



NOTICE

Notice is hereby given that the 5th Annual General Meeting (5th **AGM**) of the members of Phonographic Digital Limited (“the Company”) will be held on **Tuesday, 27th September, 2022 at 11.30 A.M. through video conferencing/other audio-visual means (VC/OAVM) facility without any physical presence** of members to transact following Ordinary businesses:

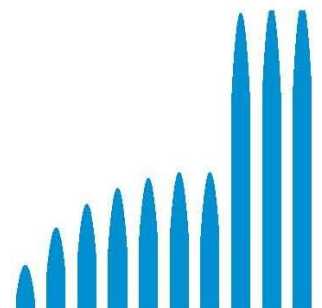
ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at 31st March, 2022 and Statement of Profit & Loss for the financial year ended on that date along with the Schedules, Annexure and Notes thereto and the Report of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Durgaram Choudhary (DIN: 02430890), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Sanjay Wadhwa (DIN: 00203083), who retires by rotation and, being eligible, offers himself for re-appointment.

For and on behalf of the Board

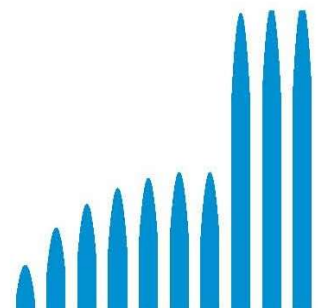
Sd/-

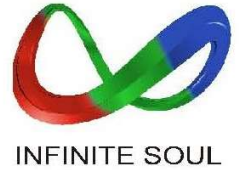
Sanjay Wadhwa
Chairman
DIN: 00203083
Place: Chennai
Dated: 1st September, 2022



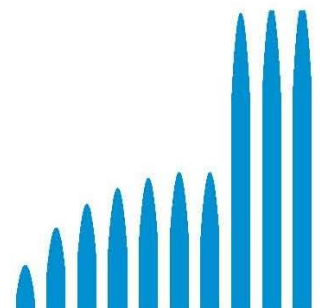
Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) pursuant to Circular No. 02/2022 dated 5th May 2022, Circular No. 02/2021 dated 13th January, 2021, Circular No. 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 dated 8th April, 2020 and Circular No.17/2020 dated 13th April, 2020 (“MCA Circulars”), has permitted holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio-visual means (OAVM) without the physical presence of Members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM in compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars. Accordingly, the Members are not permitted to appoint proxies to attend and vote at the AGM on their behalf.
2. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
3. Participation through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
4. As there is no Special Business to transact, the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in this Notice is not attached.
5. All the relevant documents referred to in this AGM Notice, Register of Directors maintained under Section 170 and Register of Contracts or Arrangements, if any, in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other documents shall be available electronically for inspection by the members at the AGM. Members seeking to inspect such documents can send an e-mail to info@pdindia.org from their registered e-mail address.
6. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report for FY 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company. Members may note that the Notice and Annual Report for FY 2021-22 will also be available on the Company’s website www.pdindia.org
7. In case of deceased Members, their respective legal heirs will not be entitled to participate and/or vote at the Annual General Meeting (AGM).
8. Family Members, Friends, Children accompanying the Member/Legal Heir, shall not be permitted to attend the meeting.
9. Members desirous of obtaining any information concerning accounts and other operational matters of the Company are requested to send their queries to the registered office of the Company at least seven days before the date of the AGM. In case of receipt of query at any time less than seven days before the AGM, such query will not be answered at the AGM but will be dealt with separately by the Company.





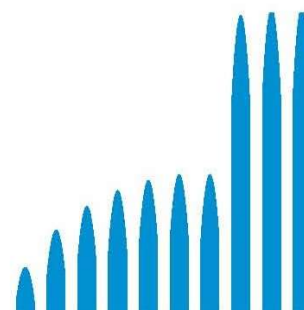
10. Corporate members intending to send their authorised representative(s) to attend the Meeting through VC/OAVM on their behalf and to vote through remote e-voting/e-voting at the AGM pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company by e-mail through their registered e-mail address, a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and to vote through remote e-voting/e-voting at the AGM on their behalf.
11. Members are requested to notify the Company about their change of address, if any.
12. The business matters set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to remote e-voting prior to the AGM and e-voting at the AGM provided by Central Depository Services (India) Limited (CDSL) are given by separate email.
13. Instructions for members for attending the AGM through VC/OAVM and E-voting will be shared through separate email.



Details of Directors proposed for re-appointment at the forthcoming Annual General Meeting:

Name of the Director	Mr. Durgaram Choudhary (DIN: 02430890)	Mr. Sanjay Wadhwa (DIN: 00203083)
Date of Birth	07.07.1978	06.12.1966
Age	44 years	56 years
Date of appointment on the Board	23.03.2017	27.10.2017
Occupation	Business	Business
Terms and Condition of appointment (Other brief terms also required to be stated)	Appointed as Director who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.	Appointed as Director who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
Details of Remuneration sought to be paid*	-	-
Remuneration last drawn	-	-
Brief Biography & Expertise	-	-
Number of Board Meetings attended during the year	5	5
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	None	None
Directorship in other Companies as on 31 st March 2022	1.K. S. Mobicon Private Limited 2.KOO KOO TV Entertainment Private Limited 3.RDC Media Private Limited 4.Recorded Music Performance Limited	1.Y-Not Films LLP 2.Music Masters Audio Video LLP 3.Global Smart Chip Solutions Private limited 4.Anak Exports Private Limited 5.EO Bridge Forum 6.Music Masters Audio Video LLP

*Remuneration does not include the sitting fees which may be paid to the Directors for attending the Board meetings.



DIRECTORS' REPORT

To,
The Members of
PHONOGRAPHIC DIGITAL LIMITED
Mumbai

Dear Members,
Your Directors are delighted to present the Fifth Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March 2022.

1. FINANCIAL STATEMENTS & RESULTS:

a. FINANCIAL RESULTS:

The Company's performance for the financial year ended 31st March 2022 is summarized below:

(₹ in thousands)

Particulars	For the year ended 31 st March, 2022	For the period ended 31 st March, 2021
Income	90,055	62,597
Less : Expenses	81,414	50,640
Profit before Tax	8,641	11,957
Less: Tax Expense		
Current Year	2,593	3,661
Deferred Tax	(508)	(851)
Profit after tax	6,556	9,146

b. OPERATIONS:

The Company is a global digital music distribution Company supported by 672 right owners across worldwide and is built on Technology and Trust. The Company is created to maximize value for Sound Recording Owners in today's Digital Age, while providing the highest level of transparency and efficiency. The Company is mainly engaged in licensing of copyrighted sound recordings in audio-visuals formats in mobile and digital modes and media. There was no change in the nature of business of the Company during the year under review.

