
| <b>VIII Profit from discontinued operations before tax</b>                                    | 35     | -                           | (1,177.01)                  |
| <b>IX Tax expenses of discontinued operations</b>                                             |        | -                           | (1.72)                      |
| <b>X Profit from discontinued operation after tax (VIII-IX)</b>                               |        | -                           | (1,175.29)                  |
| <b>XI Total profit for the year (VII+X)</b>                                                   |        | <b>18,505.19</b>            | <b>15,264.56</b>            |
| <b>XII Other comprehensive income - continuing operations</b>                                 |        |                             |                             |
| <b>Items that will be reclassified to profit or loss:</b>                                     |        |                             |                             |
| (a) Exchange differences on translation of foreign operations                                 | 176.41 | 26.40                       |                             |
| <b>Items that will not be reclassified subsequently to profit or loss:</b>                    |        |                             |                             |
| (a) Remeasurements of post-employment benefit obligations                                     | 8.02   | 108.74                      |                             |
| (b) Changes in fair value of equity instruments designated at FVOCI                           | -      | 3,385.69                    |                             |
| (c) Revaluation gains relating to property, plant and equipment                               | -      | 959.44                      |                             |
| (d) Income tax relating to items that will not be reclassified subsequently to profit or loss | 16     | (2.02)                      | (641.65)                    |
| <b>XIII Other comprehensive income - discontinued operations</b>                              |        |                             |                             |
| <b>Items that will not be reclassified subsequently to profit or loss:</b>                    |        |                             |                             |
| (a) Remeasurements of post-employment benefit obligations                                     | -      | 6.63                        |                             |
| (b) Changes in fair value of equity instruments designated at FVOCI                           | -      | -                           |                             |
| (c) Income tax relating to items that will not be reclassified subsequently to profit or loss | -      | (1.72)                      |                             |

## REVISED CONSOLIDATED STATEMENT OF PROFIT AND LOSS (contd.)

for the year ended 31 March 2023

(Amount in Rupees lakhs, except otherwise stated)

| Particulars                                                                                                       | Notes | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|-------------------------------------------------------------------------------------------------------------------|-------|-----------------------------|-----------------------------|
| <b>XIV Other comprehensive income for the year, net of tax (XII+XIII)</b>                                         |       | <b>182.41</b>               | <b>3,843.53</b>             |
| <b>XV Total comprehensive income for the year (XI+XIV)</b>                                                        |       | <b>18,687.60</b>            | <b>19,108.09</b>            |
| <b>Profit for the year attributable to :-</b>                                                                     |       |                             |                             |
| (a) Owners of the Company                                                                                         |       | 18,533.82                   | 15,259.94                   |
| (b) Non-Controlling Interest                                                                                      |       | (28.63)                     | 4.62                        |
| <b>Other comprehensive income for the year attributable to :-</b>                                                 |       |                             |                             |
| (a) Owners of the Company                                                                                         |       | 138.68                      | 3,837.80                    |
| (b) Non-Controlling Interest                                                                                      |       | 43.73                       | 5.73                        |
| <b>Total comprehensive income for the year attributable to :-</b>                                                 |       | <b>18,672.50</b>            | <b>19,097.74</b>            |
| (a) Owners of the Company                                                                                         |       | 15.10                       | 10.35                       |
| (b) Non-Controlling Interest                                                                                      |       |                             |                             |
| <b>XVI Earnings per equity share from continuing operations: [Nominal value per share Re.1/-] (Refer Note 42)</b> |       |                             |                             |
| Basic (Rs.)                                                                                                       |       | 9.63                        | 9.08                        |
| Diluted (Rs.)                                                                                                     |       | 9.63                        | 9.07                        |
| <b>Earnings per equity share from discontinued operations: [Nominal value per share Re.1/-]</b>                   |       |                             |                             |
| Basic (Rs.)                                                                                                       |       | -                           | (0.65)                      |
| Diluted (Rs.)                                                                                                     |       | -                           | (0.65)                      |
| <b>Earnings per equity share for continuing and discontinued operations: [Nominal value per share Re.1/-]</b>     |       |                             |                             |
| Basic (Rs.)                                                                                                       | 42    | 9.63                        | 8.43                        |
| Diluted (Rs.)                                                                                                     | 42    | 9.63                        | 8.42                        |

The accompanying notes 1 to 44 are an integral part of these revised consolidated financial statements

As per our report of even date attached

For **BSR & Co. LLP**  
Chartered Accountants  
Firm's Registration No.: 101248W/W-100022

For and on behalf of the Board of Directors of  
**Saregama India Limited**  
CIN: L22213WB1946PLC014346

**Jayanta Mukhopadhyay**  
Partner  
Membership Number: 055575

**Sanjiv Goenka**  
Chairman  
DIN: 00074796  
Place: Kolkata

Place: Kolkata  
Date: 27 July 2023

**Pankaj Mahesh Chaturvedi**  
Chief Financial Officer  
Place: Kolkata  
Date: 27 July 2023

## REVISED CONSOLIDATED STATEMENT OF CASH FLOW

for the year ended 31 March 2023

(Amount in Rupees lakhs, except otherwise stated)

| Particulars                                                                                          | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|------------------------------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| <b>A. Cash Flow from Operating Activities</b>                                                        |                             |                             |
| Profit/(Loss) before tax from Continuing operations                                                  | 24,807.77                   | 21,618.25                   |
| Profit/(Loss) before tax from Discontinued operations<br>(Refer Note 34 and Note 35)                 | -                           | (1,177.01)                  |
| Adjustments for:                                                                                     |                             |                             |
| Depreciation and amortisation expense                                                                | 2,081.95                    | 1,310.10                    |
| Allowance for expected credit loss / provision for doubtful advances                                 | 498.74                      | 9.73                        |
| Finance costs                                                                                        | 571.48                      | 451.94                      |
| Allowance for expected credit loss / provision for doubtful advances no longer required written back | -                           | (39.48)                     |
| Liabilities/Provisions no longer required written back                                               | (2,823.59)                  | (28.89)                     |
| Interest income                                                                                      | (2,950.35)                  | (1,840.51)                  |
| Share based payment expense                                                                          | 306.75                      | 75.70                       |
| Bad debts/advances written off                                                                       | 4.21                        | 0.69                        |
| Profit on sale of Investment in Mutual Fund                                                          | (1,439.27)                  | (48.30)                     |
| Fair value gain on Mutual Fund at FVTPL                                                              | (564.69)                    | (555.76)                    |
| Net gain on unrealised foreign currency transactions/translation                                     | (1.39)                      | (31.35)                     |
| Dividend income from equity investments designated at FVOCI                                          | -                           | (695.29)                    |
|                                                                                                      | <b>(4,316.16)</b>           | <b>(1,391.42)</b>           |
| <b>Operating profit before Working Capital Changes</b>                                               | <b>20,491.61</b>            | <b>19,049.82</b>            |
| <b>Changes in working capital</b>                                                                    |                             |                             |
| Increase in Other current assets, Loans, Other non-current assets, Other financial assets            | (1,488.68)                  | (4,839.15)                  |
| Increase in Other financial liabilities, Provisions, Other current liabilities                       | 7,764.34                    | 5,763.86                    |
| Increase in Trade payables                                                                           | 519.73                      | 821.99                      |
| Increase/(Decrease) in Employee benefit obligations                                                  | 64.81                       | (10.36)                     |
| Increase in Trade receivables                                                                        | (5,002.72)                  | (2,002.44)                  |
| Increase in Inventories                                                                              | (6,325.53)                  | (3,624.52)                  |
|                                                                                                      | <b>(4,468.05)</b>           | <b>(3,890.62)</b>           |
| <b>Cash generated from operations</b>                                                                | <b>16,023.55</b>            | <b>15,159.20</b>            |
| Income taxes paid (net of refund)                                                                    | (6,680.53)                  | (5,716.68)                  |
| Net cash generated from Operating Activities (A)                                                     | <b>9,343.02</b>             | <b>9,442.52</b>             |
| <b>B. Cash Flow from Investing Activities</b>                                                        |                             |                             |
| Purchase of Property, plant and equipment and intangible assets                                      | (10,314.49)                 | (7,271.33)                  |
| Interest received                                                                                    | 1,390.25                    | 677.98                      |
| Dividend income from equity investments designated at FVOCI                                          | -                           | 695.29                      |
| Investment in Mutual Funds                                                                           | (39,013.58)                 | (61,310.45)                 |
| Fixed deposits placed with banks (with remaining maturity more than 3 months)                        | (37,092.89)                 | (7,175.29)                  |
| Proceeds from sale of Investment in Mutual Funds                                                     | 70,216.46                   | 11,354.53                   |
| <b>Net cash used in Investing Activities (B)</b>                                                     | <b>(14,814.25)</b>          | <b>(63,029.27)</b>          |

## REVISED CONSOLIDATED STATEMENT OF CASH FLOW (contd.)

for the year ended 31 March 2023

| Particulars                                                                     | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|---------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| <b>C. Cash Flow from Financing Activities</b>                                   |                             |                             |
| Proceeds from issue of shares                                                   | -                           | 185.29                      |
| Share premium received on issue of shares                                       | -                           | 73,135.21                   |
| (Purchase)/Sale of Investment by Saregama Welfare Trust (Treasury Shares) (net) | (1,607.75)                  | 332.96                      |
| Repayment of principal portion of lease liabilities                             | (59.06)                     | (41.85)                     |
| Interest paid on lease liabilities                                              | (10.36)                     | (11.19)                     |
| Interest paid on others                                                         | (62.22)                     | (94.63)                     |
| Interim dividend paid                                                           | (5,784.28)                  | (5,784.28)                  |
| <b>Net cash (used in) / generated from Financing Activities (C)</b>             | <b>(7,523.67)</b>           | <b>67,721.51</b>            |
| <b>Net (decrease) / increase in cash and cash equivalents (A+B+C)</b>           | <b>(12,994.90)</b>          | <b>14,134.76</b>            |
| <b>Cash and Cash Equivalents at the beginning of the year (Refer Note 11.3)</b> | <b>15,272.60</b>            | <b>1,113.49</b>             |
| <b>Effect of exchange rate changes</b>                                          | <b>162.49</b>               | <b>24.35</b>                |
| <b>Less: transferred pursuant to scheme of arrangement (Refer Note 34)</b>      | <b>(769.86)</b>             | <b>-</b>                    |
| <b>Cash and Cash Equivalents at the end of the year (Refer Note 11.3)</b>       | <b>1,670.34</b>             | <b>15,272.60</b>            |

### Notes:

- The above Cash Flow Statement has been prepared under the Indirect Method as set out in Ind AS - 7 "Statement of Cash Flows".
- Reconciliation of liabilities from financing activities:

|                                             | Balance as at<br>1 April 2022 | Cash flows | Non-cash<br>changes | Balance as at<br>31 March 2023 |
|---------------------------------------------|-------------------------------|------------|---------------------|--------------------------------|
| Lease liabilities                           | 130.31                        | (69.42)    | 10.36               | 71.25                          |
| Total liabilities from financing activities | 130.31                        | (69.42)    | 10.36               | 71.25                          |

|                                             | Balance as at<br>1 April 2021 | Cash flows | Non-cash<br>changes | Balance as at<br>31 March 2022 |
|---------------------------------------------|-------------------------------|------------|---------------------|--------------------------------|
| Lease liabilities                           | 110.22                        | (53.04)    | 73.13               | 130.31                         |
| Total liabilities from financing activities | 110.22                        | (53.04)    | 73.13               | 130.31                         |

The accompanying notes 1 to 44 are an integral part of these revised consolidated financial statements

As per our report of even date attached

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No.: 101248W/W-100022

**Jayanta Mukhopadhyay**  
Partner  
Membership Number: 055757

Place: Kolkata  
Date: 27 July 2023

For and on behalf of the Board of Directors of  
**Saregama India Limited**  
CIN: L22213WB1946PLC014346

**Sanjiv Goenka**  
Chairman  
DIN: 00074796  
Place: Kolkata

**Pankaj Mahesh Chaturvedi**  
Chief Financial Officer  
Place: Kolkata  
Date: 27 July 2023

**Vikram Mehra**  
Managing Director  
DIN: 03556680  
Place: Kolkata

**Priyanka Motwani**  
Company Secretary  
ACS: 58041  
Place: Kolkata  
Date: 27 July 2023

## REVISED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March 2023

### A. EQUITY SHARE CAPITAL

| Description                                                                                   | Number of shares   | Amount          |
|-----------------------------------------------------------------------------------------------|--------------------|-----------------|
| As at 1 April 2021                                                                            | 17,428,012         | 1,742,80        |
| Changes in equity share capital                                                               | 1,852,937          | 185.29          |
| Add: Equity shares arising on shares split from Rs.10/- to Re.1/- per share (Refer Note 14.1) | 173,528,541        | -               |
| <b>As at 31 March 2022</b>                                                                    | <b>192,809,490</b> | <b>1,928.09</b> |
| Changes in equity share capital                                                               | -                  | -               |
| <b>As at 31 March 2023</b>                                                                    | <b>192,809,490</b> | <b>1,928.09</b> |

### B. OTHER EQUITY

| Particulars        | Reserve and surplus                          | Item of Other Comprehensive Income (OCI) | Equity instruments through OCI (FCTR) | Non-controlling interest | Total other equity   |
|--------------------|----------------------------------------------|------------------------------------------|---------------------------------------|--------------------------|----------------------|
| Capital reserve    | General Securities Share options outstanding | Treasury shares                          | Saregama Welfare Trust earnings       | Revaluation surplus      | controlling interest |
| General reserve    | Share premium                                | Shares                                   | Reserve                               | Other items of equity    | Total other equity   |
| Securities reserve | Share premium                                | outstanding                              | OCI                                   | controlling interest     | Total other equity   |
| Share premium      | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| General reserve    | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Securities reserve | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Share premium      | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| General reserve    | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Securities reserve | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Share premium      | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| General reserve    | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Securities reserve | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Share premium      | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| General reserve    | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Securities reserve | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Share premium      | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| General reserve    | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Securities reserve | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Share premium      | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| General reserve    | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Securities reserve | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Share premium      | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| General reserve    | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Securities reserve | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Share premium      | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| General reserve    | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Securities reserve | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Share premium      | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| General reserve    | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Securities reserve | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Share premium      | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| General reserve    | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Securities reserve | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Share premium      | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| General reserve    | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Securities reserve | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Share premium      | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| General reserve    | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Securities reserve | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Share premium      | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| General reserve    | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Securities reserve | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| Share premium      | outstanding                                  | OCI                                      | controlling interest                  | Total other equity       | controlling interest |
| General reserve    | outstanding                                  | OCI                                      | controlling interest                  |                          |                      |

## REVISED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (contd.)

for the year ended 31 March 2023

| Particulars                                                                           | Reserve and surplus |                 |                    |                           |                 |                                |                   | Item of Other Comprehensive Income (OCI) |                                |                           | Non Controlling Interest |  |
|---------------------------------------------------------------------------------------|---------------------|-----------------|--------------------|---------------------------|-----------------|--------------------------------|-------------------|------------------------------------------|--------------------------------|---------------------------|--------------------------|--|
|                                                                                       | Capital reserve     | General reserve | Securities premium | Share options outstanding | Treasury Shares | Saregama Welfare Trust Reserve | Retained earnings | Revaluation surplus                      | Equity instruments through OCI | Other items of OCI (FCTR) | Total other equity       |  |
| Balance at 1 April 2022                                                               | 55.19               | 693.95          | 83,412.32          | 91.89                     | (85.12)         | 14.57                          | 32,952.38         | 11,087.62                                | (7,505.20)                     | 113.62                    | 323,424                  |  |
| Adjusted pursuant to scheme of arrangement (Refer Note 34)                            | -                   | -               | -                  | -                         | -               | -                              | -                 | -                                        | -                              | -                         | (15,153.98)              |  |
| Conciliation of investment pursuant to scheme of arrangement (Refer Note 34)          | -                   | -               | -                  | -                         | -               | -                              | (1.00)            | -                                        | -                              | -                         | (1.00)                   |  |
| Profit for the year                                                                   | -                   | -               | -                  | -                         | -               | -                              | 18,533.82         | -                                        | -                              | -                         | (28.63)                  |  |
| Other comprehensive income for the year (net of tax)                                  | -                   | -               | -                  | -                         | -               | -                              | 6.00              | -                                        | -                              | 132.67                    | 43.73                    |  |
| <b>Total comprehensive income for the year</b>                                        | <b>-</b>            | <b>-</b>        | <b>-</b>           | <b>-</b>                  | <b>-</b>        | <b>-</b>                       | <b>10,890.04</b>  | <b>-</b>                                 | <b>(7,505.20)</b>              | <b>132.67</b>             | <b>15.10</b>             |  |
| Employee stock option expense (Refer Note 24)                                         | -                   | -               | -                  | -                         | -               | -                              | -                 | -                                        | -                              | -                         | -                        |  |
| Interim dividend on equity shares for the financial year 2022-23                      | -                   | -               | -                  | -                         | -               | -                              | (5,784.28)        | -                                        | -                              | -                         | -                        |  |
| Adjustment on account of exercise of options                                          | -                   | -               | -                  | (1.69)                    | 1.69            | -                              | -                 | -                                        | -                              | -                         | (5,784.28)               |  |
| Transfer on account of exercise of options                                            | -                   | -               | -                  | (89.35)                   | -               | 89.35                          | -                 | -                                        | -                              | -                         | -                        |  |
| Sale/Purchase of treasury shares by the trust during the year (net) (Refer Note 14.2) | -                   | -               | -                  | (1,607.75)                | -               | -                              | -                 | -                                        | -                              | -                         | (1,607.75)               |  |
| Income/(Expense) of Trust for the year                                                | -                   | -               | -                  | -                         | -               | 7.10                           | -                 | -                                        | -                              | -                         | 7.10                     |  |
| Deferred Tax on investment property                                                   | -                   | -               | -                  | -                         | -               | -                              | 1.97              | -                                        | -                              | -                         | 1.97                     |  |
| <b>Balance as at 31 March 2023</b>                                                    | <b>55.19</b>        | <b>693.95</b>   | <b>83,412.32</b>   | <b>307.60 (1,691.18)</b>  | <b>21.67</b>    | <b>38,147.49</b>               | <b>11,089.59</b>  | <b>-</b>                                 | <b>246.29</b>                  | <b>338.52</b>             | <b>132,621.44</b>        |  |

The description, nature and purpose of each reserve within other equity are as follows:

**(i) Capital reserve :** The Group recognises profit or loss on purchase, sale, issue or cancellation of the Group's own equity instruments to Capital Reserve. The Group also recognises gains or losses on transaction with Non-Controlling Interest which do not result on loss of control over subsidiary in the capital reserve.

**(ii) General reserve :** Under the erstwhile Companies Act 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act, 2013 (the 'Companies Act'), the requirement to mandatory transfer a specified percentage of net profit to general reserve has been withdrawn. The amount credited to the reserve can be utilised by the Group in accordance with the provisions of the Companies Act. There is no movement in general reserve during the current and previous year.

**(iii) Securities premium :** This reserve represents the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act.

**(iv) Share options outstanding reserve :** This reserve relates to stock options granted by the Parent Company to eligible employees under Saregama Employee Stock Option Scheme 2013. This reserve is transferred to securities premium or retained earnings on exercise or cancellations of vested options.

(Amount in Rupees lakhs, except otherwise stated)

## REVISED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (contd.)

for the year ended 31 March 2023

- (v) Treasury Shares :** The Parent Company has formed Saregama Welfare Trust (SWT) for implementation of the Schemes that are notified or may be notified from time to time by the Parent Company under the plan, providing shared based benefits to its employees. SWT purchases shares of the Parent Company out of funds borrowed from the Parent Company. The Parent Company treats SWT as its extension and shares held by SWT are treated as treasury shares.
- (vi) Saregama Welfare Trust Reserve :** The Parent Company has formed Saregama Welfare Trust (SWT) for implementation of the Schemes that are notified or may be notified form time to time by the Parent Company under the plan, providing share based benefits to the employees. SWT purchases shares of the Parent Company out of funds provided by the Parent Company. The Parent Company treats SWT as its extension and shares held by SWT are treated as Treasury Shares. Profit/(loss) on sale/transfer of treasury shares (net of tax) and dividend earned on the same by the SWT is recognized in SWT Reserve.
- (vii) Retained earnings :** This reserve represents the cumulative profits of the Group and effects of remeasurement of defined benefit obligations. This reserve can be utilised in accordance with the provisions of the Companies Act.
- (viii) Revaluation surplus :** This reserve represents surplus on revaluation of Property, plant and equipment (land) and will be transferred directly to retained earning when the asset is derecognised.
- (ix) Equity instruments through OCI (FVOCI) :** This reserve represents the cumulative gains (net of losses) arising on the revaluation of Equity Instruments at fair value though Other Comprehensive Income (OCI), net of amounts reclassified, if any, to Retained earnings when those instruments are disposed of.
- (x) Foreign currency translation reserve :** Exchange difference arising from translation of foreign operations are recognised in other comprehensive income as described in accounting policies [Refer note 1(a)(vi)] and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss on disposal of the net investment.

The accompanying notes 1 to 44 are an integral part of these revised consolidated financial statements

As per our report of even date attached

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No.: 101248W/W-100022

For and on behalf of the Board of Directors of  
**Saregama India Limited**  
CIN: L22213WB1946PLC014346

**Jayanta Mukhopadhyay**  
Partner  
Membership Number: 055757

**Sanjiv Goenka**  
Chairman  
DIN: 00074796  
Place: Kolkata

**Vikram Mehra**  
Managing Director  
DIN: 03556680  
Place: Kolkata

Place: Kolkata  
Date: 27 July 2023

Place: Kolkata  
Date: 27 July 2023

Place: Kolkata  
Date: 27 July 2023

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023

### BACKGROUND

Saregama India Limited ("the Company") is a Company limited by shares, incorporated and domiciled in India. Saregama India Limited (Parent Company) and its subsidiaries (Parent Company and its subsidiaries together referred as "Group") is primarily engaged in the business of manufacturing and sale of Music storage device viz. Carvaan, Music Card, Audio Compact Discs, Digital Versatile Discs and dealing with related music rights. The Group is also engaged in production and sale/telecast/broadcast of films/Tv Serials, pre-recorded programmes and dealing in film rights, printing of printed materials and marketing support services as detailed under segment information in Note 41. Equity shares of the Parent Company are listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The registered office of the Parent Company is located in Kolkata, West Bengal, India.

### 1 SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies applied by the Group in the preparation of its consolidated financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these consolidated financial statements.

#### (a) Basis of the Preparation

The consolidated financial statements of the Company for the year ended 31 March 2023 were first approved by the Board of Directors on 19 May 2023 ('Original financial statements') without giving effect to the Scheme of Arrangement since the application seeking approval of the said Scheme was pending before the National Company Law Tribunal, Kolkata Bench as of that date. These revised consolidated financial statements were approved and authorised for issue by the Board of Directors of the Company at their meeting held on 27 July 2023. The Original consolidated financial statements of the Company are being revised pursuant to an approved Scheme of Arrangement, the details of which are stated in Note 34.

#### (i) Compliance with Ind AS

These Consolidated financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the 'Act') [Companies (Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

#### (ii) Basis of measurement

##### (a) Historical cost convention

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

- Certain financial assets and liabilities (including derivative instruments) that is measured at fair value;
- Net Defined benefit (assets)/liability - Fair value of plan assets less present value of defined benefit obligations; and
- Share based payments.

##### (b) Functional and presentation currency

Items included in the consolidated financial statements of the Group are measured using the currency of the primary economic environment in which the Parent Company operates ('the functional currency'). The consolidated financial statements are presented in Indian Rupee (Rs.), which is the Group's functional and presentation currency.

#### (iii) Current Versus Non-current Classification

All assets and liabilities have been classified as current or non current as per the Group's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013 and Ind AS 1 - Presentation of financial statement based on the nature of products / service and the time between the acquisition of assets for processing / providing the services and their realisation in cash and cash equivalents. The Group has ascertained its operating cycle as 12 months for the purpose of current, non current classification of assets and liabilities.

##### Assets

An asset is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realised within 12 months after the reporting date; or

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

- (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

##### Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in the Group's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within 12 months after the reporting date; or
- (d) the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

#### (iv) Principles of consolidation and equity accounting

##### Subsidiaries

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

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

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

##### Joint arrangements

Under Ind AS 111 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligation of each investors, rather than the legal structure of the joint arrangement. The Group has one joint venture, Saregama Regency Optimedia Private Limited (SROPL), which is under liquidation with effect from 19 September 2016. Accordingly, this entity has not been consolidated by the Group [Refer Note 35(b)].

##### Joint ventures

Interest in joint ventures are accounted for using the equity method (see below), after initially being recognised at cost in the consolidated balance sheet.

##### Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from joint ventures are recognised as a reduction in the carrying amount of the investment.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

When the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the group and its joint venture are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provide evidence of an impairment of the asset transferred. Accounting policies of equity accounted investee have been changed where necessary to ensure consistency with the policies adopted by the group.

### (v) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from those of the rest of the Group and which represents a separate major line of business or geographical area of operations and

- is a part of a single co-ordinated plan to dispose of a separate major line of business or geographic area of operations; or
- is a subsidiary acquired exclusively with a view to re-sale

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier.

When an operation is classified as a discontinued operation, the comparative statement of profit and loss is re-presented as if the operation had been discontinued from the start of the comparative period.

The chief operating decision maker is responsible for allocating resources and assessing performance of the operating segments and has been identified as the Chief Financial Officer of the Group. Refer note 43 for segment information presented.

### (vi) Foreign currency translation

#### Functional and presentation currency

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Indian Rupee (Rs.), which is Parent Company's functional and presentation currency.

#### Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. 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 recognised in profit or loss.

Foreign currency non-monetary items carried in terms of historical cost are reported using the exchange rate at the date of the transactions.

#### Group Companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the date of that balance sheet.
- Income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- All resulting exchange differences are recognised in other comprehensive income.

### (b) Revenue recognition

The Group has applied Ind AS 115, Revenue from Contracts with Customers, which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those products or services.

- Revenue from the sale of products is recognised at the point in time when control is transferred to the customer. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.
- Revenue from Music licensing where the customer obtains a "right to use" is recognized at the time the license is made available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized over the access period.
- Revenue from the sale of television serial episodes is recognised upfront at the point in time when the episode is delivered to the customer.
- Revenue from sale of free commercial time (net of trade discount, as applicable) are recognised when the related advertisement or commercials appears before the public, i.e. on telecast.
- Revenue from theatrical distribution is recognised on exhibition of films. In case of distribution through theatres, revenue is recognised on the basis of box office reports received from various exhibitors. Contracted minimum guarantees are recognised on theatrical release.
- Revenue from Sale of films rights are recognised on assignment of such rights as per terms of the sale/licensing agreements.
- Revenue from current affairs and features magazine is recognised in the period in which the magazines are sold and are accounted for net of commission and discounts. Revenue from subscription to the Group's print publications is recognised as earned, prorata on a per issue basis over the subscription period.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

Unearned and deferred revenue ("contract liability") is recognised when there is billings in excess of revenues.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

#### Use of significant judgements in revenue recognition :

- The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc. Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, price concessions and incentives.

#### Interest income

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and the effective interest rate applicable.

#### Dividend income

Dividend income from investments is recognised when the shareholder's rights to receive payment have been established.

#### Rental income

Rental income from investment properties and subletting of properties is recognised on a straight line basis over the term of the relevant leases.

#### Government Grant

The Group may receive government grants that require compliance with certain conditions related to the Group's operating activities or are provided to the Group by way of financial assistance on the basis of certain qualifying criteria. Accordingly, government grants by way of financial assistance on the basis of certain qualifying criteria are recognised as they become receivable.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

### (c) Property, Plant and Equipment - (PPE)

All items of property, plant and equipment other than freehold land are stated at historical cost i.e. cost of acquisition/construction or at deemed cost as on the date of transition to Ind AS less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the 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 Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to statement of profit or loss during the reporting period in which they are incurred.

Revaluation of Land is made with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the balance sheet date. When the fair value differs materially from its carrying amount, the carrying amount is adjusted to the revalued amount. The fair value is determined based on appraisal undertaken by a professionally qualified valuer.

#### Depreciation method, estimated useful lives and residual values

Depreciation is calculated on a pro-rata basis using the straight-line method to allocate their cost, net of their estimated residual values, over the estimated useful lives of the asset as prescribed under Schedule II to the Companies Act, 2013.

The useful lives, residual values and the method of depreciation of property, plant and equipment 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 greater than its estimated recoverable amounts.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are included in profit or loss within 'Other Income'/Other Expenses'.

Advances paid towards the cost of property, plant and equipment outstanding at each balance sheet date is classified as 'Capital advances' under other non-current assets.

#### Transition to Ind AS

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

### (d) Investment properties

Properties that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that the future economic benefits associated with the expenditure will flow to the Group and the cost of item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

Investment properties are depreciated using the straight-line method over their estimated useful lives of the assets as prescribed under Schedule II to the Companies Act, 2013.

#### Transition to Ind AS

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its investment properties recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of investment properties.

### (e) Intangible assets

Intangible assets has a finite useful life and are stated at cost less accumulated amortisation and accumulated impairment losses, if any.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

### (i) Music copyrights

Outright acquisition of music copyrights wherein future economic benefits are established are capitalised. They have finite useful lives and are subsequently carried at cost less accumulated amortisation and impairment losses.

### (ii) Computer software

Software for internal use, which is primarily acquired from third-party vendors is capitalised. Subsequent costs associated with maintaining such software are recognised as expense as incurred. Cost of software includes license fees and cost of implementation/system integration services, where applicable.

