



Date: 08.09.2022

To,
The Listing Compliance
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

SYMBOL: BTML

Subject : Annual Report for the Financial Year 2021-22
Ref : Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to the Provisions of Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Annual Report together with notice of the AGM for the Financial Year 2021-22 and is also available on the website of the Company at www.bodhitreemultimedia.com.

This is for your information and record.

Thanking You.

Yours Faithfully,

For **BODHI TREE MULTIMEDIA LIMITED**


MAUTIK AJIT TOLIA
MANAGING DIRECTOR
DIN: 06586383



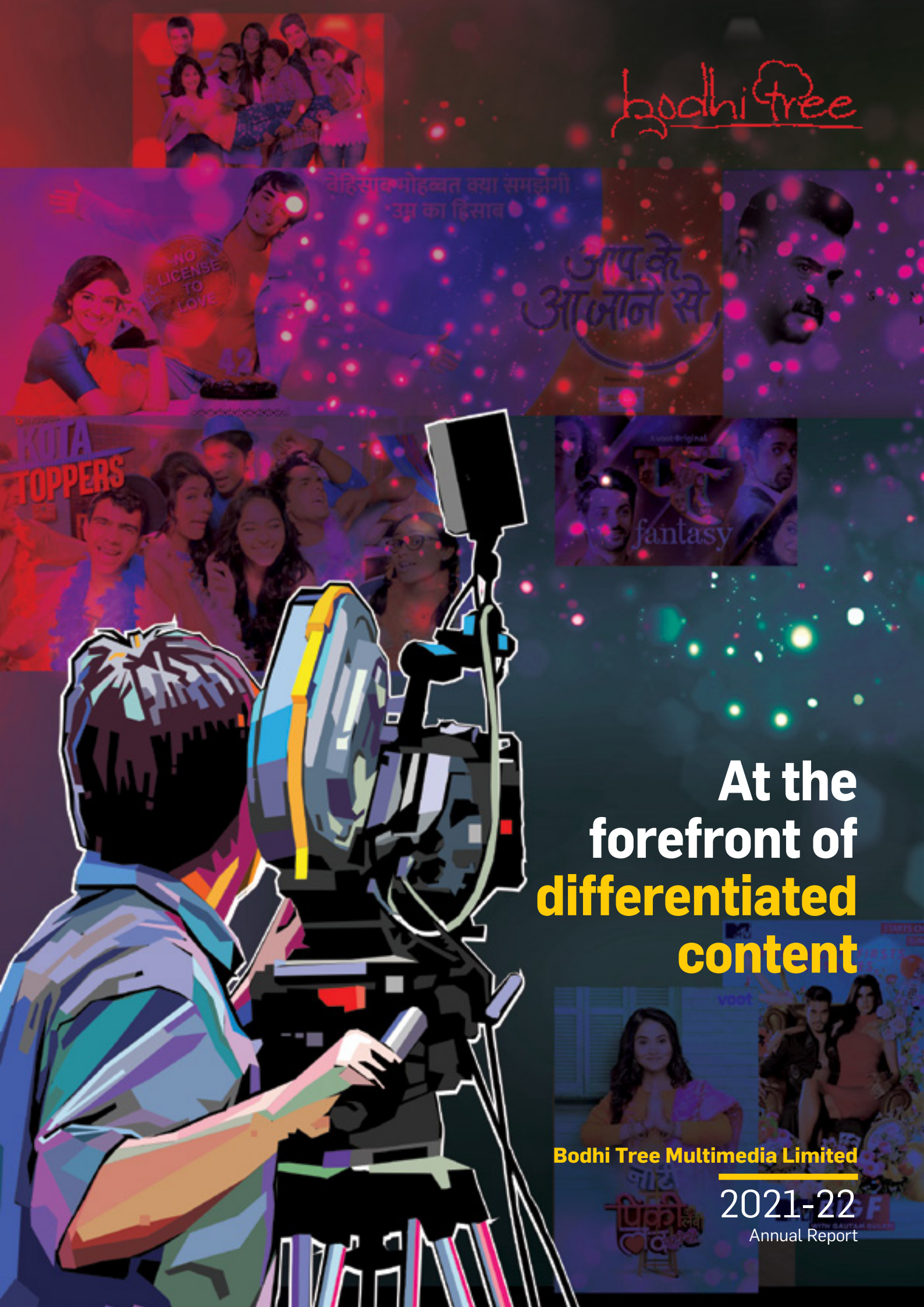
Encl: Annual Report for the FY 2021-22



BODHI TREE MULTIMEDIA LIMITED

507, 5th Floor, Reliable Business Centre Commercial Premises Co op Soc Ltd, Anand Nagar, Opp Heera Panna Shopping Centre,
Oshiwara, Jogeshwari (west), Mumbai. 400 102 Tel.: 022 40101293 Email: info@bodhitreemultimedia.com
www.bodhitreemultimedia.com CIN - U22211MH2013PLC245208

bodhi tree



At the
forefront of
differentiated
content

Bodhi Tree Multimedia Limited

2021-22
Annual Report

Corporate Overview

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To know more about us visit our website :
<https://www.bodhitreemultimedia.com/>

Forward-looking statements

Some of the information in this report may contain forward-looking statements, which include statements regarding the Company's expected financial position and results of operations, business plans and prospects, etc. They are generally identified by forward-looking words, such as "believe", "plan", "anticipate", "continue", "estimate", "expect", "may", "will", or other similar words. Forward-looking statements are dependent on assumptions or the basis underlying such statements. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution that the actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.



We believe in the perennial power of our differentiated and edgy content and our universe of creativity continues to expand.

Ever since we began our journey, we have successfully managed a robust line-up of spectacular shows across most major broadcasters and OTT platforms, and we are confident of taking major strides ahead in our journey. We are focusing on reaching out to more viewers and patrons and strengthening our brand visibility.

Our fundamentals continue to be robust and FY22 saw us further improve our overall performance. With digital content becoming a powerful and cost-effective platform for viewers, our road ahead is filled with optimism.

Introducing Bodhi Tree

Redefining content creation

Our content production spectrum includes a multilingually diverse roster of shows on television, films, and digital platforms.

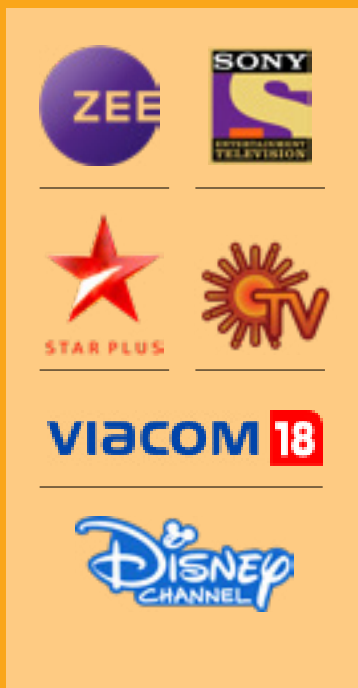
We are one of the leading B2B content production companies in India, renowned for creating differentiated content for television, films and digital platforms. Since our inception, we have produced over 30 shows for major broadcasters and OTT platforms, totalling over 1500 hours of content. Our shows have spanned all genres,

including drama, thriller, horror, comedy, and lifestyle – enabling us to curate a distinct portfolio of shows. We have produced shows in numerous languages, including Hindi, Tamil, Marathi, Gujarati, and Bengali for a diverse clientele comprising major entertainment networks.

Our verticals

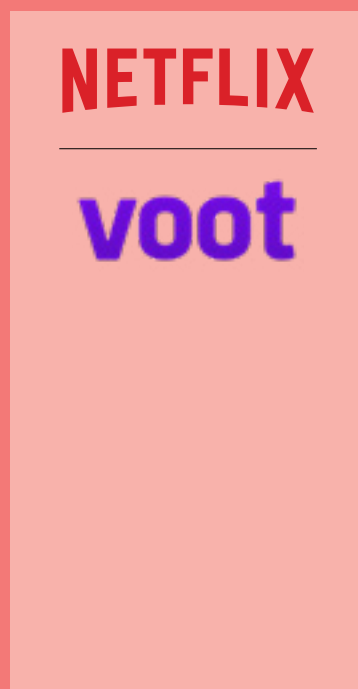
Hindi General Entertainment

We produce different types of content including daily soaps, reality shows and other formats for Zee, Sony, Star, Disney, Viacom, Sun, and other broadcast networks.



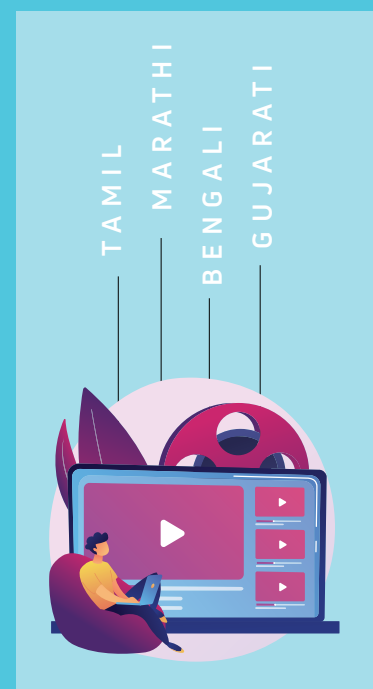
Digital Platforms (OTT)

We produce content for non-linear platforms such as Netflix, Voot and others.



Regional Shows

We produce a wide variety of shows for TV and OTT platforms, in regional languages such as Tamil, Marathi, Bengali, and Gujarati.





30+

Shows



1500+

Hours of Content



10+

Broadcasters/
OTT Platforms



5+

Languages



Management's message

Creating powerful content to entertain audiences

Dear Stakeholders,

It brings me great pleasure to present to you our Annual Report for the fiscal year 2021-22. The year, like the one before that, was extremely challenging for all businesses including the entertainment sector. However, the second half of the year brought a measure of relief and stability.

India's Media and Entertainment sector, which is now valued at

US\$ 27

billion, is expected to rise to

US\$ 55-70

billion by 2030.

We, at Bodhi Tree, focused on creating differentiated content to gain more eye share and brand recall.

The entertainment industry has the distinction of not only being a recession-proof sector, but also one with considerable growth potential. We continued to address the demand for content-driven, high-quality entertainment across several mediums, while also adapting to the new normal.

Our extensive field experience has equipped us with the capabilities to overcome challenging circumstances, enabling us to emerge stronger in the fiscal year. We continued to demonstrate our resilience in a challenging market condition as an established player in producing content for television, films and digital platforms.

Following the pandemic, the entertainment industry had witnessed a significant movement towards over-the-top (OTT) platforms as a source of entertainment, as opposed to traditional media like television (TV) and film. The viewership in OTT platforms continued to grow during the year, as people chose to consume entertainment from the safety of their homes. We produced original content across multiple genres as a result of such a fundamental shift in viewer tastes. One such example is our show 'Gone Game,' which was a unique thriller conceived, produced and shot during the lockdowns, with actors doing the majority of the shooting themselves.

According to BCG's industry analysis, India's Media and Entertainment sector, which is now valued at US\$ 27 billion, is expected to rise to US\$ 55-70 billion by 2030. According to the report, television as a medium is likely to remain strong because it serves as a platform for family viewing with a large user base and the ever-growing need for content across the country.

As a content producing company, we strive to create compelling content and entertain people, while remaining inclusive and bias-free. Over the years, we have been recognised for our distinctive content that targets our country's predominantly young population. As a result of the diverse nature of our content and audience, we have expanded our portfolio, collaborations and partnerships, which are contributing to increased revenues. With our history of producing digital series for many platforms, we will be doing an Indian adaptation of the popular Netflix Spanish drama, Elite. We continue to focus on delivering more out-of-the-box content.

We have been highly successful in developing a strong brand position across television, OTT Platforms, and regional content throughout the years. We make an ongoing effort to promote entertainment experiences that leave viewers with an indelible impression. Our repertoire comprises shows such as The Raikar Case and Marzi on the digital front and several daily soaps on the small screens.

WITH OUR HISTORY OF PRODUCING DIGITAL SERIES FOR MANY PLATFORMS, WE WILL BE DOING AN INDIAN ADAPTATION OF THE POPULAR NETFLIX SPANISH DRAMA, ELITE. WE CONTINUE TO FOCUS ON DELIVERING MORE OUT-OF-THE-BOX CONTENT. //

With the explosive rise in digital OTT content and the steady growth of television content, we have a unique opportunity to produce content for a wide market audience. The media and entertainment sector has embraced digitalisation long before the pandemic, but it has certainly helped the sector leapfrog to the next level.

The continuous availability of high-quality content on OTT will ensure the platform's future success, and we are confident we will deliver on this front, given our focused strategy to develop quality and original content.

We produce multilingual and multicultural programmes, keeping in mind the evolving preferences of the audience. Regional content consumption is becoming more popular as a result of the quickening pace of content adoption and the rising demand for content in native languages. Our joint venture, Bodhi Studio, will generate distinctive content in several languages and genres for the burgeoning OTT market in order to unlock the next wave of regional growth with high-scale content. To fulfil the growing demand for high-quality entertainment, we are creating exclusive original IPs. The studio is currently working on a plethora of original offerings in Tamil, Bengali, and Marathi, with plans to expand into Telugu, Punjabi, and Malayalam.

We have put together a dedicated team of key talents (writers, directors, actors, technicians, and so on) to deliver differentiated content across multiple genres. As we continue to respond to our audiences' changing aspirations, technological innovation is becoming an essential component of our business. We continue to incorporate tech-driven front-end procedures into our production processes, which ensure a seamless experience and enhance transparency in our interactions with different stakeholders.

We are positioned to capitalise on the exponential development potential of the entertainment business. In future, we are looking forward to exploring far more diverse genres and narrative techniques. Our proven track record in gauging the evolving preferences of the audience will help us achieve robust and sustainable long-term growth.

In closing, I would like to thank our viewers, our team, our partners and all stakeholders for their faith in our business model and capabilities.

Thank you

Best regards,

Mautik Tolia
CEO

Key performance indicators

Nurturing progress through excellence

Revenue growth model

We operate on a commissioned content business model and obtain contracts to produce different types of shows. With a pool of talented writers, we continue to work on original concepts as well as acquire purchasing rights of international shows that can be adapted for the regional market. These concepts are then pitched to broadcasters / OTT platforms for approval. The broadcasters and digital platforms commission the contract to produce a show based on a proposed

budget. In some instances, the digital platforms or broadcasters also provide a performance-based incentive to the Company, based on the programme's popularity and performance.