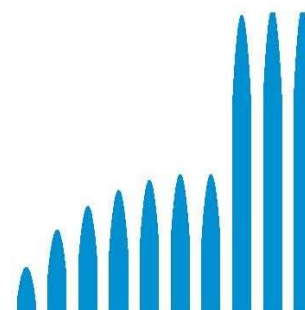
A brief description of each of the businesses carried out by the Company and the revenue earned in each of the businesses has been specified hereunder:

➤ Caller Back Ring Tone:

During the year under review, the Company has earned revenue of Rs.100,006 (₹ in thousands) as compared to previous year revenue of Rs. 109,286 (₹ in thousands) from the said business activity.

➤ Mobile Streaming:

During the year under review, the Company has earned revenue of Rs. 473,930 (₹ in thousands) as compared to previous year revenue of Rs. 303,957 (₹ in thousands) from the said business activity.



➤ **Video Streaming:**

During the year under review, the Company has earned revenue of Rs. 408 (₹ in thousands) from video streaming as compared to previous year revenue of Rs. 148 (₹ in thousands).

c. **DISTRIBUTION OF LICENSE FEE TO MEMBERS:**

As on date, the Company has more than 672 Members. During the year under review, the Company distributed license fee aggregating to Rs. 494,943/- (₹ in thousands) in respect of the license fees earned till March 2022 as compared to previous year ended 31st March 2021 of Rs. 356,052 (₹ in thousands).

d. **REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:**

During the year under review, your Company did not have any Subsidiary, Associate and Joint Venture Company.

e. **TRANSFER TO RESERVES:**

During the year under review, the Company was not required to transfer any amount to reserves.

f. **DEPOSITS:**

The Directors state that no disclosure or reporting is required in respect of acceptance of deposits covered under Chapter V of the Companies Act, 2013, as the Company has not accepted or renewed deposits during the year under review.

g. **DISCLOSURES OF MATERIAL CHANGES AND COMMITMENTS:**

The Directors further state that except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position, have occurred between the end of the financial year of the Company and date of this Annual Report.

h. **DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:**

During the year under review, No Orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

i. **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

Particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the form AOC-2: However, none of these are fall under the purview of the provisions of section 188 of the Companies Act, 2013. All related party transactions that were entered into during the financial year were on an arm's length basis.

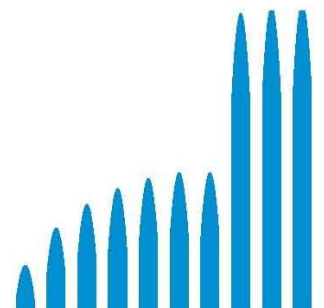
Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014:

(i) **Details of contracts or arrangements or transactions not at arm's length basis: Rs. 75/-** (₹ in thousands).

(ii) **Details of material contracts or arrangement or transactions at arm's length basis: Nil**

j. **PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES:**

The Company has neither given any loans or guarantees nor made any investments under Section 186 of the Act during the year under review and hence, no information in this regard has been furnished.



2. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Durgaram Choudary (DIN:02430890) and Mr. Sanjay Wadhwa (DIN: 00203083) are longest in the office of Directors of the Company are liable to retire by rotation and pursuant to the provisions of Section 152(2) of the Companies Act, 2013, the resolutions for the re-appointment of the said Directors have been included in the notice of the ensuing Annual General meeting.

3. DISCLOSURES RELATED TO BOARD:

a. MEETINGS OF THE BOARD:

The Board of Directors met Five times during the year ended 31st March, 2022 in accordance with the provisions of the Companies Act, 2013 and rules made there under.

b. DIRECTORS RESPONSIBILITY STATEMENT:

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31st March, 2022, the Board of Directors hereby confirms that:

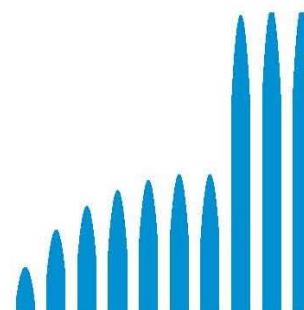
- (a) in the preparation of the annual accounts for the year ended 31st March, 2022, the applicable accounting standards had been followed and there have been no material departures from the same;
- (b) such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2022 and of the profit of the Company for that year;
- (c) proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts of the Company have been prepared on a going concern basis;
- (e) proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

c. RISK MANAGEMENT POLICY:

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses, and define a structured approach to manage uncertainty and to make use of these in their decision making.

d. INTERNAL CONTROL SYSTEMS:

Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations are in place has been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.



4. AUDITORS AND REPORTS:

a) **OBSERVATIONS OF STATUTORY AUDITORS ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022:**

The Board has duly reviewed the Statutory Auditors' Report on the Financial Statements. The observations made by the Auditors read with the relevant notes in Notes to Accounts are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013. There are no qualifications or observations or remarks made by the Auditors in their Report.

b) **STATUTORY AUDITORS REPORT**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Annual General Meeting held on 30th September 2021 M/s. Kiran Mehta & Co., Chartered Accountants (Firm Registration No. 105188W), Mumbai was appointed as statutory auditors of the Company for a period of five years starting from 1st April 2021 till the conclusion of the Annual General Meeting to be held in the year 2026.

c) **FRAUD REPORTING:**

During the year under review, there were no material or serious instances of fraud falling within the purview of Section 143 (12) of the Companies Act, 2013 and rules made thereunder, by officers or employees reported by the Statutory Auditors of the Company during the course of the audit conducted.

d) **MAINTENANCE OF COST RECORDS:**

The Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and accordingly, such accounts and records are not required to be made and maintained.

5. OTHER DISCLOSURES:

Other disclosures as per provisions of Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are furnished as under:

a. **EXTRACT OF ANNUAL RETURN:**

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, the details forming part of the extract of the Annual Return in form MGT- 9 for the year ended 31st March, 2022 made under the provisions of Section 92(3) of the Act is annexed herewith as “Annexure-I”.

b. **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

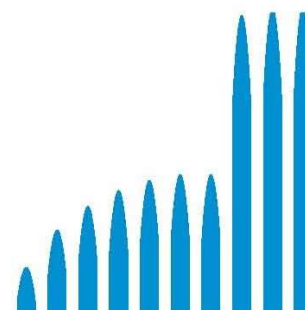
i) **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:**

Considering the nature of its activities, the Board of Directors has nothing to report as per the requirements of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014.

ii) **Foreign Exchange Earning and Outgo:**

(₹ in thousands)

Particulars	Financial Year 2021-22 (Current Year)	Financial Year 2020-21 (Previous Year)
Earnings in Foreign Exchange	224,450	47,329
Foreign Exchange outgo	24,707	Nil