#### Amortisation method and year

The Group amortises intangible assets with a finite useful lives using the straight-line method over the following periods:

Music Copyrights acquired through outright purchase are amortised over a period of one to ten years from the date of release of Music. The Group reviews the expected future revenue potential at the end of each accounting period and recognises impairment loss, where required.

Softwares are amortised on a straight line basis over a period of three years from the date of capitalisation.

Advances paid towards the cost of intangible assets outstanding at each balance sheet date is classified as 'Capital advances' under other non-current assets.

#### Transition to Ind AS

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its intangible assets recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

### (f) Impairment of non-financial assets

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 group of assets (cash-generating units).

### (g) Leases

#### The Group as a lessee

The Group's lease asset classes primarily consist of leases for buildings and vehicles. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e.the

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

The Group has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

### **The Group as a lessor**

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease.

### **Transition to Ind AS 116**

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

Under the erstwhile standard Ind AS 17, operating lease payments as per terms of the agreement, were recognised as an expense in the Statement of Profit and Loss on a straight line basis, except where another systematic basis was more representative of the time pattern in which economic benefits from the leased asset were consumed.

Effective 01 April 2019, the Group adopted Ind AS116 "Leases" and applied the standard to lease contracts existing on 01 April 2019 using the modified retrospective method on the date of initial application. Consequently, the lease liabilities is recognized at the present value of lease payment discounted at the weighted average incremental borrowing rate and same amount is recognized for ROU assets.

The following is the summary of practical expedients elected on initial application:

- Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.
- Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term and low value leases on the date of initial application.
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.
- Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

### **(h) Inventories**

Raw materials are stated at lower of cost and net realisable value. The cost is determined on weighted average basis. The costs of purchase of raw materials comprise the purchase price, import duties and other taxes (other than those subsequently recoverable by the entity from the taxing authorities), and transport, handling and other costs directly attributable to the acquisition of material. Provision is made for obsolete / slow moving / defective stocks, where necessary.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

**Physical inventory (caravan, music card and others):** Inventories are valued at lower of cost and net realisable value. The cost is determined on weighted average basis, and includes, where applicable, appropriate share of overheads, the same is charged off on sale of goods. The costs of purchase of inventories comprise the purchase price, import duties and other taxes (other than those subsequently recoverable by the entity from the taxing authorities), and transport, handling and other costs directly attributable to the acquisition of finished goods. Provision is made for obsolete / slow moving / defective stocks, where necessary.

**Music rights:** are stated at lower of cost / unamortised cost or net realisable value. Cost comprises acquisition / direct production cost. Music rights are amortised over a period of one to ten years from the date of release of Music.

**Untelecasted television serials:** are valued at lower of cost and net realisable value. Cost comprises direct production cost. Cost of a television serial is fully expensed on telecast/broadcasting.

**Digital Films:** are stated at lower of cost / unamortised cost or net realisable value. Cost comprises acquisition / direct production cost. Expenses of under production films incurred till the films are ready for release are inventorised. Cost of digital films are recognised as expense in Statement of Profit and Loss as per the terms of licencing of multiple digital rights.

**Net realisable value:** is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

### **(i) Investments (other than investments in subsidiaries) and other financial instruments**

#### **(ii) Classification**

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

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss);
- those to be measured at amortised cost; and

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

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. In accordance with Ind AS 101, the Group had irrevocably designated its investment in equity instruments as FVOCI on the date of transition to Ind AS.

#### **(ii) Measurement**

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

**Equity Instruments :** The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Changes in the fair value of financial assets at fair value through profit or loss are recognised in the Statement of Profit and Loss.

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method.

#### **(iii) Impairment of financial assets**

The Group assesses on a forward looking basis the expected credit losses associated with its assets which are not fair valued through profit or loss. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 32(A) details how the Group determines whether there has been a significant increase in credit risk.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

For trade receivables only, the Group applies the simplified approach as per Ind AS 109, 'Financial Instruments', which requires expected lifetime losses to be recognised from initial recognition of the receivables.

### (iv) Derecognition of financial assets

A financial asset is derecognised only when

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

Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

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 Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

### (v) Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL.

### (vi) Financial liabilities through fair value through profit or loss (FVTPL)

A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Statement of Profit and Loss. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

### (vii) Financial liabilities at amortised cost

Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of Profit and Loss.

Any gain or loss on derecognition is also recognised in Statement of Profit and Loss.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

### (viii) Fair value of financial instruments

In determining the fair value of financial instruments, the Group uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis and available quoted market prices. All methods of assessing fair value result in general approximation of value, and such value may never actually be realised.

### (j) Offsetting financial instruments

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

### (k) Trade receivables

Trade receivables are amounts due from customers for goods sold or services rendered in the ordinary course of business. Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

### (l) 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 and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

### (m) Trade payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

### (n) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired.

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

### (o) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred, unless they are capitalised.

### (p) Foreign currency transactions and translation

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. At the year-end, monetary assets and liabilities denominated in foreign currencies are restated at the year - end exchange rates. The exchange differences arising from settlement of foreign currency transactions and from the year-end restatement are recognised in profit and loss.

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

### (q) Employee benefits expense

#### (i) Short-term employee benefits

Liabilities for short-term employee benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as 'Employee Benefits Payable' within 'Other Current Liabilities' in the Balance Sheet.

#### (ii) Other long-term employee benefits

The liabilities for leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured annually by actuaries as the present value of expected future benefits in respect of services provided by employees up to the end of the reporting period using the projected unit

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

### (iii) Post-employment benefits

#### Defined benefit plans

The liability or asset recognised in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

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

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in 'Employee Benefits Expense' in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in Other Comprehensive Income. These are included in 'Retained Earnings' in the Statement of Changes in Equity in the balance sheet.

#### Defined contribution plans

The Group has certain defined contribution plans viz. provident fund and superannuation fund. Contributions for provident fund are made at specified percentage of the covered employee's qualifying salary to a government administered fund. Contribution for superannuation fund are made yearly based on a specified percentage of each covered employee's salary to a Trust set up by the Group. Contributions under Defined Contribution Plans are recognised as expenses for the period in which the employee has rendered the service.

### (iv) Share-based payments

Share-based compensation benefits are provided to employees via Saregama Employee Stock Options Scheme 2013, Stock Appreciation Rights Scheme 2014 and Stock Appreciation Rights Scheme 2018.

#### Employee Options

The fair value of the options granted under the Saregama Employee Stock Option Scheme 2013 is recognised as an employee benefits expense in the statement of profit and loss with a corresponding adjustment to equity. The fair value at grant date is determined using the Black Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and risk free interest rate for the term of the option. The total amount to be expensed is determined by reference to the fair value of the options granted:

- Including any market performance conditions (e.g., the entity's share price);
- excluding the impact of any services and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining and employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specified period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in the statement of profit or loss, with a corresponding adjustment to equity.

#### Share appreciation rights

Liabilities for the Parent Company's Share Appreciation Rights (SAR), granted pursuant to Parent Company's share appreciation rights schemes, is measured initially and at the end of each reporting period until settled, at fair value of the SAR, by applying option pricing model, and is recognised as employee benefit expense over the relevant service period. The liabilities are presented as employee benefits obligations in the balance sheet.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

### (r) Royalty

Minimum Guarantee Royalty is recognised as expense within the license period or ten years, whichever is earlier. Royalty on sales, other than physical sales, is provided on the basis of management's best estimate of the expenditure required to settle the obligation. Other royalty payments are charged at agreed rates on related sales.

### (s) Income tax

The income tax expense 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, unused tax credits and to unused tax losses, as applicable.

The current tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. 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 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. However, deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). 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 tax asset is realised or the deferred tax liability is settled.

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

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be utilised.

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 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 are recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity, if any. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

### (t) Provisions and contingencies

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

A disclosure for contingent liabilities is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required to settle or a reliable estimate of the amount cannot be made.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

**(u) Dividend Distribution**

Dividends paid are recognised in the period in which the interim dividends are approved by the Board of Directors, or in respect of the final dividend when approved by shareholders.

**(v) Earnings per share**

**(i) Basic Earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Group
- by the weighted average number of equity shares outstanding during the financial year excluding treasury shares

**(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.

**(w) Rounding of amounts**

All amounts disclosed in the Consolidated Financial Statements and notes have been rounded off to the nearest lakhs (with two places of decimal) as per the requirement of Schedule III, unless otherwise stated.

**(x) Recent pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

**Ind AS 1 – Presentation of Financial Statements**

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Group does not expect this amendment to have any significant impact in its financial statements.

**Ind AS 12 – Income Taxes**

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Group is evaluating the impact, if any, in its financial statements.

**Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors**

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Group does not expect this amendment to have any significant impact in its financial statements.

**2 CRITICAL ESTIMATES AND JUDGEMENTS**

The preparation of consolidated financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these consolidated financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed at each Balance Sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

This Note provides an overview of the areas that involved a higher degree of judgement 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 judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the consolidated financial statements.

**The areas involving critical estimates or judgements are:**

**Employee benefits (estimation of defined benefit obligations) - Note 1(q) and Note 29**

Post-employment benefits represent obligations that will be settled in future and require assumptions to estimate benefit obligations. Post-employment benefit accounting is intended to reflect the recognition of benefit costs over the employees' approximate service period, based on the terms of the plans and the investment and funding decisions made. The accounting requires the Group to make assumptions regarding variables such as discount rate and salary growth rate. Changes in these key assumptions can have a significant impact on the defined benefit obligations.

**Impairment of trade receivables - Note 1(i)(iii) and Note 32**

For impairment of trade receivable, Group applies the simplified approach permitted by Ind AS 109, 'Financial Instruments', which requires expected lifetime losses to be recognised from initial recognition of the receivables.

**Estimation of expected useful lives of property, plant and equipment - Note 1(c) and Note 3**

Management reviews its estimate of useful lives of property, plant and equipment at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of property, plant and equipment.

**Contingencies - Note 1(t) and Note 39**

Legal proceedings covering a range of matters are pending against the Group. Due to the uncertainty inherent in such matters, it is often difficult to predict the final outcome. The cases and claims against the Group often raise factual and legal issues that are subject to uncertainties and complexities, including the facts and circumstances of each particular case/claim, the jurisdiction and the differences in applicable law. The Group consults with legal counsel and other experts on matters related to specific litigations where considered necessary. The Group accrues a liability when it is determined that an adverse outcome is probable and the amount of the loss can be reasonably estimated. In the event an adverse outcome is possible or an estimate is not determinable, the matter is disclosed.

**Valuation of deferred tax assets - Note 1(s) and Note 16**

Deferred income tax expense is calculated based on the differences between the carrying value of assets and liabilities for financial reporting purposes and their respective tax bases that are considered temporary in nature. Valuation of deferred tax assets is dependent on management's assessment of future recoverability of the deferred tax benefit. Expected recoverability may result from expected taxable income in the future, planned transactions or planned optimising measures. Economic conditions may change and lead to a different conclusion regarding recoverability.

**Fair value measurements - Notes 1(i)(viii) and Note 31**

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair values are measured using valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

### 3 PROPERTY, PLANT AND EQUIPMENT (PPE)

(Amount in Rupees lakhs, except otherwise stated)

| Description            | Gross carrying amount   |                        | Accumulated depreciation |                           | Carrying amount (net)                               |                     |
|------------------------|-------------------------|------------------------|--------------------------|---------------------------|-----------------------------------------------------|---------------------|
|                        | Cost as at 1 April 2022 | Additions/ adjustments | Cost as at 31 March 2023 | Depreciation for the year | Deductions/ adjustments on Demerger (Refer Note 34) | As at 31 March 2022 |
| Land - Freehold        | 20,967.20               | -                      | 20,967.20                | -                         | -                                                   | 20,967.20           |
| Buildings - Freehold   | 70.59                   | -                      | 70.59                    | 35.80                     | 4.08                                                | 39.88               |
| Buildings              | 37.71                   | -                      | 37.71                    | 4.80                      | 0.80                                                | 5.60                |
| Plant and equipment    | 3.14                    | -                      | 3.14                     | 3.14                      | -                                                   | 3.14                |
| Furniture and fixtures | 480.15                  | 524.55                 | (34.75)                  | 969.95                    | 350.02                                              | 43.42               |
| Office equipment       | 1,057.40                | 367.37                 | (50.87)                  | 1,373.90                  | 811.07                                              | 175.81              |
| Vehicles               | 5.18                    | -                      | -                        | 5.18                      | -                                                   | -                   |
| <b>Total</b>           | <b>22,621.37</b>        | <b>891.92</b>          | <b>(85.62)</b>           | <b>23,427.67</b>          | <b>1,210.01</b>                                     | <b>224.11</b>       |
|                        |                         |                        |                          |                           | <b>(72.17)</b>                                      | <b>1,361.95</b>     |
|                        |                         |                        |                          |                           |                                                     | <b>22,065.72</b>    |
|                        |                         |                        |                          |                           |                                                     | <b>21,411.36</b>    |

| Description            | Gross carrying amount   |                        | Accumulated depreciation |                           | Carrying amount (net)   |                     |
|------------------------|-------------------------|------------------------|--------------------------|---------------------------|-------------------------|---------------------|
|                        | Cost as at 1 April 2021 | Additions/ adjustments | Cost as at 31 March 2022 | Depreciation for the year | Deductions/ adjustments | As at 31 March 2022 |
| Land - Freehold        | 20,007.76               | 959.44                 | -                        | 20,967.20                 | -                       | -                   |
| Buildings - Freehold   | 70.59                   | -                      | -                        | 70.59                     | 31.72                   | 4.08                |
| Buildings              | 37.71                   | -                      | -                        | 37.71                     | 4.00                    | 0.80                |
| Plant and equipment    | 3.14                    | -                      | -                        | 3.14                      | -                       | -                   |
| Furniture and fixtures | 475.66                  | 4.99                   | 0.50                     | 480.15                    | 304.65                  | 45.87               |
| Office equipment       | 874.25                  | 183.15                 | -                        | 1,057.40                  | 667.73                  | 143.34              |
| Vehicles               | 5.18                    | -                      | -                        | 5.18                      | 5.18                    | -                   |
| <b>Total</b>           | <b>21,474.29</b>        | <b>1,147.58</b>        | <b>0.50</b>              | <b>22,621.37</b>          | <b>1,016.42</b>         | <b>194.09</b>       |
|                        |                         |                        |                          |                           | <b>0.50</b>             | <b>1,210.01</b>     |
|                        |                         |                        |                          |                           |                         | <b>21,411.36</b>    |

- 3.1 The Group has chosen the revaluation model for land and cost model for other items of PPE as its accounting policy [Refer Note 1(c)]. Accordingly, Parent Company's land was revalued by registered valuer using market approach. Resultant incremental value amounting to Rs.12,599.73 Lakhs were added to the book value of related land with corresponding credit to Other Comprehensive Income and other equity. The carrying amount of land that would have been recognised had it been carried under the cost model is Rs.8,367.47 Lakhs.
- 3.2 Title deeds of the immovable properties as set out in the above table are in the name of the Parent Company.
- 3.3 The Parent Company has cash credit facility from banks which carry charge over certain of the above PPE (Refer Note 32(B) for details).
- 3.4 Aggregate amount of depreciation has been included under 'Depreciation and amortisation expense' in the Statement of Profit and Loss (Refer Note 26).

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 4 THE GROUP AS A LESSEE

The Group leases vehicles used for business purposes. The leases typically run for a period of 3 years, with an option to renew the lease after that date. Lease payments are renegotiated every three years to reflect market rentals.

Information about leases for which the Company is a lessee is presented below

#### Following are the changes in the carrying value of right-of-use assets for the period ended 31 March 2023:

| Particulars                        | Leasehold premises and vehicles |
|------------------------------------|---------------------------------|
| Balance as at 1 April 2022         | 125.88                          |
| Additions                          | -                               |
| Deletion                           | -                               |
| Depreciation                       | 59.28                           |
| <b>Balance as at 31 March 2023</b> | <b>66.60</b>                    |

Following are the changes in the carrying value of right-of-use assets for the year ended 31 March 2022:

| Particulars                        | Leasehold premises and vehicles |
|------------------------------------|---------------------------------|
| Balance as at 1 April 2021         | 109.46                          |
| Additions                          | 61.94                           |
| Deletion                           | -                               |
| Depreciation                       | 45.52                           |
| <b>Balance as at 31 March 2022</b> | <b>125.88</b>                   |

Aggregate amount of depreciation has been included under 'Depreciation and amortisation expense' in the Statement of Profit and Loss (Refer Note 26).

#### The following is the break-up of current and non-current lease liabilities:

| Particulars                   | As at March 31, 2023 | As at March 31, 2022 |
|-------------------------------|----------------------|----------------------|
| Current lease liabilities     | 57.47                | 59.06                |
| Non-current lease liabilities | 13.78                | 71.25                |
| <b>Total</b>                  | <b>71.25</b>         | <b>130.31</b>        |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### The following is the movement in lease liabilities during the year ended 31 March 2023:

| Particulars                          | Leasehold premises and vehicles |
|--------------------------------------|---------------------------------|
| Balance as at 1 April 2022           | 130.31                          |
| Additions                            | -                               |
| Finance cost accrued during the year | 10.36                           |
| Deletion                             | -                               |
| Payment of lease liabilities         | 69.42                           |
| <b>Balance as at 31 March 2023</b>   | <b>71.25</b>                    |

The following is the movement in lease liabilities during the year ended 31 March 2022:

| Particulars                          | Leasehold premises and vehicles |
|--------------------------------------|---------------------------------|
| Balance as at 1 April 2021           | 110.22                          |
| Additions                            | 61.94                           |
| Finance cost accrued during the year | 11.19                           |
| Deletion                             | -                               |
| Payment of lease liabilities         | 53.04                           |
| <b>Balance as at 31 March 2022</b>   | <b>130.31</b>                   |

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

| Particulars          | As at<br>March 31, 2023 | As at<br>March 31, 2022 |
|----------------------|-------------------------|-------------------------|
| Less than one year   | 61.95                   | 69.42                   |
| One to five years    | 14.33                   | 76.28                   |
| More than five years | -                       | -                       |
| <b>Total</b>         | <b>76.28</b>            | <b>145.70</b>           |

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The Group has incurred expenses relating to short term leases and leases of low value assets for certain accommodation. Terms of such lease include option for renewal on mutually agreed terms. There are no restrictions imposed by lease arrangements and there are no purchase options or sub leases or contingent rents. Operating lease rentals for the year recognised in Statement of Profit and Loss amounts to **Rs.352.62 Lakhs** (2021-22 - Rs.325.05 Lakhs).

The total cash outflow for leases is **Rs.422.04 Lakhs** (2021-22 - Rs.378.09 Lakhs) for the year, including cash outflow for short term leases and leases of low value assets.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### THE GROUP AS A LESSOR

Rent income includes payments of **Rs.19.25 Lakhs** (2020-21 Rs.18.90 Lakhs) for the year relating to agreements entered into by the Group. There are no restrictions imposed by lease arrangements and there are no contingent rents recognised as income for the period. These lease arrangements inter alia include escalation clause/option for renewal.

The following table sets out a maturity analysis of lease payments, showing the undiscounted lease payments to be received after the reporting date

| Particulars          | As at<br>March 31, 2023 | As at<br>March 31, 2022 |
|----------------------|-------------------------|-------------------------|
| Less than one year   | 19.50                   | 14.65                   |
| One to two years     | 19.66                   | 0.30                    |
| Two to three years   | 18.04                   | -                       |
| Three to four years  | 9.90                    | -                       |
| Four to five years   | -                       | -                       |
| More than five years | -                       | -                       |
| <b>Total</b>         | <b>67.10</b>            | <b>14.95</b>            |

### 5 INVESTMENT PROPERTIES

Investment property comprises a number of residential properties that are leased to third parties. Each of the leases contains an initial non-cancellable period of 12 months. Subsequent renewals are negotiated with the lessee and historically the average renewal period ranges from 24 to 36 months

The Group has no restrictions on the realisability of its investment property.

| Particulars                         | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-------------------------------------|------------------------|------------------------|
| <b>Gross carrying amount</b>        |                        |                        |
| At the beginning of the year        | 252.71                 | 252.71                 |
| Additions during the year           | -                      | -                      |
| Deletions during the year           | -                      | -                      |
| <b>At the end of the year</b>       | <b>252.71</b>          | <b>252.71</b>          |
| <b>Accumulated depreciation</b>     |                        |                        |
| At the beginning of the year        | 33.22                  | 27.68                  |
| Depreciation charge during the year | 5.54                   | 5.54                   |
| <b>At the end of the year</b>       | <b>38.76</b>           | <b>33.22</b>           |
| <b>Carrying amount (net)</b>        | <b>213.95</b>          | <b>219.49</b>          |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### (i) Amounts recognised in statement of profit or loss for investment properties

| Particulars                                                  | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|--------------------------------------------------------------|-----------------------------|-----------------------------|
| Rental income (Refer Note 22)                                | 19.25                       | 18.90                       |
| <b>Profit from investment properties before depreciation</b> | <b>19.25</b>                | <b>18.90</b>                |
| Depreciation (Refer Note 26)                                 | 5.54                        | 5.54                        |
| <b>Profit from investment properties</b>                     | <b>13.71</b>                | <b>13.36</b>                |

### (ii) Fair value

| Particulars           | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-----------------------|------------------------|------------------------|
| Investment properties | 2,137.78               | 2,101.21               |

#### Estimation of fair value

The Parent Company obtains independent valuations for its investment properties at least annually. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Parent Company consider information from a variety of sources including:

- current prices in an active market for properties of different nature or recent prices of similar properties in less active markets, adjusted to reflect those differences
- discounted cash flow projections based on reliable estimates of future cash flows
- capitalised income projections based upon a property's estimated net market income, and a capitalisation rate derived from an analysis of market evidence

The fair values of investment properties have been determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

### 6 INTANGIBLE ASSETS

| Description        | Accumulated amortisation and impairment |                                    |                          |                                 |                               | Carrying amount (net) |
|--------------------|-----------------------------------------|------------------------------------|--------------------------|---------------------------------|-------------------------------|-----------------------|
|                    | Cost as at 1 April 2022                 | Additions/ Deductions/ adjustments | Cost as at 31 March 2023 | Amortisation as at 1 April 2022 | Impairment as at 1 April 2022 |                       |
| Copyrights - Music | 7,911.67                                | 7,200.22                           | -                        | 15,111.89                       | 1,969.60                      | -                     |
| Computer Software  | 170.86                                  | 5.21                               | (13.86)                  | 162.21                          | 96.26                         | -                     |
| <b>Total</b>       | <b>8,082.53</b>                         | <b>7,205.43</b>                    | <b>(13.86)</b>           | <b>15,274.10</b>                | <b>2,065.86</b>               | <b>-</b>              |
|                    |                                         |                                    |                          | <b>1,793.02</b>                 | <b>-</b>                      | <b>(10.61)</b>        |
|                    |                                         |                                    |                          |                                 | <b>3,848.27</b>               | <b>-</b>              |
|                    |                                         |                                    |                          |                                 |                               | <b>11,425.83</b>      |
|                    |                                         |                                    |                          |                                 |                               | <b>6,016.67</b>       |

| Description        | Accumulated amortisation and impairment |                                    |                          |                                 |                               | Carrying amount (net) |
|--------------------|-----------------------------------------|------------------------------------|--------------------------|---------------------------------|-------------------------------|-----------------------|
|                    | Cost as at 1 April 2021                 | Additions/ Deductions/ adjustments | Cost as at 31 March 2022 | Amortisation as at 1 April 2021 | Impairment as at 1 April 2021 |                       |
| Copyrights - Music | 2,702.60                                | 5,209.07                           | -                        | 7,911.67                        | 925.69                        | -                     |
| Computer Software  | 92.32                                   | 78.54                              | -                        | 170.86                          | 75.22                         | -                     |
| <b>Total</b>       | <b>2,794.92</b>                         | <b>5,287.61</b>                    | <b>-</b>                 | <b>8,082.53</b>                 | <b>1,000.91</b>               | <b>-</b>              |
|                    |                                         |                                    |                          | <b>1,064.95</b>                 | <b>-</b>                      | <b>2,065.86</b>       |
|                    |                                         |                                    |                          |                                 |                               | <b>-</b>              |
|                    |                                         |                                    |                          |                                 |                               | <b>6,016.67</b>       |

**6.1** The amortisation expense of intangible assets have been included under 'Depreciation and amortisation expense' in the Statement of Profit and Loss (Refer Note 26).

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 7 INTANGIBLE ASSETS UNDER DEVELOPMENT (IAUD)

**Following are the changes in the carrying value of IAUD for the year ended 31 March 2023:**

| Particulars                        | Amount        |
|------------------------------------|---------------|
| Balance as at 1 April 2022         | 174.52        |
| Additions                          | 230.46        |
| Transfers                          | -             |
| <b>Balance as at 31 March 2023</b> | <b>404.98</b> |

**Following are the changes in the carrying value of IAUD for the year ended 31 March 2022:**

| Particulars                        | Amount        |
|------------------------------------|---------------|
| Balance as at 1 April 2021         | 195.02        |
| Additions                          | 95.70         |
| Transfers                          | 116.20        |
| <b>Balance as at 31 March 2022</b> | <b>174.52</b> |

#### Intangible assets under development (IAUD) ageing schedule

##### As at 31 March 2023

| Particulars          | Amount in IAUD for a period of |              |               |                   | Total         |
|----------------------|--------------------------------|--------------|---------------|-------------------|---------------|
|                      | Less than 1 year               | 1-2 years    | 2-3 years     | More than 3 years |               |
| Projects in progress | 233.91                         | 40.07        | 131.00        | -                 | 404.98        |
| <b>Total</b>         | <b>233.91</b>                  | <b>40.07</b> | <b>131.00</b> | -                 | <b>404.98</b> |

##### As at 31 March 2022

| Particulars          | Amount in IAUD for a period of |               |           |                   | Total         |
|----------------------|--------------------------------|---------------|-----------|-------------------|---------------|
|                      | Less than 1 year               | 1-2 years     | 2-3 years | More than 3 years |               |
| Projects in progress | 40.07                          | 134.45        | -         | -                 | 174.52        |
| <b>Total</b>         | <b>40.07</b>                   | <b>134.45</b> | -         | -                 | <b>174.52</b> |

There are no projects as on each reporting date where activity has been suspended. Considering the nature of IAUD, there are no projects as on the reporting date which has exceeded cost as compared to its original plan or where completion is overdue.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 8 FINANCIAL ASSETS (NON-CURRENT)

#### 8.1 INVESTMENTS

| Particulars                                                                   | Face value of each unit as at 31 March 2023 | Face value of each unit as at 31 March 2022 | Number of shares as at 31 March 2023 | Number of shares as at 31 March 2022 | As at 31 March 2023 | As at 31 March 2022 |
|-------------------------------------------------------------------------------|---------------------------------------------|---------------------------------------------|--------------------------------------|--------------------------------------|---------------------|---------------------|
| <b>Investments carried at fair value through other comprehensive income</b>   |                                             |                                             |                                      |                                      |                     |                     |
| <b>Quoted - fully paid equity shares in other companies (Refer Note 34)</b>   |                                             |                                             |                                      |                                      |                     |                     |
| CESC Limited                                                                  | -                                           | Re.1                                        | -                                    | 15,449,880                           | -                   | 11,718.73           |
| PCBL Limited (formerly Phillips Carbon Black Limited)                         | -                                           | Rs.2                                        | -                                    | 500                                  | -                   | 1.14                |
| Harrisons Malayalam Limited                                                   | -                                           | Rs.10                                       | -                                    | 100                                  | -                   | 0.13                |
| CFL Capital Financial Services Limited                                        | -                                           | Rs.10                                       | -                                    | 100                                  | -                   | 0.02                |
| STEL Holdings Limited                                                         | -                                           | Rs.10                                       | -                                    | 100                                  | -                   | 0.11                |
| RPSG Ventures Limited (formerly CESC Ventures Limited)                        | -                                           | Rs.10                                       | -                                    | 308,997                              | -                   | 1,808.56            |
| Spencers Retail Limited (formerly RP-SG Retail Limited)                       | -                                           | Rs.5                                        | -                                    | 1,050,590                            | -                   | 844.15              |
| <b>Unquoted - fully paid equity shares in other companies (Refer Note 34)</b> |                                             |                                             |                                      |                                      |                     |                     |
| Spencer and Company Limited                                                   | -                                           | Rs.9                                        | -                                    | 200                                  | -                   | 1.48                |
| Woodlands Multispeciality Hospital Limited                                    | -                                           | Rs.10                                       | -                                    | 2,250                                | -                   | 12.83               |
| Timbre Media Private Limited                                                  | -                                           | Rs.10                                       | -                                    | 230,000                              | -                   | 141.11              |
| <b>Total investments</b>                                                      |                                             |                                             |                                      |                                      | <b>-</b>            | <b>14,528.26</b>    |
| Aggregate carrying value of quoted investments and market value thereof       |                                             |                                             |                                      |                                      | -                   | 14,372.84           |
| Aggregate value of unquoted investments                                       |                                             |                                             |                                      |                                      | -                   | 155.42              |
| Aggregate provision for impairment in the value of investments                |                                             |                                             |                                      |                                      | -                   | -                   |

Note: The above investments has been transferred w.e.f 1 April 2022 pursuant to the scheme of arrangement (Refer Note 34)

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### Equity shares designated at fair value though other comprehensive income (FVOCI)

| Particulars                                                           | Fair value as at<br>31 March 2023<br>(Refer Note 34) | Dividend income<br>recognised<br>during 2022-23<br>(Refer Note 34) | Fair value as at<br>31 March 2022<br>(Refer Note 34) | Dividend income<br>recognised<br>during 2021-22<br>(Refer Note 34) |
|-----------------------------------------------------------------------|------------------------------------------------------|--------------------------------------------------------------------|------------------------------------------------------|--------------------------------------------------------------------|
| Investment in CESC Limited                                            | -                                                    | -                                                                  | 11,718.73                                            | 695.24                                                             |
| Investment in PCBL Limited (formerly Phillips Carbon Black Limited)   | -                                                    | -                                                                  | 1.14                                                 | 0.05                                                               |
| Investment in Harrisons Malayalam Limited                             | -                                                    | -                                                                  | 0.13                                                 | -                                                                  |
| Investment in CFL Capital Financial Services Limited                  | -                                                    | -                                                                  | 0.02                                                 | -                                                                  |
| Investment in STEL Holdings Limited                                   | -                                                    | -                                                                  | 0.11                                                 | -                                                                  |
| Investment in RPSG Ventures Limited (formerly CESC Ventures Limited)  | -                                                    | -                                                                  | 1,808.56                                             | -                                                                  |
| Investment in Spencers Retail Limited (formerly RP-SG Retail Limited) | -                                                    | -                                                                  | 844.15                                               | -                                                                  |
| Investment in Spencer and Company Limited                             | -                                                    | -                                                                  | 1.48                                                 | -                                                                  |
| Investment in Woodlands Multispeciality Hospital Limited              | -                                                    | -                                                                  | 12.83                                                | -                                                                  |
| Investment in Timbre Media Private Limited                            | -                                                    | -                                                                  | 141.11                                               | -                                                                  |
| <b>Total</b>                                                          | <b>-</b>                                             | <b>-</b>                                                           | <b>14,528.26</b>                                     | <b>695.29</b>                                                      |

### 8.2 OTHER FINANCIAL ASSETS

(Unsecured,considered good unless otherwise stated)

| Particulars                                                | As at<br>31 March 2023 | As at<br>31 March 2022 |
|------------------------------------------------------------|------------------------|------------------------|
| Security deposits                                          |                        |                        |
| Unsecured, considered good (Refer Note 34)                 | 158.74                 | 197.11                 |
| Unsecured, considered doubtful                             | 57.56                  | 57.56                  |
| Less: Provision for doubtful deposits                      | (57.56)                | (57.56)                |
|                                                            | <b>158.74</b>          | <b>197.11</b>          |
| Bank deposits with remaining maturity more than 12 months* | 5,046.06               | 0.32                   |
| Interest accrued on Deposits with bank                     | 90.79                  | -                      |
| <b>Total other financial assets</b>                        | <b>5,295.59</b>        | <b>197.43</b>          |

\* Pledged with Government authority **Rs.45.97 Lakhs** (31 March 2022 - Rs.0.32 Lakh).