Along with the commissioned model, the 'IP model' or Intellectual Property Rights model allows the Company to create its own content without investments from the client. The finished product is later made available to broadcasters or OTT platforms. It is also licensed on a national or international level.

Key Highlights

23.68

Earnings per share

00.56

Net Debt/Equity

EBITDA

(₹ in Lakhs)

▮	-3.19
FY 2017-18	
▮	0.58
FY 2018-19	
▮	3.99
FY 2019-20	
▮	3.51
FY 2020-21	
▮	3.1
FY 2021-22	

PAT

(₹ in Lakhs)

▮	-3.34
FY 2017-18	
▮	0.36
FY 2018-19	
▮	3.66
FY 2019-20	
▮	2.49
FY 2020-21	
▮	2.96
FY 2021-22	

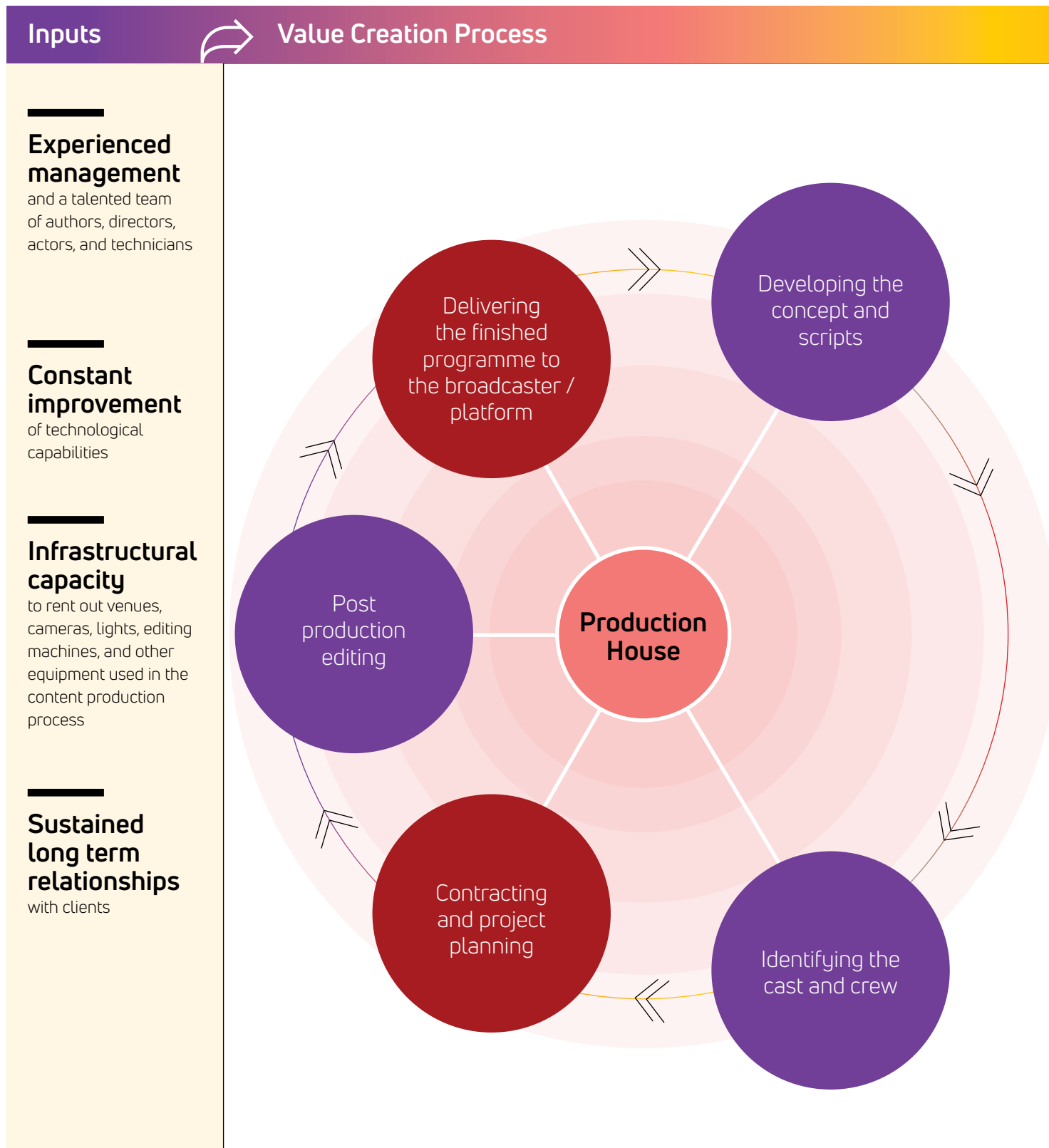
Net Worth

(₹ in Lakhs)

▮	-6.61
FY 2017-18	
▮	-6.25
FY 2018-19	
▮	-0.09
FY 2019-20	
▮	6.58
FY 2020-21	
▮	9.54
FY 2021-22	

Our value creation model

Sustaining growth, consistently





Outputs



Value created for stakeholders

Demonstrated a phenomenal track record over the past 7 years

Specialisation in television as well as OTT content encompassing all genres

Vast geographical footprint covering multiple markets

Collaboration with marquee clients including some of the most renowned names in the Film, Television and OTT Industry



Audience/Viewers

Unique content that primarily targets a younger audience and meets their expectations with content in regional languages



Talent Pool

Opportunity to improve professional expertise in the entertainment industry



Clients

Sustained relationships with clients, backed by an ability to deliver tailored content, as per client requirements



Shareholders

Ensuring long-term growth with a potential to consistently improve return on investment.



Accomplishments Over The Years

Accomplishments over the years

Year of Production	Name of the Project	Telecast Platform	Achievements
2014	 <p>Nisha Aur Uska Cousin 269 Episodes 134.5 Total Hours</p>	<p>Star India Pvt. Ltd – TV</p> 	<p>First-of-its-kind youth show that received Best Debut Award at Star Parivar Awards</p>
	 <p>Yeh Hai Aashqui - Season - I 12 Episodes 12 Total Hours</p>	<p>Bindass - Genx Entertainment Ltd – TV</p> 	<p>Highest rated youth show</p>
2015	 <p>Tedhimedhi Family 97 Episodes 48.5 Total Hours</p>	<p>Big Magic Ltd</p> 	<p>Adaptation of the international format 'Middle'.</p>

Year of
ProductionName of the
ProjectTelecast
Platform

Achievements



2017

**Big F - Season - II****11** Episodes**22** Total HoursMTV - Viacom18 Media Pvt
Ltd - TVHighest views garnered on
YouTube, more than**20mn**
views**Fear File - Season - II****97** Episodes**97** Total HoursZee Entertainment
Enterprises LtdSlot leader at 10:30 pm
weekend slot. Rated among**top 10**
shows.

Zee rishtey Award for







Best
Show

on Zee tv

**Aapke Aa Jane Se****375** Episodes**187.5** Total HoursZee Entertainment
Enterprises Ltd**Slot**
leaderat 10 pm slot across
all channels

Accomplishments Over The Years

Accomplishments over the years

Year of Production	Name of the Project	Telecast Platform	Achievements
2018	 <p>The Interns</p> <p>8 Episodes 4 Total Hours</p>	<p>Worldwide Media Pvt Ltd - Web Series</p> 	<p>First-of-its-kind scripted reality show</p>
	 <p>Banned</p> <p>12 Episodes 6 Total Hours</p>	<p>Vuclip (India) Pvt. Ltd - Web Series</p> 	<p>Rated 7.1 on IMDB.</p> <p>First of its kind musical web series with original soundtrack</p>
	 <p>13 Mussories</p> <p>13 Episodes 6.5 Total Hours</p>	<p>Vuclip (India) Pvt. Ltd - Web Series</p> 	<p>Rated 6.5 on IMDB</p>

Year of
ProductionName of the
ProjectTelecast
Platform

Achievements

**Arundathi****153** Episodes**76.5** Total Hours

Sun TV Network Limited



Daily horror show. Opening rating of 6.5.

Highest
for the 10
pm slot







**F For Fantasy****6** Episodes**6** Total HoursViacom18 Media Pvt Ltd -
Web Series

Rated 6.6
on IMDB.

2019

Accomplishments Over The Years

Accomplishments over the years

Year of Production	Name of the Project	Telecast Platform	Achievements
2020	 Marzi 6 Episodes 6 Total Hours	Vuclip (India) Pvt. Ltd - Web Series 	Rated 7.3 on IMDB. Adaptation of successful HBO format 'The liar'.
	 Raikar Case 7 Episodes 7 Total Hours	Vuclip (India) Pvt. Ltd - Web Series 	Rated 7.3 on IMDB. Critically acclaimed show with rave reviews.
	 Nati Pinky Ki Lambi Love Story 55 Episodes 27.5 Total Hours	Viacom18 Media Pvt Ltd - Web Series 	Highly acclaimed show opening at rating of 1.7, nearly doubling the channels reach on the slot

Year of
ProductionName of the
ProjectTelecast
Platform

Achievements



2022

**The Gone Game 2****5** Episodes

Voot Select

voot**Life Navrangi****7** Episodes

Youtube

YouTube

Our competitive strengths

How we stand out in the entertainment landscape

Strong brand value



In the Indian media and entertainment industry, our brand has established a stellar reputation with a proficiency for developing distinct content across varied genres such as Youth, Horror, Thriller, and Edgy content. As a business to business (B2B) and business to consumer (B2C) brand, our ongoing efforts continue to strengthen relationships with our clients as well as audiences. We have a track record of providing deliverables on time, in a cost-effective manner and it continues to foster brand loyalty among our clients.

Track record of providing deliverables on time

Experienced team



Our team has extensive industry experience and has been an integral element in our growth and success. With a creative talent pool comprising writers, artists, directors, we have the expertise and knowledge to carve a brighter future for the Company. Besides, a thorough understanding of the Indian entertainment industry and the ability to manage talent, deal structuring, and strategic content creation, we are confidently introducing a bolder approach to the entertainment industry. It also empowers us to stay ahead of competition, strengthen the distribution network and capitalise on emerging opportunities. Moreover, an experienced team enables us to adopt appropriate strategies to source content in a cost-effective manner and efficiently monetise our content.

We are confidently introducing a bolder approach to the entertainment industry.

Effective and efficient sales and marketing



Our extensive knowledge of the Indian television industry, coupled with our effective promotional and marketing skills have enabled us to cater to more consumers and acquire media rights for varied shows. In a competitive environment, we have strengthened our brand value with a consistent focus on quality content, timely delivery and competitive rates. Moreover, our integrated offerings and an innate emphasis on customer satisfaction lend us an edge over others in the industry.

Efficient sales and marketing serve as a catalyst for acquiring new customers and media rights

Organised and focused approach



We are dedicated to meet the demands of our clients and the expertise of our managerial team enables us to fulfil diverse requirements. It also empowers us to build enduring relations with our clients. We are also focusing on transitioning from delivering playout content through existing models to distributing content through emerging options that may include high-level work streams such as second-screen application development, modification of digital rights contracts and management systems, establishment of new relationships with content delivery networks, and Application Programming Interface (API) integration with social media sites.

Continuously adapting and evolving for a future-focused strategy

Expertise to produce shows in varied regional languages



We have the expertise to develop and produce daily soaps for television as well as web series for OTT platforms, in a variety of regional languages such as Hindi, Marathi, Gujarati, Tamil, Kannada, Telugu, Bengali and Bhojpuri. We are also looking forward to adding more shows and online series in other regional languages to further capitalise on emerging opportunities in India's entertainment landscape.

Capitalising on the multilingual market

Board of Directors

Forward-looking guidance and stewardship

Mr. Mautik Ajit Tolia

Managing Director and Promoter

He has been associated with the Company since its incorporation. He holds a BA in Economics from Mumbai University and MA in Media Communication Studies from UK. He has more than 20 years of experience in the media and entertainment sector. He is instrumental in formulating and implementing strategy and plays a pivotal role in business development, sales, administration and finance functions of the Company.

Mrs. Saloni Sunil Kapadia

Non-Executive and Independent Director

She has been associated with the Company since August 2020. She is a CFA Charter Holder and holds a PGDBM in finance from SP Jain Institute of Management & Research. She has a rich experience spanning 14 years in investment research and fund management, with expertise in financial modelling and valuation.

Ms. Nutan Jha

Non-Executive and Independent Director

She possesses a Bachelor of Arts (Honours) degree from the University of Delhi and has been affiliated with the company since August 2020. She has extensive experience in the field of sports and event management for over 28 years.

Mr. Sukesh Devdas Motwani

Whole-Time Director and Promoter

He is the Whole-Time Director and Promoter of the Company who has been associated with the Company since its incorporation. He holds a Degree in Bachelor of Engineering (Electronics) from University of Mumbai and has a rich experience of 20 years in the media and Entertainment field.

CORPORATE INFORMATION

BODHI TREE MULTIMEDIA LIMITED

CIN L22211MH2013PLC245208

Registered Address: 507 Reliable Business Centre Jogeshwari (West) Mumbai 400102.

Website: www.bodhitreemultimedia.com **Email:** info@bodhitreemultimedia.com

Board of Directors and Key Managerial Personnel:

Mautik Ajit Tolia	: Managing Director
Sukesh Motwani	: Wholetime Director
Uma Krishnan	: Non-Executive Independent Director
Saloni Sunil Kapadia	: Non-Executive Independent Director
Nutan Jha	: Non-Executive Independent Director
Ravi Bhatt	: Chief Financial Officer
Nirali Hareesh Shah	: Company Secretary & Compliance Officer w.e.f. 15/07/2022
Saloni Jain	: Company Secretary & Compliance Officer up to 15/07/2022

Statutory Auditors:

M/s S A R A & Associates
Chartered Accountants

Internal Auditors:

S Khasgiwala & Co
Chartered Accountants

Secretarial Auditor:

M/s Brijesh Shah & Co.
Company Secretaries

Registrar & Transfer Agents:

Bigshare Services Private Limited
E/2, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri East, Mumbai – 400072.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 9TH ANNUAL GENERAL MEETING OF THE MEMBERS OF BODHI TREE MULTIMEDIA LIMITED WILL BE HELD ON FRIDAY 30TH SEPTEMBER 2022 AT 9 AM AT 507, RELIABLE BUSINESS CENTRE JOGESHWARI (WEST) MUMBAI 400102 TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

Item No. 1.