- c. **DISCLOSURE RELATING TO SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**
No case pertaining to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been reported to the Company during the year under review.
- d. **SHIFTING OF REGISTERED OFFICE OF THE COMPANY:**
The Company has shifted its registered office address from existing premises situated at office No. B-502, 5th Floor, VIP Plaza New Link Road, Andheri (W) Mumbai-400053 to Office No. B-503, 5th Floor, VIP Plaza, New Link Road, Andheri West, Mumbai-400053 with effect from 5th May 2021.
- e. **DISCLOSURE OF PROCEEDINGS PENDING OR APPLICATION MADE UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016 (IF APPLICABLE):**
Not applicable
- f. **DISCLOSURE OF REASON FOR DIFFERENCE BETWEEN VALUATION DONE AT THE TIME OF TAKING LOAN FROM BANK AND AT THE TIME OF ONE-TIME SETTLEMENT:**
Not applicable
- g. **WEBLINK:**
The entire set of financial statements, the Board of Directors report and the Annual Return is available on the company's website at www.pdlindia.org
6. **ACKNOWLEDGEMENT:**
Your directors express sincere appreciation for the commitment of the Company's members, Auditors, Bankers all Government, Semi-Government, professionals, employees and other agencies for their valuable support. Your Directors look forward to their continued involvement and support in the future.

For and on behalf of Board of Directors of
PHONOGRAPHIC DIGITAL LIMITED

Sd/-

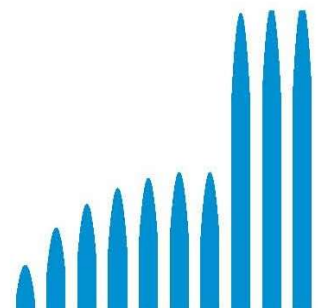
Sd/-

SANJAY WADHWA
Director
DIN:00203083

ATUL CHURAMANI
Director
DIN: 00893859

Place: Mumbai
Date: 23.08.2022

Place: Mumbai
Date: 23.08.2022



**EXTRACT OF ANNUAL RETURN
As on 31st March, 2022**

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

FORM NO. MGT-9

I. REGISTRATION AND OTHER DETAILS

CIN	U74999MH2017PLC316341
Registration Date	17 th March, 2017
Name of the Company	PHONOGRAPHIC DIGITAL LIMITED
Category/ Sub category of the Company	Company Limited by Guarantee Indian Non- Government Company
Address of the Registered Office and Contact Details	B-503, 5th Floor, VIP Plaza, New Link Road, Andheri (West), Mumbai – 400053 Website: www.pdlindia.org Email ID: inf@pdlindia.org Telephone No.: 022 62368902/904
Whether Listed Company	No
Name, address and contact details of Registrar and transfer agent, if any	Not Applicable

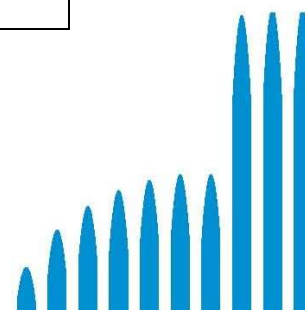
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sr. No.	Name and Description of main products /services	NIC Code of the product/ Service	% to total turnover of the Company
1.	Licensing of Copyrighted Sound recordings and audio-visuals in mobile and digital modes and media.	74999	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and address of the Company	CIN / GLN	Holding Subsidiary/ Associate	% of shares held	Applicable Section
-	-	-	-	-	-



IV. SHARE HOLDING PATTERN (Equity Share Capital breakup as percentage of total equity)

The Company is a Company limited by guarantee not having Share Capital. Accordingly, the details pertaining to Equity Share Capital are not applicable.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment:
(₹ in thousands)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1268	-	-	1268
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1268	-	-	1268
Change in Indebtedness during the financial year				
Addition	24,501	-	-	24,501
Reduction	25,769	-	-	25,769
Net Change	(1268)	-	-	(1268)
Indebtedness at the end of the financial year				
Principal Amount	0.00	-	-	0.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	0.00	-	-	0.00

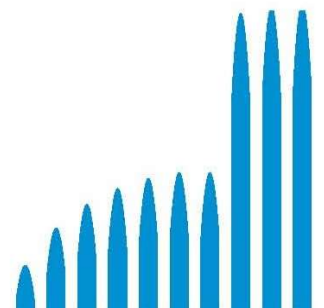
VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE TIME DIRECTORS AND/OR MANAGER:

During the year under review, the Company did not have any Managing Director, Whole time Director or Manager.

B. REMUNERATION TO OTHER DIRECTORS:

During the year under review, no remuneration was paid to the Directors of the Company.



C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD:

During the year under review, the Company was not required to appoint Key Managerial Personnel pursuant to Section 203 of the Companies Act, 2013. However, the Company has voluntarily appointed Mr. Prashant Dogra as Chief Executive Officer of the Company. The Salary and Allowances to him is as follows;

(₹ in thousands)

Particulars	Current Year 2021-22	Previous Year 2020-21
Salary & Allowances		
Mr. Prashant Dogra (CEO)	7808	7489

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act, 2013	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/ NCLT / COURT]	Appeal made, if any (give details)
A. Company					
Penalty			Not Applicable		
Punishment					
Compounding					
B. Directors					
Penalty			Not Applicable		
Punishment					
Compounding					
C. Other Officers in default					
Penalty			Not Applicable		
Punishment					
Compounding					

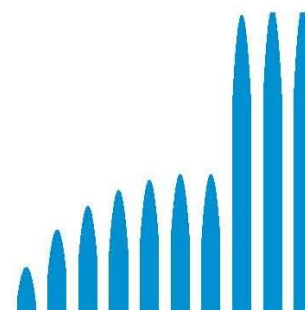
For and on behalf of Board of Directors of
PHONOGRAPHIC DIGITAL LIMITED

Sd/-

Sd/-

SANJAY WADHWA
DIRECTOR
DIN: 00203083
Place: Mumbai
Date: 23.08.2022

ATUL CHURAMANI
DIRECTOR
DIN: 00893859
Place: Mumbai
Date: 23.08.2022



**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF PHONOGRAPHIC DIGITAL LIMITED**

Report on Audit of the Financial Statements

Opinion

We have audited the accompanying Financial Statements of **PHONOGRAPHIC DIGITAL LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2022, and the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and Notes to the 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 Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 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.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, namely the Board's Report including annexures to Board's Report, but does not include the Financial Statements and our auditor's report thereon.

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

HEAD OFFICE : 11, 12 & 13, 2nd Floor, Medows House,
Medows Street, Tamarind Lane,
Flora Fountain, Mumbai-400 001.
Tel. : 67495263 - 77 / 2267 7062
Fax : 2264 1135
E-mail : contact@kiranmehtaca.com

In connection with our audit of the Financial Statements, our responsibility is to read the other information identified above and in doing so, consider whether the other information is materially inconsistent with the Financial Statements, or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

(a) Identify and assess the risks of material misstatement of the 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.