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 9 OTHER NON-CURRENT ASSETS

(Unsecured,considered good unless otherwise stated)

| Particulars                           | As at<br>31 March 2023 | As at<br>31 March 2022 |
|---------------------------------------|------------------------|------------------------|
| Capital advances                      |                        |                        |
| Unsecured, considered good            | 5,696.46               | 2,874.47               |
| Unsecured, considered doubtful        | 36.38                  | 36.38                  |
| Less: Provision for doubtful advances | (36.38)                | (36.38)                |
|                                       | <b>5,696.46</b>        | <b>2,874.47</b>        |
| Prepaid expenses                      | 38.29                  | 41.14                  |
| <b>Total other non-current assets</b> | <b>5,734.75</b>        | <b>2,915.61</b>        |

### 10 INVENTORIES [Refer Note 1(h)]

| Particulars                                                | As at<br>31 March 2023 | As at<br>31 March 2022 |
|------------------------------------------------------------|------------------------|------------------------|
| Raw materials (Refer Note 34)                              | -                      | 29.14                  |
| Untelecasted television serials/digital films              | 2,404.64               | 143.47                 |
| Carvaan/music card and others <sup>®</sup> (Refer Note 34) | 4,100.86               | 2,976.23               |
| Music Rights                                               | 2,515.00               | 2,496.67               |
| Digital films under production                             | 7,405.06               | 4,898.32               |
| <b>Total inventories*</b>                                  | <b>16,425.56</b>       | <b>10,543.83</b>       |

<sup>®</sup> Includes goods-in-transit worth **Rs.133.36 Lakhs** (31 March 2022 - Rs.NIL).

\* Carrying amount of inventories pledged as security for liabilities, for details please refer note no. 32(B).

### 11 FINANCIAL ASSETS (CURRENT)

#### 11.1 INVESTMENTS

| Particulars                                                             | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-------------------------------------------------------------------------|------------------------|------------------------|
| <b>Investments carried at fair value through profit and loss</b>        |                        |                        |
| Units of Mutual funds (quoted)                                          | 23,877.46              | 53,076.37              |
| <b>Total investments</b>                                                | <b>23,877.46</b>       | <b>53,076.37</b>       |
| Aggregate carrying value of quoted investments and market value thereof | 23,877.46              | 53,076.37              |

#### 11.2 TRADE RECEIVABLES

| Particulars                                    | As at<br>31 March 2023 | As at<br>31 March 2022 |
|------------------------------------------------|------------------------|------------------------|
| Trade receivables                              |                        |                        |
| Unsecured, considered good                     | 16,063.31              | 11,596.38              |
| Credit impaired                                | 353.19                 | 353.19                 |
| Less: Allowance for expected credit loss       | (1,619.55)             | (1,169.32)             |
| <b>Total trade receivables (Refer Note 34)</b> | <b>14,796.95</b>       | <b>10,780.25</b>       |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

| Particulars                                        | Outstanding from due date of payment as at 31 March 2023 |                    |                   |               |              |                   |                  |
|----------------------------------------------------|----------------------------------------------------------|--------------------|-------------------|---------------|--------------|-------------------|------------------|
|                                                    | Not Due                                                  | Less than 6 months | 6 months - 1 year | 1-2 years     | 2-3 years    | More than 3 years | Total            |
| (i) Undisputed Trade receivables - considered good | 6,185.79                                                 | 3,796.38           | 1,392.45          | 468.06        | 29.75        | 302.57            | 12,175.00        |
| (ii) Disputed Trade receivables - credit impaired  | -                                                        | -                  | -                 | -             | -            | 353.19            | 353.19           |
|                                                    | <b>6,185.79</b>                                          | <b>3,796.38</b>    | <b>1,392.45</b>   | <b>468.06</b> | <b>29.75</b> | <b>655.76</b>     | <b>12,528.19</b> |
| Less: Allowance for expected credit loss           |                                                          |                    |                   |               |              |                   | (1,619.55)       |
| Trade receivables - Unbilled                       |                                                          |                    |                   |               |              |                   | 3,888.31         |
| <b>Total</b>                                       |                                                          |                    |                   |               |              |                   | <b>14,796.95</b> |
| Particulars                                        | Outstanding from due date of payment as at 31 March 2022 |                    |                   |               |              |                   |                  |
|                                                    | Not Due                                                  | Less than 6 months | 6 months - 1 year | 1-2 years     | 2-3 years    | More than 3 years | Total            |
| (i) Undisputed Trade receivables - considered good | 5,963.81                                                 | 2,436.06           | 244.56            | 293.73        | 36.59        | 321.37            | 9,296.12         |
| (ii) Disputed Trade receivables - credit impaired  | -                                                        | -                  | -                 | -             | -            | 353.19            | 353.19           |
|                                                    | <b>5,963.81</b>                                          | <b>2,436.06</b>    | <b>244.56</b>     | <b>293.73</b> | <b>36.59</b> | <b>674.56</b>     | <b>9,649.31</b>  |
| Less: Allowance for expected credit loss           |                                                          |                    |                   |               |              |                   | (1,169.32)       |
| Trade receivables - Unbilled                       |                                                          |                    |                   |               |              |                   | 2,300.26         |
| <b>Total</b>                                       |                                                          |                    |                   |               |              |                   | <b>10,780.25</b> |

Notes:

- (a) No trade receivables are due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.
- (b) Information about the Group's exposure to credit and currency risks related to trade receivables are disclosed in Note 32.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 11.3 CASH AND CASH EQUIVALENTS

| Particulars                                    | As at 31 March 2023 | As at 31 March 2022 |
|------------------------------------------------|---------------------|---------------------|
| Balances with banks                            |                     |                     |
| - Current accounts (Refer Note 34)             | 451.65              | 1,255.04            |
| Deposits with maturity of less than 3 months * | 1,218.23            | 13,985.78           |
| Cheques on hand                                | -                   | 31.16               |
| Cash on hand (Refer Note 34)                   | 0.46                | 0.62                |
| <b>Total cash and cash equivalents</b>         | <b>1,670.34</b>     | <b>15,272.60</b>    |

\* Bank Deposits include **Rs.0.52 Lakh** (31 March 2021 - Rs.NIL) pledged with bank against bank guarantee.

### 11.4 OTHER BANK BALANCES

| Particulars                                                                        | As at 31 March 2023 | As at 31 March 2022 |
|------------------------------------------------------------------------------------|---------------------|---------------------|
| Earmarked balances with bank                                                       |                     |                     |
| Deposits (with remaining maturity greater than 3 months but less than 12 months) # | 49,100.37           | 17,053.22           |
| Unpaid dividend accounts @                                                         | 55.96               | 47.74               |
| <b>Total other bank balances</b>                                                   | <b>49,156.33</b>    | <b>17,100.96</b>    |

# Includes **Rs.195.35 Lakhs** deposited with Delhi Court (31 March 2022 - Rs.196.41 Lakhs).

Also includes, bank deposits **Rs.52.08 Lakhs** (31 March 2022 - Rs.26.27 Lakhs) pledged with bank against bank guarantees.

@ Earmarked for payment of unclaimed dividend

### 11.5 LOANS

(Unsecured, considered good unless otherwise stated)

| Particulars                        | As at 31 March 2023 | As at 31 March 2022 |
|------------------------------------|---------------------|---------------------|
| Loan to employees *                | 2,621.31            | 2,282.09            |
| <b>Total loans (Refer Note 34)</b> | <b>2,621.31</b>     | <b>2,282.09</b>     |

\* includes loan to director (Refer Note 36)

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Group (Ultimate Beneficiaries). The Group has not received any fund from any parties (Funding Party) with the understanding that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 11.6 OTHER FINANCIAL ASSETS

(Unsecured, considered good unless otherwise stated)

| Particulars                                | As at<br>31 March 2023 | As at<br>31 March 2022 |
|--------------------------------------------|------------------------|------------------------|
| Security deposits                          | 202.02                 | 209.98                 |
| Interest accrued on<br>Deposits with banks | 1,558.72               | 583.04                 |
| Other receivable                           | 435.10                 | -                      |
| <b>Total other financial assets</b>        | <b>2,195.84</b>        | <b>793.02</b>          |

### 12 CURRENT TAX ASSETS (NET)

| Particulars                                                                                                                                                                | As at<br>31 March 2023 | As at<br>31 March 2022 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|
| Advance payment of Income Tax and Tax Deducted at Source (Refer Note 34)<br>[net of Provision for Taxation <b>Rs.23,879.00 Lakhs</b> (31 March 2022 - Rs.17,860.45 Lakhs)] | 3,013.25               | 2,566.85               |
| <b>Total current tax assets (net)</b>                                                                                                                                      | <b>3,013.25</b>        | <b>2,566.85</b>        |

### 13 OTHER CURRENT ASSETS

(Unsecured, considered good unless otherwise stated)

| Particulars                                                                                                          | As at<br>31 March 2023 | As at<br>31 March 2022 |
|----------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|
| Royalty advances                                                                                                     |                        |                        |
| Unsecured, considered good                                                                                           | 70.73                  | 270.62                 |
| Unsecured, considered doubtful                                                                                       | 401.83                 | 445.24                 |
| Less: Provision for doubtful advances                                                                                | (401.83)               | (445.24)               |
|                                                                                                                      | <b>70.73</b>           | <b>270.62</b>          |
| Advance against supply of goods and services (Refer Note 34)                                                         |                        |                        |
| Unsecured, considered good                                                                                           | 8,365.97               | 6,649.30               |
| Unsecured, considered doubtful                                                                                       | 324.97                 | 324.98                 |
| Less: Provision for doubtful advances                                                                                | (324.97)               | (324.98)               |
|                                                                                                                      | <b>8,365.97</b>        | <b>6,649.30</b>        |
| Prepaid expenses (Refer Note 34)                                                                                     |                        |                        |
| Unsecured, considered good                                                                                           | 250.64                 | 296.72                 |
| Unsecured, considered doubtful                                                                                       | 44.06                  | 44.06                  |
| Less: Provision for doubtful advances                                                                                | (44.06)                | (44.06)                |
|                                                                                                                      | <b>250.64</b>          | <b>296.72</b>          |
| Gratuity (Refer Note 29 and Note 34)                                                                                 | -                      | 51.84                  |
| Other receivables                                                                                                    | 51.91                  | 51.91                  |
| Balances with government authorities (Refer Note 34)                                                                 | 2,686.77               | 3,441.77               |
| Advance payment of fringe benefit tax [net of Provision <b>Rs.147.87 Lakhs</b><br>(31 March 2022 - Rs.147.87 Lakhs)] | 20.08                  | 20.08                  |
| <b>Total other current assets</b>                                                                                    | <b>11,446.10</b>       | <b>10,782.24</b>       |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 14 EQUITY SHARE CAPITAL AND OTHER EQUITY

#### 14.1 EQUITY SHARE CAPITAL

| Particulars                                                      | As at 31 March 2023 | As at 31 March 2022 |
|------------------------------------------------------------------|---------------------|---------------------|
|                                                                  | Number of shares    | Amount              |
|                                                                  | Number of shares    | Amount              |
| <b>Authorised</b>                                                |                     |                     |
| Ordinary shares of Re.1/- each<br>(Previous year Rs.10/- each)** | 250,000,000         | 2,500.00            |
| <b>Issued</b>                                                    |                     |                     |
| Ordinary shares of Re.1/- each<br>(Previous year Rs.10/- each)** | 192,809,490         | 1,928.09            |
| <b>Subscribed and fully paid up</b>                              |                     |                     |
| Ordinary shares of Re.1/- each<br>(Previous year Rs.10/- each)** | 192,809,490         | 1,928.09            |

#### Reconciliation of number of ordinary shares outstanding

| Particulars                                                                      | As at 31 March 2023 | As at 31 March 2022 |
|----------------------------------------------------------------------------------|---------------------|---------------------|
|                                                                                  | Number of shares    | Amount              |
|                                                                                  | Number of shares    | Amount              |
| As at the beginning of the year                                                  | 192,809,490         | 1,928.09            |
| Add: Issued during the year*                                                     | -                   | -                   |
| Add: Equity shares arising on shares split from<br>Rs.10/- to Re.1/- per share** | -                   | -                   |
| As at the end of the year                                                        | <b>192,809,490</b>  | <b>1,928.09</b>     |

\* During the year, the Parent Company has issued **NIL** equity shares (Previous Year: 2,000 equity shares) of face value of Rs.10/- each under the Employee Stock Option Scheme 2013. Further during the year, the Parent Company has allotted **NIL** equity shares (Previous Year: 18,50,937) of face value of Rs.10/- each through Qualified Institutions Placement aggregating to **Rs.NIL** (Previous Year: Rs.74,999.97 Lakhs).

\*\* Pursuant to the Special Resolution passed by the Shareholders of the Parent Company by way of Postal Ballot through electronic means on 31 March 2022, the Parent Company has sub-divided its equity share of face value of Rs.10/- (Rs. Ten only) each fully paid up, into 10 (Ten) equity shares of face value Re.1/- (Rupee One only) each fully paid-up, effective from 28 April 2022. Hence, shares have now been adjusted on account of sub-division of share done by the Parent Company.

#### Rights issue

Out of 53,38,628 equity shares of face value Rs.10/- each issued for cash at a premium of Rs.35/- (issue price - Rs.45/-) pursuant to the Rights Issue in 2005, allotment of **5,290** equity shares of face value Rs.10/- each (31 March 2022 - 5,290 equity shares of face value Rs.10/- each) (relating to cases under litigation/ pending clearance from the concerned authorities) are kept in abeyance as on 31 March 2023.

#### Rights, preferences and restrictions attached to shares

The Parent Company has only one class of equity shares having a par value of Re.1/- per share (previous year Rs.10/- per share). Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting except in case of interim dividend.

In the event of liquidation of the Company, the holder of equity shares are eligible to receive remaining assets of the Company in proportion to their shareholding.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### Shares held by holding company

| Name of the Shareholder            | As at 31 March 2023   |          | As at 31 March 2022   |          |
|------------------------------------|-----------------------|----------|-----------------------|----------|
|                                    | Number of shares held | Amount   | Number of shares held | Amount   |
| Composure Services Private Limited | 103,525,990           | 1,035.26 | 102,915,990           | 1,029.16 |

### Details of shares held by each shareholders holding more than 5% of the aggregate shares in the Parent Company

| Name of the Shareholder            | As at 31 March 2023   |                    | As at 31 March 2022   |                    |
|------------------------------------|-----------------------|--------------------|-----------------------|--------------------|
|                                    | Number of shares held | Holding percentage | Number of shares held | Holding percentage |
| Composure Services Private Limited | 103,525,990           | 53.69%             | 102,915,990           | 53.38%             |

### Disclosure of shareholding of promoters

| Name of the Shareholder                                               | As at 31 March 2023   |                    | As at 31 March 2022   |                    |
|-----------------------------------------------------------------------|-----------------------|--------------------|-----------------------|--------------------|
|                                                                       | Number of shares held | Holding percentage | Number of shares held | Holding percentage |
| Composure Services Private Limited                                    | 103,525,990           | 53.69%             | 102,915,990           | 53.38%             |
| STEL Holdings Limited                                                 | 1,600                 | 0.00%              | 1,600                 | 0.00%              |
| Quest Capital Markets Limited (formerly BNK Capital Markets Limited)* | 8,232,200             | 4.27%              | 8,232,200             | 4.27%              |
| Sarala Real Estate Limited                                            | -                     | -                  | -                     | -                  |
| <b>Total</b>                                                          | <b>111,759,790</b>    | <b>57.96%</b>      | <b>111,149,790</b>    | <b>57.65%</b>      |

\*Quest Capital Markets Limited (formerly BNK Capital Markets Limited) is added in the promoter group list of Saregama India Limited pursuant to the transaction between Lebnitz Real Estates Private Limited and Quest Capital Markets Limited (formerly BNK Capital Markets Limited).

### Stock option schemes and stock appreciation rights

Information relating to Employee Option Plan, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in Note 30.

### 14.2 OTHER EQUITY

| Particulars                          | As at<br>31 March 2023 | As at<br>31 March 2022 |
|--------------------------------------|------------------------|------------------------|
| Capital reserve                      | 55.19                  | 55.19                  |
| General reserve                      | 693.95                 | 693.95                 |
| Securities premium                   | 83,412.32              | 83,412.32              |
| Share option outstanding reserve     | 307.60                 | 91.89                  |
| Treasury Shares                      | (1,691.18)             | (85.12)                |
| Saregama Welfare Trust Reserve       | 21.67                  | 14.57                  |
| Retained earnings                    | 38,147.49              | 32,952.38              |
| Revaluation reserve                  | 11,089.59              | 11,087.62              |
| Equity instrument through OCI        | -                      | 7,505.20               |
| Foreign currency translation reserve | 246.29                 | 113.62                 |
| <b>Total other equity</b>            | <b>132,282.92</b>      | <b>135,841.62</b>      |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

- (i) **Capital reserve :** The Group recognises profit or loss on purchase, sale, issue or cancellation of the Group's own equity instruments to Capital Reserve. The Group also recognises gains or losses on transaction with Non-Controlling Interest which do not result in loss of control over subsidiary in the capital reserve.

| Particulars                           | As at<br>31 March 2023 | As at<br>31 March 2022 |
|---------------------------------------|------------------------|------------------------|
| Balance at the beginning of the year  | 55.19                  | 55.19                  |
| <b>Balance at the end of the year</b> | <b>55.19</b>           | <b>55.19</b>           |

- (ii) **General reserve :** Under the erstwhile Companies Act 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act, 2013 (the "Companies Act"), the requirement to mandatory transfer a specified percentage of net profit to general reserve has been withdrawn. The amount credited to the reserve can be utilised by the Company in accordance with the provisions of the Companies Act. There is no movement in general reserve during the current and previous year.

| Particulars                           | As at<br>31 March 2023 | As at<br>31 March 2022 |
|---------------------------------------|------------------------|------------------------|
| Balance at the beginning of the year  | 693.95                 | 693.95                 |
| <b>Balance at the end of the year</b> | <b>693.95</b>          | <b>693.95</b>          |

- (iii) **Securities premium :** This reserve represents the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act.

| Particulars                                                                                                                             | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-----------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|
| Balance at the beginning of the year                                                                                                    | 83,412.32              | 10,277.11              |
| Add: <b>NIL</b> (2021-22 - 2,000) shares of face value Rs.10/- each issued on exercise of options (Refer Note 30)                       | -                      | 4.67                   |
| Add: <b>NIL</b> [2021-22 - On fresh issues of shares of face value Rs.10/- each (net of expenses of Rs.1,684.34 Lakhs)] {Refer Note 40} | -                      | 73,130.54              |
| <b>Balance at the end of the year</b>                                                                                                   | <b>83,412.32</b>       | <b>83,412.32</b>       |

- (iv) **Share options outstanding reserve :** This reserve relates to stock options granted by the Parent Company to eligible employees under Saregama Employee Stock Option Scheme 2013. This reserve is transferred to securities premium or retained earnings on exercise or cancellations of vested options.

| Particulars                                                             | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-------------------------------------------------------------------------|------------------------|------------------------|
| Balance at the beginning of the year                                    | 91.89                  | 212.11                 |
| Employee stock option expense (Refer Note 24)                           | 306.75                 | 75.70                  |
| Effect of modification of share based payment awards {Refer Note 30(c)} | -                      | -                      |
| Transfer on account of exercise of options                              | (89.35)                | (188.40)               |
| Adjustment on account of exercise of options                            | (1.69)                 | (7.52)                 |
| <b>Balance at the end of the year</b>                                   | <b>307.60</b>          | <b>91.89</b>           |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

- (v) Treasury Shares :** The Parent Company has formed Saregama Welfare Trust (SWT) for implementation of the Schemes that are notified or may be notified from time to time by the Parent Company under the plan, providing share based benefits to its employees. SWT purchases shares of the Parent Company out of funds borrowed from the Parent Company. The Parent Company treats SWT as its extension and shares held by SWT are treated as treasury shares.

| Particulars                                                                | As at<br>31 March 2023 | As at<br>31 March 2022 |
|----------------------------------------------------------------------------|------------------------|------------------------|
| Balance at the beginning of the year                                       | (85.12)                | (425.60)               |
| Add: Sale/(Purchase) of treasury shares by the trust during the year (net) | (1,607.75)             | 332.96                 |
| Adjustment on account of exercise of options                               | 1.69                   | 7.52                   |
| <b>Balance at the end of the year</b>                                      | <b>(1,691.18)</b>      | <b>(85.12)</b>         |

- (vi) Saregama Welfare Trust Reserve :** The Parent Company has formed Saregama Welfare Trust (SWT) for implementation of the Schemes that are notified or may be notified from time to time by the Parent Company under the plan, providing share based benefits to the employees. SWT purchases shares of the Parent Company out of funds provided by the Parent Company. The Parent Company treats SWT as its extension and shares held by SWT are treated as Treasury Shares. Profit/(loss) on sale/transfer of treasury shares (net of tax) and dividend earned on the same by the SWT is recognized in SWT Reserve.

| Particulars                            | As at<br>31 March 2023 | As at<br>31 March 2022 |
|----------------------------------------|------------------------|------------------------|
| Balance at the beginning of the year   | 14.57                  | (11.36)                |
| Income/(Expense) of Trust for the year | 7.10                   | 25.93                  |
| <b>Balance at the end of the year</b>  | <b>21.67</b>           | <b>14.57</b>           |

- (vii) Retained earnings :** This reserve represents the cumulative profits of the Group and effects of remeasurement of defined benefit obligations. This reserve can be utilised in accordance with the provisions of the Companies Act.

| Particulars                                                                   | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-------------------------------------------------------------------------------|------------------------|------------------------|
| Balance at the beginning of the year                                          | 32,952.38              | 21,361.50              |
| Adjusted pursuant to scheme of arrangement (Refer Note 34)                    | (7,648.78)             | -                      |
| Cancellation of investment pursuant to scheme of arrangement (Refer Note 34)  | (1.00)                 | -                      |
| Net profit for the year                                                       | 18,533.82              | 15,259.94              |
| Items of other comprehensive income recognised directly in retained earnings  |                        |                        |
| - Remeasurements of post-employment benefit obligation (net of tax)           | 6.00                   | 86.28                  |
| Interim dividend declared                                                     | (5,784.28)             | (5,784.28)             |
| Transfer on account of exercise of options                                    | 89.35                  | 188.40                 |
| Transfer from Other Comprehensive income on de-recognition of financial asset | -                      | 1,840.54               |
| <b>Balance at the end of the year</b>                                         | <b>38,147.49</b>       | <b>32,952.38</b>       |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

- (viii) Revaluation surplus :** This reserve represents surplus on revaluation of Property, plant and equipment (land) and will be transferred directly to retained earning when the asset is derecognised.

| Particulars                           | As at<br>31 March 2023 | As at<br>31 March 2022 |
|---------------------------------------|------------------------|------------------------|
| Balance at the beginning of the year  | 11,087.62              | 10,349.54              |
| Surplus on revaluation of Land        | -                      | 959.44                 |
| Deferred tax on revaluation of land   | -                      | (223.51)               |
| Deferred tax on investment property   | 1.97                   | 2.15                   |
| <b>Balance at the end of the year</b> | <b>11,089.59</b>       | <b>11,087.62</b>       |

- (ix) Equity instruments through OCI (FVOCI) :** This reserve represents the cumulative gains (net of losses) arising on the revaluation of Equity Instruments at fair value through Other Comprehensive Income (OCI), net of amounts reclassified, if any, to Retained earnings when those instruments are disposed of.

| Particulars                                                             | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-------------------------------------------------------------------------|------------------------|------------------------|
| Balance at the beginning of the year                                    | 7,505.20               | 6,230.50               |
| Changes in fair value of FVOCI equity instruments during the year       | -                      | 3,385.69               |
| Deferred tax on above                                                   | -                      | (390.77)               |
| Deferred tax reversed on de-recognition of financial asset              | -                      | 226.79                 |
| Current tax on de-recognition of financial asset                        | -                      | (106.47)               |
| Transferred to Retained earning on de-recognition of financial asset    | -                      | (1,840.54)             |
| Less: transferred pursuant to the scheme of arrangement (Refer Note 34) | (7,505.20)             | -                      |
| <b>Balance at the end of the year</b>                                   | <b>-</b>               | <b>7,505.20</b>        |

- (x) Foreign currency translation reserve :** Exchange difference arising from translation of foreign operations are recognised in other comprehensive income as described in accounting policies [Refer note 1(a)(vi)] and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss on disposal of the net investment.

| Particulars                             | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-----------------------------------------|------------------------|------------------------|
| Balance at the beginning of the year    | 113.62                 | 92.95                  |
| Other comprehensive income for the year | 132.67                 | 20.67                  |
| <b>Balance at the end of the year</b>   | <b>246.29</b>          | <b>113.62</b>          |

## 15 EMPLOYEE BENEFIT OBLIGATIONS (NON-CURRENT)

| Particulars                                              | As at<br>31 March 2023 | As at<br>31 March 2022 |
|----------------------------------------------------------|------------------------|------------------------|
| Leave encashment obligations (Refer Note 29 and Note 34) | 414.26                 | 418.95                 |
| <b>Total employee benefit obligations (non-current)</b>  | <b>414.26</b>          | <b>418.95</b>          |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 16 DEFERRED TAX LIABILITIES (NET)