Adoption of financial statements:

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

Item No. 2.

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

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

SPECIAL BUSINESS

Item No. 3.

Approval of Bodhi Tree Multimedia Employee Stock Option Plan 2022 (BTML Employee Stock Option Plan 2022)

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

"RESOLVED THAT pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force; and in accordance with the relevant clauses of the Memorandum and Articles of Association of the Company; the provisions of Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended and enacted from time to time read with all circulars and notifications issued thereunder ("SBEB and SE Regulations"); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); the provisions of Foreign Exchange Management Act, 1999 and rules & regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by the Reserve Bank of India and any other applicable laws, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while

granting such approvals, permissions and sanctions, for the time being in force, the consent of the members of the Company, be and is hereby accorded to the introduction, formulation and implementation of Bodhi Tree Multimedia Employee Stock Option Plan 2022 ("BTML Employee Stock Option Plan 2022"/ "Plan") and the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include Nomination and Remuneration Committee which the Board has constituted, to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SBEB and SE Regulations) be and are hereby authorised to create and grant from time to time, in one or more tranches, Employee Stock Options not exceeding 4,00,000 (Four Lakhs Only) to and for the benefit of such eligible employees(s) as designated by the Company, as specifically set out in the Plan, where one Option would convert into one equity share upon exercise, on such terms and in such manner as the Board/Committee may decide in accordance with the provisions of the applicable laws and the provisions of the ESOP 2022 Scheme.

RESOLVED FURTHER THAT the Board/Committee, the Managing Director, Chief Financial Officer and Company Secretary be and is hereby authorised to implement the Plan in such manner as may be deemed fit, including to issue and allot fully paid-up equity shares upon exercise of such Options and such equity shares shall rank pari passu in all respects with the existing equity shares of the Company, based on the terms and conditions of ESOP 2022.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or otherwise, if any additional equity shares are issued by the Company to the Option grantees, for the purpose of making a fair and reasonable adjustment to the Employee Stock Options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either subdivided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company, after such subdivision or consolidation, without affecting any other rights or obligations of the said Option grantees.

RESOLVED FURTHER THAT the Board/Committee, the Managing Director, Chief Financial Officer and Company Secretary be and are hereby authorized severally to take requisite steps for listing of the equity shares allotted under

the Plan on the Stock Exchanges where the equity shares of the Company are listed, in due compliance with SBEB and SE Regulations, Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB and SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT the Board/Committee, the Managing Director, Chief Financial Officer and Company Secretary be and is hereby authorized to do all such acts, deeds, and things, as it may, at its absolute discretion deem necessary, including authorising the appointment of Merchant Bankers, Brokers, Solicitors, Registrars & Share Transfer Agents, Compliance Officer, and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection.

RESOLVED FURTHER THAT the Board/Committee, the Managing Director, Chief Financial Officer and Company Secretary be and is hereby authorised to modify, change, vary,

alter, amend, suspend or terminate the Plan subject to and in compliance with the applicable laws and regulations and to do all such acts, deeds 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 Plan and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SBEB and SE Regulations, Listing Regulations and any other applicable laws for the time being in force, as amended from time to time.”

By order of the Board
For Bodhi Tree Multimedia Limited

Sd/-

Mr. Mautik Ajit Tolia

Date: 07th September 2022
Place: Mumbai

Chairman & Managing Director
DIN 06586383

NOTES:

1. A shareholder entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on poll on behalf of him and the proxy need not be a member of the Company. The instrument of proxy in order to be effective, must be deposited at the Corporate Office of the Company, duly completed and signed, not less than 48 hours before the commencement of meeting. A person can act as proxy on behalf of shareholders not exceeding fifty (50) in number and holding in aggregate not more than 10% of the total share capital of the company.
2. Corporate shareholders intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the AGM.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. The register of directors and key managerial personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, and the register of contracts or arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
5. In terms of the provisions of section 152 of the Companies Act, 2013, Mr. Mautik Ajit Tolia, Managing Director retires by rotation at the AGM. Nomination and Remuneration Committee and the Board of Directors of the Company recommend their re-appointment. Details of the Directors retiring by rotation/ seeking re- appointment at the ensuing meeting are provided in the Notice.
6. The cutoff date for dispatch of Annual Reports to shareholders is **02nd September 2022**.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from, **Saturday, 24th September 2022 to Friday, 30th September 2022** (both days inclusive). For the purpose of Annual General Meeting for the financial year ended 31st March 2022.
8. Notice of the AGM along with the Annual Report 2021-2022 is also being sent through electronic mode to those Members whose email address is registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-2022 will also be available on the Company's website www.bodhitreemultimedia.com website of the Stock Exchange, i.e on National Stock Exchange of India Limited at www.nseindia.com. For receiving all communication (including Annual Report) from the Company electronically members are requested to register/update their email addresses with the relevant Depository Participant.
9. Pursuant to section 108 of the Companies Act, 2013, read with rules 20 of the Companies (Management and Administration) Rules, 2014 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this notice. The detailed instructions for e-voting are given separately.
10. Shareholders/proxies are requested to bring their copies of the Annual Report to the AGM and the attendance slip duly filled in for attending the AGM.
11. Shareholders are requested to intimate, immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts.
12. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts.
13. Pursuant to section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13 to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling/varying nomination pursuant to the Rule 19 (9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the Registrar and Transfer Agent of the Company.
14. All documents referred to in the accompanying notice will be available for inspection at the corporate office of the company during business hours on all working days up to the date of declaration of the result of the 9th AGM of the Company.
15. In case of joint holders attending the AGM, the shareholder whose name appears as the first holder in the order of name appears as per the Register of Members of the Company will be entitled to vote.
16. The Route map to the venue of the AGM is published in the Annual Report.

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

The remote e-voting period begins on **Tuesday, 27th September 2022** at 9.00 a.m. and will end on **Thursday, 29th September 2022** at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **23rd September 2022**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **23rd September 2022**.

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies,

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e- Voting facility.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e- Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. https://play.google.com/store/apps/details?id=com.msf.NSDL.Android https://apps.apple.com/us/app/nsdl/id922834763?ls=1
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e- Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

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

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

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

4. Your User ID details are given below :

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.

- c) How to retrieve your 'initial password'?
 - (i) 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.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on 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 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 on NSDL e-Voting system.

How to cast your vote electronically 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
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. 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.

4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. 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 csjayminmodi@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to NSDL at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@bodhitreemultimedia.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@bodhitreemultimedia.com. If you are an Individual 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 for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Name of the Director	Mautik Ajit Tolia
Date of Birth	07/08/1978
Date of appointment	04/07/2013
Expertise in specific functional area	He has more than 20 years of vast and varied experience in media and entertainment sector
Qualifications	BA in Economics, Mumbai MA in Media Communication Studies, UK Msc Econ – International Politics, UK PLAM (Program on Leading And Managing), IIM Kolkata
Other Companies in which Directorship is held as on March 31, 2022	2 Companies
Chairman of Committees formed by Board of Other Companies on which he is a director as on March 31, 2022	Nil
Members of Committees formed by Board of Other Companies on which he is a director as on March 31, 2022	2
Shareholding in the Company as on March 31, 2022	8,54,995 Equity Shares

By order of the Board
For Bodhi Tree Multimedia Limited

Sd/-

Mr. Mautik Ajit Tolia

Chairman & Managing Director
DIN 06586383

Date: 07th September 2022

Place: Mumbai

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

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

Item No.3

Approval of Bodhi Tree Multimedia Employee Stock Option Plan 2022 (BTML Employee Stock Option Plan 2022)

Stock Options have long been recognised internationally as an effective instrument to align the interest of employees with those of the Company and its Shareholders, providing an opportunity to employees to share the growth of the Company and to create long term wealth in the hands of the employees. It creates a sense of ownership between the Company and its employees, paving the way for a unified approach to the common objective of enhancing overall shareholders' value.

Your Company believes that equity-based compensation plans are effective tools to reward the Employees for their association with the Company, their performance, as well as to attract, retain and reward Employees to contribute to the growth and profitability of the Company. The Company appreciates the role of its Employees who play a pivotal role in the organisational growth. It strongly feels that the value created by its people should be shared by them. Towards achieving these objectives, your Company intends to implement a new equity-based compensation plan namely 'Bodhi Tree Multimedia Employee Stock Option Plan 2022' ("BTML ESOP 2022"/"Plan") comprising of Employee Stock Options ("Options") for eligible employees including the employees on contractual basis.

The Nomination and Remuneration Committee at its meeting held on 7th September 2022 and the Board of Directors at its meeting held on same day approved the new plan viz., BTML ESOP 2022, subject to the approval of the Members of the Company.

In terms of Section 62(1)(b) of the Companies Act, 2013 ('the Act') and Rules made thereunder read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB and SE Regulations"), approval of the Members of the Company is being sought in respect of approval, implementation of the Plan and grant of Options thereunder to the eligible employees of the Company, as decided from time to time as per provisions of the Plan read with provisions of SBEB and SE Regulations.

The main features of the Plan are as under:

A. Brief Description of the Plan:

The objectives of the Plan are to reward the eligible Employees including the Employees on Contractual basis, for their association with the Company, their performance as well as to attract, retain and reward eligible Employees to contribute to the growth and profitability of the Company.

The Plan shall be considered to be established with effect from the date of approval of the Members of the Company

and it shall continue to be in force until (i) its termination by the Company as per provisions of Applicable Laws, or (ii) the date on which all the Options available for issuance under the Plan have been issued and exercised, whichever is earlier.

Keeping in view the aforesaid objectives, the Plan contemplates grant of Options to the eligible Employees of the Company. After vesting of Options, the eligible Employees earn a right without any obligation, to exercise the vested Options within the Exercise Period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The Nomination and Remuneration Committee shall administer the Plan as required under the SBEB and SE Regulations. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan.

B. Total number of Options to be granted:

The total number of Options to be granted under the Plan shall not exceed 4,00,000 (Four Lakhs) Options. Each Option when exercised would be converted in to one equity share of Rs. 10/- (Rupees Ten) each fully paid-up.

Further, pursuant to the SBEB and SE Regulations, a fair and reasonable adjustment shall be made to the Options granted upon any Corporate Action(s) such as Rights Issue, Bonus Issue, merger, sale of undertaking, etc. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total face value of the Options granted under the Plan remains the same after any such Corporate Action.

Accordingly, if any additional Options are required to be issued by the Company to the Option Grantees for making such fair and reasonable adjustment, the ceiling of 4,00,000 (Four Lakhs) Options, shall be deemed to be increased to the extent of such additional Options issued.

C. Identification of classes of employees entitled to participate in the Plan:

"Employee" means

- (i) an employee as designated by the Company, who is exclusively working in India or outside India or (whether whole time or not)
- (ii) a Director of the Company, whether whole time or not including a non-executive director who is not a Promoter or member of the Promoter Group, but excluding an independent director or
- (iii) an employee as defined in sub clause (i) or (ii), of a Subsidiary Company or of a Holding Company, in India or outside India, but excludes-

- an Employee who is a Promoter or belongs to the Promoter Group;
- a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company; or

(iv) a Director being an Independent Director

(v) an employee on contractual basis

D. Requirements of Vesting and period of Vesting:

Option granted under the Plan shall vest not earlier than minimum period of 1 (one) year.

Provided that in case where Options are granted by the Company under the Plan in lieu of options held by a person under a similar Plan in another company ("Transferor Company") which has merged or amalgamated with the Company, the period during which the options granted by the Transferor Company were held by him may be adjusted against the minimum Vesting Period required under this Sub-clause in due compliance with the provisions of SEBI SBEB & SE Regulations. Provided further that in the event of Death or Permanent Incapacity of an Employee, the minimum Vesting Period shall not be applicable and in such instances, all the Unvested Options shall vest with effect from date of the Death or Permanent Incapacity.

E. Maximum period within which the Options shall be vested:

All the Options granted on any date shall vest not later than a maximum of 1 (One) year from the date of grant of Options as stated above.

F. Exercise price or pricing formula:

Exercise Price shall be the price as may be determined by the Nomination and Remuneration Committee (NRC).

G. Exercise period and the process of exercise:

The Exercise Period in respect of a Vested Option shall be a maximum period of 5 (Five) years from the date of Vesting of Options.

In the event of resignation / termination / retirement / death / permanent incapacity / abandonment of employment, the vested Options shall be exercisable in line with the Scheme, pursuant to the provisions of SBEB and SE Regulations and as determined by the Committee in this regard.

The process for exercise shall be as may be determined by the Committee in accordance with the SBEB and SE Regulations, as amended from time to time.

H. Appraisal process for determining the eligibility of employees under the Plan:

Appraisal process for determining the eligibility of the Employees will be based on designation, criticality, high potential; tenure of service, performance linked parameters

such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

I. Maximum number of Options to be issued per employee and in aggregate, if any:

The maximum number of Options that may be granted to any specific Employee, in one or more grants/tranches and in aggregate under the Plan shall not exceed 4,00,000 (Four Lakh Only) Options.

J. Maximum quantum of benefits to be provided per employee under the Plan:

No benefit other than grant of Options or consequential issue of Equity Shares is envisaged under the BTML ESOP 2022.

K. Route of implementation of the plan:

The Plan shall be implemented and administered directly by the Company and as determined by the Committee in line with the provisions of the SBEB and SE Regulations.

L. Source of acquisition of shares under the Plan:

The Company shall issue fresh (primary) shares upon exercise of the Options under the Plan.

M. Amount of loan to be provided for implementation of the Plan by the Company to the trust, its tenure, utilization, repayment terms, etc.:

Not Applicable, as the BTML ESOP 2022 is being implemented through Direct Route.

N. Maximum percentage of secondary acquisition:

Not Applicable, as the ESOP 2022 is being implemented through Direct Route.