(b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls.

(c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

(d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

(e) Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure A", a Statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable. As required by section 143(3) of the Act, we report, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agree with the books of account.
- d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Company as on March 31, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, from being appointed as a director in terms of section 164(2) of the Act.
- f) This report does not include Report on the internal financial controls with reference to financial statements under clause (i) of sub - section 3 of section 143 of the Act (the 'Report on internal financial controls'), since in our opinion and according to the information and explanation given to us, the said report on internal financial controls with reference to financial statements is not applicable to the Company based on the exemption available under Ministry of Corporate Affairs (MCA) notification no. G.S.R. 583(E) dated June 13, 2017, read with corrigendum dated July 13, 2017 on reporting on internal financial controls.
- g) In our opinion and to the best of our information and according to the explanations given to us, the Company being a company limited by guarantee, section 197 of the Act related to the managerial remuneration is not applicable.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

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

iv. a.) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b.) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

c.) Based on such audit procedures that we 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 (a) and (b) contain any material misstatement.

v. The Company has not declared or paid any dividend during the year

For KIRAN MEHTA & CO.
CHARTERED ACCOUNTANTS
Firm Registration Number 105188W

Sd/-

VIRAL KIRAN MEHTA
PARTNER
Membership Number 108853
UDIN:

Place: Mumbai

Date: 23rd August, 2022

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in Para 1 'Report on Other Legal and Regulatory Requirements' in our Independent Auditors' Report to the members of the Company on the Financial Statements for the year ended March 31, 2022.

Statement on Matters specified in paragraphs 3 & 4 of the Companies (Auditor's Report) Order, 2020:

- (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) The Company has a program for verification of property, plant and equipment. There were no discrepancies observed during the verification conducted by the Company.
- (c) The title deeds of all immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are disclosed in financial statement.
- (d) Based upon audit procedures performed and the information and explanations given by the management the company has not revalued its Property, Plant and Equipment (including right of use assets) or intangible assets or both during the year.
- (e) Based upon audit procedures performed and the information and explanations given by the management no proceedings are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made there under.
- (ii) (a) The company is in the business of rendering services and, consequently, does not hold any inventory. Therefore, the provisions of Clause 3(ii)(a) of the Order are not applicable to the company.
- (b) During the year company has not availed any working capital limits from any banks or financial institutions on the basis of security of current assets.

(iii) The Company has not granted any loans, secured or unsecured, to companies, firms, and limited liability partnerships or other parties covered in the register maintained under section 189 of the Act except royalty paid pending reconciliation to members. Therefore, the provisions of sub-clause (a), (b), (c), (d), (e), (f) of paragraph 3(iii) of the Order are not applicable.

(iv) In our opinion and according to the information and explanations given to us and the records examined by us, the Company has not advanced any loans or made any investments or provided any guarantees or security to the parties covered under sections 185 and 186 of the Act. Therefore, the provisions of paragraph 3(iv) of the Order are not applicable to the Company.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any Deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the Rules framed thereunder are not applicable.

(vi) In our opinion and according to the information and explanations given to us, the maintenance of cost records under sub-section (1) of section 148 of the Act is not applicable to the Company under the Companies (Cost Records and Audit) Rules, 2014.

(vii) (a) According to the information and explanations given to us and the records examined by us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Goods and Service Tax, Cess and other material statutory dues with the appropriate authorities. According to the information and explanations given to us, there are no arrears of outstanding statutory dues in respect of above as at the last day of the financial year for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us and the records examined by us, there are no dues outstanding of Income Tax, Sales Tax, Service Tax, Value added tax and Goods and Service Tax on account of any dispute.

(viii) According to the explanation given to us all transaction recorded during the year have been disclosed as income during the year for tax assessments under the Income Tax Act, 1961 (43 of 1961)

- (ix) (a) In our opinion and according to the information and explanations given to us and based on scrutiny of accounts the company has not defaulted for repayment of term loan taken from bank.
- (b) The company is not declared as wilful defaulter by any bank or financial institution or other lender
- (c) During the year, no term loans applied by the company.
- (d) During the year the company has availed short term overdraft facility to the tune of Rs. 2.45 Crores from ICICI Bank which was repaid during the year.
- (e) During the year company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures.
- (f) The company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associate companies.
- (x) (a) The Company has not raised money through initial public offer and term loans, hence the provisions of paragraph 3(x) of the Order are not applicable.
- (b) Based upon the audit procedures performed, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year
- (xi) (a) Based upon the audit procedure performed and the information and explanation given by the management, we report that no fraud by the company or on the company has been noticed or reported during the period.
- (b) In our opinion no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As per explanation given to us by the management the auditor has not received any whistle blower complaints during the year.
- (xii) The Company is not a Nidhi Company and hence reporting under paragraph 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the Company has entered into transactions with related parties in compliance with section 188 of the Act. The details of such related party transactions have been disclosed in the Financial Statements as required by Accounting Standard (AS) 18 Related Party Disclosures specified under section 133 of the Act.

Further the Company is not required to constitute an audit committee under section 177 of the Act, and accordingly, to this extent, paragraph 3(xiii) of the Order is not applicable to the Company.

(xiv) According to Section 138(1) of the Companies Act, 2013 company does not fall under the category for appointment of an internal auditor

(xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with the directors of the Company or its Holding Company or persons connected with them and hence provisions of section 192 of the Act are not applicable. The Company does not have an associate Company.

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

(b) In our opinion, the company has not conducted any Non-Banking Financial or Housing Finance Activities without a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934

(c) On the basis of Scrutiny of accounts, we observed that the company is not a core investment company as defined in the regulations made by the RBI.

(d) Based on the information and explanations provided by the management of the Company, the Group does not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) According to information and explanation given to us by the management of the company, the company has not incurred any cash losses in the financial year and in the immediately preceding financial year.

(xviii) According to information and explanation given to us by the management of the company, statutory auditors has not resigned during the year

(xix) Based upon audit procedures and scrutiny of accounts, we state that on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, auditor's knowledge of the Board of Directors and management plans, we conclude that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

HEAD OFFICE : 11, 12 & 13, 2nd Floor, Medows House,
Medows Street, Tamarind Lane,
Flora Fountain, Mumbai-400 001.
Tel. : 67495263 - 77 / 2267 7062
Fax : 2264 1135
E-mail : contact@kiranmehtaca.com

(xx) The provision of section 135 is not applicable to the company.