The balance comprises temporary differences attributable to:

| Particulars                                                              | Balance as at 1 April 2022 | Recognised to profit or loss during the year | Balance transferred pursuant to scheme of arrangement (Refer Note 34) | Recognised to/ reclassified from OCI | Recognised directly to other equity | Balance as at 31 March 2023 |
|--------------------------------------------------------------------------|----------------------------|----------------------------------------------|-----------------------------------------------------------------------|--------------------------------------|-------------------------------------|-----------------------------|
| <b>Deferred tax liability</b>                                            |                            |                                              |                                                                       |                                      |                                     |                             |
| Fair value changes on financial assets-equity instruments / mutual funds | 1,148.38                   | 139.21                                       | (1,009.88)                                                            | -                                    | -                                   | 277.71                      |
| Property, plant and equipment, intangible assets and investment property | 4,549.23                   | 194.15                                       | -                                                                     | -                                    | (1.97)                              | 4,741.41                    |
| Minimum guarantee royalty advance                                        | 55.79                      | (56.33)                                      | -                                                                     | -                                    | -                                   | (0.54)                      |
| Provision for royalty on licence fees                                    | 218.78                     | (2.34)                                       | -                                                                     | -                                    | -                                   | 216.44                      |
| Income received in advance-digital film                                  | 14.19                      | 0.81                                         | -                                                                     | -                                    | -                                   | 15.00                       |
| <b>Total deferred tax liability</b>                                      | <b>5,986.37</b>            | <b>275.50</b>                                | <b>(1,009.88)</b>                                                     | <b>-</b>                             | <b>(1.97)</b>                       | <b>5,250.02</b>             |
| <b>Deferred tax asset</b>                                                |                            |                                              |                                                                       |                                      |                                     |                             |
| Allowance for expected credit loss                                       | 254.36                     | 158.86                                       | -                                                                     | -                                    | -                                   | 413.22                      |
| Expenditure allowable for tax purpose in subsequent years                | 114.88                     | 99.91                                        | -                                                                     | (1.97)                               | -                                   | 212.82                      |
| Lease liabilities (net)                                                  | 1.11                       | (14.86)                                      | -                                                                     | -                                    | -                                   | (13.75)                     |
| <b>Total deferred tax asset</b>                                          | <b>370.35</b>              | <b>243.91</b>                                | <b>-</b>                                                              | <b>(1.97)</b>                        | <b>-</b>                            | <b>612.29</b>               |
| <b>Net deferred tax liability</b>                                        | <b>5,616.02</b>            | <b>31.59</b>                                 | <b>(1,009.88)</b>                                                     | <b>1.97</b>                          | <b>(1.97)</b>                       | <b>4,637.73</b>             |
| <br>                                                                     |                            |                                              |                                                                       |                                      |                                     |                             |
| Particulars                                                              | Balance as at 1 April 2021 | Recognised to profit or loss during the year | Other adjustments                                                     | Recognised to/ reclassified from OCI | Recognised directly to other equity | Balance as at 31 March 2022 |
| <b>Deferred tax liability</b>                                            |                            |                                              |                                                                       |                                      |                                     |                             |
| Fair value changes on financial assets-equity instruments / mutual funds | 850.04                     | 134.36                                       | -                                                                     | 390.77                               | (226.79)                            | 1,148.38                    |
| Property, plant and equipment, intangible assets and investment property | 4,321.59                   | 6.28                                         | -                                                                     | 223.51                               | (2.15)                              | 4,549.23                    |
| Minimum guarantee royalty advance                                        | 141.50                     | (85.71)                                      | -                                                                     | -                                    | -                                   | 55.79                       |
| Provision for royalty on licence fees                                    | 142.28                     | 76.50                                        | -                                                                     | -                                    | -                                   | 218.78                      |
| Income received in advance-digital film                                  | -                          | 14.19                                        | -                                                                     | -                                    | -                                   | 14.19                       |
| <b>Total deferred tax liability</b>                                      | <b>5,455.41</b>            | <b>145.62</b>                                | <b>-</b>                                                              | <b>614.28</b>                        | <b>(228.94)</b>                     | <b>5,986.37</b>             |
| <b>Deferred tax asset</b>                                                |                            |                                              |                                                                       |                                      |                                     |                             |
| Allowance for expected credit loss                                       | 253.92                     | 0.44                                         | -                                                                     | -                                    | -                                   | 254.36                      |
| Expenditure allowable for tax purpose in subsequent years                | 119.59                     | 24.38                                        | -                                                                     | (29.09)                              | -                                   | 114.88                      |
| Income received in advance-digital film                                  | 1.83                       | (1.83)                                       | -                                                                     | -                                    | -                                   | -                           |
| Lease liabilities (net)                                                  | 27.74                      | (26.63)                                      | -                                                                     | -                                    | -                                   | 1.11                        |
| <b>Total deferred tax asset</b>                                          | <b>403.08</b>              | <b>(3.64)</b>                                | <b>-</b>                                                              | <b>(29.09)</b>                       | <b>-</b>                            | <b>370.35</b>               |
| <b>Net deferred tax liability</b>                                        | <b>5,052.33</b>            | <b>149.26</b>                                | <b>-</b>                                                              | <b>643.37</b>                        | <b>(228.94)</b>                     | <b>5,616.02</b>             |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 17 FINANCIAL LIABILITIES (CURRENT)

#### 17.1 TRADE PAYABLES

| Particulars                                                                               | As at 31 March 2023                                                            | As at 31 March 2022 |               |                   |                 |
|-------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|---------------------|---------------|-------------------|-----------------|
| <b>Trade payables</b>                                                                     |                                                                                |                     |               |                   |                 |
| a) Total outstanding dues of micro enterprises and small enterprises                      | 2.68                                                                           | 0.71                |               |                   |                 |
| b) Total outstanding dues of creditors other than micro enterprises and small enterprises | 7,024.58                                                                       | 6,451.68            |               |                   |                 |
| <b>Total trade payables (Refer Note 34)</b>                                               |                                                                                | <b>7,027.26</b>     |               |                   |                 |
| <b>Trade Payables ageing schedule:</b>                                                    |                                                                                |                     |               |                   |                 |
| Particulars                                                                               | Outstanding for following periods from due date of payment as at 31 March 2023 |                     |               |                   |                 |
|                                                                                           | Less than 1 year                                                               | 1-2 years           | 2-3 years     | More than 3 years | Total           |
| Total outstanding dues of micro enterprises and small enterprises                         | 2.68                                                                           | -                   | -             | -                 | 2.68            |
| Total outstanding dues of creditors other than micro enterprises and small enterprises    | 5,045.03                                                                       | 308.95              | 241.19        | 1,429.41          | 7,024.58        |
| <b>Total</b>                                                                              | <b>5,047.71</b>                                                                | <b>308.95</b>       | <b>241.19</b> | <b>1,429.41</b>   | <b>7,027.26</b> |
| Particulars                                                                               | Outstanding for following periods from due date of payment as at 31 March 2022 |                     |               |                   |                 |
|                                                                                           | Less than 1 year                                                               | 1-2 years           | 2-3 years     | More than 3 years | Total           |
| Total outstanding dues of micro enterprises and small enterprises                         | 0.71                                                                           | -                   | -             | -                 | 0.71            |
| Total outstanding dues of creditors other than micro enterprises and small enterprises    | 3,549.94                                                                       | 81.40               | 667.23        | 2,153.11          | 6,451.68        |
| <b>Total</b>                                                                              | <b>3,550.65</b>                                                                | <b>81.40</b>        | <b>667.23</b> | <b>2,153.11</b>   | <b>6,452.39</b> |

#### 17.2 OTHER FINANCIAL LIABILITIES

| Particulars                                                                           | As at 31 March 2023 | As at 31 March 2022 |
|---------------------------------------------------------------------------------------|---------------------|---------------------|
| <b>Security deposit</b>                                                               |                     |                     |
| Security deposit from dealers and others (Refer Note 34)                              | 47.52               | 47.46               |
| Security deposit from General Insurance Corporation of India on sub lease of property | 18.01               | 18.01               |
| Unpaid dividends*                                                                     | 55.96               | 47.74               |
| Others                                                                                |                     |                     |
| Dealer's incentive (Refer Note 34)                                                    | 228.81              | 231.82              |
| Liabilities for expenses (Refer Note 34)                                              | 3,380.28            | 3,033.55            |
| Employee benefits payable (Refer Note 34)                                             | 930.91              | 769.37              |
| Interest accrued and due on deposits from dealers                                     | 5.04                | 5.04                |
| Liability towards deposits received under settlement                                  | 152.58              | 152.58              |
| Capital creditors                                                                     | 835.31              | -                   |
| <b>Total other financial liabilities</b>                                              | <b>5,654.42</b>     | <b>4,305.57</b>     |

\* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the year end.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 18 OTHER CURRENT LIABILITIES

| Particulars                                | As at<br>31 March 2023 | As at<br>31 March 2022 |
|--------------------------------------------|------------------------|------------------------|
| Income received in advance (Refer Note 34) | 7,794.00               | 3,140.02               |
| Advance from customers                     | 324.34                 | 871.43                 |
| Amount payable to Government authorities*  | 582.81                 | 590.42                 |
| Others                                     | 59.50                  | 59.50                  |
| <b>Total other current liabilities</b>     | <b>8,760.65</b>        | <b>4,661.37</b>        |

\*Primarily include payables in respect of Goods and Services Tax (GST) and tax deducted at source (TDS).

### 19 PROVISIONS

| Particulars                                             | As at<br>31 March 2023 | As at<br>31 March 2022 |
|---------------------------------------------------------|------------------------|------------------------|
| Other provisions                                        |                        |                        |
| Provision for returns of magazines                      | -                      | 15.00                  |
| Provision for royalty on licence fees (Refer Note 19.1) | 9,126.28               | 9,003.19               |
| <b>Total provisions</b>                                 | <b>9,126.28</b>        | <b>9,018.19</b>        |

### 19.1 MOVEMENT OF PROVISION FOR ROYALTY ON LICENCE FEES

| Particulars                                   | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-----------------------------------------------|------------------------|------------------------|
| Balance at the beginning of the year          | 9,003.19               | 7,078.51               |
| Charged/(credited) to profit or loss          |                        |                        |
| - created during the year                     | 4,543.80               | 5,053.15               |
| - discounting on provision created            | (489.62)               | (695.35)               |
| - unwinding of discount on provision created  | 498.90                 | 391.40                 |
| - unused amounts reversed                     | (2,849.68)             | (483.95)               |
| Amounts utilised/ transferred during the year | (1,580.31)             | (2,340.57)             |
| <b>Balance at the end of the year</b>         | <b>9,126.28</b>        | <b>9,003.19</b>        |

### 20 EMPLOYEE BENEFIT OBLIGATIONS (CURRENT)

| Particulars                                         | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-----------------------------------------------------|------------------------|------------------------|
| Leave encashment obligations (Refer Note 29)        | 71.14                  | 78.14                  |
| Gratuity (Refer Note 29)                            | 8.80                   | -                      |
| <b>Total employee benefit obligations (current)</b> | <b>79.94</b>           | <b>78.14</b>           |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 21 REVENUE FROM OPERATIONS

| Particulars                                                      | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|------------------------------------------------------------------|-----------------------------|-----------------------------|
| <b>Sale of products</b>                                          | <b>12,760.93</b>            | 10,167.72                   |
| <b>Sale of services</b>                                          |                             |                             |
| Income from films, television serials and events                 | 15,741.95                   | 10,239.13                   |
| Licence fees                                                     | 42,122.50                   | 36,328.85                   |
| <b>Other operating revenue</b>                                   | <b>3,036.74</b>             | 884.21                      |
| <b>Revenue from continuing operations</b>                        | <b>73,662.12</b>            | <b>57,619.91</b>            |
| <b>Revenue from discontinued operations (Refer Note 35)</b>      | -                           | 442.85                      |
| <b>Total Revenue from continuing and discontinued operations</b> | <b>73,662.12</b>            | <b>58,062.76</b>            |

#### Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by primary geography market, products and service lines and timing of revenue recognition. The Group believes that this disaggregation best depicts how the nature, amount, timing of revenues and cash flows are affected by geography and other economic factors:

| Sale of Products                                     | Sale of products               |                                | Licence fees                   |                                | Films, Television serials and Events |                                |
|------------------------------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------------|--------------------------------|
|                                                      | Year ended<br>31 March<br>2023 | Year ended<br>31 March<br>2022 | Year ended<br>31 March<br>2023 | Year ended<br>31 March<br>2022 | Year ended<br>31 March<br>2023       | Year ended<br>31 March<br>2022 |
| <b>Revenue by geography</b>                          |                                |                                |                                |                                |                                      |                                |
| Domestic                                             | 12,244.77                      | 9,609.35                       | 14,628.75                      | 19,859.05                      | 11,905.49                            | 8,584.08                       |
| International                                        | 516.16                         | 558.37                         | 27,493.75                      | 16,469.80                      | 3,836.46                             | 1,655.05                       |
|                                                      | <b>12,760.93</b>               | <b>10,167.72</b>               | <b>42,122.50</b>               | <b>36,328.85</b>               | <b>15,741.95</b>                     | <b>10,239.13</b>               |
| <b>Timing of Revenue Recognition</b>                 |                                |                                |                                |                                |                                      |                                |
| Products and services transferred at a point in time | 12,760.93                      | 10,167.72                      | 6,979.37                       | 4,533.24                       | 15,741.95                            | 10,239.13                      |
| Products and services transferred over time          | -                              | -                              | 35,143.13                      | 31,795.61                      | -                                    | -                              |
| <b>Total Revenue from Contracts with customers</b>   | <b>12,760.93</b>               | <b>10,167.72</b>               | <b>42,122.50</b>               | <b>36,328.85</b>               | <b>15,741.95</b>                     | <b>10,239.13</b>               |

Relationship between disclosure of disaggregated revenue and revenue information for each reportable segment has been disclosed in Note 43 to the financial statement.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### Contract Balances

The following table provides information about receivables and contract liabilities from contracts with customers:

| Particulars                                                                                 | As at<br>31 March 2023 | As at<br>31 March 2022 |
|---------------------------------------------------------------------------------------------|------------------------|------------------------|
| Receivables, which are included in 'trade receivables' (Refer Note 11.2)                    | 14,796.95              | 10,780.25              |
| Contract liabilities, which are included in 'income received in advance'<br>(Refer Note 18) | 7,794.00               | 3,140.02               |

The contract assets primarily relate to the Group's rights to consideration for services rendered but not billed at the reporting date. The contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Group issues an invoice to the customer.

A receivable is a right to consideration that is unconditional upon passage of time. Revenue from the sale of products is recognised at the point in time when control is transferred to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized over the access period. Revenues in excess of billings is recorded as unbilled revenue and is classified as a financial asset for these cases as right to consideration is unconditional upon passage of time.

Invoicing in excess of earnings are classified as contract liability.

### Changes in contract liabilities are as follows:

| Particulars                                                                                        | As at<br>31 March 2023 | As at<br>31 March 2022 |
|----------------------------------------------------------------------------------------------------|------------------------|------------------------|
| Balance at the beginning of the year                                                               | 3,140.02               | 1,758.32               |
| Revenue recognised that was included in the contract liabilities at the beginning of the year      | (3,140.02)             | (1,758.32)             |
| Increase due to invoicing during the year, excluding amounts recognised as revenue during the year | 7,794.00               | 3,140.02               |
| <b>Balance at the end of the year</b>                                                              | <b>7,794.00</b>        | <b>3,140.02</b>        |

The Parent Company has entered into a few contracts where the period between the transfer of the promised goods or services to the customer and payments by the customer exceeds one year and hence, there exists a financing component included in such contracts. On evaluation of the terms of the contracts, the effects of financing have not been found to be significant and the same has been adjusted accordingly.

### Reconciliation of revenue recognised with the contracted price is as follows:

| Particulars                                           | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|-------------------------------------------------------|-----------------------------|-----------------------------|
| Contracted prices                                     | 70,975.56                   | 56,735.70                   |
| Reductions towards variable consideration components  | (350.18)                    | (374.14)                    |
| <b>Revenue recognised from continuing operations*</b> | <b>70,625.38</b>            | <b>56,361.56</b>            |

\* The above balances include revenue from sale of products and sale of services.

The reduction towards variable consideration comprises of volume discounts, incentives, etc.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### Performance obligation

The following table provides information about the nature and timing of performance obligation in contracts with customers, including significant payment terms and related revenue recognition policies:

| Type of product                    | Type of product Nature and timing of satisfaction of performance obligation, including significant payment terms                                                                                                                                                                                                                                                                                                                                                                                | Revenue recognition under Ind AS 115                                                                                                                                                                                                                                                                                                                                             |
|------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Physical products                  | In case of sales of products, customer obtain control of the products when the goods are delivered at customer's premise.                                                                                                                                                                                                                                                                                                                                                                       | Revenue from the sale of products is recognised at the point in time when control is transferred to the customer. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers. |
| Music Licensing                    | The performance obligation of "right-to-use" of Music Licensing contracts gets satisfied at the time of entering into agreement/ contracts with customers. In case of "right-to-access" of Music Licensing contracts, the Group undertakes activities that significantly affect the Music Licenses to which the customer has rights. In these cases, the performance obligation gets complete when the Customers accesses the music licenses. Payment is made as per the terms of the Contract. | Revenue from Music licensing where the customer obtains a "right to use" is recognized at the time the license is made available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized over the access period.                                                                                                                     |
| Sale of television serial episodes | In case of sale of TV serial episodes, customer obtain control of the TV serial episodes when the same is delivered to them and revenue is recognised at that point in time.                                                                                                                                                                                                                                                                                                                    | Revenue from the sale of television serial episodes is recognised upfront at the point in time when the software is delivered to the customer.                                                                                                                                                                                                                                   |
| Sale of Free Commercial Time       | The performance obligation gets satisfied at the time when the related advertisement or commercials appears before the public, i.e. on telecast.                                                                                                                                                                                                                                                                                                                                                | Revenue from sale of free commercial time (net of trade discount, as applicable) are recognised when the related advertisement or commercials appears before the public, i.e. on telecast.                                                                                                                                                                                       |
| Theatrical Distribution of Films   | The performance obligation gets satisfied at the time of exhibition of films.                                                                                                                                                                                                                                                                                                                                                                                                                   | Revenue from theatrical distribution is recognised on exhibition of films. In case of distribution through theatres, revenue is recognised on the basis of box office reports received from various exhibitors. Contracted minimum guarantees are recognised on theatrical release.                                                                                              |
| Sale of Film Rights                | The performance obligation gets satisfied at the time of assignment of such rights as per terms of the sale/licensing agreements. Invoices are payable within contractually agreed credit period.                                                                                                                                                                                                                                                                                               | Revenue from Sale of films rights are recognised on assignment of such rights as per terms of the sale/licensing agreements.                                                                                                                                                                                                                                                     |
| Publication revenue                | The performance obligation gets satisfied when the magazines are sold.<br>The performance obligation gets satisfied when the publications are delivered to the subscribers over the subscription period.                                                                                                                                                                                                                                                                                        | Revenue from current affairs and features magazine is recognised in the period in which the magazines are sold and are accounted for net of commission and discounts.<br>Revenue from subscription to the Group's print publications is recognised as earned, prorata on a per issue basis over the subscription period.                                                         |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 22 OTHER INCOME

| Particulars                                                                                          | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|------------------------------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| Liabilities/Provisions no longer required written back                                               | 1.37                        | 28.89                       |
| Allowance for expected credit loss / provision for doubtful advances no longer required written back | -                           | 39.48                       |
| Interest income under effective interest method (refer note below)                                   | 2,950.35                    | 1,835.88                    |
| Dividend income from equity investments designated at FVOCI*                                         | -                           | 695.29                      |
| Profit on sale of investment in mutual fund                                                          | 1,439.27                    | 48.30                       |
| Fair value gain on mutual fund at FVTPL                                                              | 564.69                      | 555.76                      |
| Rent Income (Refer Note 5)                                                                           | 19.25                       | 18.90                       |
| Net gain on foreign currency transactions                                                            | 264.90                      | 89.68                       |
| Insurance claim                                                                                      | 87.14                       | 164.04                      |
| Other non-operating income                                                                           | 36.16                       | 5.84                        |
| <b>Total other income</b>                                                                            | <b>5,363.13</b>             | <b>3,482.06</b>             |

Note:

| Particulars                                          | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|------------------------------------------------------|-----------------------------|-----------------------------|
| Above Interest income comprises :                    |                             |                             |
| - Interest income on bank balances and bank deposits | 2,453.87                    | 1,072.65                    |
| - Unwinding of discount on financial assets          | 4.01                        | 65.10                       |
| - Discounting of financial liabilities/provision     | 489.62                      | 695.35                      |
| - Security deposits                                  | 2.85                        | 2.78                        |
| - Other interest                                     | -                           | -                           |
| <b>Total interest income</b>                         | <b>2,950.35</b>             | <b>1,835.88</b>             |

\* All dividends from equity investments designated at FVOCI relate to investments held at the end of the reporting year.

### 23 OPERATIONAL COST

| Particulars                                                         | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|---------------------------------------------------------------------|-----------------------------|-----------------------------|
| <b>Music</b>                                                        |                             |                             |
| Opening Inventory                                                   | 5,472.90                    | 4,513.73                    |
| Less: Transferred pursuant to scheme of arrangement (Refer Note 34) | 444.79                      | -                           |
| Add: Purchase of Inventory                                          | 10,678.50                   | 7,830.57                    |
| Less: Closing Inventory                                             | 6,615.86                    | 9,090.75                    |
| <b>Total operational cost</b>                                       | <b>22,504.43</b>            | <b>14,269.75</b>            |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 24 EMPLOYEE BENEFITS EXPENSE

| Particulars                                               | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|-----------------------------------------------------------|-----------------------------|-----------------------------|
| Salaries, wages and bonus                                 | 6,584.97                    | 5,620.99                    |
| Share based payment expense (Refer Note 30)               | 306.75                      | 75.70                       |
| Contribution to provident and other funds (Refer Note 29) | 365.46                      | 323.95                      |
| Staff welfare expenses                                    | 242.71                      | 175.61                      |
| <b>Total employee benefits expense</b>                    | <b>7,499.89</b>             | <b>6,196.25</b>             |

### 25 FINANCE COSTS

| Particulars                                                           | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|-----------------------------------------------------------------------|-----------------------------|-----------------------------|
| Interest expense on financial liabilities measured at amortised cost: |                             |                             |
| - on loan and others                                                  | 28.28                       | 35.88                       |
| - unwinding of discount on financial liabilities/provision            | 498.90                      | 391.40                      |
| - on lease liabilities                                                | 10.36                       | 11.19                       |
| Other borrowing costs                                                 | 33.94                       | 13.47                       |
| <b>Total finance costs</b>                                            | <b>571.48</b>               | <b>451.94</b>               |

### 26 DEPRECIATION AND AMORTISATION EXPENSE

| Particulars                                                  | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|--------------------------------------------------------------|-----------------------------|-----------------------------|
| Depreciation on property, plant and equipment (Refer Note 3) |                             |                             |
| Depreciation on right-of-use assets (Refer Note 4)           | 59.28                       | 45.52                       |
| Depreciation on investment properties (Refer Note 5)         | 5.54                        | 5.54                        |
| Amortisation on Intangible asset (Refer Note 6)              | 1,793.02                    | 1,061.70                    |
| <b>Total depreciation and amortisation expense</b>           | <b>2,081.95</b>             | <b>1,302.40</b>             |

### 27 OTHER EXPENSES

| Particulars                                                          | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|----------------------------------------------------------------------|-----------------------------|-----------------------------|
| Power and fuel                                                       |                             |                             |
| Rent (Refer Note 4)                                                  | 367.33                      | 339.12                      |
| Repairs - Buildings                                                  | 172.18                      | 93.52                       |
| - Machinery                                                          | 3.41                        | 2.21                        |
| - Others                                                             | 373.83                      | 568.19                      |
| Royalties                                                            | 6,555.33                    | 6,313.76                    |
| Carriage, freight and forwarding charges                             | 1,158.95                    | 850.14                      |
| Rates and taxes                                                      | 217.06                      | 194.10                      |
| Insurance                                                            | 183.32                      | 102.89                      |
| Travel and conveyance                                                | 463.77                      | 298.44                      |
| Advertisement and sales promotion                                    | 7,710.99                    | 5,147.09                    |
| Printing and communication expenses                                  | 272.75                      | 229.41                      |
| Bad debts/advances written off                                       | 4.21                        | 0.69                        |
| Allowance for expected credit loss / provision for doubtful advances | 498.74                      | -                           |
| Legal and consultancy expenses                                       | 2,066.43                    | 1,904.53                    |
| Corporate social responsibility expenses                             | 268.95                      | 200.14                      |
| Miscellaneous expense                                                | 1,133.83                    | 928.29                      |
| <b>Total other expense</b>                                           | <b>21,559.73</b>            | <b>17,263.38</b>            |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 28 TAX EXPENSES

#### A. Tax expense recognised in the Statement of Profit and Loss

| Particulars                                                           | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|-----------------------------------------------------------------------|-----------------------------|-----------------------------|
| <b>Current tax</b>                                                    |                             |                             |
| Current tax on profits for the year                                   | 6,270.99                    | 5,029.14                    |
| <b>Total current tax</b>                                              | <b>6,270.99</b>             | <b>5,029.14</b>             |
| <b>Deferred tax</b>                                                   |                             |                             |
| (Increase) / Decrease in deferred tax assets                          | (243.91)                    | 3.64                        |
| Increase in deferred tax liabilities                                  | 275.50                      | 145.62                      |
| Total deferred tax expense charge/ (credit)                           | 31.59                       | 149.26                      |
| <b>Total tax expense from continuing operations</b>                   | <b>6,302.58</b>             | <b>5,178.40</b>             |
| <b>Total tax expense from discontinued operations (Refer Note 35)</b> | -                           | (1.72)                      |

#### B. Amount recognised in other comprehensive income

| Particulars                                                                                             | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|---------------------------------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| The tax charge arising on income and expenses recognised in Other Comprehensive Income are as follows:  |                             |                             |
| <b>Deferred tax</b>                                                                                     |                             |                             |
| On items that will not be reclassified subsequently to profit or loss                                   |                             |                             |
| Remeasurements of post-employment benefit obligations                                                   | (1.97)                      | (27.37)                     |
| Changes in fair value of equity instruments designated at FVOCI                                         | -                           | (390.77)                    |
| Revaluation gains relating to property, plant and equipment                                             | -                           | (223.51)                    |
| <b>Total amount recognised in other comprehensive income of continuing operations</b>                   | <b>(1.97)</b>               | <b>(641.65)</b>             |
| <b>Total amount recognised in other comprehensive income of discontinued operations (Refer Note 35)</b> | -                           | (1.72)                      |

#### C. Amount recognised directly in other equity

| Particulars                                                | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|------------------------------------------------------------|-----------------------------|-----------------------------|
| Deferred tax reversed on de-recognition of financial asset | -                           | (226.79)                    |
| Deferred tax on investment property                        | (1.97)                      | (2.15)                      |
| <b>Total amount recognised in other equity</b>             | <b>(1.97)</b>               | <b>(228.94)</b>             |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

#### D. Reconciliation of tax expense

| Particulars                                                                                    | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|------------------------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| Profit before tax from continuing operations                                                   | 24,807.77                   | 21,618.25                   |
| Profit before tax from discontinued operations                                                 | -                           | (1,177.01)                  |
| Income tax expense calculated @ <b>25.17%</b> (31 March 2022 - 25.17%)                         | <b>6,244.12</b>             | <b>5,145.06</b>             |
| <b>Adjustments:</b>                                                                            |                             |                             |
| <b>Tax effect of amounts which are not deductible (taxable) in calculating taxable income:</b> |                             |                             |
| Items not deductible for tax purposes                                                          | 82.29                       | 56.91                       |
| Other items                                                                                    | (23.83)                     | (25.29)                     |
| <b>Income tax expense</b>                                                                      | <b>6,302.58</b>             | <b>5,176.68</b>             |
| <b>Income tax expense of continuing operations</b>                                             | <b>6,302.58</b>             | <b>5,178.40</b>             |
| <b>Income tax expense of discontinued operations (Refer Note 35)</b>                           | -                           | (1.72)                      |

The tax rate used in the above reconciliation for the year 2022-23 and 2021-22 is the tax rate of 25.17% (22% + surcharge @ 10% and education cess @ 4%) payable on taxable profits under the Income Tax Act, 1961.

### 29 ASSETS AND LIABILITIES RELATING TO EMPLOYEE BENEFITS

#### (I) Post-employment Defined Benefit Plans:

##### (A) Gratuity (funded)

The Group provides for gratuity, a defined benefit retirement plan covering eligible employees. As per the plan, the Gratuity Fund Trusts, administered and managed by the Trustees and funded primarily with Life Insurance Corporation of India (LICI), ICICI Prudential Life Insurance Company Limited and Aviva Life Insurance Company Limited, make payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Trustees are responsible for the overall governance of the plan and to act in accordance with the provisions of the trust deed and rules in the best interests of the plan participants. Each year an Asset-Liability matching study is performed in which the consequences of the strategic investment policies are analysed in terms of risk and return profiles. Investment and contribution policies are integrated within this study. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation as set out in Note 1(q)(iii) in significant accounting policies, based upon which, the Group makes contributions to the Employees' Gratuity Funds.