O. Accounting and Disclosure Policies:

The Company shall follow the requirements including the disclosure requirements and Ind AS 102 on Share-based payments and/or any relevant Accounting Standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 or any other appropriate authority, from time to time, including any Guidance Note on Accounting for employee share-based payments issued in that regard from time to time and the disclosure requirements prescribed therein, in compliance with relevant provisions of Regulation 15 of SBEB and SE Regulations.

The Company shall make disclosures to the prospective Option Grantees containing statement of risks, information about the Company and salient features of the Plan in a format as prescribed under SBEB and SE Regulations.

The Company shall disclose details of Grant, Vest, Exercise and lapse of the ESOPs in the Directors' Report or in an annexure thereof as prescribed under SBEB and SE Regulations or any other Applicable Laws as in force.

P. Method of Option valuation:

The options shall be granted at the market price which shall mean to include the latest available closing price on the Stock Exchange on which the Shares of the Company are listed, immediately prior to the Relevant Date.

Q. Terms & conditions for buyback, if any, of specified securities covered / Options granted under the Plan:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Plan if it is to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

R. Lock-in period:

The Shares issued upon Exercise shall be freely transferable and shall not be subject to any lock-in period restriction after such issue except as required under the Applicable Laws including that under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, or Code of Conduct framed by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015.

S. Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and

the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Approval of the Members is being sought by way of Special Resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 and all other applicable provisions of the SBEB and SE Regulations.

A draft copy of the Plan is available for inspection at the Company's registered office during official hours on all working days till the date of conclusion of the Annual General Meeting i.e. Friday, 30th September, 2022. Members may also request for a copy of the Plan by sending an email to info@bodhitreemultimedia.com

None of the Promoters, members of the Promoter Group, Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the Plan.

The Board recommends passing of the resolution as set out in Item No. 3 of the accompanying Notice as a Special Resolution

By order of the Board
For Bodhi Tree Multimedia Limited

Sd/-

Mr. Mautik Ajit Tolia

Date: 07th September 2022
Place: Mumbai

Chairman & Managing Director
DIN 06586383

DIRECTORS' REPORT

The Board of Directors are pleased to present the Company Consolidated Annual Report and the Company's audited financial statements for the financial year ended 31st March, 2022.

1. OPERATING RESULTS

The operating results of the Company for the year ended 31st March, 2022 are as follow:

Amount in Rs.

Particulars	Year ended 31st March 2022		Year ended 31st March 2021	
	Standalone	Consolidated	Standalone	Consolidated
Revenue from Operations	593845297	593845297	359819938	359819938
Profit before tax from continuing operations	28581937	28581937	32806337	32799603
Tax Expenses (Including Deferred Tax)	1022113	1022113	(7879321)	(7879321)
Profit after Tax	29604049	29604049	24927016	24920283
Total Income for the year	29604049	29604049	24927016	24920283

2. TRANSFER TO RESERVES

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

3. THE STATE OF THE COMPANY'S AFFAIR

During the year under review, your Company achieved total revenue from operations of Rs. 593845297/- (previous year Rs. 359819938) resulting in increase of 65% over the previous year.

The profit after tax (including other comprehensive income) is at Rs. 29604049/- (previous year Rs. 24927016/- resulting in Increase of 19%).

4. DIVIDEND

Your Directors do not recommend any dividend for the financial year ended 31st March 2022.

5. CASH FLOW AND CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

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

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

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished as Annexure A to Director's Report.

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

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

10. INTERNAL CONTROL SYSTEM

The Company's internal controls system has been established on values of integrity and operational

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

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

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

12. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

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

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

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

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

13. POLICY ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

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

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

14. ANNUAL RETURN

Pursuant to the provisions of Section 92(3) of Companies Act, 2013 following is the link for Annual Return Financial Year 2021-22. <https://www.bodhitreemultimedia.com/about/investors.html>

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

During the financial year, the Board met 6 times on 30/06/2021, 07/09/2021, 13/11/2021, 03/12/2021, 15/12/2021 and 04/02/2022.

16. DIRECTORS' RESPONSIBILITY STATEMENT

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

- That in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure.
- That the selected accounting policies were applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2022, and that of the profit of the Company for the year ended on that date.
- That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- That the annual accounts have been prepared on a going concern basis.
- The Board has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. DEPOSITS

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

18. ARTICULARS OF EMPLOYEES AND REMUNERATION

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

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

19. DIRECTORS

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

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

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

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

The Nomination & Remuneration Committee of Directors have approved a Policy for Selection, Appointment and Remuneration of Directors which inter-alia requires that composition and remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and senior management employees and the Directors appointed shall be of high integrity with relevant expertise and experience so as to have diverse Board and the Policy also lays down the positive attributes/criteria while recommending the candidature for the appointment as Director.

21. DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as

stipulated in Section 149(7) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

22. STATUTORY AUDITORS

M/s S A R A & Associates, Chartered Accountants, (Firm Registration No. 120927W), Mumbai, was appointed as Statutory Auditor of the Company at the 7th Annual General Meeting held on 15th September 2020, for a term of five years till the conclusion of the 11th AGM to be held in the year 2025.

23. INTERNAL AUDITORS

M/s S Khasgiwala & Co Chartered Accountants, were appointed as internal auditors by the Board for the financial year 2021-22 and who have issued their reports on quarterly basis.

23. SECRETARIAL AUDITORS

The Company has appointed M/s. Brijesh Shah & Co. Company Secretaries, as Secretarial Auditors of the Company to carry out the Secretarial Audit for the Financial Year 2021-2022 and to issue Secretarial Audit Report as per the prescribed format under rules in terms of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit Report for the FY 2021-22 is annexed herewith and forms part of this report as **Annexure D**. Secretarial Audit is not applicable to the Subsidiary, not being a material subsidiary.

24. COST RECORDS AND COST AUDIT

The provision of the Companies (Cost Records and Audit) Rules, 2014 is not applicable to the Company. Maintenance of cost records as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 was not applicable for the business activities carried out by the Company for the FY 2021-22. Accordingly, such accounts and records are not made and maintained by the Company for the said period.

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

There are no qualifications, reservations or adverse remarks or disclaimers made by the auditors and the practicing company secretary in their reports.

26. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

27. HOLDING, SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES

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

28. VIGIL MECHANISM

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

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

29. REPORTING OF FRAUD BY AUDITORS

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

30. ANNUAL EVALUATION BY THE BOARD

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

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

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

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

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

33. COMMITTEES OF THE BOARD

In accordance with the Companies Act, 2013, the Board has formed a Risk Management Committee. There are currently 3 Committees of the Board, as follows:

• Audit Committee

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

Following are the members of the Committee

Saloni Sunil Kapadia	Independent Director, Chairman	Non-Executive
Nutan Jha	Independent Director, Member	Non-Executive
Mautik Ajit Tolia	Independent Director, Member	Non-Executive

During the year there were in total 4 Audit committee meetings held on 30/06/2021, 11/08/2021, 13/11/2021 and 15/02/2022.

The Chairperson of Audit Committee was present in previous AGM held on 30/09/2021 to answer shareholder's queries.

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

The role of the audit committee shall include the following:

- 1 Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2 Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- 3 Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

- 4 Reviewing with the management, the quarterly financial statements before submission to the board for approval;
- 5 Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
- 7 Approval or any subsequent modification of transactions of the listed entity with related parties.
- 8 Evaluation of internal financial controls and risk management systems.
- 9 reviewing, with the management, performance of statutory and Internal Auditors, adequacy of the internal control systems.
- 10 Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- 11 Discussion with internal auditors of any significant findings and follow up there on.
- 12 Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- 13 Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 14 To review the functioning of the whistle blower mechanism.
- 15 Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.
- 16 Carrying out any other function as is mentioned in the terms of reference of the audit committee

• **Nomination And Remuneration Committee**

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

The Committee comprises of 3 Non-Executive Directors.

The Nomination and Remuneration Committee met Once in the Financial Year 2021-2022 on 22/03/2022.

The necessary quorum was present in the said meetings.

The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company held on 30/09/2021.

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

Uma Krishnan	Independent Director, Chairman	Non-Executive
Nutan Jha	Independent Director, Member	Non-Executive
Saloni Sunil Kapadia	Independent Director, Member	Non-Executive

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

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

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

Remuneration of Directors

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

Criteria for making payments

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

Performance evaluation criteria for Independent Directors:

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

Remuneration Policy

The Nomination and Remuneration Policy devised in accordance with Section 178(3) and (4) of the Companies Act, 2013 is available at the website of the Company: www.bodhitreemultimedia.com Further, criteria of making payments to non-executive directors, the details of remuneration paid to all the Directors and the other disclosures required to be made under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been published below:

- **Stakeholder Relationship Committee**

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

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

The Committee met on 15/04/2021, 19/07/2021, 14/10/2021, and 11/01/2022.

The necessary quorum was present for all the meetings. The Chairman of the Committee was present at the last Annual General Meeting of the Company held on 30th September 2021.

The composition of the Committee during FY 2021-22 and the details of meetings held and attended by the Directors are as under:

Following are the members of the Committee.

Saloni Sunil Kapadia Independent Non-Executive Director, Chairman

Mautik Ajit Tolia Independent Non-Executive Director, Member

Sukesh Motwani Independent Non-Executive Director, Member

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

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

34. MEETING OF INDEPENDENT DIRECTORS

A separate meeting of the independent directors ("Annual ID Meeting") was convened on 14/03/2022, which reviewed the performance of the Board (as a whole), the Non-Independent Directors and the Chairman. Post the Annual ID Meeting, the collective feedback of each of the Independent Directors was discussed by the Chairperson with the Board covering performance of the Board as a whole, performance of the Non-Independent Directors and performance of the Board Chairman. All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there is no change in their status of Independence. As required under Section 149(7) of the Companies Act, 2013.

35. DETAILS OF FAMILIARIZATION PROGRAMMED IMPARTED TO INDEPENDENT DIRECTORS FOR THE FINANCIAL YEAR 2021-2022

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

36. CORPORATE GOVERNANCE

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

37. OTHER DISCLOSURES

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

38. POLICIES

The Company seeks to promote highest levels of ethical standards in the normal business transactions guided by the value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates formulation

of certain policies for listed companies. The Policies are reviewed periodically by the Board and are updated based on the need and compliance as per the applicable laws and rules and as amended from time to time. The policies are available on the website of the Company.

39. COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS

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

40. ENHANCING SHAREHOLDER VALUE

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

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

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

41. ACKNOWLEDGEMENTS

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

By order of the Board
For Bodhi Tree Multimedia Limited

Sd/-

Mr. Mautik Ajit Tolia

Date: 07th September 2022
Place: Mumbai

Chairman & Managing Director
DIN 06586383

ANNEXURE A TO THE DIRECTORS' REPORT

Information pursuant to the Companies (Accounts) Rules, 2014

(A) Conservation Of Energy

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

(B) Technology Absorption

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

ANNEXURE B TO THE DIRECTORS' REPORT

FORM NO. AOC – 2

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

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

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

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

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

Sr. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	Point 17 Director's Father
2	Amount	7,20,000.00 (Inc Tax)
3	Nature of contracts/arrangements/transaction	Advisory & Liasoning
4	Duration of the contracts/arrangements/transaction	01-04-2021 to 31-03-2022
5	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
6	Date of approval by the Board	22/06/2021
7	Amount paid as advances, if any	NA

Sr. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	Nautam Tolia Director's Uncle
2	Amount	4,80,000.00
3	Nature of contracts/arrangements/transaction	Admin Services
4	Duration of the contracts/arrangements/transaction	01-04-2021 To 31-03-2022
5	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
6	Date of approval by the Board	22/06/2021
7	Amount paid as advances, if any	NA

ANNEXURE C TO THE DIRECTORS' REPORT

MEDIAN REMUNERATION

The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below.

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

Name of the directors	Ratio to median remuneration
Non-executive directors	
Uma Chidambaram Krishnan	-----
Saloni Sunil Kapadia	-----
Nutanjha	-----
Executive directors	
Mautik Ajit Tolia	68.18
Sukesh Devdas Motwani	70.45

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

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% Increase in remuneration in the financial year
Mautik Ajit Tolia	19.08
Sukesh Devdas Motwani	3.33
Saloni Jain	100
Ravi Bhavanishankar Bhatt	100

- c. The percentage increase in the median remuneration of employees in the financial year: 15.60%
- d. The number of permanent employees on the rolls of Company: 11
- e. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average annual increase was around 12.46%

Increase in the managerial remuneration for the year was 10.2%

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

The Nomination and Remuneration Committee of the Company has affirmed at its meeting held on 22/03/2022 that the remuneration paid is as per the remuneration policy of the Company. The Policy is available on the Company's Website.

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

ANNEXURE D TO THE DIRECTORS' REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2022

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

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

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bodhi Tree Multimedia Limited** (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, Forms and returns filed and other records maintained by The Company for the year ended on 31st March, 2022 to the extent applicable to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under to the extent applicable;
- II. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company: -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not Applicable to the Company during the period under review;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable to the Company during the period under review;
- (f) The Securities and Exchange Board of India (Registrars to and Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; Not Applicable to the Company during the period under review;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not Applicable to the Company during the period under review;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not applicable to the Company during the Audit Period; and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

- a) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India; and

- b) Listing Agreements entered into by the Company with NSE Limited.

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

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

I further report that:

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

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

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

I further report that during the audit period:

- Proposed Rights issue of Equity Shares by Bodhi Tree Multimedia Limited had received an in-principle approval from NSE Ltd on February 23, 2022.
- During the Audit period Company increased its Authorised Shares Capital from 1,50,00,000/- (Rupees One Crore Fifty Lakh) to Rs. 11,00,00,000/- (Rupees Eleven Crores) and thereby altered the Capital Clause of the Memorandum of Association.

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

Mr. Brijesh Shah
COP: 23145
Mem No. 44476
PRC: 2494/2022
UDIN: A044476D000870323

Place: Mumbai
Date: 29.08.2022

ANNEXURE – A TO SECRETARIAL AUDIT REPORT

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

Our Secretarial Audit Report dated 29th August, 2022 is to be read with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to make an audit report based on the secretarial records produced for our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. We have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
5. Compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. This Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, Brijesh Shah & Co.

Company Secretaries

Mr. Brijesh Shah

COP: 23145

Mem No. 44476

PRC: 2494/2022

UDIN: A044476D000870323

Place: Mumbai

Date: 29.08.2022

COMPLIANCE WITH THE CODE OF CONDUCT AND ETHICS

In accordance with Regulation 17(5)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and Senior Management Personnel of the Company have confirmed compliance with the Code of Business Conduct and Ethics for the financial year ended 31st March, 2022.