(xxi) The reporting under clause 3(xxii) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report

For KIRAN MEHTA & CO.
CHARTERED ACCOUNTANTS
Firm Registration Number 105188W

Sd/-

VIRAL KIRAN MEHTA
PARTNER
Membership Number 108853

UDIN:

Place: Mumbai

Date: 23rd August, 2022

Phonographic Digital Limited
Balance Sheet as at March 31, 2022



(₹ in Thousands)

	Note No	As at March 31, 2022	As at March 31, 2021
EQUITY AND LIABILITIES			
Reserves and Surplus	3	40,769	34,213
		<u>40,769</u>	<u>34,213</u>
Non Current Liabilities			
Deferred Tax Liabilities	4	-	-
Current Liabilities			
Trade Payables Due to:	5		
Micro and Small Enterprises		506	149
Other than Micro and Small Enterprises		42,885	28,147
Other Current Liabilities	6	29,142	32,242
Short-Term Provisions	7	2,62,462	2,05,845
		<u>3,34,995</u>	<u>2,66,383</u>
TOTAL		<u>3,75,764</u>	<u>3,00,596</u>
ASSETS			
Non-Current Assets			
Property, Plant and Equipment & Intangible Assets			
Tangible Assets	8	37,422	602
Intangible Assets	8	12,715	4,123
Long-Term Loans and Advances	9	97	1,487
Deferred Tax Assets	10	1,072	564
		<u>51,306</u>	<u>6,776</u>
Current Assets			
Trade Receivables	11	86,080	54,076
Cash and Bank Balances	12	1,31,436	80,286
Short-Term Loans and Advances	13	45,478	76,542
Other Current Assets	14	61,464	82,916
		<u>3,24,458</u>	<u>2,93,820</u>
Total		<u>3,75,764</u>	<u>3,00,596</u>

Summary of Significant Accounting Policies 2

The accompanying notes are an integral part of the Financial Statements

As per our report of even date.

For Kiran Mehta & Co.
Chartered Accountants
Firm Regn. No. 105188W

For and on behalf of the Board of Directors of
Phonographic Digital Limited
CIN: U74999MH2017PLC316341

Sd/-

Sd/-

Sd/-

Viral Kiran Mehta
Partner
Membership No. 108853

SANJAY WADHWA
Director
DIN:00203083

ATUL CHURAMANI
Director
DIN: 00893859

Place: Mumbai

Date : 23rd August 2022

Phonographic Digital Limited
Statement of Profit and Loss for the year ended March 31, 2022



(₹ in Thousands)

	Note No	Year Ended March 31, 2022	Year Ended March 31, 2021
Revenue from Operations (Net)	15	79,401	57,340
Other Income	16	10,654	5,257
Total Income		90,055	62,597
Expenses			
Employee Benefits Expense	17	28,604	25,394
Depreciation and Amortisation Expense	8	8,030	3,503
Other Expenses	18	44,780	21,743
Total Expenses		81,414	50,640
Profit Before Tax		8,641	11,957
Tax Expense			
-Current Year		2,593	3,661
-Deferred Tax		(508)	(851)
Profit for the Year		6,556	9,146

Earning Per Share - Basic and Diluted*

*Not Applicable as the Company is limited by guarantee and not having share capital.

Summary of Significant Accounting Policies 2
The accompanying notes are an integral part of the Financial Statements

As per our report of even date.

For Kiran Mehta & Co.
Chartered Accountants
Firm Regn. No. 105188W

For and on behalf of the Board of Directors of
Phonographic Digital Limited
CIN: U74999MH2017PLC316341

Sd/-	Sd/-	Sd/-
Viral Kiran Mehta Partner Membership No. 108853	SANJAY WADHWA Director DIN:00203083	ATUL CHURAMANI Director DIN: 00893859

Place: Mumbai
Date : 23rd August 2022

(₹ in Thousands)

	Year ended March 31, 2022	Year ended March 31, 2021
A. Cash flow from Operating activities		
Net profit before tax	8,641	11,957
Adjusted for:		
Depreciation and Amortisation Expense	8,030	3,503
Interest Income	(4,617)	(5,257)
Operating Profit / (Loss) before Working Capital changes	12,054	10,203
Increase/ (Decrease) in Trade Payables	15,095	2,381
Increase/(Decrease) in Other Liabilities	(3,100)	(27,937)
Increase/(Decrease) in Provisions	56,617	(82,223)
(Increase)/Decrease in Trade Receivables	(32,004)	72,698
(Increase)/ Decrease in Other Current Assets	21,452	9,023
(Increase)/Decrease in Loans and Advances	31,064	19,788
Cash generated from Operations	1,01,178	3,933
Taxes (Paid) / Refund [Net]	(2,593)	(3,661)
Net cash from Operating activities (A)	98,585	271
B. Cash flow from Investing activities		
Purchase of Fixed Assets	(53,442)	(4,424)
Fixed Assets scrapped off	-	874
Interest Received	4,617	5,257
Net cash from Investing activities (B)	(48,825)	1,707
C. Cash flow from Financing activities		
Short Term Loans and Advances	1,390	-
Net cash (used in) Financing activities (C)	1,390	-
D. Net increase in Cash and cash equivalents (A+B+C)	51,150	1,978
E. Cash and Cash Equivalents as at April 1, 2021 (Opening Balance)	80,286	78,308
F. Cash and Cash Equivalents at March 31, 2022 (Closing Balance)	1,31,436	80,286
Net increase/(decrease) as disclosed above	51,150	1,978
G. Components of Cash and Cash Equivalents		
Balance with Banks:		
In Current Accounts	12,856	13,286
In Fixed Deposits with original maturity of less than 3 months	33,500	27,000
In Fixed Deposits with original maturity of more than 3 months but less than 12 months	85,080	40,000
Total Cash and Cash Equivalents	1,31,436	80,286

Notes:

- The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard-3 on "Cash Flow Statements".
- Cash and cash equivalents at the end of the year represents cash and bank balances.
- Previous year's figures have been regrouped / reclassified wherever applicable.

The accompanying notes are an integral part of the Financial Statements.

As per our report of even date.

For Kiran Mehta & Co.
Chartered Accountants
Firm Regn. No. 105188W

For and on behalf of the Board of Directors of
Phonographic Digital Limited
CIN: U74999MH2017PLC316341

Sd/-

Sd/-

Sd/-

Viral Kiran Mehta
Partner
Membership No. 108853

SANJAY WADHWA
Director
DIN:00203083

ATUL CHURAMANI
Director
DIN: 00893859

Place: Mumbai
Date : 23rd August 2022

Phonographic Digital Limited

Note1. General Information

PDL (Phonographic Digital Limited) is the first of its kind a global Digital Music Collection Company supported by more than 672 right owners across worldwide & is built on Technology & Trust. PDL is created to maximize value for Sound Recording owners in today's Digital Age, while providing the highest level of Transparency & Efficiency. The Company is mainly engaged in licensing of copyrighted sound recordings and audio-visuals in mobile and digital modes and mediums.