The following table sets forth the particulars in respect of the Gratuity Plan (funded) of the Group:

| Particulars                                                                                                       | 31 March 2023 |            | 31 March 2022 |              |
|-------------------------------------------------------------------------------------------------------------------|---------------|------------|---------------|--------------|
|                                                                                                                   | Parent        | Subsidiary | Parent        | Subsidiary   |
| <b>(a) Reconciliation of opening and closing balances of the present value of the defined benefit obligation:</b> |               |            |               |              |
| Present value of obligation at the beginning of the year                                                          | 672.65        | -          | 757.15        | 73.97        |
| Current service cost                                                                                              | 99.67         | -          | 96.11         | 10.52        |
| Interest cost                                                                                                     | 42.83         | -          | 42.19         | 5.03         |
| Remeasurements (gains) / losses                                                                                   |               |            |               |              |
| Actuarial (gain)/ loss arising from changes in financial assumptions                                              | (27.11)       | -          | (30.52)       | (2.82)       |
| Actuarial (gain)/ loss arising from changes in experience adjustments                                             | 38.73         | -          | (61.08)       | (6.73)       |
| Benefits paid                                                                                                     | (66.84)       | -          | (131.20)      | (12.02)      |
| <b>Present value of obligation at the end of the year</b>                                                         | <b>759.93</b> | -          | <b>672.65</b> | <b>67.95</b> |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

| Particulars                                                                                                         | 31 March 2023 |            | 31 March 2022  |              |
|---------------------------------------------------------------------------------------------------------------------|---------------|------------|----------------|--------------|
|                                                                                                                     | Parent        | Subsidiary | Parent         | Subsidiary   |
| <b>(b) Reconciliation of the opening and closing balances of the fair value of plan assets:</b>                     |               |            |                |              |
| Fair value of plan assets at the beginning of the year                                                              | 703.49        | -          | 664.42         | 97.28        |
| Interest Income                                                                                                     | 46.51         | -          | 39.98          | 6.61         |
| Remeasurements gains / (losses)                                                                                     | 19.64         | -          | 17.14          | (2.92)       |
| Return on plan assets (excluding amount included in net interest cost)                                              | 10.00         | -          | 93.00          | -            |
| Contributions by employer                                                                                           | (28.51)       | -          | (111.05)       | (12.02)      |
| <b>Fair value of plan assets at the end of the year</b>                                                             | <b>751.13</b> | <b>-</b>   | <b>703.49</b>  | <b>88.95</b> |
| <b>(c) Reconciliation of the present value of the defined benefit obligation and the fair value of plan assets:</b> |               |            |                |              |
| Present value of obligation at the end of the year                                                                  | 759.93        | -          | 672.65         | 67.95        |
| Fair value of plan assets at the end of the year                                                                    | 751.13        | -          | 703.49         | 88.95        |
| <b>(Assets)/Liabilities recognised in the balance sheet</b>                                                         | <b>8.80</b>   | <b>-</b>   | <b>(30.84)</b> | <b>(21)*</b> |
| *transferred pursuant to the scheme of arrangement<br>(Refer Note 34)                                               |               |            |                |              |
| <b>(d) Actual return on plan assets</b>                                                                             |               |            |                |              |
| Return on plan assets (excluding amount included in net interest cost)                                              | 66.15         | -          | 57.12          | 3.69         |
| Effect of changes in financial assumptions                                                                          | (19.64)       | -          | (17.14)        | 2.92         |
| Effect of changes in experience adjustments                                                                         | (27.11)       | -          | (30.52)        | (2.82)       |
| Re-measurement losses/(gains) included in Other Comprehensive Income of continuing Operations                       | 38.73         | -          | (61.08)        | (6.73)       |
| Re-measurement losses/(gains) included in Other Comprehensive Income of discontinued Operations                     | (8.02)        | -          | (108.74)       | -            |
| (Refer Note 35)                                                                                                     | -             | -          | -              | (6.63)       |
| <b>(f) Expense recognised in Statement of Profit or Loss:</b>                                                       |               |            |                |              |
| Current service cost                                                                                                | 99.67         | -          | 96.11          | 10.52        |
| Net interest cost                                                                                                   | (3.68)        | -          | 2.21           | (1.58)       |
| Expense recognised in Statement of Profit and Loss of continuing operations (Refer Note 24)                         | 95.99         | -          | 98.32          | -            |
| Expense recognised in Statement of Profit and Loss of discontinued operations (Refer Note 35)                       | -             | -          | -              | 8.94         |
| <b>(g) Category of plan assets:</b>                                                                                 |               |            |                |              |
| (a) Fund with Life Insurance Corporation of India                                                                   | In %          | In %       | In %           | In %         |
| (b) NAV based Group Balanced Fund with ICICI Prudential Life Insurance Company Limited                              | 69%           | -          | 68%            | -            |
| (c) NAV based Group Short Term Debt Fund with ICICI Prudential Life Insurance Company Limited"                      | 16%           | -          | 17%            | -            |
|                                                                                                                     | 7%            | -          | 7%             | -            |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

| Particulars                                                                        | 31 March 2023 |            | 31 March 2022 |             |
|------------------------------------------------------------------------------------|---------------|------------|---------------|-------------|
|                                                                                    | Parent        | Subsidiary | Parent        | Subsidiary  |
| (d) NAV based Group Debt Fund with ICICI Prudential Life Insurance Company Limited | 8%            | -          | 8%            | -           |
| (e) Fund with Aviva Life Insurance Company India Ltd.                              | -             | -          | -             | 100%        |
|                                                                                    | <b>100%</b>   | <b>-</b>   | <b>100%</b>   | <b>100%</b> |
| <b>(h) Maturity profile of defined benefit obligation:</b>                         |               |            |               |             |
| Within 1 year                                                                      | 179.31        | -          | 159.30        | 11.28       |
| 1-2 year                                                                           | 59.32         | -          | 39.52         | 18.08       |
| 2-5 years                                                                          | 225.10        | -          | 191.52        | 26.36       |
| Over 5 years                                                                       | 539.64        | -          | 488.70        | 93.84       |
| <b>(i) Principal actuarial assumptions:</b>                                        |               |            |               |             |
| Discount rate                                                                      | 7.20%         | -          | 6.70%         | 7.25%       |
| Salary growth rate                                                                 | 10.00%        | -          | 10.00%        | 7.00%       |
| Return on Plan Assets                                                              | 8.00%         | -          | 8.00%         | 6.80%       |
| Withdrawal rate                                                                    | -             | -          | -             | -           |
| Ages from 20-35                                                                    | 20.00%        | -          | 20.00%        | 0.50%       |
| Ages from 36-58                                                                    | 5.00%         | -          | 5.00%         | 1.10%       |

Assumptions regarding future mortality experience are based on mortality tables of 'Indian Assured Lives Mortality (2006-2008)' published by the Institute of Actuaries of India.

The estimate of future salary increases takes into account inflation, seniority, promotion and other relevant factors, such as demand and supply in the employment market.

| (j) Sensitivity analysis | Change in Assumption | Impact on defined benefit obligation (2022-23) |                            | Impact on defined benefit obligation (2021-22) |
|--------------------------|----------------------|------------------------------------------------|----------------------------|------------------------------------------------|
|                          |                      | Decrease by Rs.49.03 Lakhs                     | Increase by Rs.56.15 Lakhs | Decrease by Rs.51.20 Lakhs                     |
| Discount Rate            | Increase by 1%       | Decrease by Rs.49.03 Lakhs                     | Increase by Rs.56.15 Lakhs | Decrease by Rs.51.20 Lakhs                     |
|                          | Decrease by 1%       | Increase by Rs.56.15 Lakhs                     | Decrease by Rs.49.03 Lakhs | Increase by Rs.58.90 Lakhs                     |
| Salary Growth Rate       | Increase by 1%       | Increase by Rs.54.14 Lakhs                     | Decrease by Rs.48.31 Lakhs | Increase by Rs.56.72 Lakhs                     |
|                          | Decrease by 1%       | Decrease by Rs.48.31 Lakhs                     | Increase by Rs.54.14 Lakhs | Decrease by Rs.50.39 Lakhs                     |

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit obligation recognised in the Balance Sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

- (k) The Group expects to contribute **Rs.108.00 Lakhs** (previous year - Rs.100.00 Lakhs) to the funded gratuity plans during the next financial year.
- (l) The weighted average duration of the defined benefit obligation as at 31 March 2023 for Parent Company is **7 years** (31 March 2022 - 8 years).

### (II) Post-employment defined contribution plans

#### (A) Superannuation fund

Certain categories of employees of the Parent Company participate in superannuation, a defined contribution plan administered by the Trust set up by the Parent Company. The Parent Company makes yearly contributions based on a specified percentage of each covered employee's salary. The Parent Company has no further obligations under the plan beyond its annual contributions.

During the year, an amount of **Rs.10.89 Lakhs** (previous year- Rs.10.16 Lakhs) has been recognised as expenditure towards above defined contribution plan of the Parent Company (Refer Note 24).

#### (B) Provident fund

All categories of employees of the Group receive benefits from a provident fund, a defined contribution plan. Both the employee and employer make monthly contributions to a government administered fund at specified percentage of the covered employee's qualifying salary. The Group has no further obligations under the plan beyond its monthly contributions.

During the year, an amount of **Rs.220.78 Lakhs** (previous year- Rs.222.47 Lakhs) has been recognised as expenditure towards above defined contribution plans of the Group (Refer Note 24).

### (III) Leave obligations

The Group provides for accumulation of leave by certain categories of its employees. These employees can carry forward a portion of the unutilised leave balances and utilise it in future periods or receive cash (only in case of earned leave) in lieu thereof as per the Group's policy. The Group records a provision for leave obligations in the period in which the employee renders the services that increases this entitlement.

The total closing provision towards this obligation was **Rs.485.40 Lakhs** and Rs.497.09 Lakhs as at 31 March 2023 and 31 March 2022 respectively. The amount of the provision is presented as current, since the Group does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Group does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months. The following amounts reflect leave that is not expected to be taken or paid within the next 12 months.

| Particulars                                                                              | 31 March 2023 | 31 March 2022 |
|------------------------------------------------------------------------------------------|---------------|---------------|
| Leave provision not expected to be settled within the next 12 months<br>(Refer Note 15). | 414.26        | 418.95        |

### (IV) Risk exposure

Through its defined benefit plans, the Group is exposed to some risks, the most significant of which are detailed below:

#### Discount rate risk

The Company is exposed to the risk of fall in discount rate. A fall in discount rate will eventually increase the ultimate cost of providing the above benefit thereby increasing the value of the liability.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

#### Salary growth risks

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. An increase in the salary of the plan participants will increase the plan liability.

#### Demographic risk

In the valuation of the liability, certain demographic (mortality and attrition rates) assumptions are made. The Company is exposed to this risk to the extent of actual experience eventually being worse compared to the assumptions thereby causing an increase in the benefit cost.

## 30 SHARE BASED PAYMENTS

### (a) Employee stock option scheme

The establishment of the Employee Stock Option Scheme 2013 (Scheme) was approved by the shareholders of the Parent Company at the Annual General Meeting held on 26 July 2013. The Scheme is designed to provide incentives to eligible employees to deliver long term returns. Under the Scheme each Option entitles the holder thereof to apply for and be allotted one equity shares of the Company of Re.1 each upon payment of the exercise price during the exercise period as defined in the Scheme.

The exercise period commences from the date of vesting of the Options and expires at the end of 10 years from the date of vesting. The Options have been granted at the 'market price' as defined under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended.

#### Information in respect of Options granted under the Scheme :

Pursuant to approved Scheme, the Compensation Committee / Nomination and Remuneration Committee of the Board of Directors of the Parent Company has granted shares / options during 2020-21, 2021-22 and 2022-23 to certain eligible employees and outstanding as on 31 March 2023 at the following exercise price, being prevailing market price as on date of grant to respective employee :

| Name of eligible employees | As at 31 March 2023      |                                | As at 31 March 2022      |                                |
|----------------------------|--------------------------|--------------------------------|--------------------------|--------------------------------|
|                            | No. of options/ shares # | Exercise price per share (Rs.) | No. of options/ shares # | Exercise price per share (Rs.) |
| Scheme Part I **           | 20,000                   | 41.62                          | 200,000                  | 41.62                          |
| Scheme Part II @           | -                        | -                              | 100,000                  | 175.04                         |
| Scheme Part III **         | 200,000                  | 399.35                         | -                        | -                              |
| Scheme Part IV **          | 1,200,000                | 368.53                         | -                        | -                              |

# After giving effect of share split (Refer Note 14.1).

@ Exercise of options by the option holders shall entail issuance of equity shares by the Company on compliance / completion of related formalities on the basis of 1:1.

\*\* The Nomination and Remuneration Committee of the Board of Directors of the Parent Company in its meeting held on 8 May 2019, has recommended amendments to the clauses in the ESOS 2013 to effect implementation of the said scheme through Saregama Welfare Trust and the same has been approved by the shareholders of the Parent Company in the Annual General Meeting held on 19 July 2019. Basis the above modification, ESOS 2013 is being implemented through a trust viz. Saregama Welfare Trust ('Trust') in accordance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended ('SEBI SBEB Regulations'). This involves secondary market acquisition of the Company's equity shares by the Trust.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### Measurement of fair value

The fair value of Employee Stock Options as on the date of grant was determined using the Black Scholes Model which takes into account the share price at the measurement date, expected price volatility of the underlying share, the expected dividend yield and risk free interest rate and carrying amount of liability included in employee benefit obligations.

The fair value of the options and the inputs used in the measurement of fair value as on the grant date are as follows:

|                                                          | Scheme    | Scheme    | Scheme    | Part      | Scheme | Part |
|----------------------------------------------------------|-----------|-----------|-----------|-----------|--------|------|
|                                                          | Part I    | Part II   | III       | IV        |        |      |
| Grant date                                               | 30-Jun-20 | 26-Apr-21 | 13-Aug-22 | 23-Dec-22 |        |      |
| Fair value at grant date (Rs.)                           | 24.43     | 109.5     | 163.70    | 125.67    |        |      |
| Share price at grant date (Rs.)                          | 42.68     | 176.03    | 400.10    | 376.40    |        |      |
| Exercise price (Rs.)                                     | 41.62     | 175.04    | 399.35    | 368.53    |        |      |
| Expected volatility                                      | 55.80%    | 54.56%    | 50.15%    | 44.64%    |        |      |
| Expected Life (expected weighted average remaining life) | 6.24      | 8.00      | 3.50      | 2.50      |        |      |
| Expected dividend                                        | 0.58%     | 0.58%     | 0.75%     | 0.80%     |        |      |
| Risk free interest rate (based on Government bonds)      | 5.56%     | 6.18%     | 6.88%     | 7.15%     |        |      |

Expected volatility has been based on the evaluation of the historical volatility of the Company's share price, particularly over the historical period commensurate with the expected term. The Expected term of the instruments has been based on the historical experience and general option holder behaviour

### Reconciliation of outstanding share options #

| Particulars                                                 | 31 March 2023 | 31 March 2022 |
|-------------------------------------------------------------|---------------|---------------|
| Number of Options Outstanding at the beginning of the year  | 300,000       | 1,020,000     |
| Number of Options granted during the year                   | 1,400,000     | 100,000       |
| Number of Options forfeited/lapsed during the year          | 100,000       | -             |
| Number of Options vested during the year                    | 200,000       | 820,000       |
| Number of Options exercised during the year                 | 180,000       | 820,000       |
| Number of Shares arising as a result of exercise of options | -             | 20,000        |
| Number of Options outstanding at the end of the year        | 1,420,000     | 300,000       |
| Number of Options exercisable at the end of the year        | 20,000        | -             |

# After giving effect of share split (Refer Note 14.1)

The weighted average share price of shares arising upon exercise of Options for the year ended 31 March 2023 based on the closing market price on NSE was **Rs.379.93** (31 March 2022 - Rs.385.05).

### (b) Expense arising from share based payment transactions

Total expenses arising from share-based payment transactions recognised in Statement of Profit and Loss as part of employee benefit expense are as follows:

| Particulars                  | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|------------------------------|-----------------------------|-----------------------------|
| Employee stock option scheme | 306.75                      | 75.70                       |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 31 FAIR VALUE MEASUREMENTS

#### (i) Financial instruments by category

| Particulars                                        | Notes     | As at<br>31 March 2023          | As at<br>31 March 2022          |
|----------------------------------------------------|-----------|---------------------------------|---------------------------------|
|                                                    |           | Carrying Amount /<br>Fair Value | Carrying Amount /<br>Fair Value |
| <b>A. Financial assets</b>                         |           |                                 |                                 |
| (a) Measured at fair value through OCI             |           |                                 |                                 |
| Investments                                        |           |                                 |                                 |
| Equity instruments                                 | 8.1       | -                               | 14,528.26                       |
| <b>Sub total</b>                                   |           | -                               | <b>14,528.26</b>                |
| (b) Measured at fair value through profit and loss |           |                                 |                                 |
| Investments                                        |           |                                 |                                 |
| Units of Mutual Funds (quoted)                     | 11.1      | 23,877.46                       | 53,076.37                       |
| <b>Sub total</b>                                   |           | <b>23,877.46</b>                | <b>53,076.37</b>                |
| (c) Measured at amortised cost                     |           |                                 |                                 |
| Trade receivables                                  | 11.2      | 14,796.95                       | 10,780.25                       |
| Cash and cash equivalents                          | 11.3      | 1,670.34                        | 15,272.60                       |
| Other bank balances                                | 11.4      | 49,156.33                       | 17,100.96                       |
| Loans                                              | 11.5      | 2,621.31                        | 2,282.09                        |
| Other financial assets                             | 8.2, 11.6 | 7,491.43                        | 990.45                          |
| <b>Sub total</b>                                   |           | <b>75,736.36</b>                | <b>46,426.35</b>                |
| <b>Total financial assets</b>                      |           | <b>99,613.82</b>                | <b>114,030.98</b>               |
| <b>B. Financial Liabilities</b>                    |           |                                 |                                 |
| <b>Measured at amortised cost</b>                  |           |                                 |                                 |
| Lease liabilities                                  | 4         | 71.25                           | 130.31                          |
| Trade payables                                     | 17.1      | 7,027.26                        | 6,452.39                        |
| Other financial liabilities                        | 17.2      | 5,654.42                        | 4,305.57                        |
| <b>Total financial liabilities</b>                 |           | <b>12,752.93</b>                | <b>10,888.27</b>                |

#### (ii) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are

- (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows below:

**Level 1:** Quoted prices (unadjusted) in active market for identical assets or liabilities.

**Level 2:** Inputs other than quoted price included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

**Level 3:** Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

The fair value of trade receivables, cash and cash equivalents, other bank balances, loans and deposits, trade payables, borrowings, lease liabilities and other financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. The fair values of unquoted equity instruments were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

There has been no change in the valuation methodology for Level 3 inputs during the year. The Group has classified certain financial instruments under Level 3 of the fair value hierarchy. There were no transfers between Level 1 and Level 2 during the year ended 31 March 2023 and 31 March 2022.

| Particulars                                           | Fair Value<br>Hierarchy Level | As at            |               |  |
|-------------------------------------------------------|-------------------------------|------------------|---------------|--|
|                                                       |                               | 31 March 2023    | 31 March 2022 |  |
| <b>Financial assets</b>                               |                               |                  |               |  |
| <b>Measured at fair value through OCI</b>             |                               |                  |               |  |
| Investments                                           |                               |                  |               |  |
| Equity instruments (quoted)                           | 1                             | -                | 14,372.84     |  |
| Equity instruments (un-quoted)                        | 3                             | -                | 155.42        |  |
|                                                       |                               | <b>14,528.26</b> |               |  |
| <b>Measured at fair value through profit and loss</b> |                               |                  |               |  |
| Investments                                           |                               |                  |               |  |
| Units of Mutual Funds (quoted)                        | 1                             | <b>23,877.46</b> | 53,076.37     |  |

Since, some of the Group's financial assets as mentioned in above table are carried at fair value for which Level 3 inputs have been used. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

| Particulars                    | Valuation<br>Technique  | Significant unobservable<br>inputs       | Sensitivity   |                                                                                                                                                                                                                                                                    |
|--------------------------------|-------------------------|------------------------------------------|---------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                |                         |                                          | 31 March 2023 | 31 March 2022                                                                                                                                                                                                                                                      |
| Unquoted Equity<br>Instruments | Discounted<br>cash flow | Earning growth rate/<br>Discounting rate | -             | Increase in earning growth<br>rate by 1% and lower<br>discount rate by 1% would<br>increase fair value by<br>Rs.281.27 Lakhs.<br><br>Decrease in earning growth<br>rate by 1% and higher<br>discount rate by 1% would<br>decrease fair value by<br>Rs.56.72 Lakhs. |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### Level 3 fair values - Movement in the values of unquoted equity instruments

The following table shows a reconciliation from the opening balance to the closing balance for Level 3 fair values:

| Particulars                                                   | FVOCI Equity<br>Instruments |
|---------------------------------------------------------------|-----------------------------|
| Balance at 1 April 2021                                       | 186.23                      |
| Gain / (loss) included on OCI                                 |                             |
| - Net change in fair value (unrealised)                       | (30.81)                     |
| <b>Balance at 31 March 2022</b>                               | <b>155.42</b>               |
| <b>Balance at 1 April 2022</b>                                | <b>155.42</b>               |
| Transferred pursuant to scheme of arrangement (Refer Note 34) | (155.42)                    |
| <b>Balance at 31 March 2023</b>                               | <b>-</b>                    |

## 32 FINANCIAL RISK MANAGEMENT

The Group has a system-based approach to risk management, anchored to policies and procedures aimed at ensuring early identification, evaluation and management of key financial risks (such as market risk, credit risk and liquidity risk) that may arise as a consequence of its business operations as well as its investing and financing activities.

Accordingly, the Group's risk management framework has the objective of ensuring that such risks are managed within acceptable and approved risk parameters in a disciplined and consistent manner and in compliance with applicable regulation. It also seeks to drive accountability in this regard.

This Note explains the sources of risk which the entity is exposed to and how the entity manages the risk. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

### (A) Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The Group is exposed to credit risk from its operating activities (primarily Trade Receivables) and from its investing activities (primarily Deposits with Banks).

#### Trade receivables

Trade receivables are typically unsecured and are derived from revenue earned from customers. Customer credit risk is managed by respective segment subject to the Group's policy and procedures which involve credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Group grants credit terms in the normal course of business. The Group's customer base is large and diverse limiting the risk arising out of credit concentration. Further, credit is extended in business interest in accordance with business-specific credit policies. The Group's exposure to trade receivables on the reporting date, net of expected loss provisions, stood at **Rs.14,796.95 Lakhs** as on 31 March 2023 (31 March 2022 - Rs.10,780.25 Lakhs).

All overdue customer balances are evaluated taking into account the age of the dues, specific credit circumstances, the track record of the counterparty etc. On account of adoption of Ind AS 109, the Group uses expected credit loss model to assess the impairment loss.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

The movement of the expected loss provision (allowance for bad and doubtful loans and receivables etc.) made by the Group are as under:

| <b>Particulars</b>                                                    | <b>Expected Loss Provision</b> |                                |  |
|-----------------------------------------------------------------------|--------------------------------|--------------------------------|--|
|                                                                       | <b>As at<br/>31 March 2023</b> | <b>As at<br/>31 March 2022</b> |  |
| Opening balance                                                       | 1,169.32                       | 1,181.17                       |  |
| Add: Provision made during the year (net)                             | 468.15                         | 9.73                           |  |
| Less: Utilisation for impairment/de-recognition/reversal of provision | -                              | (21.58)                        |  |
| Less: Transferred pursuant to scheme of arrangement (Refer Note 34)   | (17.92)                        | -                              |  |
| <b>Closing balance</b>                                                | <b>1,619.55</b>                | <b>1,169.32</b>                |  |

### Other financial assets

Credit risk from balances with banks, term deposits and investments is managed by Group's finance department. Investments in fixed deposits are held with highly rated banks. Investments of surplus are made within assigned credit limits with approved counterparties who meet the threshold requirements with respect to ratings, financial strength, credit spreads etc. Counterparty credit limits are set to minimize concentration risk and are reviewed periodically by the Board of Directors.

The Group's maximum exposure to credit risk for the components of the Balance Sheet as of 31 March 2023 and 31 March 2022 is the carrying amounts as disclosed in Note 8.1, 8.2, 11.1, 11.3, 11.4, 11.5 and 11.6.

### (B) Liquidity risk

Liquidity risk refers to the risk that the Group fails to honour its financial obligations in accordance with terms of contract. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions.

Management monitors rolling forecasts of the Group's liquidity position (including the undrawn credit facilities extended by banks and financial institutions) and cash and cash equivalents on the basis of expected cash flows. In addition, the Group's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

The following table shows a maturity analysis of the anticipated cash flows including interest obligations for the Group's non-derivative financial liabilities on an undiscounted basis (all payable within 12 months), which therefore does not differ significantly from their carrying value as the impact of discounting is not significant.

| <b>Non-derivative financial liabilities</b>         | <b>As at 31 March 2023</b>    |                              |                                 |                  |
|-----------------------------------------------------|-------------------------------|------------------------------|---------------------------------|------------------|
|                                                     | <b>Less than<br/>one year</b> | <b>One to five<br/>years</b> | <b>More than five<br/>years</b> | <b>Total</b>     |
| (i) Trade payables (Refer Note 17.1)                | 5,047.71                      | 1,979.55                     | -                               | 7,027.26         |
| (ii) Lease liabilities (Refer Note 4)               | 57.47                         | 13.78                        | -                               | 71.25            |
| (iii) Other financial liabilities (Refer note 17.2) | 5,654.42                      | -                            | -                               | 5,654.42         |
|                                                     | <b>10,759.60</b>              | <b>1,993.33</b>              | -                               | <b>12,752.93</b> |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

| <b>Non-derivative financial liabilities</b>         | <b>As at 31 March 2022</b>    |                              |                                 |                  |
|-----------------------------------------------------|-------------------------------|------------------------------|---------------------------------|------------------|
|                                                     | <b>Less than<br/>one year</b> | <b>One to five<br/>years</b> | <b>More than five<br/>years</b> |                  |
| (i) Trade payables (Refer Note 17.1)                | 6,452.39                      | -                            | -                               | 6,452.39         |
| (ii) Lease liabilities (Refer Note 4)               | 69.42                         | 76.28                        | -                               | 145.70           |
| (iii) Other financial liabilities (Refer note 17.2) | 4,305.57                      | -                            | -                               | 4,305.57         |
|                                                     | <b>10,827.38</b>              | <b>76.28</b>                 | -                               | <b>10,903.66</b> |

The Group does not have derivative financial liabilities as at the end of above mentioned reporting periods.

The Parent Company is having cash credit facility and the same carries interest of **8.10% to 9.15% p.a.** (2021-22: 7.70% to 8.40% p.a.). The facility is unutilised as on 31 March 2023 and 31 March 2022. Cash Credit facility was secured by first pari passu charge (ranking pari passu with all consortium bankers) over the whole of the current assets of the Parent Company including its inventories, bills receivable and book debts and all other movables, both present and future whether now lying loose or in cases wherever they may be situated and also by the second charge on the Parent Company's movable fixed assets, both present and future ranking pari passu without any preference or priority of one over the others.

### (C) Market risk

#### (i) Foreign currency risk

Foreign currency risk is the risk that the fair value of the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group transacts business in local currency and in foreign currencies (primarily US Dollars). The Group has foreign currency trade receivables and trade payables and is therefore exposed to foreign currency risk. The risk is measured through a forecast of highly probable foreign currency cash flows.

The Group's risk management policy is hedging of net foreign currency exposure at all points in time through foreign exchange forward contracts. The objective of the hedging is to eliminate the currency risk due to volatility in exchange rates.

#### (a) Foreign Currency Risk Exposure:

The Group's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows:

|              | <b>As at 31 March 2023</b> |                              | <b>As at 31 March 2022</b> |                              |
|--------------|----------------------------|------------------------------|----------------------------|------------------------------|
|              | <b>Financial Assets</b>    | <b>Financial Liabilities</b> | <b>Financial Assets</b>    | <b>Financial Liabilities</b> |
| USD          | 345.08                     | 10.21                        | 424.97                     | 3.58                         |
| Others       | 0.90                       | 12.33                        | 2.63                       | 2.44                         |
| <b>Total</b> | <b>345.98</b>              | <b>22.54</b>                 | <b>427.60</b>              | <b>6.02</b>                  |

#### Net Exposure to Foreign Currency Risk (Assets - Liabilities)

|              | <b>As at<br/>31 March 2023</b> | <b>As at<br/>31 March 2022</b> |
|--------------|--------------------------------|--------------------------------|
| USD          | 334.87                         | 421.39                         |
| Others       | (11.43)                        | 0.19                           |
| <b>Total</b> | <b>323.44</b>                  | <b>421.58</b>                  |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### (b) Sensitivity

The sensitivity of profit or loss due to changes in the foreign exchange rates arises mainly from foreign currency denominated financial instruments. 10 % appreciation / depreciation of the respective foreign currencies with respect to functional currency (holding all other variables constant) of the Group would result in increase / decrease in the Group's profit before tax as computed below:

| Particulars                         | Impact on profit before tax |                             |
|-------------------------------------|-----------------------------|-----------------------------|
|                                     | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
| <b>USD sensitivity</b>              |                             |                             |
| INR/USD -Increase by 10%            | 33.49                       | 42.14                       |
| INR/USD -Decrease by 10%            | (33.49)                     | (42.14)                     |
| <b>Other currencies sensitivity</b> |                             |                             |
| INR/Others-Increase by 10%          | (1.14)                      | 0.02                        |
| INR/Others-Decrease by 10%          | 1.14                        | (0.02)                      |

### (ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to risk of changes in market interest rates relates primarily to the Group's debt interest obligation. Further the Group engages in financing activities at market linked rates, any changes in the interest rate environment may impact future rates of borrowings.

The exposure of the Group's financial assets and financial liabilities to interest rate risk is as follows:

| Particulars           | As at 31 March 2023 |                  | As at 31 March 2022 |                  |
|-----------------------|---------------------|------------------|---------------------|------------------|
|                       | Floating Rate       | Fixed Rate       | Floating Rate       | Fixed Rate       |
| Financial assets      | -                   | 55,364.66        | -                   | 31,039.32        |
| Financial liabilities | -                   | -                | -                   | -                |
|                       | -                   | <b>55,364.66</b> | -                   | <b>31,039.32</b> |

Increase/ decrease of 50 basis points (holding all other variables constant) in interest rates at the balance sheet date would result in increase/decrease of **Rs. NIL** (31 March 2022 - Rs. NIL) in interest expense on financial liabilities with floating interest rate and corresponding impact on profit before tax for the year ended 31 March 2023.

The Group invests its surplus funds in fixed deposits and debt mutual funds. Fixed deposits are held with highly rated banks and have a short tenure and are not subject to interest rate volatility.

### (iii) Securities price risk

Securities price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded prices. The Group is not an active investor in equity markets; it used to hold certain investments in equity for long term value accretion which are accordingly measured at fair value through Other Comprehensive Income which has been transferred pursuant to a scheme of arrangement (Refer Note 34) to the Resulting Company. Hence, the value of investments in such equity instruments (including quoted and unquoted) as at 31 March 2023 stands **Rs. NIL** (31 March 2022 - Rs.14,528.26 Lakhs). Accordingly, fair value fluctuations arising from market volatility is not recognised in Other Comprehensive Income for the year ended 31 March 2023.