For Bodhi Tree Multimedia Limited

Sd/-

Mautik Ajit Tolia

Managing Director

DIN 06586383

CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

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

We, Mautik Ajit Tolia, Managing Director, Suresh Devdas Motwani, Whole Time Director & Ravi Bhavanishankar Bhatt CFO of the Company, hereby certify that for the financial year, ending 31st March, 2022;

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

For Bodhi Tree Multimedia Limited

Sd/-
MAUTIK Ajit Tolia
Managing Director
DIN 06586383

Sd-
Suresh Devdas Motwani
Wholetime Director
DIN 06586400

Sd/-
Ravi Bhavanishankar BHATT
CFO

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

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

I have examined the relevant registers records forms returns and disclosures received from the Directors of **Bodhi Tree Multimedia Limited** having CIN L2221MH2013PLC245208 and having registered office at 507, Reliable Business Centre, Jogeshwari (West), Mumbai 400102., Maharashtra, India. (hereinafter referred to as 'the Company') produced before me by the Company for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India Ministry of Corporate Affairs or any such other Statutory Authority.

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

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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

For, Brijesh Shah & Co.
Practicing Company Secretaries

Sd/-
CS Brijesh shah
Company Secretary
ACS No: A44476
C P No. 23145
PRC: 2494/2022
UDIN: A044476D000878716

Date: 30/08/2022
Place: Mumbai

ANNEXURE E TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

Overview

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

Business Overview

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

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

Key Cost Drivers

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

Key Contents Produced by us:

OUR PRODUCT PORTFOLIO





Our Strengths

Strong Brand Value

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

Experienced Team

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

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

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

Organized and Focused Business Operations

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

and continue, halt or repurpose any inflight projects related to the transformation effort.

Wide range of production into number of languages

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

Our Business Strategies

Exploring New Media

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

Focus on scaling up content volume

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

To develop own IP

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

SWOT Analysis

Strengths

- Demonstrated track record over past 7 years
- In depth knowledge of Industry – Commercial & Technical

- Low overhead cost
- Specialisation in television as well as OTT content
- Vast Geographical footprint covering multiple markets
- Experienced management team
- Cordial relations across entertainment industry

Weaknesses

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

Opportunities

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

Threats

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

Human Resource

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has robust internal controls systems (including Internal Financial Controls) that facilitates efficiency, reliability

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

RISK MANAGEMENT:

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

continued success. The sustainability of the business is derived from the following:

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

CAUTIONARY STATEMENT:

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

ANNEXURE F TO THE DIRECTORS' REPORT

Form AOC-1

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

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

Part "A": Subsidiaries Not Applicable

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

Name of Associates/Joint Ventures	Phataka Films LLP
1. Latest audited Balance Sheet Date	31-03-2022
2. Shares of Associate/Joint Ventures held by the company on the year end	33.33%
No.	
Amount of Investment in Associates/Joint Venture	1,00,000/-
Extend of Holding %	33.33%
3. Description of how there is significant influence	Associate
4. Reason why the associate/joint venture is not consolidated	Not Applicable
5. Networth attributable to Shareholding as per latest audited Balance Sheet	
6. Profit / Loss for the year	
i. Considered in Consolidation	Not Applicable
ii. Not Considered in Consolidation	Not Applicable

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

Independent Auditor's Report

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

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Bodhi Tree Multimedia Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and the Statement of Cash Flows for the year then ended and notes to the financial statement, including a summary of significant accounting policies and other explanatory information (herein after referred to as "the financial statements").

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

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

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

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

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

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

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

Management's Responsibility for the Financial Statement

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these financial statement that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of the Financial Statement

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

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

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

that the economic decisions of a reasonably knowledgeable user of the financial statement may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statement.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraphs 3 and 4 of the order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statement comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of the written representations received from the directors as on March 31, 2022 taken on

record by the Board of Directors, none of the director is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act;

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls refer to our separate report in "Annexure B";
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivative contracts hence the

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

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

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

Place: Mumbai
Date: April 7, 2022

Sd/-
Alok Bairagra
Partner
Membership No: 105153
UDIN: 22105153AGQEIE2435

Standalone Balance Sheet

as at March 31, 2022

Particulars	Note No.	Rupees	
		As at March 31, 2022	As at March 31, 2021
I EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	4	1,25,00,000	1,25,00,000
(b) Reserves and surplus	5	8,28,97,822	5,32,93,773
(2) Non-current liabilities			
(a) Long-term borrowings	6	2,60,16,619	16,76,756
(3) Current liabilities			
(a) Short-term borrowings	7	2,73,52,131	2,67,32,122
(b) Trade payables	8	3,25,57,694	3,98,04,563
(c) Other current liabilities	9	3,04,57,310	3,99,77,485
(d) Short-term provisions	10	-	14,06,680
TOTAL		21,17,81,577	17,53,91,379
II ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	11	2,90,448	3,67,524
(b) Intangible assets under Development	12	8,97,500	-
(b) Deferred tax assets (Net)	28(IV)	11,61,580	25,85,114
(c) Non-current investments	13	1,00,000	1,00,000
(d) Long-term loans and advances	14	35,65,834	35,61,742
(e) Other Non Current Assets	15	2,67,99,906	2,32,87,609
(2) Current assets			
(a) Inventories	16	5,87,07,629	3,29,75,499
(b) Trade receivables	17	7,20,10,551	8,04,04,544
(c) Cash and cash equivalents	18	95,87,605	2,50,47,654
(d) Short-term loans and advances	19	64,74,670	30,54,001
(e) Other Current Assets	20	3,21,85,854	40,07,692
TOTAL		21,17,81,577	17,53,91,378

See accompanying Notes 1 to 34 to the financial statements

In terms of our report attached

For S A R A & Associates

Chartered Accountants

Firm Regn No: 120927W

Alok Bairagra

Partner

Membership No. 105153

Place: Mumbai

Date: April 7, 2022

UDIN No.: 22105153AGQEIE2435

For and on behalf of the Board of Directors

Bodhi Tree Multimedia Limited

CIN: U92221MH2013PTC245208

Mautik Tolia

Managing Director

DIN: 06586383

Saloni Jain

Company Secretary

Place: Mumbai

Date: April 7, 2022

Sukesh Motwani

Director

DIN: 06586400

Ravi Bhatt

CFO

Standalone Statement of Profit and Loss

for the period ended March 31, 2022

Rupees

Particulars	Note No.	For the period ended March 31, 2022	For the period ended March 31, 2021
I Revenue from operations	21	59,08,47,262	35,68,73,094
II Other Income	22	29,98,035	29,46,844
III Total Income (I + II)		59,38,45,297	35,98,19,938
IV Expenses:			
(a) Cost of production	23	56,74,47,464	28,47,12,718
(b) Changes in inventories of Work in Progress	24	(2,57,32,130)	2,06,21,513
(c) Employee benefit expense	25	97,93,311	87,43,600
(d) Finance cost	26	23,16,043	21,64,255
(e) Depreciation and amortisation expense	12	1,05,593	1,38,856
(f) Other expenses	27	1,13,33,079	1,06,32,659
Total expenses		56,52,63,360	32,70,13,601
V Profit before Tax - (III - IV)		2,85,81,937	3,28,06,337
VI Tax expense:	28(IV)		
- Current tax (Including written back of excess provision of previous year of Rs. 463,744)		64,06,874	53,06,280
- MAT Credit Entitlement		(88,52,521)	-
- Deferred tax		14,23,534	25,73,041
VII Profit for the period / year (VII-VIII)		2,96,04,049	2,49,27,016
VIII Profit from continuing operations		2,96,04,049	2,49,27,016
IX Earnings per equity share (of Rs.10 each)	28(III)		
(1) Basic (Refer Note 28(III))		23.68	19.94
(2) Diluted (Refer Note 28(III))		23.68	30.92

See accompanying Notes 1 to 34 to the financial statements

In terms of our report attached

For S A R A & Associates

Chartered Accountants

Firm Regn No: 120927W

Alok Bairagra

Partner

Membership No. 105153

Place: Mumbai

Date: April 7, 2022

UDIN No.: 22105153AGQEIE2435

For and on behalf of the Board of Directors

Bodhi Tree Multimedia Limited

CIN: U92221MH2013PTC245208

Mautik Tolia

Managing Director

DIN: 06586383

Saloni Jain

Company Secretary

Place: Mumbai

Date: April 7, 2022

Sukesh Motwani

Director

DIN: 06586400

Ravi Bhatt

CFO

Standalone Cash Flow Statement

for the period ended March 31, 2022

Rupees

Particulars	For the period ended March 31, 2022	For the period ended March 31, 2021
A) CASH FLOW FROM OPERATING ACTIVITIES :		
Profit before Taxation	2,85,81,937	3,28,06,337
Adjustments for:		
Depreciation and amortisation expense	1,05,593	1,38,856
Sundry Balance Written Off	6,10,031	1,77,302
Interest expense on borrowing	19,04,476	19,72,628
Sundry Balances Written Back/ Input Credit Reversal		(26,37,072)
Operating Profit before Working Capital Changes	3,12,02,036	3,24,58,051
Adjustments for changes in working capital:		
Changes in Inventories	(2,57,32,130)	2,06,21,513
(Decrease) in Trade Payable	(78,56,899)	(9,92,543)
Increase / (Decrease) in Other Current Liabilities	(1,09,26,854)	(27,76,960)
Decrease / (increase) in trade receivable	83,93,993	(1,13,46,102)
(Increase) in Other Current Assets	(3,51,15,221)	(85,02,644)
Cash generated from operations	(7,12,37,111)	(29,96,736)
Direct taxes paid including refund and deferred tax (net)	(24,45,647)	24,25,490
Net Cash (used in) from operating activities	(3,75,89,429)	3,18,86,805
B) CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Tangible assets	(9,26,016)	(69,487)
Net Cash generated investing activities	(9,26,016)	(69,487)
C) CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from Short Term Borrowings	-	15,71,832
Repayment of Short Term Borrowings	6,20,009	(2,78,46,766)
Proceeds from issue of capital / share application money	-	4,30,50,000
Refund Share application money	-	(73,900)
Repayment of short term borrowings	-	-
Repayment of Other Long Term Liabilities	-	(85,00,000)
Interim Dividend Paid	-	(11,75,640)
Income Tax on Interim Dividend	-	(74,254)
Loans and Advances/ Security Deposits given	-	(1,79,45,868)
Loans and Advances received back	-	-
Proceeds from long term borrowings	-	8,47,724
Repayment of long term borrowings	2,43,39,863	-
Interest paid	(19,04,476)	(19,72,628)
Net Cash generated from financing activities	2,30,55,396	(1,21,19,499)
Net increase in Cash and Cash Equivalents (A+B+C)	(1,54,60,049)	1,96,97,819
Cash and cash equivalents at the beginning of the period / year	2,50,47,654	53,49,835
Cash and cash equivalents at the end of the period / year	95,87,605	2,50,47,654

Standalone Cash Flow Statement

for the period ended March 31, 2022

Notes on Cash Flow Statements:

- 1 Cash and cash equivalents at the end of the period / year as per Financial Statement (Refer Note 18)
- 2 The Cash Flow Statement has been prepared under the "Indirect method" as set out in Accounting Standard 3- Cash Flow Statements.
- 3 Previous year's figures have been regrouped wherever necessary to conform to the current year's classifications.
- 4 Cash flows in brackets indicate cash outgo.

In terms of our report attached

For S A R A & Associates

Chartered Accountants

Firm Regn No: 120927W

Alok Bairagra

Partner

Membership No. 105153

Place: Mumbai

Date: April 7, 2022

UDIN No.: 22105153AGQEIE2435

For and on behalf of the Board of Directors

Bodhi Tree Multimedia Limited

CIN: U92221MH2013PTC245208

Mautik Tolia

Managing Director

DIN: 06586383

Saloni Jain

Company Secretary

Place: Mumbai

Date: April 7, 2022

Sukesh Motwani

Director

DIN: 06586400

Ravi Bhatt

CFO

Standalone Notes to Financial Statements

for the year ended March 31, 2022

1 Background

Bodhi Tree Multimedia Ltd. (formerly known as Bodhi Tree Multimedia Pvt. Ltd) ('the Company') was incorporated on July 4, 2013 under the Companies Act, 1956. The Company has established itself as a leader in television content in India particularly for Hindi language content and has also successfully ventured in the regional television content market and Internet based program. The registered office and principal place of business of the Company is at Andheri (West), Mumbai.

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

2 Significant Accounting Policies

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

A Basis of Accounting:

The accounts have been prepared on historical cost convention. The Company follows the accrual basis of accounting. The Financial Statements are prepared in accordance with the accounting standards notified under Companies Act 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.

All assets and liabilities have been classified as current and non-current as per the company's normal operating cycle and other criteria's set out in the Schedule III to the Companies Act, 2013.

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

B Segments reporting :

Operating segments are reported in a manner consistent with the reporting provided to the chief operating decision maker. The chief operating decision maker of the Company consists of the managing director, chief executive officer and chief financial officer which assesses the financial performance and position of the Company, and makes strategic decisions.

C Foreign Currency Translation :

(i) Functional and presentation currency

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). These financial statements are presented in Indian rupee (INR), which is company's functional and presentation currency.

(ii) Transactions and balances

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

D Inventories (Content under development):

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

E Revenue Recognition:

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

Revenue generated from the commissioned television programs and Internet series produced for broadcasters is recognized over the period of time over the contract period.

Standalone Notes to Financial Statements

for the year ended March 31, 2022

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

F Interest and Dividend Income:

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

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

G Income Tax:

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

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

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

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

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

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

H Lease:

As a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases are charged to Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

As a lessor

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

I Cash and cash equivalents:

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

J Trade receivable:

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

Standalone Notes to Financial Statements

for the year ended March 31, 2022

K Fixed Assets

All fixed assets are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the asset. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance expenses are charged to Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

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

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

Gains or losses arising from the retirement or disposal of a tangible 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.

L Impairment of assets:

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

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

M Provisions and Contingent Liabilities:

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 managements best estimate of the expenditure required to settle the present obligation at the end of the reporting period. Provisions are not recognized for future operating losses.