PDL incorporated on March 17, 2017 is a Public limited company and domiciled in India having CIN U74999MH2017PLC316341, limited by guarantee and not having share capital, where liability of the members is limited.

Note2. Significant Accounting Policies:

i. Basis of preparation of financial statements:

These financial statements are prepared in conformity with Indian General Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 („the Act“) read with Rule 7 of the Companies (Accounts) Rules, 2014, provision of the Act (to the extent notified). Accounting policies have been consistently adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Revised Schedule III (Division to the Companies Act, 2013. Based on the nature of services provided and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

ii. Use of estimates:

The preparation of the financial statements in conformity with the generally accepted accounting principles in India which requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the year. Examples of such estimates include future obligations under employee retirement benefit plans, income taxes, the useful lives of tangible assets.

Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Future results could differ from these estimates.

As regards royalty provision for royalty payable to members in relation to royalty received from all platforms the same is done at 85% except for YouTube which is done at 95% during the year under review.

iii. Property, Plant and equipment:

Items of property, plant and equipment's are stated at cost less accumulated depreciation and impairment, if any. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to its working condition for its intended use including borrowing cost and incidental expenditure incurred up to the date the assets are ready for its intended use

Depreciation is provided pro rata on Written Down Value Method over the useful lives of the assets as prescribed in the Schedule II of the Companies Act, 2013. Depreciation on additions / deletions has been proportionately charged.

Nature of Fixed Asset	Lives of Asset
Computers	3 years
Office Equipment	5 years
Furniture & Fixtures	10 years
Software	3 years
Office Premise	60 years

iv. Intangible Assets

Intangible Assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets are amortised on a straight-line basis over their estimated useful lives.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss. The estimated useful lives of intangible assets are as follows:

Nature of Fixed Asset	Lives of Asset
Computer Software	3 years

v. Revenue Recognition:

'License Fees income from Mobile and Digital is generally recognised on accrual basis (except where there are significant uncertainties) based on receipt of usage report submitted by licensees at rates and/or minimum guarantee rates as per agreements with those parties. License Fees comprises of income from Caller Ring Back Tone, Full Track Songs (Store), Mobile Streaming, Over the Top (OTT) Music/video services Mobile VAS.

Where the ability to assess the ultimate collection with reasonable certainty is lacking at the time of raising invoices/or as per terms of agreement, revenue recognition is postponed to the extent of uncertainty involved. In such cases, revenue is recognised only when it is reasonably certain that the ultimate collection will be made.

vi. Other Income:

Interest Income is recognised on a time proportionate basis taking into account the amount outstanding and the rate applicable. Other sundry income is accounted on receipt basis

vii. Foreign Currency Transactions:

Foreign currency transactions are recorded at the rates prevailing at the date of transaction. Monetary items denominated in foreign currencies at the year-end are translated at the year-end rates. Any exchange differences arising on settlement/transaction are dealt with in the statement of profit and loss.

viii. Employee Benefits:

'Defined Contribution Plans

'Provident Fund: Contribution towards provident fund for certain employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made monthly.

'Termination Benefits: Termination benefits in voluntary retirement benefits are recognised in the Statement of Profit and Loss as and when incurred.

ix. Leases:

As a Lessee

Operating Lease: Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease

x. Current and Deferred Tax:

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the Company reassesses unrecognized deferred tax assets, if any.

xi. Impairment of Assets:

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is higher of the asset's net selling price or estimated future cash flows, which are discounted to their present value based on appropriate discount rates. If such recoverable amount of the asset or recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the Balance Sheet date, there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed, and asset is reflected at the recoverable amount.

xii. Provisions and Contingent Liabilities:

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liabilities are disclosed 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 will be required to settle or a reliable estimate of the amount cannot be made. Where there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure is made.



As at As at
March 31, 2022 March 31, 2021

**Note 3
Reserves and Surplus**

Surplus in Statement of Profit and Loss		
Balance as at the beginning of the year	34,213	25,066
Profit for the year	6,556	9,146
Balance as at the end of the year	40,769	34,213
Total	40,769	34,213

**Note 4
Deferred Tax Liability**

Deferred Tax Liabilities/(Assets)	-	-
Total	-	-

**Note 5
Trade Payables**

- Members		
Micro and Small Enterprise	506	149
Other than Micro and Small Enterprise	42,885	28,147
Total	43,391	28,296

As on 31st March 2022	Outstanding for following periods from due date of payment				
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Payables					
(i) MSME	506	-	-	-	506
(ii) Others	37,646	3,800	1,244	196	42,885
Disputed Trade Payables					
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	-	-
	38,152	3,800	1,244	196	43,391

As on 31st March 2021	Outstanding for following periods from due date of payment				
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Payables					
(i) MSME	149	-	-	-	149
(ii) Others	24,352	3,521	262	12	28,147
Disputed Trade Payables					
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	-	-
	24,501	3,521	262	12	28,296

Phonographic Digital Limited
Notes to Financial Statements as at and for the year ended March 31, 2022



Note 6

Other Current Liabilities

Outstanding Liability for Expenses	1,522	1,897
Advances Received from Licensees	211	13,046
Statutory Dues including Provident Fund and Tax Deducted at Source	27,409	16,031
Bank Overdraft	-	1,268
Total	29,142	32,242

Note 7

Short-Term Provisions

Provision for Licence Fees payable	2,62,462	2,05,845
Total	2,62,462	2,05,845

Note 9

Long-Term Loans and Advances

[Unsecured, Considered Good (unless otherwise stated)]

Security Deposits	97	1,487
Total	97	1,487

Note 11

Trade Receivables

[Unsecured, Considered Good (unless otherwise stated)]

Outstanding for a period exceeding six months from the date they are due for payment	2,349	9,082
Others	83,731	44,995
Total	86,080	54,076

As on 31st March 2022	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables						
(i) Considered good	83,731	-	812	162	1,375	86,080
(ii) Considered doubtful	-	-	-	-	-	-
Disputed Trade receivables						
(i) Considered good	-	-	-	-	-	-
(ii) Considered doubtful	-	-	-	-	-	-
Total	83,731	-	812	162	1,375	86,080

As on 31st March 2021	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables						
(i) Considered good	44,995	6,341	1,358	1,383	-	54,076
(ii) Considered doubtful	-	-	-	-	-	-
Disputed Trade receivables						
(i) Considered good	-	-	-	-	-	-
(ii) Considered doubtful	-	-	-	-	-	-
Total	44,995	6,341	1,358	1,383	-	54,076

Note 8
Property, Plant and Equipment & Intangible Assets
(₹ in Thousands)