The Group also invests in mutual fund schemes of leading fund houses. Such investments are susceptible to market price risk that will fluctuate due to changes in market traded prices, which may impact the return and value of such investments. The value of investments in such mutual fund schemes as at 31 March 2023 is **Rs.23,877.46 Lakhs** (31 March 2022 - Rs.53,076.37 Lakhs). Accordingly, fair value fluctuations arising from market volatility is recognised in Statement of profit and loss.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 33 CAPITAL MANAGEMENT

#### (a) Risk management

The Group's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of net debt to equity ratio and maturity profile of overall debt portfolio of the Group.

Net debt implies total borrowings of the Group as reduced by Cash and Cash Equivalent and Equity comprises all components attributable to the owners of the Group

The following table summarises the capital of the Company:

| Particulars                                                                 | As at<br>31 March 2023 | As at<br>31 March 2022 |
|-----------------------------------------------------------------------------|------------------------|------------------------|
| Total borrowings <sup>(1)</sup>                                             | 71.25                  | 130.31                 |
| Less: Cash and cash equivalents (Refer Note 11.3)                           | (1,670.34)             | (15,272.60)            |
| <b>Net Debt</b>                                                             | <b>(1,599.09)</b>      | <b>(15,142.29)</b>     |
| <b>Equity excluding Non-controlling interest (Refer Note 14.1 and 14.2)</b> | <b>134,211.01</b>      | <b>137,769.71</b>      |
| <b>Net Debt to Equity Ratio</b>                                             | <b>(0.01)</b>          | <b>(0.11)</b>          |

(1) Borrowings represents only lease liabilities

Under the terms of the major borrowing facilities, the Group has complied with the financial covenants as imposed by the bank and financial institutions.

No changes were made to the objectives, policies or processes for managing capital during the years ended 31 March 2023 and 31 March 2022.

#### (b) Dividend on equity shares

| Particulars                                                                                                                                                           | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| <b>Dividend declared and paid during the year</b>                                                                                                                     |                             |                             |
| Final dividend for the year ended 31 March 2022 of <b>Rs. NIL</b> (31 March 2021 of Rs. NIL) per fully paid share of face value Re.1/- each                           | -                           | -                           |
| Interim dividend for the year ended 31 March 2023 of <b>Rs.3</b> (31 March 2022 - Rs.3) per fully paid share of face value Re.1/- each                                | <b>5,784.28</b>             | 5,784.28                    |
|                                                                                                                                                                       | <b>5,784.28</b>             | <b>5,784.28</b>             |
| <b>Proposed dividend not recognised at the end of the reporting period</b>                                                                                            |                             |                             |
| Since year end the directors of the Parent Company have recommended the payment of a final dividend of <b>Rs. NIL</b> per fully paid share (31 March 2022 - Rs. NIL). | -                           | -                           |
|                                                                                                                                                                       | -                           | -                           |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 34 SCHEME OF ARRANGEMENT

- a) Pursuant to the Scheme of Arrangement (the 'Scheme'), duly sanctioned by the National Company Law Tribunal (NCLT), Kolkata Bench vide Order dated 22 June 2023 ("Order"), with effect from the Appointed Date i.e., 1 April 2022, the E-commerce Distribution Business along with identified non-core assets ('the demerged undertaking') of the Holding Company ('Demerged Company') stands transferred into the "Digidrive Distributors Limited" (the resulting company).

On receipt of the order dated 22 June 2023 from NCLT, sanctioning the Scheme and upon filing the same with Registrar of Companies, Kolkata on 12 July 2023, the Scheme has become effective. Accordingly, the Holding Company has given effect to the Scheme from the Appointed date of 1 April 2022 by revising the Original consolidated financial statements which were approved by the Board of Directors on 19 May 2023.

The revision to the consolidated financial statements have been carried out solely for the impact of above referred Scheme and no additional adjustments have been carried out for any other events occurring after 19 May 2023 (being the date when the Original financial statements were approved by the Board of Directors of the Holding Company).

Further, the consolidated statement of profit and loss for the year ended 31 March 2022 have been restated by the management to give effect of the Scheme. The transferred business as defined in the 'Scheme' includes the publication business of the Group, which have been disclosed as 'Discontinued Operations' in the consolidated financial statements for the year ended 31 March 2022, as per the requirements of Ind AS 105 (Refer Note 35).

As a result, operations of the Demerged undertaking pertaining to the Publication business, have been reclassified and re-presented as discontinued operations for the previous periods. Balance Sheet as at 31 March 2023 and Statement of Cash Flow for the year ended 31 March 2023 are not comparable with the previous year Balance Sheet and Statement of Cash Flow, respectively, since these include the Demerged undertaking's figures.

- b) The details of assets and liabilities transferred to the resulting company are as under:

| Particulars                       | As at<br>1 April 2022 |
|-----------------------------------|-----------------------|
| <b>ASSETS</b>                     |                       |
| <b>(1) Non-current assets</b>     |                       |
| (a) Property, plant and equipment | 13.45                 |
| (b) Intangible assets             | 3.25                  |
| (c) Financial assets              |                       |
| (i) Investments                   | 14,528.26             |
| (ii) Other financial assets       | 0.28                  |
| <b>Total non-current assets</b>   | <b>14,545.24</b>      |
| <b>(2) Current assets</b>         |                       |
| (a) Inventory                     | 444.79                |
| (b) Financial Assets              |                       |
| (i) Trade Receivables             | 497.97                |
| (ii) Cash and cash equivalents    | 769.86                |
| (iii) Loans                       | 0.19                  |
| (iv) Other financial assets       | 9.98                  |
| (c) Current tax assets (net)      | 51.36                 |
| (d) Other Current Assets          | 140.55                |
| <b>Total current assets</b>       | <b>1,914.70</b>       |
| <b>TOTAL ASSETS</b>               | <b>16,459.94</b>      |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

| Particulars                                                                                | As at<br>1 April 2022 |
|--------------------------------------------------------------------------------------------|-----------------------|
| <b>EQUITY AND LIABILITIES</b>                                                              |                       |
| <b>Equity</b>                                                                              |                       |
| (a) Equity share capital                                                                   | 7,505.20              |
| (b) Other equity *                                                                         |                       |
| <b>Total equity</b>                                                                        | <b>7,505.20</b>       |
| <b>Liabilities</b>                                                                         |                       |
| <b>(1) Non-current liabilities</b>                                                         |                       |
| (a) Employee benefit obligations                                                           | 52.20                 |
| (b) Deferred tax liabilities (net)                                                         | 1,009.88              |
| <b>Total non-current liabilities</b>                                                       | <b>1,062.08</b>       |
| <b>(2) Current liabilities</b>                                                             |                       |
| (i) Trade payables                                                                         |                       |
| (a) Total outstanding dues of micro enterprises and small enterprises                      | -                     |
| (b) Total outstanding dues of creditors other than micro enterprises and small enterprises | 28.36                 |
| (ii) Other financial liabilities                                                           |                       |
| (a) Other current liabilities                                                              | 120.29                |
| (b) Provisions                                                                             | 72.75                 |
| (c) Employee benefit obligations                                                           | 15.00                 |
|                                                                                            | 7.48                  |
| <b>Total current liabilities</b>                                                           | <b>243.88</b>         |
| <b>Net Assets Transferred</b>                                                              | <b>7,648.78</b>       |

\* Other Equity represents reserves relating to "Equity instruments through OCI"

- c) The Company has recognised the effect of demerger and the difference of Rs.7648.78 Lakhs i.e. excess of the value of transferred assets over the transferred liabilities pertaining to the demerged undertaking pursuant to the Scheme has been debited to the Retained earnings of the Group.
- d) Upon the effectiveness of this Scheme, the Resulting Company has issued and allotted to each shareholder of the Company, whose name is recorded in the register of members and records of the depository as members of the Company, on the Record Date, (1) one equity share of Rs.10 (Rupees Ten) each of the Resulting Company credited as fully paid up for every (5) five equity share of Re.1 (Rupee One) each held by such shareholder in the Demerged Company such that the shareholding in the Resulting Company on such issuance of shares is the mirror image of the shareholding in the Demerged Company.
- e) The transactions pertaining to the demerged undertaking of the Demerged Company from the appointed date upto the effective date of the Scheme have been deemed to be made by Digidrive Distributors Limited, Resulting Company, and the same is recorded as payable to Resulting Company as at 31<sup>st</sup> March 2023.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 35 DISCONTINUED OPERATIONS

- a) Financial information relating to the discontinued operations i.e. transferred publication business of the Group, part of the demerged undertaking, to the resulting company as defined in the Scheme for the period to the appointed date is set out below:

| Particulars                                                                                   | Year ended<br>31 March 2022 |
|-----------------------------------------------------------------------------------------------|-----------------------------|
| I Revenue from operations                                                                     | 442.85                      |
| II Other income                                                                               | 8.96                        |
| III Total income (I+II)                                                                       | <b>451.81</b>               |
| IV Expenses:                                                                                  |                             |
| Operational cost                                                                              | 40.88                       |
| Employee benefits expense                                                                     | 1,148.45                    |
| Depreciation and amortisation expense                                                         | 7.70                        |
| Advertisement and sales promotion                                                             | 58.24                       |
| Other expenses                                                                                | 373.55                      |
| <b>Total Expense</b>                                                                          | <b>1,628.82</b>             |
| V Profit before exceptional items and tax (III-IV)                                            | (1,177.01)                  |
| VI Exceptional items                                                                          | -                           |
| VII Profit before tax (V+VI)                                                                  | (1,177.01)                  |
| VIII Tax expense:                                                                             |                             |
| - Current tax                                                                                 |                             |
| - Deferred tax                                                                                |                             |
| IX Profit after tax (V+VI)                                                                    | <b>(1,175.29)</b>           |
| X Other comprehensive income                                                                  |                             |
| Items that will not be reclassified subsequently to profit or loss:                           |                             |
| (a) Remeasurements of post-employment benefit obligations                                     | 6.63                        |
| (b) Changes in fair value of equity instruments designated at FVOCI                           | -                           |
| (c) Income tax relating to items that will not be reclassified subsequently to profit or loss | (1.72)                      |
| XI Other comprehensive income for the year, net of tax                                        | <b>4.91</b>                 |
| XII Total comprehensive income for the year (X+XI)                                            | <b>(1,170.38)</b>           |

- b) The net cash flows attributable to the discontinued operations are as follows

| Particulars                                                 | Year ended<br>31 March 2022 |
|-------------------------------------------------------------|-----------------------------|
| Net cash generated from /(used in) Operating Activities (A) | (1,146.27)                  |
| Net cash generated from /(used in) Investing Activities (B) | (11.79)                     |
| Net cash generated from /(used in) Financing Activities (C) | -                           |
| <b>Total (A+B+C)</b>                                        | <b>(1,158.06)</b>           |

- c) For segment information with respect to discontinued operations, Refer Note 43

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 36 RELATED PARTY DISCLOSURES

#### Where Control exists

##### a) Holding Company

| Name                                      | Type            | Place of incorporation | Ownership interest     |                        |
|-------------------------------------------|-----------------|------------------------|------------------------|------------------------|
|                                           |                 |                        | As at<br>31 March 2023 | As at<br>31 March 2022 |
| Composure Services Private Limited (CSPL) | Holding Company | India                  | 53.69%                 | 53.38%                 |

##### b) Joint venture

Saregama Regency Optimedia Private Limited (SROPL) (under liquidation effective 19 September 2016) [Refer Note 35 (b)]

##### c) Key management personnel of the Parent Company and its Holding Company

| Name                         | Relationship                                                   |
|------------------------------|----------------------------------------------------------------|
| Mr.Sanjiv Goenka             | Chairman and Non-Executive Director of Parent Company          |
| Mr.Vikram Mehra              | Managing Director of Parent Company                            |
| Mrs.Preeti Goenka            | Non-Executive Director of Parent Company                       |
| Mrs.Avarna Jain              | Vice-Chairman and Non-Executive Director of Parent Company     |
| Mr.Umang Kanoria             | Non-Executive Independent Director of Parent Company           |
| Mr.Santanu Bhattacharya      | Non-Executive Independent Director of Parent Company           |
| Mr.Arindam Sarkar            | Non-Executive Independent Director of Parent Company           |
| Mr.Noshir Naval Framjee      | Non-Executive Independent Director of Parent Company           |
| Mrs.Suhana Murshed           | Non-Executive Independent Director of Parent Company           |
| Mr.Vineet Garg               | Chief Financial Officer of Parent Company upto 10 April 2022   |
| Mr. Pankaj Mahesh Chaturvedi | Chief Financial Officer of Parent Company w.e.f. 11 April 2022 |
| Mrs.Kamana Goenka            | Company Secretary of Parent Company upto 10 June 2022          |
| Ms.Priyanka Motwani          | Company Secretary of Parent Company w.e.f. 2 August 2022       |
| Mr.Rajendra Dey              | Director of Holding Company                                    |
| Mr.Akhilanand Joshi          | Director of Holding Company                                    |

##### d) Other Related Parties with whom the Company had transactions

| Name                                                                                     | Relationship                                       |
|------------------------------------------------------------------------------------------|----------------------------------------------------|
| RPSG Resources Private Limited<br>(formerly known as Accurate Commodeal Private Limited) | Entity controlled by KMP of the Parent Company     |
| Saregama India Limited Employees Group Gratuity Fund<br>(Gratuity Fund)                  | Post Employment Benefit Plan of the Parent Company |
| Saregama India Limited Superannuation Fund<br>(Superannuation Fund)                      | Post Employment Benefit Plan of the Parent Company |
| Saregama Welfare Trust                                                                   | Share Based Benefits Scheme of the Parent Company  |

##### e) Fellow Subsidiary

Digidrive Distributors Limited (subsidiary company upto demerger and subsequently a fellow subsidiary) (Refer Note 34)

Open Media Network Private Limited (subsidiary company upto demerger and subsequently a fellow subsidiary) (Refer Note 34)

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### Transactions with related parties

| Sl. No.                                                                              | Particulars   | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|--------------------------------------------------------------------------------------|---------------|-----------------------------|-----------------------------|
| <b>A Holding Company</b>                                                             |               |                             |                             |
| Dividend Paid                                                                        | 3,105.78      | 5,145.80                    |                             |
| <b>B Entity jointly controlled by Key management personnel of the Parent Company</b> |               |                             |                             |
| <b>RPSG Resources Private Limited</b>                                                |               |                             |                             |
| Royalty expense for brand usage                                                      | 800.00        | 600.00                      |                             |
| Reimbursement of expenses received                                                   | 200.00        | 200.00                      |                             |
| <b>C Remuneration to Key management personnel of the Parent Company</b>              |               |                             |                             |
| Mr.Vikram Mehra                                                                      | 1,032.30      | 937.83                      |                             |
| Mr.Pankaj Chaturvedi                                                                 | 141.74        | -                           |                             |
| Mr.Vineet Garg                                                                       | 4.56          | 201.13                      |                             |
| Ms.Priyanka Motwani                                                                  | 7.32          | -                           |                             |
| Mrs.Kamana Goenka                                                                    | 2.83          | 16.65                       |                             |
| <b>D Loan given to Mr. Vikram Mehra</b>                                              | <b>336.00</b> | <b>1,364.00</b>             |                             |
| <b>E Sitting fees paid to Key management personnel of Parent Company</b>             |               |                             |                             |
| Mr.Sanjiv Goenka                                                                     | 1.15          | 1.75                        |                             |
| Mrs.Preeti Goenka                                                                    | 1.00          | 1.40                        |                             |
| Mrs.Avarna Jain                                                                      | 0.80          | 1.40                        |                             |
| Mr.Umang Kanoria                                                                     | 0.95          | 1.95                        |                             |
| Mr.Santanu Bhattacharya                                                              | 2.25          | 3.00                        |                             |
| Mr.Arindam Sarkar                                                                    | 1.00          | 1.65                        |                             |
| Mr.Noshir Naval Framjee                                                              | 1.70          | 2.75                        |                             |
| Mrs.Suhana Murshed                                                                   | 0.80          | 1.45                        |                             |
| <b>F Post employment benefit plan of the Parent Company</b>                          |               |                             |                             |
| Contribution towards Saregama India Limited Employees Group Gratuity Fund            | 10.00         | 93.00                       |                             |
| Contribution towards Saregama India Limited Superannuation Fund                      | 10.89         | 10.16                       |                             |
| <b>G Other Related Party</b>                                                         |               |                             |                             |
| Loans given to Saregama Welfare Trust for purchase of treasury shares                | 1,717.74      | -                           |                             |
| Loans recovered from Saregama Welfare Trust                                          | 74.92         | 340.48                      |                             |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### Key management personnel compensation\*

| Particulars                  | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|------------------------------|-----------------------------|-----------------------------|
| Short-term employee benefits | 1,140.31                    | 1,103.18                    |
| Post employment benefits     | 41.56                       | 44.56                       |
| Other long-term benefits     | 6.88                        | 7.87                        |

\* The above compensation does not include perquisite value of interest free loan and perquisite value of shares options exercised during the year aggregating to **Rs.1,274.93 Lakhs** (31 March 2022: Rs.2,919.15 Lakhs) for the year ended 31 March 2023, as defined under the Income-tax Act, 1961.

The total managerial remuneration paid/payable to Managing Director of the Parent Company including the aforesaid perquisite value of interest free loan and perquisite value of shares options exercised during the year, as defined under the Income-tax Act, 1961, has exceeded the prescribed limits under Section 197 read with Schedule V to the Companies Act, 2013. The Parent Company has obtained necessary approvals as required under the relevant provisions of the Companies Act, 2013.

### Balances outstanding at the year end

| Particulars                                                          | As at<br>31 March 2023 | As at<br>31 March 2022 |
|----------------------------------------------------------------------|------------------------|------------------------|
| <b>A Joint venture company</b>                                       |                        |                        |
| 1) Non-current investments @<br>SROPL                                | 145.97                 | 145.97                 |
| 2) Provision for diminution in the value of investments<br>SROPL     | 145.97                 | 145.97                 |
| <b>B Entity jointly controlled by KMP of the Parent Company</b>      |                        |                        |
| <b>RPSG Resources Private Limited</b>                                |                        |                        |
| Reimbursement of expenses receivable                                 | 236.00                 | 236.00                 |
| <b>C Fellow Subsidiary</b>                                           |                        |                        |
| <b>Digidrive Distributors Limited</b>                                |                        |                        |
| Amount payable pursuant to the scheme of arrangement (Refer Note 34) | 740.97                 | -                      |
| <b>D Key management personnel of the Parent Company</b>              |                        |                        |
| Remuneration payable                                                 |                        |                        |
| - Mr.Vikram Mehra                                                    | -                      | 157.28                 |
| - Mr.Vineet Garg                                                     | -                      | 28.96                  |
| - Mrs.Kamana Goenka                                                  | -                      | 1.90                   |
| Loan given to Mr. Vikram Mehra                                       | 2,595.00               | 2,259.00               |

@ Gross of Provision.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 37 INTEREST IN OTHER ENTITIES:

#### (a) Interests in subsidiaries

The Parent Company's subsidiaries at 31 March 2023 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is also their principal place of business.

| Name                                                       | Country of incorporation | Proportion of Ownership Interest as at |               |
|------------------------------------------------------------|--------------------------|----------------------------------------|---------------|
|                                                            |                          | 31 March 2023                          | 31 March 2022 |
| Saregama Limited (formerly Saregama Plc.)                  | United Kingdom           | 76.41%                                 | 76.41%        |
| RPG Global Music Limited                                   | Mauritius                | 100%                                   | 100%          |
| Kolkata Metro Networks Limited                             | India                    | 100%                                   | 100%          |
| Open Media Network Private Limited*                        | India                    | -                                      | 100%          |
| Saregama FZE                                               | UAE                      | 100%                                   | 100%          |
| Digidrive Distributors Limited*                            | India                    | -                                      | 100%          |
| Saregama Inc (Wholly owned subsidiary of Saregama Limited) | USA                      | 76.41%                                 | 76.41%        |

\*Pursuant to the scheme of arrangement, two wholly owned subsidiary namely Digidrive Distributors Limited and Open Media Network Private Limited ceased to be subsidiaries of the Parent Company with effect from the appointed date of 1 April 2022 (Refer Note 34).

#### (b) Interests in joint venture

Set out below is the joint venture of the Group as at 31 March 2023. The entity have share capital consisting solely of equity shares, which are held directly by the Group. The country of incorporation is also its principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

| Name                                               | Country of incorporation | Proportion of Ownership Interest as at |               |
|----------------------------------------------------|--------------------------|----------------------------------------|---------------|
|                                                    |                          | 31 March 2023                          | 31 March 2022 |
| Saregama Regency Optimedia Private Limited (SROPL) | India                    | 26%                                    | 26%           |

The above joint venture (JV) company has been directed to be wound up vide Order dated 19 September 2016 by the Hon'ble High Court at Calcutta and the Official Liquidator attached to this Court has forthwith taken into his custody all the property, effects, books of accounts, other documents and actionable claims. From the aforesaid date, its share in net assets of SROPL has been determined as on that date and shown under Investment accounted for using equity method. Accordingly, this entity has not been considered for consolidation by the Group.

### 38 COMMITMENTS

Estimated amount of contract remaining to be executed on Capital account and not provided for [net of advances of **Rs.5,696.46 Lakhs** (31 March 2022 - Rs.2,874.47 Lakhs)] as at 31 March 2023 are estimated at **Rs.4,466.00 Lakhs** (31 March 2022 - Rs.2,278.00 Lakhs).

### 39 CONTINGENT LIABILITIES IN RESPECT OF -

#### (i) Income Tax Matter

The Group has ongoing disputes with income tax authorities in India. The disputes relate to tax treatment of certain expenses claimed as deductions, computation or eligibility of allowances. The Group has contingent liability of **Rs.3,287.32 Lakhs** as at 31 March 2023 (31 March 2022 - Rs.2,808.68 Lakhs) in respect of tax demands which are being contested by the Group based on the management evaluation and advice of tax consultants.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

#### (ii) Indirect Tax Matter

The Group has ongoing disputes with Indian tax authorities mainly relating to treatment of characterisation and classification of certain items. The Group has demands amounting to **Rs.554.22 Lakhs** as at 31 March 2023 (31 March 2022 - Rs.463.52 Lakhs) relating to Goods and Service Tax, Excise duty, Custom duty, Service tax, Sales tax/VAT and Other indirect taxes from respective indirect tax authorities which are being contested by the Group based on the management evaluation and advice of tax consultants.

#### (iii) Copyright Matter

The Group has received legal notices of claims / lawsuits filed against it relating to infringement of copyrights in relation to the music used / other matters. Based on management evaluation and advice from legal solicitors, **Rs.20.00 Lakhs** as at 31 March 2023 (31 March 2022 - Rs.20.25 Lakhs) is considered as contingent on account of such claims / law suits.

#### (iv) Other matters including claims related to property related demands **Rs.5,798.93 Lakhs** as at 31 March 2023 (31 March 2022 - Rs.5,018.66 Lakhs).

In respect of above, it is not practicable for the Group to estimate the timings of cash outflows, if any, pending resolution of the respective proceedings. The Group does not expect any reimbursements in respect of the above.

### 40 UTILISATION OF PROCEEDS FROM ISSUE OF SHARES

#### Qualified Institutional Placement

During the previous year, the Parent Company raised a sum of **Rs.74,999.97 Lakhs** by allotting 18,50,937 equity shares of face value of Rs.10/- each on a Qualified Institutional Placement basis.

| Particulars                                                                                          | Amount           |
|------------------------------------------------------------------------------------------------------|------------------|
| Proceeds from the issue of shares during the previous year                                           | 74,999.97        |
| Utilisation during the previous year:                                                                |                  |
| Issue related expenses                                                                               | 1,684.34         |
| Utilised for content acquisition                                                                     | 2,267.50         |
| Balance unutilised amount invested in mutual funds and fixed deposits with Banks as at 31 March 2022 | 71,048.13        |
| Utilisation during the current year                                                                  | -                |
| Balance unutilised amount invested in mutual funds and fixed deposits with Banks as at 31 March 2023 | <b>71,048.13</b> |

41 The Group has following un-hedged exposures in foreign currencies

| Particulars       | Year ended 31 March 2023  |                     | Year ended 31 March 2022  |                     |
|-------------------|---------------------------|---------------------|---------------------------|---------------------|
|                   | Foreign currency in Lakhs | Amount in Rs. Lakhs | Foreign currency in Lakhs | Amount in Rs. Lakhs |
| Trade Receivables | USD 4.17                  | 345.08              | USD 5.64                  | 424.97              |
| Trade Receivables | OMR 0.00*                 | 0.14                | -                         | -                   |
| Trade Receivables | MYR 0.04                  | 0.75                | MYR 0.11                  | 1.99                |
| Trade Receivables | AED 0.00*                 | 0.01                | AED 0.02                  | 0.51                |
| Trade Receivables | -                         | -                   | SGD 0.01                  | 0.13                |
| Trade Payables    | USD 0.12                  | 10.21               | USD 0.05                  | 3.58                |
| Trade Payables    | -                         | -                   | NZD 0.05                  | 2.44                |
| Trade Payables    | GBP 0.12                  | 12.33               | -                         | -                   |

\* amount below rounding off

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

### 42 BASIC AND DILUTED EARNINGS PER SHARE:

| Particulars                                                                                                       | Year ended<br>31 March 2023 | Year ended<br>31 March 2022 |
|-------------------------------------------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| Number of equity shares at the beginning of the year                                                              | 192,809,490                 | 174,280,120                 |
| Number of equity shares at the end of the year                                                                    | 192,809,490                 | 192,809,490                 |
| Weighted average number of equity shares outstanding during the year (A)                                          | 192,809,490                 | 181,441,438                 |
| Weighted average number of equity shares held in controlled trust (B)                                             | 272,151                     | 526,740                     |
| Weighted average number of equity shares for computing basic earnings per share [C= (A-B)]                        | 192,537,339                 | 180,914,699                 |
| Weighted average number of potential equity shares on account of employee stock options (D)                       | 17,682                      | 233,077                     |
| Weighted average number of equity shares for computing diluted earnings per share [E= (C+D)]                      | 192,555,021                 | 181,147,776                 |
| Nominal value of each equity share (Rs.)                                                                          | 1                           | 1                           |
| Profit after tax from continuing operations available for equity shareholders (Rs. in Lakhs) [F]                  | 18,533.82                   | 16,435.23                   |
| Basic earnings per share (Rs.) [F/C]                                                                              | 9.63                        | 9.08                        |
| Diluted earnings per share (Rs.) [F/E]                                                                            | 9.63                        | 9.07                        |
| Profit after tax from discontinued operations available for equity shareholders (Rs. in Lakhs) [G]                | -                           | (1,175.29)                  |
| Basic earnings per share (Rs.) [G/C]                                                                              | -                           | (0.65)                      |
| Diluted earnings per share (Rs.) [G/E]                                                                            | -                           | (0.65)                      |
| Profit after tax from continuing and discontinued operations available for equity shareholders (Rs. in Lakhs) [H] | 18,533.82                   | 15,259.94                   |
| Basic earnings per share (Rs.) [H/C]                                                                              | 9.63                        | 8.43                        |
| Diluted earnings per share (Rs.) [H/E]                                                                            | 9.63                        | 8.42                        |

In compliance with Indian Accounting Standard 33 - 'Earnings per share', the disclosure of earnings per share for the year ended 31 March 2023 and 31 March 2022 has been arrived at after giving effect of the sub-division of share. Also see Note 14.1.

### 43 SEGMENT INFORMATION

#### (a) Description of segments and principal activities

The Group's Chief Operating Decision Maker ('CODM') examines the Group's performance and has identified three reportable segments of its business.

**Music :** The Group is primarily engaged in the business of manufacturing and sale of Music storage device viz. Carvaan, Music Card etc. and dealing with related music rights.

**Film, TV Serials and Events :** The Group is also engaged in production and sale/telecast/broadcast of films/TV Serials, pre-recorded programmes, organising live musical events and dealing in film rights.

**Publication\*** : Group also publishes weekly current affairs magazine 'OPEN' through its publication business.

The segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statement. Also the group's borrowings (including finance costs and interest income), income taxes and investments are managed at head office and are not allocated to operating segments.

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

Segment Revenue is measured in the same way as in the Statement of Profit and Loss.

Segment assets and liabilities are measured in the same way as in the consolidated financial statements. These assets are allocated based on the operations of the segment and the physical location of the assets.

\*Pursuant to the Scheme of Arrangement (Refer Note 34 and Note 35), the Group had discontinued its publication business with effect from appointed date, 1 April 2022. Accordingly figures of this segments are presented under discontinued operations for the year ended 31 March 2022.