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.

N Earnings Per Share:

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year

(ii) Diluted earnings per share

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

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been

Standalone Notes to Financial Statements

for the year ended March 31, 2022

outstanding assuming the conversion of all dilutive potential equity shares.

O Borrowing cost:

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

3 Critical Estimates and Judgments

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

The areas involving critical estimates or judgments are:

Estimated useful life of Tangible Assets:

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

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

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

B Estimation of Contingent Liabilities:

The company exercises judgment in measuring and recognising provisions and the exposures to contingent liabilities which is related to pending litigation or other outstanding claims. Judgment is necessary in assessing the likelihood that a pending claim will succeed, or a liability will arise, and to quantify the

possible range of the financial settlement. Because of the inherent uncertainty in this evaluation process, actual liability may be different from the originally estimated as provision or contingent liability.

C Recognition of Deferred Tax Assets:

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

D Impairment of Trade Receivables:

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

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

E Impairment assessment of Investments carried at cost:

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

Standalone Notes to Financial Statements

for the year ended March 31, 2022

Note 4: Share capital

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of shares	Rupees	No. of shares	Rupees
Authorised				
Equity shares of Rs.10 each	15,00,000	1,50,00,000	15,00,000	1,50,00,000
	15,00,000	1,50,00,000	15,00,000	1,50,00,000
Issued, subscribed and paid-up				
Equity shares of Rs.10 each fully paid up	12,50,000	1,25,00,000	12,50,000	1,25,00,000
	12,50,000	1,25,00,000	12,50,000	1,25,00,000

Footnotes :

i. The Company has not allotted any equity shares for consideration other than cash, bonus shares, nor bought back any shares during a period of five years immediately preceding the balance sheet date.

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

a) Equity shares

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of shares	Rupees	No. of shares	Rupees
At the beginning of year	12,50,000	1,25,00,000	2,60,000	26,00,000
Issued during the year	-	-	9,90,000	99,00,000
Outstanding at the end of year	12,50,000	1,25,00,000	12,50,000	1,25,00,000

iii. Rights, preferences and restrictions attached to shares

Equity shares

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

iv. Shares held by Holding / Ultimate holding company and / or Subsidiaries

Particulars	As at March 31, 2022	As at March 31, 2021
	No. of shares	No. of shares
Equity shares	NIL	NIL

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

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of Share Held	% of total holding	No. of Share Held	% of total holding
Equity shares of Rs. 10 each				
- Mautik Ajit Tolia	8,54,995	68.40%	8,54,995	68.40%

Standalone Notes to Financial Statements

for the year ended March 31, 2022

Note 4: Share capital (Contd..)

vi. Shareholding of Promoters

Sr No.	Name of Promoters	No. of Share Held	% of total holding	% Change During the Year
1	Mautik Ajit Tolia	8,54,995	68.40%	Nil
2	Sukesh Devidas Motwani	5,000	0.40%	Nil

Note: 5 Reserves and surplus

Particulars	As at March 31, 2022	As at March 31, 2021
(a) Securities Premium	5,56,50,000	5,56,50,000
(b) (Deficit)/Surplus in the statement of profit and loss		
Opening Balance	(23,56,227)	(2,60,33,349)
Add: Profit for the year	2,96,04,049	2,49,27,016
Less: Interim Dividend Paid	-	(11,75,640)
Less: Income tax on Interim Dividend	-	(74,254)
(b) Closing Balance	2,72,47,822	(23,56,227)
Total (a+b)	8,28,97,822	5,32,93,773

Note: 6 Long-term borrowings

Particulars	As at March 31, 2022	As at March 31, 2021
Unsecured, Considered Good		
Term Loans		
- Banks (refer note (i) below)	89,60,626	8,47,724
- Others (refer note (i) below)	59,63,067	-
Current Maturities of Long Term Borrowings		
- Banks (refer note (i) below)	63,02,180	8,29,032
- Others (refer note (i) below)	47,90,746	-
Total	2,60,16,619	16,76,756

Note (i)

Name of Bank	Equated Monthly Instalment (No of Month)	Equated Monthly Instalment (Amount)	Other Condition	Rate of Interest	Total Outstanding Amount (31/03/22)	Current Maturities of Long Term Borrowings (31/3/22)
HDFC Bank Ltd.	36	1,70,888	Director is co-applicant	14.00%	46,58,381	14,91,803
ICIC Bank Ltd	36	1,38,833	Director is co-applicant	15.00%	37,35,282	11,84,981
IDFC First Bank Ltd	24	2,49,712	Guaranteed by directors	16.00%	45,47,563	24,42,944
Kotak Mahindra Bank Ltd	36	1,22,408	Director is co-applicant	16.00%	23,21,579	11,82,452
Total Bank					1,52,62,806	63,02,180
Clix Capital Services Pvt Ltd	24	1,52,565	Director is co-applicant	19.50%	29,17,651	12,37,088
Inditrade Fincorp Limited	24	1,04,665	Director is co-applicant	20.00%	19,84,067	8,43,435
NewGrowth Credit Pvt Ltd.	24	1,55,792	Director is co-applicant	19.02%	30,41,538	12,72,658
Aditya Birla Finance Limited	36	1,46,915	Director is co-applicant	15.00%	28,10,557	14,37,565
Total Others					1,07,53,813	47,90,746

Standalone Notes to Financial Statements

for the year ended March 31, 2022

Note: 6 Long-term borrowings (Contd..)

Previous Year - 31/3/21

						Rupees
Name of Bank	Equated Monthly Instalment (No of Month)	Equated Monthly Instalment (Amount)	Other Condition	Rate of Interest	Total Outstanding Amount (31/03/21)	Current Maturities of Long Term Borrowings (31/3/21)
HDFC Bank Ltd.	36	69,086	Director is co-applicant	14.00%	16,76,756	8,29,032

Note: 7 Short Term Borrowings

		Rupees
Particulars	As at March 31, 2022	As at March 31, 2021
Secured, Considered Good		
(a) From Banks (Refer Note i below)	2,73,52,131	2,55,00,972
(b) Loans and advances from related parties, Unsecured - Repayable on Demand		
(a) From Director	-	12,31,150
Total	2,73,52,131	2,67,32,122

Note i. Overdraft from Bank (Secured)

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

Note: 8 Trade payables

		Rupees
Particulars	As at March 31, 2022	As at March 31, 2021
Trade payables		
(a) Micro and Small Enterprises (Including acceptance) (Refer Note i & ii below)	-	-
(b) Others (Refer Note i & ii below)	3,25,57,694	3,98,04,563
Total	3,25,57,694	3,98,04,563

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

Note ii: Trade payable Ageing Schedule (31/03/2022)

						Rupees
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 1 year	1-2 years	2-3 years	More than 3 year		
(i) MSME	-	-	-	-		-
(ii) Others	2,90,14,473	35,43,220	-	-		3,25,57,693
(iii) Disputed dues – MSME	-	-	-	-		-
(iv) Disputed dues - Others	-	-	-	-		-
Total	2,90,14,473	35,43,220	-	-		3,25,57,693
Previous Year - 31/3/21						
(i) MSME	-	-	-	-		-
(ii) Others	3,49,92,200	41,53,407	6,58,956	-		3,98,04,563
(iii) Disputed dues – MSME	-	-	-	-		-
(iv) Disputed dues - Others	-	-	-	-		-
Total	3,49,92,200	41,53,407	6,58,956	-		3,98,04,563

Standalone Notes to Financial Statements

for the year ended March 31, 2022

Note: 9 Other current liabilities

Rupees

Particulars	As at March 31, 2022	As at March 31, 2021
Interest accrued but not due on borrowings	2,27,675	-
Other payables		
- Statutory Dues	31,87,274	63,44,391
- Provision for Expenses	2,70,42,361	3,25,46,911
- Director Remuneration and Professional Fees Payable	-	10,86,183
	3,04,57,310	3,99,77,485

Note: 10 Short-term provisions

Rupees

Particulars	As at March 31, 2022	As at March 31, 2021
Provision for Income Tax (Net)	-	14,06,680
Total	-	14,06,680

Note: 11 Fixed assets

Rupees

Particulars	Gross carrying amount				Accumulated depreciation / amortisation			Net carrying amount		
	As at April 1, 2021	Additions	Deletion	As at March 31, 2022	As at April 1, 2021	For the Year	Deletion/ WO	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Tangible assets:										
Computer & Laptops	6,37,501	-	-	6,37,501	5,44,771	22,843	-	5,67,614	69,887	92,730
Furniture & fixtures	42,400	-	-	42,400	38,813	552	-	39,365	3,035	3,587
Electrical & Fittings	16,36,832	-	-	16,36,832	14,14,334	67,828	-	14,82,162	1,54,670	2,22,498
Office Equipment's	30,884	-	-	30,884	25,902	3,268	-	29,170	1,715	4,982
Mobile Phone	96,900	-	-	96,900	92,008	267	-	92,275	4,625	4,892
Air Conditioner	2,68,027	28,516	-	2,96,543	2,29,192	10,835	-	2,40,027	56,516	38,835
Total	27,12,544	28,516	-	27,41,060	23,45,020	1,05,593	-	24,50,613	2,90,448	3,67,524
Previous year	26,43,057	69,487	-	27,12,544	22,06,164	1,38,856	-	23,45,020	3,67,524	

Note: 12 Intangible assets under Development

Rupees

Intangible Assets under Development	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 year
Software for E -Production)	8,97,500			

Note: 13 Non-current investments

Rupees

Particulars	As at March 31, 2022	As at March 31, 2021
At Cost, Unquoted		
Investment in Limited Liability Partnership Firm		
Associates*	1,00,000	1,00,000
*Name of Firm	Pathka Films LLP	
Total Capital	Rs. 3,00,000	
Partner Name	Partner Share	
Bodhi Tree Multimedia Ltd	33.33%	
The Purple Production LLP	33.33%	
Raju Udupa	33.33%	
	1,00,000	1,00,000

Footnote: Aggregate value of unquoted investments held by the Company is Rs. 100,000 (Previous year: Rs. 100,000)

Standalone Notes to Financial Statements

for the year ended March 31, 2022

Note: 14 Long-term loans and advances

Particulars	Rupees	
	As at March 31, 2022	As at March 31, 2021
Unsecured, Considered Good		
Loans and advances to Related Parties		
Associates (Refer note i below)	35,65,834	35,61,742
Total	35,65,834	35,61,742

Note i - as on 31/3/2022

Type of Borrower	Rupees		
	Amount of Loans & Advances	% of Total Loans & Advances	Condition
Related Parties	35,65,834	100%	Repayable on demand

Previous Year - 31/3/21

Type of Borrower	Rupees		
	Amount of Loans & Advances	% of Total Loans & Advances	Condition
Related Parties	35,61,742	100%	Repayable on demand

Note: 15 Other Non Current Assest

Particulars	Rupees	
	As at March 31, 2022	As at March 31, 2021
Unsecured, Considered Good		
(a) Security deposits	1,30,06,550	1,64,73,350
Others		
(a) MAT Credit Entitlement	95,01,959	10,92,396
(b) IPO Expenses - Deferred	42,91,397	57,21,863
Total	2,67,99,906	2,32,87,609

Note: 16 Inventories

Particulars	Rupees	
	As at March 31, 2022	As at March 31, 2021
Work In Progress		
Television Serials and Internet Series	5,87,07,629	3,29,75,499
Total	5,87,07,629	3,29,75,499

Note: 17 Trade receivables

Particulars	Rupees	
	As at March 31, 2022	As at March 31, 2021
Unsecured, Considered Good		
Trade Receivable (Refer Note i)	1,14,22,583	5,32,77,961
Unbilled Revenue (Refer Note i)	6,05,87,968	2,71,26,583
	7,20,10,551	8,04,04,544

Standalone Notes to Financial Statements

for the year ended March 31, 2022

Note: 17 Trade receivables (Contd..)

Note i: Trade Receivables ageing schedule (31/03/2022)

Rupees

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	6,67,12,968	16,84,260	9,44,000	26,69,324	-	7,20,10,552
Total Current Year	6,67,12,968	16,84,260	9,44,000	26,69,324	-	7,20,10,552

Previous Year - 31/3/21

Rupees

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	7,58,81,082	18,54,138	26,69,324	-	-	8,04,04,544
Total Previous Year	7,58,81,082	18,54,138	26,69,324	-	-	8,04,04,544

Note: 18 Cash and cash equivalents

Rupees

Particulars	As at March 31, 2022	As at March 31, 2021
(a) Balance with banks:		
In current accounts	93,08,533	2,49,49,741
(b) Cash on hand	2,79,072	97,913
	95,87,605	2,50,47,654

Footnote:

The balances that meet the definition of Cash and cash equivalents as per Accounting Standard 3 Cash Flow Statements- Rs. 95,87,605 (Previous year Rs. 2,50,47,654/-)

Note: 19 Short-term loans and advances

Rupees

Particulars	As at March 31, 2022	As at March 31, 2021
Unsecured, Considered Good		
(a) Loans and advances to production team	52,409	14,71,128
(b) Loans and Advances to Related Parties	16,89,873	15,82,873
(c) Others		
- Advance Tax (Net of Provision for Tax)	47,32,388	-
	64,74,670	30,54,001

Note 20: Other Current Assets

Rupees

Particulars	As at March 31, 2022	As at March 31, 2021
Advance to Suppliers	3,21,85,854	40,07,692
	3,21,85,854	40,07,692

Standalone Notes to Financial Statements

for the year ended March 31, 2022

Note: 21 Revenue from Operations

Particulars	Rupees	
	For the period ended March 31, 2022	For the period ended March 31, 2021
Sale of services:		
(a) Commissioned television programs	8,57,24,310	13,79,83,471
(b) Internet programs / Web Series	50,51,22,952	21,88,89,623
	59,08,47,262	35,68,73,094

Note: 22 Other income

Particulars	Rupees	
	For the period ended March 31, 2022	For the period ended March 31, 2021
(i) Interest on income tax refund	-	3,09,772
(ii) Liabilities no longer required written back	29,82,480	26,37,072
(iii) Miscellaneous Income	15,556	-
	29,98,035	29,46,844