Block of Assets	Gross Block			Depreciation			Net Block		
	As at April 1, 2021	Additions	Disposal	As at March 31, 2022	As at April 1, 2021	For the Year	Disposal	As at March 31, 2022	As at March 31, 2021
Tangible Assets									
Computer & Accessories	2,718	421	-	3,139	2,163	465	-	2,627	556
Office Equipment	177	31	-	209	147	16	-	164	30
Furniture and fixtures	33	4,867	-	4,900	17	821	-	837	16
Office Premises	-	34,442	-	34,442	-	1,641	-	1,641	-
Intangible Assets									
Softwares	8,383	13,680	-	22,063	4,260	5,087	-	9,347	4,123
Total	11,312	53,442	-	64,753	6,586	8,030	-	14,616	4,725



Note 12
Cash and Bank Balances

Cash and Cash Equivalents

Bank Balances:

In Current Accounts	12,856	13,286
In Fixed Deposits with original maturity of less than 3 months	33,500	27,000
In Fixed Deposits with original maturity of more than 3 months but less than 12 months	85,080	40,000

Total	1,31,436	80,286
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Note 13
Short-Term Loans and Advances

[Unsecured, Considered Good (unless otherwise stated)]

Advances Recoverable in Cash or in Kind or for Value to be Received	3,691	16,541
Prepaid Expenses	723	578
Balance with Government Authorities	41,065	59,423

Total	45,478	76,542
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Note 14
Other Current Assets

[Unsecured, Considered Good (unless otherwise stated)]

Interest accrued on Deposits	579	194
Unbilled Revenue	60,885	82,722

Total	61,464	82,916
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Phonographic Digital Limited
Notes to Financial Statements as at and for the year ended March 31, 2022



	Year Ended March 31, 2022	Year Ended March 31, 2021
Note 15		
Revenue from Operations (Net)		
Licence Fees income of members:		
Caller Back Ring Tone	1,00,006	1,09,286
Mobile Streaming	4,73,930	3,03,957
Video Streaming	408	148
	<u>5,74,344</u>	<u>4,13,391</u>
Less: Licence Fees distribution to members	<u>4,94,943</u>	<u>3,56,052</u>
	<u>4,94,943</u>	<u>3,56,052</u>
Net Amount	<u>79,401</u>	<u>57,340</u>
Note 16		
Other Income		
Interest Income on		
Fixed Deposits with Banks	2,449	2,005
Income Tax Refund	2,168	3,252
Foreign Exchange Fluctuation	964	
Miscellaneous Income	5,073	-
Total	<u>10,654</u>	<u>5,257</u>
Note 17		
Employee Benefits Expense		
Salaries, Allowances and Bonus	26,928	23,871
Contribution to Provident and Other Funds	1,631	1,494
Staff Welfare Expenses	45	29
Total	<u>28,604</u>	<u>25,394</u>
Note 18		
Other Expenses		
Electricity Charges	225	114
Repairs and Maintenance	342	320
Rent	1,429	2,824
Insurance	362	283
Business Promotion & Meetings	352	297
Printing and Stationery	27	32
Travelling, Conveyance and Car Expenses	1,467	540
Professional and Retainership Fees	14,358	13,254
Postage, Telegram and Telephone	1,283	932
Content Ingestion Cost	21,502	-
Interest of Late Payment of GST	1	2
Interest on late payment of TDS	91	277
Miscellaneous Expenses	3,343	2,868
Total	<u>44,780</u>	<u>21,743</u>

Note 19 License fees distribution to members

License fees distribution has been accounted for, from the License fees Income & Other Income for the year.

Note 20 As far as trade receivable, advance paid and trade payable are concerned, balance are subject to formal confirmation. The management does not expect any material difference affecting the current period's financials statement on such reconciliation/adjustments

Note 21 The company has considered the possible effect that may result from the pandemic relating to Covid-19 on the financial results. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the company has at the date of approval of these financials result has used internal and external sources of information and economic forecasts. The company has performed sensitivity analysis on the assumptions used and based on current estimates expect that there are no material impact.

Note 22 Disclosures in respect of defined benefit plans (gratuity) as required under AS-15 (Revised) "Employee Benefits" are as under:

i) **Principal assumption used in determining gratuity :**

Particulars	31 st March, 2022	31 st March, 2021
Discount rate at the beginning of the period	7.00%	7.00%
Expected rate of increase in compensation level	7%	7%

ii) **Change in the present value of the benefit Obligations:**

Particulars	(₹ in thousands)	
	31 st March, 2022	31 st March, 2021
Projected benefits obligations, as at beginning of the period	2073	3199
Service cost	234	203
Interest cost	145	114
Actuarial (gain) / loss on obligation	95	(295)
(Benefits Paid)	---	(1147)
Projected benefit obligation end of the period	2547	2073

iii) **Expenses recognized in statement of profit and loss :**

Particulars	(₹ in thousands)	
	31 st March, 2022	31 st March, 2021
Current service cost	234	203
Interest cost	145	114
Expected return on plan assets	(166)	(181)
Net actuarial (gain)/Loss	95	(295)
Net periodic cost	308	(159)

iv) **Movement in net liability recognized in balance sheet :**

Particulars	(₹ in thousands)	
	31 st March, 2022	31 st March, 2021
Opening net liability	2547	2073
Less Fair Value of planned assets	2429	2204
Net assets/(liability) recognised in balance sheet	(118)	131

v) **Fair value of plan assets**

Particulars	(₹ in thousands)	
	31 st March, 2022	31 st March, 2021
Fair value of plan assets at beginning of year	2204	3171
Actual return on plan assets	166	180
Contributions	59	---
Benefits Paid	---	(1147)
Fair value of plan assets at the end of year Funded status	2429	2204

The Company has applied the revised Accounting Standard AS – 15 Employee Benefits notified under the Companies (Accounting Standard) Rules, 2006. Consequent to the application of the revised AS – 15 the following disclosures have been made as required by the said statement.

Note 23 Segment Reporting:

In accordance with Accounting Standard - 17, “Segmental Reporting”, the Company has determined its business segment as issuing or granting license in respect of sound recording works and all other activities ancillary or incidental thereto and there are no other primary reportable segments. Accordingly, the segment revenue, segment results, total carrying amount of segment assets and segment liability, total cost incurred to acquire segment assets and total amount of charge for depreciation during the year, is as reflected in the Financial Statements as of and for the year ended March 31, 2022. The Company is considered to be operating in one geographical segment.