#### (b) Information about reportable segments

| Particulars                                                      | Year ended 31 March 2023 |                                    |              | Year ended 31 March 2022 |                   |                                    |                         |
|------------------------------------------------------------------|--------------------------|------------------------------------|--------------|--------------------------|-------------------|------------------------------------|-------------------------|
|                                                                  | Music                    | Films, TV<br>Serials and<br>Events | Publication* | Total                    | Music             | Films, TV<br>Serials and<br>Events | Total                   |
| Segment revenue                                                  |                          |                                    |              |                          |                   |                                    |                         |
| - External sales                                                 | 57,920.17                | 15,741.95                          | -            | 73,662.12                | 47,381.01         | 10,238.90                          | 442.85 58,062.76        |
| - Intersegment sales                                             | -                        | -                                  | -            | -                        | -                 | -                                  | -                       |
| <b>Total segment revenue</b>                                     | <b>57,920.17</b>         | <b>15,741.95</b>                   | <b>-</b>     | <b>73,662.12</b>         | <b>47,381.01</b>  | <b>10,238.90</b>                   | <b>442.85 58,062.76</b> |
| <b>Less: revenue from discontinued operation</b>                 | <b>-</b>                 | <b>-</b>                           | <b>-</b>     | <b>-</b>                 | <b>-</b>          | <b>-</b>                           | <b>442.85 442.85</b>    |
| <b>Revenue of continuing operations</b>                          | <b>57,920.17</b>         | <b>15,741.95</b>                   | <b>-</b>     | <b>73,662.12</b>         | <b>47,381.01</b>  | <b>10,238.90</b>                   | <b>- 57,619.91</b>      |
| Particulars                                                      | Year ended 31 March 2023 |                                    |              | Year ended 31 March 2022 |                   |                                    |                         |
|                                                                  | Music                    | Films, TV<br>Serials and<br>Events | Publication* | Total                    | Music             | Films, TV<br>Serials and<br>Events | Total                   |
| Segment result                                                   | 25,655.36                | 457.95                             | -            | 26,113.31                | 22,519.49         | 1,491.18                           | (1,177.01) 22,833.66    |
| <b>Reconciliation to profit before tax</b>                       |                          |                                    |              |                          |                   |                                    |                         |
| Finance costs                                                    |                          |                                    |              |                          | (571.48)          |                                    | (451.94)                |
| Other unallocated expenditure (net of unallocated income)        |                          |                                    |              |                          | (734.06)          |                                    | (1,940.48)              |
| <b>Profit before tax</b>                                         |                          |                                    |              |                          | <b>24,807.77</b>  |                                    | <b>20,441.24</b>        |
| <b>Taxes</b>                                                     |                          |                                    |              |                          | <b>(6,302.58)</b> |                                    | <b>(5,176.68)</b>       |
| <b>Profit for the year</b>                                       |                          |                                    |              |                          | <b>18,505.19</b>  |                                    | <b>15,264.56</b>        |
| <b>Less: profit/(loss) from discontinued operation after tax</b> |                          |                                    |              |                          | <b>-</b>          |                                    | <b>(1,175.29)</b>       |
| <b>Profit for the year from continuing operations</b>            |                          |                                    |              |                          | <b>18,505.19</b>  |                                    | <b>16,439.85</b>        |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

| Particulars                                                           | Year ended 31 March 2023 |                                    |             |             |                 | Year ended 31 March 2022 |                                    |             |             |                 |
|-----------------------------------------------------------------------|--------------------------|------------------------------------|-------------|-------------|-----------------|--------------------------|------------------------------------|-------------|-------------|-----------------|
|                                                                       | Music                    | Films, TV<br>Serials and<br>Events | Publication | Unallocated | Total           | Music                    | Films, TV<br>Serials and<br>Events | Publication | Unallocated | Total           |
| Segment depreciation and amortisation                                 | 1,990.64                 | 26.48                              | -           | 64.83       | 2,081.95        | 1,224.74                 | 26.60                              | 7.70        | 51.06       | 1,310.10        |
| Less: segment depreciation and amortisation of discontinued operation | -                        | -                                  | -           | -           | -               | -                        | -                                  | (7.70)      | -           | (7.70)          |
| <b>Non cash expenses of continuing operations*</b>                    |                          |                                    |             |             | <b>2,081.95</b> |                          |                                    |             |             | <b>1,302.40</b> |

\*There are no other significant non-cash expenditure other than depreciation and amortisation

| Particulars                                                | Year ended 31 March 2023 |                                    |             |             |                   | Year ended 31 March 2022           |                                    |             |                   |          |
|------------------------------------------------------------|--------------------------|------------------------------------|-------------|-------------|-------------------|------------------------------------|------------------------------------|-------------|-------------------|----------|
|                                                            | Music                    | Films, TV<br>Serials and<br>Events | Publication | Total       | Music             | Films, TV<br>Serials and<br>Events | Publication                        | Total       |                   |          |
| Segment assets                                             | 62,325.17                | 18,989.00                          | -           | 81,314.17   | 50,398.46         | 11,077.00                          | 528.01                             | 62,003.47   |                   |          |
| <b>Reconciliation to total assets</b>                      |                          |                                    |             |             |                   |                                    |                                    |             |                   |          |
| Unallocated assets                                         |                          |                                    |             |             | 89,096.37         |                                    |                                    |             | 106,783.96        |          |
| <b>Total assets</b>                                        |                          |                                    |             |             | <b>170,410.54</b> |                                    |                                    |             | <b>168,787.43</b> |          |
| Particulars                                                | Year ended 31 March 2023 |                                    |             |             |                   | Year ended 31 March 2022           |                                    |             |                   |          |
|                                                            | Music                    | Films, TV<br>Serials and<br>Events | Publication | Unallocated | Total             | Music                              | Films, TV<br>Serials and<br>Events | Publication | Unallocated       | Total    |
| Addition to non current assets other than financial assets | 8,097.35                 | -                                  | -           | -           | 8,097.35          | 5,209.07                           | -                                  | 11.79       | 316.83            | 5,537.69 |
| Particulars                                                | Year ended 31 March 2023 |                                    |             |             |                   | Year ended 31 March 2022           |                                    |             |                   |          |
|                                                            | Music                    | Films, TV<br>Serials and<br>Events | Publication | Total       | Music             | Films, TV<br>Serials and<br>Events | Publication                        | Total       |                   |          |
| Segment liabilities                                        | 26,300.21                | 3,895.49                           | -           | 30,195.70   | 20,404.42         | 2,756.58                           | 296.08                             | 23,457.08   |                   |          |
| <b>Reconciliation to total liabilities</b>                 |                          |                                    |             |             |                   |                                    |                                    |             |                   |          |
| Unallocated liabilities                                    |                          |                                    |             |             | 5,665.33          |                                    |                                    |             | 7,237.22          |          |
| <b>Total liabilities</b>                                   |                          |                                    |             |             | <b>35,861.03</b>  |                                    |                                    |             | <b>30,694.30</b>  |          |

### (c) Additional information by geographies

The amount of revenue from external customers broken down by the location of the customers is shown in table below-

| Revenue from external customers | Year ended 31 March 2023 |                        | Year ended 31 March 2022 |                        |
|---------------------------------|--------------------------|------------------------|--------------------------|------------------------|
|                                 | Continuing Operations    | Discontinued Operation | Continuing Operations    | Discontinued Operation |
| India                           | 41,815.75                | -                      | 38,936.69                | 440.68                 |
| Other Countries                 | 31,846.37                | -                      | 18,683.22                | 2.17                   |
| <b>Total</b>                    | <b>73,662.12</b>         | -                      | <b>57,619.91</b>         | <b>442.85</b>          |

## Notes

to the revised consolidated financial statements for the year ended 31 March 2023 (contd.)

(Amount in Rupees lakhs, except otherwise stated)

The total of segment assets broken down by location of the assets is shown below-

| Non-current assets* | As at 31 March 2023 | As at 31 March 2022 |
|---------------------|---------------------|---------------------|
| India               | 39,911.83           | 30,863.53           |
| Other Countries     | -                   | -                   |
| <b>Total</b>        | <b>39,911.83</b>    | <b>30,863.53</b>    |

\* Excluding financial instruments, etc. as defined under Indian Accounting Standard (Ind AS) 108 on 'Operating Segment' notified in the Act.

### (d) Revenue from major customers

There is only one customer (Previous Year: one) contributing more than 10% of total revenues of the Group amounting to Rs.13,501.83 Lakhs (Previous Year: Rs.12,166.51 Lakhs).

### 44 ADDITIONAL INFORMATION PURSUANT TO PARAGRAPH 2 OF DIVISION II OF SCHEDULE III TO THE COMPANIES ACT 2013

| Name of the Entity                        | As at 31 March 2023<br>Net Assets, i.e. total assets<br>minus total liabilities | 2022-23 Share in Profit or Loss       |                | 2022-23 Share in Other Comprehensive Income |                | 2022-23 Share in Total Comprehensive Income           |                |                                                       |        |
|-------------------------------------------|---------------------------------------------------------------------------------|---------------------------------------|----------------|---------------------------------------------|----------------|-------------------------------------------------------|----------------|-------------------------------------------------------|--------|
|                                           |                                                                                 | As % of<br>Consolidated<br>Net Assets | Amount         | As % of<br>Consolidated<br>profit or loss   | Amount         | As % of<br>Consolidated<br>Other comprehensive income | Amount         | As % of<br>Consolidated<br>Total comprehensive income | Amount |
| <b>Parent</b>                             |                                                                                 |                                       |                |                                             |                |                                                       |                |                                                       |        |
| Saregama India Limited                    | 99.03%                                                                          | 133,237.94                            | 97.53%         | 18,047.83                                   | 3.29%          | 6.00                                                  | 96.60%         | 18,053.83                                             |        |
| Subsidiaries                              |                                                                                 |                                       |                |                                             |                |                                                       |                |                                                       |        |
| Indian                                    |                                                                                 |                                       |                |                                             |                |                                                       |                |                                                       |        |
| Kolkata Metro Networks Limited            | 1.96%                                                                           | 2,639.45                              | -0.77%         | (142.59)                                    | 0.00%          | -                                                     | -0.76%         | (142.59)                                              |        |
| Foreign                                   |                                                                                 |                                       |                |                                             |                |                                                       |                |                                                       |        |
| RPG Global Music Limited                  | -0.33%                                                                          | (445.51)                              | -              | -                                           | 0.00%          | -                                                     | 0.00%          | -                                                     |        |
| Saregama Limited (Formerly Saregama Plc.) | -0.16%                                                                          | (213.27)                              | -0.50%         | (92.74)                                     | 77.66%         | 141.65                                                | 0.27%          | 48.91                                                 |        |
| Saregama FZE                              | -0.13%                                                                          | (179.62)                              | -0.72%         | (132.40)                                    | -4.92%         | (8.97)                                                | -0.76%         | (141.37)                                              |        |
| Non-Controlling Interest                  | 0.25%                                                                           | 338.52                                | -0.15%         | (28.63)                                     | 23.97%         | 43.73                                                 | 0.08%          | 15.10                                                 |        |
| Adjustment arising out of consolidation   | -0.62%                                                                          | (827.98)                              | 4.61%          | 853.72                                      | 0.00%          | -                                                     | 4.57%          | 853.72                                                |        |
| <b>Total</b>                              | <b>100.00%</b>                                                                  | <b>134,549.53</b>                     | <b>100.00%</b> | <b>18,505.19</b>                            | <b>100.00%</b> | <b>182.41</b>                                         | <b>100.00%</b> | <b>18,687.60</b>                                      |        |

As per our report of even date attached

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No.: 101248W/W-100022

For and on behalf of the Board of Directors of  
**Saregama India Limited**  
CIN: L22213WB1946PLC014346

**Jayanta Mukhopadhyay**  
Partner  
Membership Number: 055757

**Sanjiv Goenka**  
Chairman  
DIN: 00074796  
Place: Kolkata

**Pankaj Mahesh Chaturvedi**  
Chief Financial Officer  
ACS: 58041

Place: Kolkata  
Date: 27 July 2023

**Vikram Mehra**  
Managing Director  
DIN: 03556680  
Place: Kolkata

**Priyanka Motwani**  
Company Secretary  
ACS: 58041

Place: Kolkata  
Date: 27 July 2023

## AOC-1

## Annexure 1

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

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

## Part "A": Subsidiaries

(Amount in Rupees lakhs, except otherwise stated)

| Name of the subsidiary                                                                                                         | Saregama Limited<br>(Formerly Known<br>as Saregama Plc),<br>United Kingdom | Saregama<br>Inc, United<br>States of<br>America ## | Saregama<br>FZE,<br>Dubai | RPG Global<br>Music<br>Limited,<br>Mauritius | Kolkata Metro<br>Networks<br>Limited,<br>India |
|--------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|----------------------------------------------------|---------------------------|----------------------------------------------|------------------------------------------------|
| 1. Reporting period for the subsidiary concerned, if different from the holding company's reporting period                     | No                                                                         | No                                                 | No                        | No                                           | No                                             |
| 2. Reporting currency and exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | GBP #                                                                      | USD *                                              | AED **                    | INR                                          | INR                                            |
| 3. Share capital                                                                                                               | 69.24                                                                      | 324.27                                             | 310.62                    | 1,026.20                                     | 1,705.00                                       |
| 4. Other Equity / Reserves & surplus                                                                                           | 37.06                                                                      | (15.15)                                            | (490.24)                  | (1,471.71)                                   | 934.44                                         |
| 5. Total assets                                                                                                                | 892.89                                                                     | 1,443.94                                           | 169.70                    | 2.97                                         | 2,675.69                                       |
| 6. Total Liabilities (excluding Capital and Reserves)                                                                          | 786.59                                                                     | 1,134.82                                           | 349.32                    | 448.48                                       | 36.25                                          |
| 7. Details of Investment (except in case of investment in the Subsidiaries)                                                    | -                                                                          | -                                                  | -                         | -                                            | -                                              |
| 8. Turnover                                                                                                                    | 536.99                                                                     | 4,392.33                                           | 82.16                     | -                                            | 329.05                                         |
| 9. Profit /(Loss) before taxation                                                                                              | (21.64)                                                                    | (104.26)                                           | (132.40)                  | -                                            | (105.26)                                       |
| 10. Provision for taxation                                                                                                     | -                                                                          | (4.54)                                             | -                         | -                                            | 37.33                                          |
| 11. Profit after taxation                                                                                                      | (21.64)                                                                    | (99.72)                                            | (132.40)                  | -                                            | (142.59)                                       |
| 12. Proposed Dividend                                                                                                          | -                                                                          | -                                                  | -                         | -                                            | -                                              |
| 13. % of shareholding                                                                                                          | 76.41%                                                                     | 76.41%                                             | 100.00%                   | 100.00%                                      | 100.00%                                        |

# GBP exchange rates as at year end considered for conversion:

GBP1 = Rs.98.16 for Asset (Closing Buying Rate), Fixed Asset at Historical cost

GBP1 = Rs.101.25 for Liabilities (Closing Selling Rate), Share Capital and Share Premium at Historical cost

GBP1 = Rs.95.38 for Income (Average Buying Rate)

GBP1 = Rs.98.41 for Expense (Average Selling Rate)

\*\* AED exchange rates as at year end considered for conversion:

AED1 = Rs.21.87 for Asset (Closing Buying Rate)

AED1 = Rs.23.19 for Liabilities (Closing Selling Rate), Share Capital at Historical cost

AED1 = Rs.21.08 for Income (Average Buying Rate)

AED1 = Rs.22.35 for Expense (Average Selling Rate)

\* Rate Conversion from GBP to USD is 1.2057

## Step down subsidiary of the Parent company through Saregama Limited

## Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures (contd.)

## Part "B": Associates and Joint Ventures

| Name of Associates/Joint Ventures                                             | Saregama Regency<br>Optimedia Private Limited |
|-------------------------------------------------------------------------------|-----------------------------------------------|
| 1. Latest audited Balance Sheet Date                                          | *                                             |
| 2. Shares of Associate/Joint Ventures held by the company on the year end No. | *                                             |
| Amount of Investment in Associates/Joint Venture                              | *                                             |
| Extend of Holding %                                                           | *                                             |
| 3. Description of how there is significant influence                          | *                                             |
| 4. Reason why the associate/joint venture is not consolidated                 | *                                             |
| 6. Networth attributable to Shareholding as per latest audited Balance Sheet  | *                                             |
| 7. Profit / Loss for the year                                                 | *                                             |
| i. Considered in Consolidation                                                | *                                             |
| ii. Not Considered in Consolidation                                           | *                                             |

\* Saregama Regency Optimedia Private Limited (SROPL), a joint venture of the Company had been directed to be wound up vide Order dated 19 September 2016 by the Hon'ble High Court at Calcutta and the Official Liquidator attached to this Court has forthwith taken into his custody all the property, effects, books of accounts, other documents and actionable claims. Accordingly, the financial statements of SROPL has been prepared up to the date, preceding the date of Court Order.

In view of the above, joint venture is not consolidated and salient features of the financial statement of joint venture is not disclosed.

Pursuant to the Scheme of arrangement as referred to in Board Report, two subsidiaries namely Open Media Network Private Limited and Digidrive Distributors Limited, both domiciled in India, ceased to be subsidiary of the Company w.e.f appointed date of 1 April 2022. Hence the same are not consolidated and salient features of their financial statements are not disclosed.

|               |                   |                          |                   |
|---------------|-------------------|--------------------------|-------------------|
| Sanjiv Goenka | Vikram Mehra      | Pankaj Mahesh Chaturvedi | Priyanka Motwani  |
| Chairman      | Managing Director | Chief Financial Officer  | Company Secretary |

|                |                |                |                |
|----------------|----------------|----------------|----------------|
| DIN: 00074796  | DIN: 03556680  |                | ACS: 58041     |
| Place: Kolkata | Place: Kolkata | Place: Kolkata | Place: Kolkata |

# Notice

## SAREGAMA INDIA LIMITED

CIN: L22213WB1946PLC014346

**Regd. Office:** 33, Jessor Road, Dum Dum, Kolkata - 700028.

**Tel.:** 033-2551 2984/4773, **E-mail:** [co.sec@saregama.com](mailto:co.sec@saregama.com), **Web:** [www.saregama.com](http://www.saregama.com)

### Notice to the Members

Notice is hereby given that the **Seventy-Sixth Annual General Meeting ('AGM')** of the Members of Saregama India Limited ('the Company') will be held on **Thursday, 31<sup>st</sup> August, 2023 at 11:00 A.M.** Indian Standard Time ('IST') through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), to transact the following business:

### ORDINARY BUSINESS

#### 1. To receive, consider and adopt:

- a) the Revised Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon.
  - b) the Revised Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 and the Report of Auditors thereon.
2. To take on record the payment of Interim Dividend @ 300%, (i.e., Rs. 3/- per equity share of Re.1/- each), already paid for the Financial Year ended 31<sup>st</sup> March, 2023.
3. To appoint a Director in place of Mrs. Preeti Goenka (DIN: 05199069), who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS

#### 4. Ratification of remuneration of Cost Auditor.

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Audit and Auditors) Rules, 2014, the consent of the Members of the Company be and is hereby accorded for the ratification of the remuneration of M/s. Shome & Banerjee, Cost Accountants (Firm Registration No. 000001), being the Cost Auditors appointed by the Board of Directors of the Company ('the Board') for the Financial Year ending 31<sup>st</sup> March, 2024 with a remuneration of Rs.1,20,000/- (Rupees One Lakh Twenty Thousand only) plus taxes and reimbursement of traveling and out of pocket expense.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

#### 5. Variation in the remuneration payable to Mr. Vikram Mehra (DIN: 03556680), Managing Director of the Company.

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

**"RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board of Directors of the Company in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent

of the Members of the Company be and is hereby accorded for revision in the remuneration payable to Mr. Vikram Mehra (DIN: 03556680), Managing Director of the Company, effective from 1<sup>st</sup> January, 2024 till his remainder period of tenure i.e. 26<sup>th</sup> October, 2024, upon the terms and conditions set out in the Explanatory Statement annexed to this Notice, with liberty to the Board of Directors/Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board of Directors and Mr. Vikram Mehra.

**RESOLVED FURTHER THAT** the Board of Directors or the Chief Financial Officer or the Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, and expedient to give effect to this resolution."

#### 6. Place for keeping and inspection of registers and returns at any place other than the registered office of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and Rules framed there under (including any amendments thereto or re-enactment thereof) the consent of Members of the Company be and is hereby accorded to keep and maintain the Register and Index of Members pursuant to Section 88 of the Act, and copies of all Annual Returns prepared under Section 92 of the Act together with other statutory registers and the copies of annual returns, certificates and documents required to be annexed thereto or any other documents as maybe required, at the office of the Company's Registrar and Transfer Agent ('RTA'), M/s Link Intime India Private Limited, presently situated at Unit - Saregama India Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, or at such other place within the city of Mumbai or any other office or place within the city of Mumbai, instead of the registered office of the Company.

**FURTHER RESOLVED THAT** the Registers, Indexes, Returns, Books, Certificates, and Documents of the Company required to be maintained and kept open for inspection under the provisions of the Act, be kept open for such inspection, at the place where they are kept, by the persons entitled thereto, to the extent, in the manner and on payment of fees, if any, specified in the aforesaid Act during 11:00 A.M. to 4:00 P.M. on any working day except when the Registers and books are closed under the provisions of the Act or the Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors or Company Financial Officer or Company Secretary of the Company be and is hereby be and are hereby severally authorized to file the necessary documents/ form(s) with the relevant Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

#### 7. Approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ('Act') and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or dispose off, in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever ('Assets') and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders registered with or regulated by the Reserve Bank of India, to secure the amount borrowed by the company or any entity which is a subsidiary or associate or group entity, from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any such entity in respect of such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act.

**RESOLVED FURTHER THAT** the Board of Directors or Chief Financial Officer be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to executing such documents/ deeds/ writings/ papers/ agreements/ undertakings as may be required, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act and settling any question, difficulty or doubt that may arise in regard to creating mortgage/ charge/ pledge / hypothecation as mentioned aforesaid."

#### 8. Approval for making amendments in the Employee Stock Option Scheme - 2013.

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

**"RESOLVED THAT** Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SBEB&SE Regulations'), issued by the Securities and Exchange Board of India ('SEBI') and any other rules framed there under, any other rules, regulations and guidelines issued by any other regulatory or governmental authority and such approvals, consents, permissions and sanctions, as may be required and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (including but not limited to the committees of the Board and the Nomination and Remuneration Committee) (hereinafter referred to as the 'Board') to amend the Employee Stock Option Scheme - 2013 (hereinafter referred to as the 'Scheme'), incorporating the following amendments (i) such changes to the clauses of the Scheme which accord ease in administering the Scheme; (ii) amendment to the clauses relating to vesting period; (iii) clarification to the provisions relating to treatment of Options in case of corporate action and providing clarification thereof; and (iv) to the clauses in order to bring the provisions of the Scheme in line with the provisions of the SBEB&SE Regulations.

**RESOLVED FURTHER THAT** the consent of the Members of the Company be and is hereby accorded to the Board to amend Clause 7.3 of the Scheme such that the Vesting criteria and period of the Options granted to an Eligible Employee shall be determined by the Nomination and Remuneration Committee and communicated to the Eligible Employees in the respective letter of grant.

**RESOLVED FURTHER THAT** the consent of the Members of the Company be and is hereby accorded to the Board to introduce new Clause 3.1(e) to the Scheme, that is, the definition of 'Corporate Action', and the subsequent changes to the new Clauses 5.2.11 and Clause 15, to clarify that the existence of the Scheme shall not affect the ability of the Company to undertake Corporate Action and the Board shall have the power to adjust the Grants made to employees in the event of such Corporate Action.

**RESOLVED FURTHER THAT** it is hereby noted that the amendments to the Scheme are not prejudicial to the interests of the Optionees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme (including but not limited to terms of grant under the Scheme) subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SBEB&SE Regulations and any other applicable laws in force.

**RESOLVED FURTHER THAT** any of the Directors, Group Chief Executive Officer, Group Chief Financial Officer, the Chief Compliance Officer, the Company Secretary, the Chief Financial Officer of the Company and the Nomination and Remuneration Committee be and are hereby severally authorized to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution, and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

#### 9. Approval for amending the 'Pool', that is, the number of Options available for Grant under the Employee Stock Option Scheme - 2013.

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

**"RESOLVED THAT** Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SBEB&SE Regulations'), issued by the Securities and Exchange Board of India ('SEBI') and any other rules framed there under, any other rules, regulations and guidelines issued by any other regulatory or governmental authority and such approvals, consents, permissions and sanctions, as may be required and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (including but not limited to the committees of the Board and the Nomination and Remuneration Committee) (hereinafter referred to as the 'Board') to amend the Employee Stock Option Scheme - 2013 (hereinafter referred to as the 'Scheme'), to increase the issue of equity shares of the Company having face value of Re. 1/- ('Equity Shares') pursuant to exercise of Options under the Scheme from 5% of the issued and subscribed equity share capital of the Company ('Equity Share Capital') as on the date of the introduction of the Scheme, that is as on 26<sup>th</sup> July, 2013 to 5% of the Equity Share Capital as on the date of passing this special resolution, that is as on 31<sup>st</sup> August, 2023.

**RESOLVED FURTHER THAT** it is hereby noted that the amendments to the Scheme are not prejudicial to the interests of the Optionees.

**RESOLVED FURTHER THAT** the Board is empowered to make fair and reasonable adjustment, in its sole and absolute discretion in accordance with applicable law to the terms of grant and/or offer made under the Scheme in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, or sub-division or consolidation of Equity Shares.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme (including but not limited to terms of grant under the Scheme) subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SBEB&SE Regulations and any other applicable laws in force.

**RESOLVED FURTHER THAT** any of the Directors, Group Chief Executive Officer, Group Chief Financial Officer, the Chief Compliance Officer, the Chief Financial Officer, the Company Secretary of the Company and the Nomination and Remuneration Committee be and are hereby severally authorized to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution, and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

**By Order of the Board**

**Registered Office:**  
33, Jessor Road, Dum Dum,  
Kolkata-700 028

Dated: 27<sup>th</sup> July, 2023  
Place: Kolkata  
CIN: L22213WB1946PLC014346

**Priyanka Motwani**  
Company Secretary  
ACS: 58041

**NOTES:**

1. The relevant Explanatory Statement(s) pursuant to Section 102 of the Companies Act, 2013 (the '**Act**') setting out material facts relating to Special Businesses under Item Nos. 4 to 9 set out above to be transacted at this AGM is annexed hereto. Further, the relevant details of the Director under Item No. 3 & 5 as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended (**SEBI Listing Regulations**) and Secretarial Standard on General Meetings (**SS-2**) in respect of the Directors seeking re-appointment and variation in remuneration at this Annual General Meeting is annexed hereto as '**Annexure - A**'.
2. The Ministry of Corporate Affairs ('**MCA**'), vide its General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with all the subsequent circulars issued in this regard, the latest being General Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 ('**MCA Circulars**') and the Securities and Exchange Board of India ('**SEBI**') vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 and other applicable circulars ('**SEBI Circulars**'), have allowed the Companies to conduct the AGM through Video Conferencing ('**VC**') or through Other Audio Visual Means ('**OAVM**') upto 30<sup>th</sup> September, 2023, which does not require physical presence of Members at a common venue. The deemed venue for the 76<sup>th</sup> AGM shall be at RPSG House, 2/4 Judges Court Road, Alipore, Kolkata - 700027. Hence, Members can attend and participate in the AGM through VC/OAVM only. National Securities Depositories Limited ('**NSDL**') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The detailed procedure for participating in the Meeting through VC/OAVM is annexed herewith (Refer Serial No. 21 of these Notes).
3. As the AGM shall be conducted through VC/ OAVM, where physical attendance of Members has been dispensed with, there is no requirement of proxies and hence, the facility to appoint proxy to attend and cast vote on behalf of the Members is not available for this AGM. Thus, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-Voting. Corporate Member(s) intending to authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorisation letter to the Scrutinizer by sending an e-mail to [goenkamohan@gmail.com](mailto:goenkamohan@gmail.com); with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 25<sup>th</sup> August, 2023 to Thursday, 31<sup>st</sup> August, 2023 (both days inclusive).
6. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number ('**PAN**'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
  - a. For shares held in electronic form: to their Depository Participants ('**DPS**'); and
  - b. For shares held in physical form: submit Form ISR-1 and other forms as prescribed by SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16<sup>th</sup> March, 2023 to the Company by sending an email to [silagm2023@rpsg.in](mailto:silagm2023@rpsg.in) or to Company's RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). The folios wherein document/details mentioned above are not available on or after 1<sup>st</sup> October, 2023, shall be frozen by the RTA. The Company has dispatched reminder letters along with Business Reply Envelopes, providing instructions for submitting the required documents.
8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of

which is available on the Company's website at <https://www.saregama.com/static/investors> and on the website of the Company's RTA, M/s. Link Intime India Private Limited at <https://web.linkintime.co.in/KYC-downloads.html>. However, as per above SEBI circular, the Company/Company's RTA will issue Letter of Confirmation (LOC) in lieu of share certificate, which should be dematerialised within 120 days from the date of issue of LOC. It may be noted that any service request can be processed only after the folio is KYC Compliant.

9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company at their Corporate office address at 2<sup>nd</sup> Floor, Spencer Building, 30 Forjett Street, Grant Road (West), Mumbai - 400036 (Contacts: Ms. Priyanka Motwani), Telephone: (022)66886200, Email: [co.sec@saregama.com](mailto:co.sec@saregama.com) or the Company's New Registrar and Transfer Agent, M/s. Link Intime India Private Limited (RTA), at their Registered office at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, Telephone: +91 2249186000, Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or refer FAQs available on RTAs website for assistance in this regard.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or the RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at <https://www.saregama.com/static/investors> or from the website of the Company's RTA, M/s. Link Intime India Private Limited at <https://web.linkintime.co.in/KYC-downloads.html>.
12. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
13. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agents of the Company at the following address:  
M/s Link Intime India Private Limited  
C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.
14. Members who wish to claim dividends that remain unclaimed/unpaid are requested to write to the Company at [co.sec@saregama.com](mailto:co.sec@saregama.com) or Company's RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). Members are requested to note that dividends that are not claimed or remain unpaid for 7 (seven) years from the date of transfer to the Company's unpaid dividend account are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, equity shares in respect of which dividend remains unclaimed/unpaid for 7 (seven) consecutive years shall also be transferred to the IEPF as per Section 124 of the Act read with rules notified thereunder, as may be amended from time to time. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5. The said form is available on the website of IEPF at: Weblink: (<https://www.iepf.gov.in/IEPF/corporates.html>).
15. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
16. Members may also note that the Annual Report for the financial year 2022-2023 and the Notice of the 76<sup>th</sup> AGM will also be available on the website of the Company at [www.saregama.com](https://www.saregama.com), on the website of Stock Exchanges i.e. BSE & NSE and on the website of NSDL at [www.evoting.nsdl.com](https://www.evoting.nsdl.com).