Note: 23 Cost of production expenses

Particulars	Rupees	
	For the period ended March 31, 2022	For the period ended March 31, 2021
Artists, directors, writes, technicians & other professional fees	23,38,38,785	14,76,67,209
Shooting and location expenses	2,92,59,266	1,79,33,174
Sets & studio maintenance charges	2,03,06,855	1,06,62,862
Location hire charges	2,20,89,861	1,25,24,708
Set properties and equipment hire charges	6,24,74,539	3,61,69,666
Food and refreshments charges	2,93,80,766	80,89,155
Line production cost	4,81,17,545	57,90,777
Sound expense	70,80,132	63,35,842
Editing, Dubbing & Subtitling	18,99,840	41,05,521
Production expenses including purchase of costumes and dresses	5,47,11,651	1,50,03,170
Purchase of tapes	9,53,400	98,500
Insurance expense	10,41,191	18,96,535
Other production expenses	4,57,92,259	1,38,78,670
Covid Expenses	1,05,01,374	45,56,928
	56,74,47,464	28,47,12,718

Note 24 Changes in inventories of Work in Progress

Particulars	Rupees	
	For the period ended March 31, 2022	For the period ended March 31, 2021
Opening Balance		
Television serials, internet series	3,29,75,499	5,35,97,012
Closing Balance		
Television serials, internet series	5,87,07,629	3,29,75,499
	(2,57,32,130)	2,06,21,513

Standalone Notes to Financial Statements

for the year ended March 31, 2022

Note: 25 Employee benefit expense

Rupees

Particulars	For the period ended March 31, 2022	For the period ended March 31, 2021
Salaries and wages - Staff	29,45,964	25,67,676
Directors Remuneration	61,00,000	55,19,355
Staff welfare expenses	7,47,347	6,56,569
	97,93,311	87,43,600

Note: 26 Finance cost

Rupees

Particulars	For the period ended March 31, 2022	For the period ended March 31, 2021
(a) Interest expenses	19,04,476	19,72,628
(b) Others	4,11,567	1,91,627
	23,16,043	21,64,255

Note: 27 Other expenses

Rupees

Particulars	For the period ended March 31, 2022	For the period ended March 31, 2021
Power and fuel	1,24,399	1,13,562
Rent	14,62,000	13,87,900
Repairs and maintenance	1,92,719	1,69,650
Communication expenses	2,20,414	1,95,509
Travelling and conveyance	65,416	1,28,979
Printing and stationery	37,702	48,441
Advertising and sales promotion	86,815	2,48,480
Legal and professional fees	56,94,290	42,46,453
Payments to auditors		
- As auditors - statutory audit	3,50,000	3,00,000
- For taxation matters	-	-
IPO Expenses	14,50,466	14,87,881
Sundry balance written off	6,10,031	1,77,302
Miscellaneous expenses	10,38,828	21,28,503
	1,13,33,079	1,06,32,659

Note 28: Disclosure under accounting standards

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

Related Party Disclosure:

A. Relationships

(i) Enterprises where controls exists:

Associate / Joint venture 1 Phataka Films LLP (JV)

B. Key management personnel (KMP)

Director 1 Mautik Tolia
Director 2 Sukesh Motwani

Standalone Notes to Financial Statements

for the year ended March 31, 2022

Note 28: Disclosure under accounting standards (Contd..)

C. Relatives of Key management personnel (KMP)

- 1 Ajit M. Tolia
- 2 Anjana Tolia
- 3 Nautam Tolia

D. Ventures in which KMPs have significant influence

- 1 Bodhi Tree
- 2 Point 17 (Proprietorship Firm of Relative of KMP)
- 3 Sumukha Bodhitree Entertainment Pvt Ltd.

E. Transactions with related parties

Statement of transactions for the year ended March 31, 2022

						Rupees
Sr. No.	Particulars	Associate / Joint venture	Key management personnel (KMP)	Relative of Key management personnel (KMP)	Enterprise in which Key Management Personnel and KMP relative have significant influence	Total
1	Remuneration / Salary					
	Mautik Tolia	-	30,00,000	-	-	30,00,000
	Sukesh Motwani	-	31,00,000	-	-	31,00,000
2	Reimbursement of Exp. / Paid against services					
	Mautik Tolia	-	11,16,959	-	-	11,16,959
	Point 17 (Inc GST)	-	-	-	7,20,000	7,20,000
	Nautam Tolia	-	-	4,80,000	-	4,80,000
3	Loan / advance Taken					
	Mautik Tolia	-	69,800	-	-	69,800
	Sukesh Motwani	-	-	-	-	-
	Ajit Tolia	-	-	10,00,000	-	10,00,000
4	Loan / advance repaid					
	Mautik Tolia	-	(10,77,789)	-	-	(10,77,789)
	Sukesh Motwani	-	(2,23,161)	-	-	(2,23,161)
	Ajit Tolia	-	-	(10,00,000)	-	(10,00,000)
5	Payments made on behalf of the related party					
	Phataka Films LLP	4,092	-	-	-	4,092
	Sumukha Bodhitree Entertainment Pvt Ltd.	-	-	-	1,07,000	1,07,000
6	Amount Receivable/ (Payable)					
	Mautik Tolia	-	(92,295)	-	-	(92,295)
	Phataka Films LLP	35,65,834	-	-	-	35,65,834
	Sumukha Bodhitree Entertainment Pvt Ltd.	-	-	-	16,89,873	16,89,873

Standalone Notes to Financial Statements

for the year ended March 31, 2022

Note 28: Disclosure under accounting standards (Contd..)

Statement of transactions for the Year ended March 31, 2021

						Rupees
Sr. No.	Particulars	Associate / Joint venture	Key management personnel (KMP)	Relative of Key management personnel (KMP)	Enterprise in which Key Management Personnel and KMP relative have significant influence	Total
1	Remuneration / Salary					
	Mautik Tolia	-	25,19,355	-	-	25,19,355
	Sukesh Motwani	-	30,00,000	-	-	30,00,000
2	Reimbursement of Exp. / Paid against services					
	Mautik Tolia	-	38,49,669	-	-	38,49,669
	Point 17 (Inc GST)	-	-	-	8,26,000	8,26,000
	Nautam Tolia			3,00,000		3,00,000
3	Loan / advance Taken					
	Mautik Tolia	-	24,65,389	-	-	24,65,389
4	Loan / advance repaid					
	Mautik Tolia	-	(19,33,490)	-	-	(19,33,490)
	Ajit Tolia	-	-	(23,49,656)	-	(23,49,656)
	Anjana Tolia	-	-	(6,00,000)	-	(6,00,000)
	Nautam Tolia	-	-	(5,04,966)	-	(5,04,966)
5	Payments made on behalf of the related party					
	Sumukha Bodhitree Entertainment Pvt Ltd.				70,04,998	70,04,998
6	Amount Receivable/ (Payable)					
	Mautik Tolia	-	(20,77,287)	-	-	(20,77,287)
	Sukesh Motwani	-	(10,16,553)	-	-	(10,16,553)
	Phataka Films LLP	35,61,742	-	-	-	35,61,742
	Point 17	-	-	-	(2,21,000)	(2,21,000)
	Sumukha Bodhitree Entertainment Pvt Ltd.	-	-	-	15,82,873	15,82,873

II Disclosure under accounting standard - 19 - "Leases" are given below:

		Rupees	
Particulars		March 31, 2022	March 31, 2021
Disclosures in respect of agreement for office premises taken on lease:			
Lease payments recognised in the profit and loss account significant leasing arrangements		14,62,000	13,87,900

Under certain agreements, refundable interest free deposits / advance rent have been given. The agreements generally contain provision for renewal. Certain agreements provide for increase in rent during the tenure of the agreement.

Standalone Notes to Financial Statements

for the year ended March 31, 2022

Note 28: Disclosure under accounting standards (Contd..)

III Disclosure under accounting standard - 20 "Earnings Per Share":

Particulars	Units	Rupees	
		March 31, 2022	March 31, 2021
Net Profit after taxation (As per the statement of profit and loss)	Rs.	2,96,04,049	2,49,27,016
Actual No. of Equity Shares outstanding at the end of the year	Nos.	12,50,000	12,50,000
Weighted Average number of equity shares outstanding during the period / year	Nos.	12,50,000	8,06,247
Basic earnings per share	Rs.	23.68	19.94
Diluted earnings per share	Rs.	23.68	30.92
Nominal value per share	Rs.	10	10

IV Disclosure under accounting standard - 22 "Accounting On Taxes":

- Deferred tax asset on unabsorbed depreciation and business losses has been recognized on the basis of business plan prepared by the management, which takes into account certain future receivables arising out of contractual obligations. The management is of the opinion that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which the deferred tax asset can be realized

Components of deferred tax assets/ (liabilities) (net) are as follows:

Particulars	Rupees	
	March 31, 2022	March 31, 2021
Deferred tax assets		
Amounts not deductible under section 40 (a) of the Income-tax Act, 1961	15,56,620	25,38,659
Business Loss and Unabsorbed Depreciation	-	-
WDV of Fixed Assets	41,299	46,455
Total deferred tax assets	15,97,919	25,85,114
Deferred tax liabilities	4,36,339	-
Total deferred tax liabilities	4,36,339	-
Deferred tax assets (net)	11,61,580	51,58,156

Note 29: Ratio Disclosure

Sr No.	Particulars	Numerator	Denominator	March 31, 2022	March 31, 2021	% Variance	Reason for Variance*
1	Current Ratio	Current Assets	Current Liabilities	1.98	1.35	47%	Inventories of television serials in WIP have increased in current year
2	Debt-Equity Ratio	Debt (Total Borrowings)	Total Equity	0.56	0.43	30%	Long term borrowings have increased in current year
3	Debt Service Coverage Ratio	Profit for the period/year + Finance cost + Depreciation	Lease Liabilities + Interest Accrued on Borrowings	16.82	13.80	22%	-
4	Return on Equity Ratio	Profit for the period/year	Average Total Equity	2.37	3.30	-28%	Equity share capital had increased in mid of the previous year
5	Inventory turnover ratio	Revenue from operations	Average Inventory	12.89	8.24	56%	Inventories of television serials in WIP have increased
6	Trade Receivables turnover ratio	Revenue from operations	Average Trade Receivable	7.75	5.83	33%	The turnover has increased by more than 65% in current year

Standalone Notes to Financial Statements

for the year ended March 31, 2022

Note 29: Ratio Disclosure (Contd..)

Sr No.	Particulars	Numerator	Denominator	March 31, 2022	March 31, 2021	% Variance	Reason for Variance*
7	Trade payables turnover ratio	Total purchases	Average Trade Payable	8.77	3.95	122%	The total purchases has increased by more than 96% in current year
8	Net capital turnover ratio	Revenue from operations	Average Working Capital = Current Assets - Current Liabilities	6.67	9.50	-30%	Inventories of television serials in WIP have increased in current year
9	Net profit ratio	Profit for the period/year	Revenue from operations	5.01%	6.98%	-28%	Due to Covid there was pressure in margins
10	Return on Capital employed	Profit Before Tax + Finance cost	Equity + Debt (Borrowings) - Cash and Cash Equivalents	22.20%	50.57%	-56%	Equity share capital had increased in mid of the previous year
11	Return on investment	Profit Before Tax + Finance cost	Total assets	14.59%	19.94%	-27%	Equity share capital had increased in mid of the previous year

* given only if more than 25%

Note No: 30 Expenditure in Foreign Currency

Particulars	March 31, 2022	March 31, 2021
Artists, directors, writes, technicians, Location & other professional fees	87,29,939	1,07,25,380
Legal and Professional Fees	3,74,445	3,30,802
Other production expenses	16,01,220	1,75,160

Note: 31 Share capital

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

Company had received the share application amount of Rs. 60,00,000 from its shareholders. The company had issued 6,00,000 equity share (Face Value of Rs. 10) at issue price Rs. 10. The issue is determined as per valuation report dated 03/06/2020 issued by M/s. Nitin Khandelwal, IBBI registered valuer IBBI registration no: IBBI/R/V/06/2019/11980 and ICAIRVO/06/RV-P00166/2019-20.

Standalone Notes to Financial Statements

for the year ended March 31, 2022

Note: 32 The outbreak of corona virus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The Company's operation and revenue during the year were also impacted due to COVID-19. The Company has taken into account the possible impact of COVID-19 in preparation of audited financial results, including its assessment of recoverable value of its assets based in internal and external information upto the date of approval of these audited financial results and current indicators of future economic conditions.

Note: 33 - Interim Dividend

During the previous year company had paid Interim dividend of Rs. 10 per share

Note: 34 Previous year's figures have been regrouped / reclassified wherever necessary to conform to the current year's classifications.

In terms of our report attached

For S A R A & Associates

Chartered Accountants

Firm Regn No: 120927W

Alok Bairagra

Partner

Membership No. 105153

Place: Mumbai

Date: April 7, 2022

UDIN No.: 22105153AGQEIE2435

For and on behalf of the Board of Directors

Bodhi Tree Multimedia Limited

CIN: U92221MH2013PTC245208

Mautik Tolia

Managing Director

DIN: 06586383

Saloni Jain

Company Secretary

Place: Mumbai

Date: April 7, 2022

Sukesh Motwani

Director

DIN: 06586400

Ravi Bhatt

CFO

Independent Auditor's Report on Consolidated Audit Report of the Bodhi Tree Multimedia Limited

Independent Auditor's Report

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

Opinion

We have audited the accompanying consolidated financial statements of Bodhi Tree Multimedia Limited (hereinafter referred to as "the Company") and its one associate comprising of the consolidated Balance sheet as at 31 March 2022, the consolidated Statement of Profit and Loss and Cash Flow Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of associate the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company and its associate as at 31 March 2022, their consolidated profit and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Companies Act, 2013 ('the Act'). Our responsibilities under those standards are further described in paragraph (a) of Auditor's Responsibilities section below. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('the ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

Management's Responsibilities for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the preparation of these Consolidated financial statements in terms of the requirement of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the Company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of the appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and fair presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

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

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

Auditor's Responsibilities for the Audit of Consolidated Financial Statements

Our objective is to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable

assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the 35 entities or business activities within the Group and its associates and jointly controlled entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated

financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

Other Matter

We did not audit the financial statement of the Associates included in the consolidated financial statements which includes share of net Profit or loss of Rs. NIL for the year ended March 31, 2022 as considered in the statement. Our opinion and conclusion on the Financial Statements is solely based on the Unaudited Financial Statements furnished to us by the management and the procedures performed by us as stated under Auditor's responsibilities as above.