Note 24 Related Party Transactions:A) Name of Related Parties and Related Party Relationship

a) Key Managerial Person (KMP):

- Mr.Mandar Ramesh Thakur - Director
- Mr.Atul Prasad Churamani - Director
- Mr.Sovan Lal Saha - Director
- Mr.Durgaram Kanaram Choudhary - Director
- Mr.Sajjan Kumar - Director
- Mr. Sanjay Arjundas Wadhwa –Director
- Mr.Suresh Thangiah –Director
- Mr.Sushilkumar Shankarlal Agrawal
- Mr.Venkataswaroop Siddavarapu Reddy
- Mr. Deepak Dharampal Bali
- Mr. Prashant Dogra (Chief Executive Officer)

b) Enterprises owned or significantly influenced by Key Management Personnel:

- RDC Media Private Limited
- The Indian Record Manufacturing Co Ltd
- Dream Entertainment
- Simran Music Industries
- Alpine Records
- AP International
- Strumm Entertainment Pvt Ltd
- Sky Digital
- Bennett Coleman and Company Limited
- Turnkey Music & Publishing Pvt Ltd
- Ultra Media & Entertainment Pvt Ltd
- SNS Movie Production LLP
- Plasma Records Entertainment Pvt Ltd

B) a) The following transactions were carried out with related parties referred above
(₹ in thousands)

Particulars	Key Management Personnel	Enterprises in which relative of Key management Personnel have Significant influence	Total
Salary & Allowances	7808 (7489)	----	7808 (7489)
Royalty paid pending Reconciliation	-----	75 (1097)	75 (1097)

b) Disclosure in respect of transactions which are more than 10% of the total transactions of the same type during the year is as under:

Particulars	(₹ in thousands)	
	Current Year 2021-22	Previous Year 2020-21
Salary & Allowances		
Mr Prashant Dogra	7808	7489

Note 25 LEASE:

Disclosure as required by Accounting Standard (AS) 19, “Leases” issued by the Institute of Chartered Accountants of India (ICAI) are given below:

The Company’s significant leasing arrangements are in respect of premises (including amenities therein as applicable) the aggregate lease rentals including payment towards amenities are charged to Profit and Loss account as Rent.

The leasing arrangement, which are cancellable and usually renewable by mutual consent on mutually agreeable terms. Under this arrangement generally refundable interest free deposits have been given. An amount of Rs. 50,000/- (Previous Year Rs. 1452954/-) towards deposit is recoverable from lessor.

The future minimum lease payment as per above lease agreement is as follows:

Future minimum Lease Payment	(₹ in thousands)	
	Current Year 2021-22	Previous Year 2020-21
Not later than One year	60	1386
Later than One Year but not later than Five Years	20	---
Later than Five Years	---	---

The amount of minimum lease payments with respect to the above lease recognized in the profit and loss account for the period is Rs. 14,28,600/- (Previous Year Rs. 28,23,710/-)

Note 26 Deferred Taxes:

The Company has accounted for Deferred taxation in accordance with the Accounting Standards 22- “Accounting for Taxes on Income” issued by the Institute of Chartered Accountants of India.

Particulars	(₹ in thousands)	
	31 ST March 2022	31 ST March 2021
Opening Deferred Tax (Assets) / Liability on a/c of Depreciation	(564)	287
Less : Closing Deferred Tax (Assets) / Liability on a/c of Depreciation,	(1073)	(564)
Net Deferred Tax (Assets) / Liability to be disclosed in Profit and Loss	(509)	(851)

Note 27 Remuneration to Auditors:

Particulars	(₹ in thousands)	
	31 ST March 2022	31 ST March 2021
a) Audit Fees	1200	1200
b) Others	-----	-----
TOTAL	1200	1200

Note 28 The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	(₹ in thousands)	
	Current Year 2021-22	Previous Year 2020-21
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at the year end.	506	149
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at the year end.	---	---

Principal amount paid to the suppliers registered under the MSMED Act, beyond the appointed day during the year	---	---
Interest paid other than under Section 16 of the MSMED Act to the suppliers registered under the MSMED Act, beyond the appointed day during the Year	---	---
Interest paid under Section 16 of the MSMED Act to the suppliers registered under the MSMED Act, beyond the appointed day during the year	---	---
Interest due and paid towards suppliers registered under the MSMED Act, for payment already made	---	---
Further interest remaining due and payable for earlier Years	---	---

Dues to micro and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors

Note 29 Foreign Currency Transactions: (₹ in thousands)

- a) Expenditure in Foreign Currency- 24,707/- (Previous Year NIL)
- b) Earning in Foreign Currency – 224,450/- (Previous Year 47,329)

Note 30 Wilful Defaulter:

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority

Note 31 Relationship with Struck off Companies:

The company has no relationship with struck off companies under Section 248 of the Companies Act 2013 or Section 530 of the Companies Act, 1956 as at March 31, 2022.

Note 32 Details of crypto currency or virtual currency:

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year

Note 33 Undisclosed income:

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

Note 34 Valuation of Property, Plant and Equipment:

The Company has not revalued its property, plant and equipment during the current or previous year.

Note 35 Registration of charges or satisfaction with Registrar of Companies:

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

Note 36 Utilisation of borrowings availed from banks and financial institutions:

The Company has availed overdraft facility from banks and financial institutions during the current or previous year and the same is utilized for the same purpose for which the facility.

Note 37 Details of benami property held:

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

Note 38 Details of benami property held:

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

Note 39 The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or,
- b. Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- a. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- b. Provide any guarantee, security or the like on behalf of the ultimate beneficiaries

The company has only given royalty to its member pending reconciliation during the year.

Note 40 Previous year's figures have been regrouped or rearranged wherever considered necessary to confirm to current year's presentation.

Note 41: Ratio Analysis

Ratio	Current Period	Previous Period	% Variance	Reason for Variance
Current Ratio	0.97	1.10	-12.19%	NA
Debt Equity Ratio	NA	NA	NA	NA
Debt Service Coverage Ratio	NA	NA	NA	NA
Return on Equity Ratio	NA	NA	NA	NA
Inventory Turnover Ratio	NA	NA	NA	NA
Trade Receivables Turnover Ratio	6.67	7.64	-12.72%	NA
Trade Payable Turnover Ratio	11.41	13.35	-14.57%	NA
Net Capital Turnover Ratio	(7.54)	15.07	-150.01%	Net Capital Turnover Ratio decreased primarily due to decrease in current assets
Net Profit Ratio	0.11	0.21	-47.81%	Net Profit Ratio decreased primarily due to increase in depreciation expense
Return on Capital Employed Ratio	NA	NA	NA	NA
Return on Investment Ratio	NA	NA	NA	NA

As per our report of even date.

For Kiran Mehta & Co.
Chartered Accountants
Firm Regn. No. 105188W

For and on behalf of the Board of Directors of
Phonographic Digital Limited
CIN: U74999MH2017PLC316341

Sd/-

Sd/-

Sd/-

Viral Kiran Mehta
Partner
Membership No. 108853

SANJAY WADHWA
Director
DIN:00203083

ATUL CHURAMANI
Director
DIN: 00893859

Place: Mumbai
Date : 23rd August 2022