### PROCEDURE FOR INSPECTION OF DOCUMENTS:

17. The Annual Report for the financial year 2022-2023, the Notice of the 76<sup>th</sup> AGM and all documents referred to in the accompanying Notice of the 76<sup>th</sup> AGM and the Explanatory Statement shall be available for inspection in the 'Investor Relations' section of the website of the Company at [www.saregama.com](http://www.saregama.com).
18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and the Certificate from Secretarial Auditors of the Company certifying that the ESOP Scheme of the Company is being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 shall be made available at the commencement of the meeting and shall remain open and accessible to the Members during the continuance of the 76<sup>th</sup> AGM. During the AGM, Members may access the scanned copy of these documents, upon Logging into NSDL e-Voting system at <https://www.evoting.nsdl.com>.

### ELECTRONIC DESPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

19. Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI Listing Regulations, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses with the Company or Depositories. In accordance with the Circulars issued by MCA and SEBI, the Annual Report containing financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), and such statements including the Notice of the 76<sup>th</sup> AGM are being sent through electronic mode to those Members whose e-mail address is registered with the Company or the Depositories. Members may note that the Notice of the 76<sup>th</sup> AGM and the Annual Report 2022-23 are also available on the Company's website at [www.saregama.com](http://www.saregama.com), website of the Stock exchanges i.e. BSE Limited: [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited: [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also disseminated on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).
20. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [co.sec@saregama.com](mailto:co.sec@saregama.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any proof of address (eg.: Driving License, Election Identity Card, Passport) of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to [co.sec@saregama.com](mailto:co.sec@saregama.com).

### PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

21. Members are requested to join the AGM on through VC/OAVM mode latest by 10:45 A.M. IST by clicking on the link <https://www.evoting.nsdl.com/> under Members login by using the remote evoting credentials and following the procedures mentioned later in these Notes. The VC/OAVM shall be kept open for the Members from 11:00 a.m. IST and may be closed at 12:00 Noon IST, or, soon thereafter.
22. The facility of attending the AGM will be made available to 1,000 Members on a first-come-first-served. 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 AGM without restriction on account of first come first served basis.
23. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
24. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.
25. 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.

### PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

26. Members who would like to express any views, or, during the AGM ask questions may do so in advance by sending in writing their views or questions, as may be, along with their name, DP ID and Client ID number/folio number, email id, mobile number, to reach the Company's email address at [silagm2023@rpsg.in](mailto:silagm2023@rpsg.in) latest by Friday, 25<sup>th</sup> August, 2023 by 05:00 P.M. IST.
27. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
28. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good & stable internet speed.
29. The Company reserves the right to restrict the number of questions/speakers, as appropriate for smooth conduct of the AGM.

### PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

30. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. For this purpose, the Company has appointed 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 AGM will be provided by NSDL.
31. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 24<sup>th</sup> August, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
32. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 9.00 A. M. IST on Monday, 28<sup>th</sup> August, 2023 and will end at 5.00 P. M. IST on Wednesday, 30<sup>th</sup> August, 2023. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.
33. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned below for remote e-voting.
34. Only those Members/ shareholders, who will be present in the 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 AGM.
35. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
36. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### PROCEDURE FOR REMOVE E-VOTING AND E-VOTING

37. The details of the process and manner for remote e-voting are explained herein below:

**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 and joining virtual meeting for Individual shareholders holding securities in demat mode**  
In terms of SEBI circular dated 9<sup>th</sup> December, 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.                                    | <p>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/ideasDirectReq.jsp">https://eservices.nsdl.com/SecureWeb/ideasDirectReq.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around;"> <span></span> <span></span> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> </div> |
| Individual Shareholders holding securities in demat mode with CDSL                                     | <p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | 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 above mentioned 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30 - 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022- 23058542-43                         |

#### B) Login Method for e-Voting and joining virtual meeting for 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<br>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<br>For example if your Beneficiary ID is 12***** then your user ID is 12*****.                                                    |
| c) For Members holding shares in Physical Form.                | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

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'.

- (ii) 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:
  - a) 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (if you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto: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.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. 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?**

1. 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.
2. 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 General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

##### **General Guidelines for shareholders**

1. 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 [goenkmohan@gmail.com](mailto:goenkmohan@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Friday, 4<sup>th</sup> August, 2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. **1800 1020 990 and 1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e Friday, 4<sup>th</sup> August, 2023 may follow steps mentioned in the Notice of the AGM under Step 1:"Access to NSDL e-Voting system" (Above).

- 3. 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](http://www.evoting.nsdl.com) to reset the password.
- 4. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Senior Manager at [evotingsnsdl.co.in](mailto:evotingsnsdl.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. Members holding share(s) in physical mode are requested to register/update their information by providing the signed Form ISR-1 mentioning all the details including Folio Number, Name of shareholder, Mobile no., email id, Bank Account details such as Bank and Branch name, Account no., and IFSC Code and self-attested scanned copy of PAN card by email to the Company at [silagm2023@rpsg.in](mailto:silagm2023@rpsg.in) or to the RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). The said form can be downloaded from the website of our RTA at (<https://www.linkintime.co.in/>).
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 [co.sec@saregama.com](mailto:co.sec@saregama.com). If you are an individual shareholder 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](mailto: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 9<sup>th</sup> December, 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 AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the 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 link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [silagm2023@rpsg.in](mailto:silagm2023@rpsg.in) latest by Friday, 25<sup>th</sup> August, 2023 by 05:00 P.M. IST.
6. 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 [silagm2023@rpsg.in](mailto:silagm2023@rpsg.in) latest by Friday, 25<sup>th</sup> August, 2023 by 05:00 P.M. IST. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting, but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call 1800 1020 990/1800 22 44 30.

#### DIVIDEND RELATED INFORMATION

38. **UNCLAIMED DIVIDEND:** Details of dividend unclaimed by Members for the past years which have not yet been transferred to the Central Government have been uploaded on the Company's website at [www.saregama.com](http://www.saregama.com). Members are advised to view the lists and lodge their claim with our Registrars & Share Transfer Agents for dividend which have remained unclaimed.
39. **TRANSFER TO IEPF:** Dividend not claimed within 7 years will be transferred to the Investor Education and Protection Fund (IEPF). All unpaid / unclaimed dividend/ shares for the Financial Year ended 31<sup>st</sup> March, 2016 is due to be transferred to the aforesaid account on or before 27<sup>th</sup> August, 2023. Claims for payment of such dividend should, therefore be lodged to the Company or Company or Company's RTA, M/s Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 immediately.

#### OTHERS

1. Members are requested to:
  - a. intimate any change in their addresses/mandates and address all their queries relating to shares of the Company to the Company's RTA i.e. M/s Link Intime India Private Limited, for shares held in physical form.
  - b. quote Client ID and DP ID in respect of shares held in dematerialized form and ledger folio number in respect of shares held in physical form in all the correspondence.
  - c. make nomination in respect of the shares held in physical form in the Company. The Nomination Form as prescribed by the Ministry of Corporate Affairs can be obtained from the Registrar and Share Transfer Agents of the Company. Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination.
2. Non-Resident Indian Members are requested to inform the RTA
  - a. the change in residential status on return to India for permanent settlement; and
  - b. the particulars of the bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank, if not furnished earlier.

3. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and ease of portfolio management. Members can contact the Company or the RTA for assistance in this regard.
4. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. Mr. Mohan Ram Goenka, Practicing Company Secretary (Membership No. F4515 and CP no: 2551) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
6. Members are requested to note that SEBI vide its circular dated 30<sup>th</sup> May, 2022 have framed standard (SOP) for resolving investor grievances through arbitration mechanism. Link of the SEBI circular is as follows:  
[https://www.sebi.gov.in/legal/circulars/may-2022/standard-operating-procedures-sop-for-dispute-resolution-under-the-stock-exchange-arbitration-mechanism-for-disputes-between-a-listed-company-and-or-registrars-to-an-issue-and-share-transfer-agents-\\_59345.html](https://www.sebi.gov.in/legal/circulars/may-2022/standard-operating-procedures-sop-for-dispute-resolution-under-the-stock-exchange-arbitration-mechanism-for-disputes-between-a-listed-company-and-or-registrars-to-an-issue-and-share-transfer-agents-_59345.html)
7. The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company at [www.saregama.com](http://www.saregama.com).

#### EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

##### Item No. 4

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company on such remuneration as may be determined by the Members.

On the recommendation of the Audit Committee at its meeting held on 27<sup>th</sup> July, 2023, the Board has considered and approved the appointment of M/s Shome & Banerjee, Cost Accountants as the Cost Auditor for the financial year 2023-2024 at a remuneration of Rs. 1,20,000/- (Rupees One Lakh Twenty thousand only) plus applicable taxes and travelling and reimbursement of out-of-pocket expenses subject to approval of the Members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any. The Board recommends the resolution at Item No. 4 to be passed as Ordinary Resolution.

##### Item No. 5

The Members of the Company in the Annual General Meeting held on 19<sup>th</sup> July, 2019 approved the re-appointment of Mr. Vikram Mehra (DIN: 03556680) as Managing Director for a period of 5 years, effective from 27<sup>th</sup> October, 2019 to 26<sup>th</sup> October, 2024. Subsequently, on 16<sup>th</sup> August, 2021 the Members also approved a variation in the remuneration paid/payable to Mr. Vikram Mehra's remuneration effective from 1<sup>st</sup> January, 2021 until 31<sup>st</sup> December, 2023.

Taking into consideration his present salary and future revisions, if any and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors decided to recommend a revision in Mr. Vikram Mehra's remuneration from 1<sup>st</sup> January, 2024 until the remainder period of his tenure on 26<sup>th</sup> October 2024.

**Details of revised remuneration payable to Mr. Vikram Mehra (DIN: 03556680) is given below:**

|                                                                   |                                                                                                                                                                                                                      |
|-------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Basic Salary                                                      | Rs. 1,96,38,894 per annum                                                                                                                                                                                            |
| House Rent Allowance                                              | Rs. 1,19,63,327 per annum                                                                                                                                                                                            |
| Customized Allowance Pool<br>(comprising of Management Allowance) | Rs. 4,48,90,670 per annum                                                                                                                                                                                            |
| Car                                                               | Rs. 40,30,194 per annum                                                                                                                                                                                              |
| Driver, Petrol and others                                         | Rs. 15,71,120 per annum                                                                                                                                                                                              |
| Medical                                                           | Rs. 49,122 per annum                                                                                                                                                                                                 |
| Performance Bonus                                                 | Rs. 2,82,00,000                                                                                                                                                                                                      |
|                                                                   | This is only an indicative amount. The actual Bonus is based on performance of both individual and Company; as per company's policy and will be decided by the Nomination Remuneration Committee/Board of Directors. |
| Provident Fund                                                    | Rs. 23,56,673 per annum                                                                                                                                                                                              |
| Total                                                             | Rs. 11,27,00,000 per annum                                                                                                                                                                                           |

The annual salary and increments will be decided by the Nomination and Remuneration Committee/Board of Directors depending on the performance of Mr. Vikram Mehra, the profitability of the Company and other relevant Factors.

- Term Life Insurance: The Company shall take out a Term Life Insurance policy for Mr. Vikram Mehra as per the Rules of the Company.
- Hospitalization Insurance: The Company shall pay premium for medical insurance for Mr. Vikram Mehra as per the Rules of the Company.
- Club Fees: Fees of one Corporate Club Membership in Mumbai including entrance and other fees.
- Company's contribution towards Provident Fund for Mr. Vikram Mehra will be as per Rules of the Company and shall be subject to the ceilings as may be prescribed from time to time under the Income Tax Act, 1961 and the Rules framed thereunder provided that these either singly or put together are not taxable under the Income Tax Act, 1961.
- Gratuity payable to Mr. Vikram Mehra shall be in accordance with the Rules of the Company.
- Reimbursement of telephone expenses: One landline and one mobile connection.
- Earned leave: As per Company Policy.
- Perquisites arise on exercise of share options or as defined under Income Tax Act.

The aggregate of salary and perquisites as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion pay to the above mentioned Director from time to time, Accordingly, remuneration calculated as per section 2(78) of companies act 2013 may exceed the limits prescribed from time to time under Sections 197 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force).

Further, as on 31<sup>st</sup> March, 2023 Mr. Vikram Mehra holds 29,00,000 equity shares of face value Re. 1/- each which have been allotted to him pursuant to employee stock options granted to him over period of time.

Mr. Vikram Mehra, currently has 12,00,000 outstanding Stock Options which was granted to him by the Nomination and Remuneration Committee on 23<sup>rd</sup> December, 2022, under the Employee Stock Options Scheme- 2013. In accordance with the definition of perquisites as under the Income-tax Act, 1961, the remuneration includes the value of stock incentives only on those shares that have been exercised during the period. Accordingly, all the perquisites value arising out of stock options exercised during the year shall form part of his remuneration.

The Information as required under Schedule V of the Companies Act, 2013 is mentioned below:

**I. General Information:**

- Nature of Industry: Media and entertainment  
Date or expected date of Commencement of commercial Production: Not applicable (The Company is an existing company).
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.
- Financial information based on given indicators (Standalone) of last 3 years:

| (Rs. in Lakhs)   | FY 2019-20 | FY 2020-21 | FY 2021-22 |
|------------------|------------|------------|------------|
| Total Income     | 51,159.65  | 46,332.60  | 60,171.84  |
| Profit after Tax | 4,899.27   | 10,701.79  | 15,041.44  |

Foreign investments or Collaborators, if any:

The Company has made direct investments in the following international subsidiaries:

1. Saregama Limited (formerly known as Saregama Plc)
2. RPG Global Music Ltd
3. Saregama FZE

**II. Information about the Managing Director:****1. Background Details:**

Mr. Vikram Mehra is the Managing Director of the Company since 27<sup>th</sup> October, 2014. Before joining Saregama, Mr. Mehra served as Chief Marketing Officer and Chief Commercial Officer at Tata Sky Limited until October 2014. In his decade-long stint at Tata Sky, he was responsible for subscription revenue management, brand marketing, new product development, customer analytics, interactive service operations, consumer research and PR. Mr. Mehra has a wealth of experience in handling the ever developing digital platforms. His deep understanding of various aspects and facets of digital media spearheads the growth momentum at Saregama of transforming and expanding the music label into a digital business. He started his career with Tata Consultancy Services as Senior Systems Analyst. After spending two years there, he moved to Tata Administrative Services as a Manager. He has also worked with Tata Motors during his seven year stint with Tata Group. Prior to joining Tata Sky, he was with News Corp owned STAR TV from 2000 to 2004 as Vice President, where he led its foray into DTH and cable services in India. He has been a Managing Director at Saregama India Limited since October 27, 2014. Mr. Mehra holds MBA from IIM Lucknow and a B.Tech in Computer Science from IIT Roorkee.

**2. Past remuneration:**

Rs. 9,37,83,000

**3. Recognition or awards:**

Mr. Vikram Mehra is widely recognized by the industry as a leader setting new directions to tap unexplored potentials of the industry. Adopting a contrarian approach, He made stupendous success out of a physical music device Carvaan in the music physical market facing extinction. Under his stewardship, the Company re-entered the film business but with a disciplinarian approach to cater to newly evolved digital market for the films. Mr. Mehra won prestigious Chairman's special award for outstanding contribution and leadership in 2018.

**4. Job profile and his suitability:**

Mr. Vikram Mehra is the Managing Director of the Company since 27<sup>th</sup> October, 2014. Mr. Mehra has wealth of experience in handling complexities of IP based businesses for the new age highly competitive markets. He has lead the launch of innovative physical device "Carvaan"; which took the market by storm immediately after its introduction. Under his leadership, the Company has posted all round improvements in its operations and profitability.

**5. Remuneration proposed:**

As mentioned in Explanatory statement of Item no. 5 of the Notice of 76<sup>th</sup> Annual General Meeting.

**6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)**

The remuneration payable to the Managing Directors has been benchmarked with the remuneration being drawn by similar positions in the Media and Entertainment industry.

**7. Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel or other Director, if any:**

The Managing Director have no pecuniary relationship directly or indirectly with the Company except to the extent of their remuneration and shareholdings/ESOPs in the Company.

**III. Other Information:****1. Reasons of loss or inadequate profits:**

The proposed remuneration may not fall within the limits as specified in Companies Act, 2013. However, it is in line with the industry standards.

**2. Steps taken or proposed to be taken for improvement:**

The Company remains committed to generate superior returns for its stakeholders and has been successfully taking business initiatives to grow size of its operations and the profits.

**3. Expected increase in productivity and profits in measurable terms:**

The parameters of assessing productivity have been widely accepted norms of market share and profitability/financial ratios. The Company has shown appreciable improvements on these parameters besides reporting healthy profits.

**IV. Disclosures:**

The past and proposed remuneration of the Managing Director is mentioned under the heading "Information about the Managing Director" above.

## 1) Remuneration package of the managerial person:

Same is fully described in the respective Resolution and/or Explanatory Statement:

## 2) Following disclosures forms part of the Annual Report:

- All elements of remuneration package such as salary, benefits, stock options, pension etc. of all the directors;
- Details of fixed component and performance linked incentives along with the performance criteria;
- Service contracts, notice period, severance fees;
- Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

The Board recommends the resolution set forth in Item no. 5 for the approval of the Members as a Special Resolution. Except Mr. Vikram Mehra (DIN: 03556680), none of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

**Item No. 6**

Pursuant to Section 94(1) of the Companies Act, 2013, (the 'Act') the registers required to be kept and maintained by a Company under Section 88 of the Act, such as the Register of Members and Index of Members and other related documents including copies of the annual return filed under Section 92 of the Act shall be kept at the Registered Office of the Company.

Provided that such registers or copies of return may also be kept at any other place in India in which more than one-tenth of the total number of Members entered in the register of Members reside, if approved by a special resolution passed at a general meeting of the company.

The Company has appointed M/s Link Intime India Private Limited having its office at Unit - Saregama India Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 as the Company's Registrar and Share Transfer Agent (RTA). M/s Link Intime being the Company's RTA, has been providing depository related services for the shares held in demat mode and also acting as the Share Transfer Agent for the shares held in physical segment.

As such, it would be desirable to keep the aforesaid documents at the office of the Company's RTA.

In view of the above, the approval of the Members is sought in terms of Section 94(1) of the Act, for keeping the aforementioned Registers and documents at the premises of the RTA as stated in the resolution or such other place within the city of Mumbai or any other office or place within the city of Mumbai, instead of the registered office of the Company.

Further, pursuant to the provisions of Section 94(2) of the Companies Act, 2013 and Rules made thereunder it is also proposed that the aforesaid documents be kept open for inspection, by the persons entitled thereto, to the extent, in the manner and on payment of fees, if any as specified in the aforesaid Act during 11:00 A.M. to 4:00 P.M. on any working day except when the Registers and books are closed under the provisions of the Act or the Articles of Association of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any. The Board recommends the resolution at Item no. 6 to be passed as Special Resolution.

**Item No. 7**

Considering the Company's long-term strategic and business objectives, there may be a requirement for additional funds. To fulfill this need, the Company may from time to time finance from various banks, financial institutions, investors, debenture trustees or any other lenders registered with or regulated by the Reserve Bank of India. This borrowing, in combination with the monies previously borrowed by the Company (excluding temporary loans obtained from the Company's bankers in the ordinary course of business), do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act.

In order to secure the borrowings undertaken by the Company, it becomes necessary to create a charge/mortgage on the assets or a part of the undertaking of the Company. Additionally, as per Section 180(1)(a) of the Companies Act, 2013, the Company has the power to sell, lease, or dispose of the whole or substantially the whole of its undertaking, subject to approval from the Members in a General Meeting.

In summary, the Company may need additional funds to achieve its long-term objectives and intends to borrow, to secure these borrowings, the Company may create a charge on its assets or undertaking.

Regulation 37A of SEBI Listing Regulations, shall not be applicable to this resolution as the already borrowed and proposed borrowing will be availed through entities that are registered with or regulated by Reserve Bank of India.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any. The Board recommends the resolution at Item no. 7 to be passed as Special Resolution.

**Item No. 8 and 9**

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan. Your Company believes in rewarding its employees including Directors of the Company for their continuous hard work, dedication and support, which has led the Company on the growth path. Accordingly, the Company had implemented the

Employee Stock Option Scheme - 2013 (hereinafter referred to as the "Scheme") to align the interests of its employees with the long-term interests of the Company by motivating the employees with incentives and reward opportunities under the Scheme to create a sense of ownership and participation amongst the employees in the sustained growth of the Company. The Scheme was adopted by the Company's Board of Directors ("Board") through resolution dated 25<sup>th</sup> March, 2013 and thereafter approved by the Members of the Company on 26<sup>th</sup> July, 2013.

With a view to ensure better efficacy and administration of the Scheme, it is proposed to amend the Scheme to provide for more efficient administration, clarifications to provisions where required and to bring the provisions of the extant Scheme in line with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "SBEB&SE Regulations") as permitted under Clause 10 of the Scheme and the SBEB&SE Regulations. The aforesaid amendment is not prejudicial to the interest of the Optionees under the Scheme.

A copy of the amended Scheme will be available for inspection by the Members at the Registered office of the Company during normal business hours and on all working days except Saturday, Sunday and National Holidays up to the date of the Annual General Meeting.

The following are the salient features of the Scheme, and various disclosures as required in terms of SBEB&SE Regulations, to be interpreted in conjunction with the Scheme or its modifications as applicable. The other terms of the Scheme remain the same as approved by the Members dated 19<sup>th</sup> July, 2019.

#### **1. Introduction of Corporate Action and providing Company opportunity to make adjustments (Clause 3.1.(e) and Clause 15)**

Under the amended Scheme, in the event of a 'Corporate Action' as defined in Clause 3.1 (e) of the amended Scheme and change in control, a Grant made under the Scheme will be subject to adjustment by the Nomination and Remuneration Committee at its discretion including but not limited to the number of Options or Vesting criteria or Exercise Price or cancellation of Options (whether Vested or Unvested) in lieu of such consideration as may be determined by the Nomination and Remuneration Committee in its sole discretion. This is to ensure that the Nomination and Remuneration Committee is able to ensure that such actions / transactional events do not affect the smooth administration / implementation of the Scheme or vice versa.

#### **2. Introduction of definition of nominee (Clause 3.1(r))**

The amended Scheme has provided for a definition of the Nominee, who shall have the right to Exercise the Options in the unfortunate event of the death of an Optionee as provided for in the extant Scheme.

#### **3. Increase in 'Pool' size (Clause 4.2)**

Given the growth of the Company since the introduction of the Scheme in 2018, largely due to the contribution of its dedicated employees, there has been an increase in the number of employees of the Company itself. An increase in the 'Pool', that is, the number of Options that may be issued under this Scheme, will provide the Company with increased headroom to incentivise new talent to join the Company and motivate and retain the existing employees, enabling these employees to participate in and work toward the growth of the Company which would align with the objective of wealth creation for themselves.

#### **4. Clarification on status of grant on expiry / cancellation (Clause 4.6)**

The amended Scheme clarifies under Clause 4.6, that if the Options expires or becomes not exercisable without having been Exercised in full, the Shares which were subject to such Options, shall become available for future Grant under the Scheme unless the Scheme stands terminated.

#### **5. Expansion of administration powers of the Nomination and Remuneration Committee (Clause 5.2)**

For provision of administrative ease to the Nomination and Remuneration Committee, the committee may specify the method which the Company shall use to value its Options and also lay down the procedure for cashless Exercise of Options, if required.

#### **6. Removal of fixed vesting schedule (Clause 7.3)**

With a view to provide flexibility and administrative ease and to determine the vesting schedule of employees belonging to different grades, roles, performance, pay, contribution to the growth of the Company, the Nomination and Remuneration Committee has now been given the authority to determine the vesting schedule, after due consideration of the circumstances, the grade of employee, etc, for the Options and communicate the same in the Letter of Grant.

#### **7. Provisions of various methods for exercise of Options (Clause 7.3.7)**

For provision of flexibility to the Optionee and the Nomination and Remuneration Committee, the methods by which the Optionee may make payment of the Exercise price including by way of cheque, online payment, deduction from salary, cashless exercise, any other method, or a combination of the above.

#### **8. Clarification on right to Grant (Clause 19.1)**

While this has always been the case, the amended Scheme clarifies that the adoption of the Scheme or any action of the Nomination and Remuneration Committee shall not be deemed to give an Eligible Employee any right to be Granted any Options to acquire Shares or to any other rights hereunder except as may be evidenced by Letter of Grant signed and counter signed by the Company and the Eligible Employee, respectively.

#### **9. Clarification on status of Options on dissolution / liquidation of the Company (Clause 19.2)**

The amended Scheme clarifies that in the event of a dissolution or liquidation, the Nomination and Remuneration Committee shall inform each Optionee, as soon as practicable/ permissible under Applicable Law, of the same and communicate regarding the treatment of Options held by the Optionee.

#### **10. Provision of option to the Optionee to surrender Option of their own volition (Clause 19.3)**

The amended Scheme provides the Optionee a right (but not an obligation) to by way of written request tender all or any of its Options for surrender of their own volition. The Nomination and Remuneration Committee on receipt of such request, shall consider it and cancel such surrendered Options vis-à-vis the Optionee. The Company and the Nomination and Remuneration Committee shall have no obligation towards such surrendered and cancelled Options.

The directors and key managerial personnel of the Company and/or their relatives may be deemed to be concerned or interested in these Resolutions only to the extent of any options that may be granted to them (along with the resultant Equity Shares issued) that may be offered to them in accordance with the Scheme. The Board recommends the resolution at Item no. 8 and 9 to be passed as Special Resolution.

#### **By Order of the Board**

**Priyanka Motwani**  
Company Secretary

ACS: 58041

#### **Registered Office:**

33, Jessor Road, Dum Dum,  
Kolkata-700 028

Dated: 27<sup>th</sup> July, 2023

Place: Kolkata

CIN: L22213WB1946PLC014346

## 'ANNEXURE A' TO THE NOTICE OF ANNUAL GENERAL MEETING

## Details of Director seeking Re-appointment and Variation in Remuneration at the Annual General Meeting

|                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|
| Name of the Director                                                                                                                                                                  | <b>Mrs. Preeti Goenka</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>Mr. Vikram Mehra</b>                                                                                                        |
| DIN                                                                                                                                                                                   | 05199069                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 03556680                                                                                                                       |
| Date of Birth                                                                                                                                                                         | 16 <sup>th</sup> July, 1962                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 30 <sup>th</sup> July, 1971                                                                                                    |
| Date of first Appointment on the Board                                                                                                                                                | 27 <sup>th</sup> May, 2013                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 27 <sup>th</sup> October, 2014                                                                                                 |
| Brief resume and expertise in Specific Functional Areas                                                                                                                               | <p>Mrs. Preeti Goenka completed her schooling at Welham Girls' High School in Dehradun. Later, she pursued Interior Designing at South Delhi Polytechnic, earning a diploma in the field. With a wealth of experience in interior designing, she has successfully managed numerous prestigious projects, both residential and commercial. Apart from her successful career, she is also the co-founder of Stylefile, a well-known movement in Kolkata dedicated to promoting art in everyday life and supporting creative talents in various lifestyle fields.</p> <p>In the past, Mrs. Preeti Goenka served as the President of the Ladies Study Group of the Indian Chamber of Commerce in Kolkata. Presently, she holds the position of Executive Committee Member at the Birla Industrial Technological Museum, Kolkata. She possesses the necessary expertise in General Administration.</p> | As mentioned in the Item No. 5 of the Explanatory Statement attached to the Notice to 76 <sup>th</sup> Annual General meeting. |
| Qualifications                                                                                                                                                                        | Mrs. Preeti Goenka completed her schooling from Welhams Girls High School, Dehradun and later studied Interior Designing at South Delhi Polytechnic to secure a diploma.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | As mentioned in the Item No. 5 of the Explanatory Statement attached to the Notice to 76 <sup>th</sup> Annual General meeting. |
| Directorship held in other public companies (excluding foreign and private companies, but includes directorship held in private companies which are subsidiaries of public companies) | PCBL Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | The Indian Performing Right Society Limited                                                                                    |
| Membership/Chairmanship of committees of other Public Limited Companies [other than Saregama India Limited] (Audit Committee and Stakeholder's Relationship Committee only)           | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Nil                                                                                                                            |
| Disclosure of relationships between directors inter-se and Manager and other Key Managerial Personnel of the Company                                                                  | Mrs. Preeti Goenka, Dr. Sanjiv Goenka and Mrs. Avarna Jain are related to each other. Mrs. Preeti Goenka is the wife of Dr. Sanjiv Goenka and Mrs. Avarna Jain is the daughter of Mrs. Goenka.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Nil                                                                                                                            |
| Terms and conditions of appointment or re-appointment                                                                                                                                 | Mrs. Preeti Goenka will be re-appointed as a Non-Executive Director of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | NA                                                                                                                             |
| Details of remuneration sought to be paid and the remuneration last drawn by such person                                                                                              | Nil except sitting fees                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | As mentioned in the Item No. 5 of the Explanatory Statement attached to the Notice to 76 <sup>th</sup> Annual General meeting  |
| No. of shares held in the company as on the date of notice                                                                                                                            | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 21,12,970 Equity Shares of face value Re. 1/- each                                                                             |
| Number of Board meetings attended during the year                                                                                                                                     | 5                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 5                                                                                                                              |
| Performance evaluation done or not                                                                                                                                                    | Yes                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Yes                                                                                                                            |



'The Studios @ Dum Dum', 33, Jessore Road, Kolkata - 700 028, India