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

Report on Other Legal and Regulatory Requirements

As required by Section 143 (3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the associates, we report, to the extent applicable, that:

- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

- d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under Section 133 of the Act;
- e) On the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company none of the directors of the Group companies and its associate covered under the Act, are disqualified as on 31st March 2022 from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its associate company covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure A';
- g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements / consolidated financial statements as also the other financial information of the associates:
- i. The consolidated financial statements does not have any pending litigations which would impact its financial position of the Group
- ii. The Group did not have any long-term contracts including derivative contracts hence the question of making a provision for any resulting material foreseeable losses does not arise; and;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- Place: Mumbai
Date: April 7, 2022

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

Sd/-
Alok Bairagra
Partner

Membership No: 105153
UDIN: 22105153AGQEIE2435

Consolidated Balance Sheet

as at March 31, 2022

			Rupees
Particulars	Note No.	As at March 31, 2022	As at March 31, 2021
I EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	4	12,500,000	12,500,000
(b) Reserves and surplus	5	82,891,089	53,287,040
(2) Non-current liabilities			
(a) Long-term borrowings	6	26,016,619	1,676,756
(3) Current liabilities			
(a) Short-term borrowings	7	27,352,131	26,732,122
(b) Trade payables	8	32,557,694	39,804,563
(c) Other current liabilities	9	30,457,310	39,977,485
(d) Short-term provisions	10	-	1,406,680
TOTAL		211,774,844	175,384,645
II ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	11	290,448	367,524
(b) Intangible assets under Development	12	897,500	-
(b) Deferred tax assets (Net)	28(IV)	1,161,580	2,585,114
(c) Non-current investments	13	93,267	93,267
(d) Long-term loans and advances	14	3,565,834	3,561,742
(e) Other Non Current Assets	15	26,799,906	23,287,609
(2) Current assets			
(a) Inventories	16	58,707,629	32,975,499
(b) Trade receivables	17	72,010,551	80,404,544
(c) Cash and cash equivalents	18	9,587,605	25,047,654
(d) Short-term loans and advances	19	6,474,670	3,054,001
(e) Other Current Assets	20	32,185,854	4,007,692
TOTAL		211,774,843	175,384,645

See accompanying Notes 1 to 33 to the financial statements

In terms of our report attached

For S A R A & Associates

Chartered Accountants

Firm Regn No: 120927W

Alok Bairagra

Partner

Membership No. 105153

Place: Mumbai

Date: April 7, 2022

UDIN No.: 22105153AGQEIE2435

For and on behalf of the Board of Directors

Bodhi Tree Multimedia Limited

CIN: U92221MH2013PTC245208

Mautik Tolia

Managing Director

DIN: 06586383

Saloni Jain

Company Secretary

Place: Mumbai

Date: April 7, 2022

Sukesh Motwani

Director

DIN: 06586400

Ravi Bhatt

CFO

Consolidated Statement of Profit and Loss

for the period ended March 31, 2022

Rupees

Particulars	Note No.	For the period ended March 31, 2022	For the period ended March 31, 2021
I Revenue from operations	21	590,847,262	356,873,094
II Other Income	22	2,998,035	2,946,844
III Total Income (I + II)		593,845,297	359,819,938
IV Expenses:			
(a) Cost of production	23	567,447,464	284,712,718
(b) Changes in inventories of Work in Progress	24	(25,732,130)	20,621,513
(c) Employee benefit expense	25	9,793,311	8,743,600
(d) Finance cost	26	2,316,043	2,164,255
(e) Depreciation and amortisation expense	12	105,593	138,856
(f) Other expenses	27	11,333,079	10,632,659
Total expenses		565,263,360	327,013,601
V Profit before exceptional and extraordinary items and tax - (III - IV)		28,581,937	32,806,337
Exceptional Items		-	-
Profit/(Loss) on share of associates		-	(6,733)
VI Profit before extraordinary items and tax		28,581,937	32,799,603
Extraordinary items		-	-
VII Tax expense:	28(IV)		
- Current tax Including written back of excess provision of previous year Rs. 463,744		6,406,874	5,306,280
- MAT Credit Entitlement		(8,852,521)	-
- Deferred tax		1,423,534	2,573,041
VIII Profit for the period / year (VI-VII)		29,604,049	24,920,283
IX Profit from continuing operations		29,604,049	24,920,283
X Earnings per equity share (of Rs.10 each)	28(III)		
(1) Basic (Refer Note 28(III))		23.68	19.94
(2) Diluted (Refer Note 28(III))		23.68	30.91

See accompanying Notes 1 to 33 to the financial statements

In terms of our report attached

For S A R A & Associates

Chartered Accountants

Firm Regn No: 120927W

For and on behalf of the Board of Directors

Bodhi Tree Multimedia Limited

CIN: U92221MH2013PTC245208

Alok Bairagra

Partner

Membership No. 105153

Place: Mumbai

Date: April 7, 2022

UDIN No.: 22105153AGQEIE2435

Mautik Tolia

Managing Director

DIN: 06586383

Saloni Jain

Company Secretary

Place: Mumbai

Date: April 7, 2022

Sukesh Motwani

Director

DIN: 06586400

Ravi Bhatt

CFO

Consolidated Cash Flow Statement

for the period ended March 31, 2022

Rupees

Particulars	For the period ended March 31, 2022	For the period ended March 31, 2021
A) CASH FLOW FROM OPERATING ACTIVITIES :		
Profit before Taxation	28,581,937	32,806,337
Adjustments for:		
Share of loss of Associate Company	-	6,734
Depreciation and amortisation expense	105,593	138,856
Sundry Balance Written Off	610,031	177,302
Interest expense on borrowing	1,904,476	1,972,628
Sundry Balances Written Back/ Input Credit Reversal		(2,637,072)
Operating Profit before Working Capital Changes	31,202,036	32,458,051
Adjustments for changes in working capital:		
Changes in Inventories	(25,732,130)	20,621,513
(Decrease) in Trade Payable	(7,856,899)	(992,543)
Increase / (Decrease) in Other Current Liabilities	(10,926,854)	(2,776,960)
Decrease / (increase) in trade receivable	8,393,993	(11,346,102)
(Increase) in Other Current Assets	(35,115,221)	(8,502,644)
Cash generated from operations	(71,237,111)	(2,996,736)
Direct taxes paid including refund and deferred tax (net)	(2,445,647)	2,425,490
Net Cash (used in) from operating activities	(37,589,429)	31,886,805
B) CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Tangible assets	(926,016)	(69,487)
Net Cash generated investing activities	(926,016)	(69,487)
C) CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from Short Term Borrowings	-	1,571,832
Repayment of Short Term Borrowings	620,009	(27,846,766)
Proceeds from issue of capital / share application money	-	43,050,000
Refund Share application money	-	(73,900)
Repayment of short term borrowings	-	-
Repayment of Other Long Term Liabilities	-	(8,500,000)
Interim Dividend Paid	-	(1,175,640)
Income Tax on Interim Dividend	-	(74,254)
Loans and Advances/ Security Deposits given	-	(17,945,868)
Loans and Advances received back	-	-
Proceeds from long term borrowings	-	847,724
Repayment of long term borrowings	24,339,863	-
Interest paid	(1,904,476)	(1,972,628)
Net Cash generated from financing activities	23,055,396	(12,119,499)
Net increase in Cash and Cash Equivalents (A+B+C)	(15,460,049)	19,697,819
Cash and cash equivalents at the beginning of the period / year	25,047,654	5,349,835
Cash and cash equivalents at the end of the period / year	9,587,605	25,047,654

Consolidated Cash Flow Statement

for the period ended March 31, 2022

Notes on Cash Flow Statements:

- 1 Cash and cash equivalents at the end of the period / year as per Financial Statement (Refer Note 18)
- 2 The Cash Flow Statement has been prepared under the "Indirect method" as set out in Accounting Standard 3- Cash Flow Statements.
- 3 Previous year's figures have been regrouped wherever necessary to conform to the current year's classifications.
- 4 Cash flows in brackets indicate cash outgo.

In terms of our report attached

For S A R A & Associates

Chartered Accountants
Firm Regn No: 120927W

For and on behalf of the Board of Directors

Bodhi Tree Multimedia Limited

CIN: U92221MH2013PTC245208

Alok Bairagra

Partner
Membership No. 105153
Place: Mumbai
Date: April 7, 2022
UDIN No.: 22105153AGQEIE2435

Mautik Tolia

Managing Director
DIN: 06586383

Saloni Jain

Company Secretary
Place: Mumbai
Date: April 7, 2022

Sukesh Motwani

Director
DIN: 06586400

Ravi Bhatt

CFO

Consolidated Notes to Financial Statements

for the year ended March 31, 2022

1 Background

Bodhi Tree Multimedia Ltd. (formerly known as Bodhi Tree Multimedia Pvt. Ltd) ('the Company') was incorporated on July 4, 2013 under the Companies Act, 1956. The Company has established itself as a leader in television content in India particularly for Hindi language content and has also successfully ventured in the regional television content market and Internet based program. The registered office and principal place of business of the Company is at Andheri (West), Mumbai.

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

2 Significant Accounting Policies

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

A Basis of Accounting:

The accounts have been prepared on historical cost convention. The Company follows the accrual basis of accounting. The Financial Statements are prepared in accordance with the accounting standards notified under Companies Act 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.

All assets and liabilities have been classified as current and non-current as per the company's normal operating cycle and other criteria's set out in the Schedule III to the Companies Act, 2013.

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

B Segments reporting

Operating segments are reported in a manner consistent with the reporting provided to the chief operating decision maker. The chief operating decision maker of the Company consists of the managing director, chief executive officer and chief financial

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

C Foreign Currency Translation :

(i) Functional and presentation currency

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). These financial statements are presented in Indian rupee (INR), which is company's functional and presentation currency.

(ii) Transactions and balances

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

D Inventories (Content under development):

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

E Revenue Recognition:

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

Consolidated Notes to Financial Statements

for the year ended March 31, 2022

Revenue generated from the commissioned television programs and Internet series produced for broadcasters is recognized over the period of time over the contract period.

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

F Interest and Dividend Income:

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

G Income Tax:

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

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

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

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

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

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

H Lease:

As a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases are charged to Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

As a lessor

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

I Cash and cash equivalents:

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

J Trade receivable:

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

Consolidated Notes to Financial Statements

for the year ended March 31, 2022

K Fixed Assets

All fixed assets are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the asset. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance expenses are charged to Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

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

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

Gains or losses arising from the retirement or disposal of a tangible 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.

L Impairment of assets:

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

M Provisions and Contingent Liabilities:

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 managements best estimate of the expenditure required to settle the present obligation at the end of the reporting period. Provisions are not recognized for future operating losses.

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.

N Earnings Per Share:

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year

(ii) Diluted earnings per share

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

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

O Borrowing cost:

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

Consolidated Notes to Financial Statements

for the year ended March 31, 2022

3 Critical Estimates and Judgments

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

The areas involving critical estimates or judgments are:

Estimated useful life of Tangible Assets:

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

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

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

B Estimation of Contingent Liabilities:

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

C Recognition of Deferred Tax Assets:

The recognition of deferred tax assets is based upon whether it is probable that sufficient taxable profits will

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

D Impairment of Trade Receivables:

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

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

E Impairment assessment of Investments carried at cost:

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

Consolidated Notes to Financial Statements

for the year ended March 31, 2022

Note 4: Share capital

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of shares	Rupees	No. of shares	Rupees
Authorised				
Equity shares of Rs.10 each	1,500,000	15,000,000	1,500,000	15,000,000
	1,500,000	15,000,000	10,000	100,000
Issued, subscribed and paid-up				
Equity shares of Rs.10 each fully paid up	1,250,000	12,500,000	1,250,000	12,500,000
	1,250,000	12,500,000	1,250,000	12,500,000

Footnotes :

i. The Company has not allotted any equity shares for consideration other than cash, bonus shares, nor bought back any shares during a period of five years immediately preceding the balance sheet date.

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

a) Equity shares

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of shares	Rupees	No. of shares	Rupees
At the beginning of year	1,250,000	12,500,000	260,000	2,600,000
Issued during the year	-	-	990,000	9,900,000
Outstanding at the end of year	1,250,000	12,500,000	1,250,000	12,500,000

iii. Rights, preferences and restrictions attached to shares

Equity shares

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

iv. Shares held by Holding / Ultimate holding company and / or Subsidiaries

Particulars	As at March 31, 2022	As at March 31, 2021
	No. of shares	No. of shares
Equity shares	NIL	NIL

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

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of Share Held	% of total holding	No. of Share Held	% of total holding
Equity shares of Rs. 10 each				
- Mautik Ajit Tolia	854,995	68.40%	854,995	68.40%

Consolidated Notes to Financial Statements

for the year ended March 31, 2022

Note 4: Share capital (Contd..)

vi. Shareholding of Promoters

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of Share Held	% of total holding	No. of Share Held	% of total holding
Name of Promoters: Mautik Ajit Tolia				
Opening Balance	854,995	68.40%	5,000	0.40%
Purchase during the year	-	-	849,995	68.00%
Sales during the year	-	-	-	-
Closing Balance	854,995	68.40%	854,995	68.40%
Name of Promoters: Sukesh Devidas Motwani				
Opening Balance	5,000	0.400%	5,000	0.400%
Purchase during the year	-	-	-	-
Sales during the year	-	-	-	-
Closing Balance	5,000	0.400%	5,000	0.400%

Note: 5 Reserves and surplus

Particulars	Rupees	
	As at March 31, 2022	As at March 31, 2021
(a) Securities Premium	55,650,000	55,650,000
(b) (Deficit)/Surplus in the statement of profit and loss		
Opening Balance	(2,362,960)	(26,033,349)
Add: Profit for the year	29,604,049	24,920,283
Less: Interim Dividend Paid	-	(1,175,640)
Less: Income tax on Interim Dividend	-	(74,254)
(b) Closing Balance	27,241,089	(2,362,960)
Total (a+b)	82,891,089	53,287,040

Note: 6 Long-term borrowings

Particulars	Rupees	
	As at March 31, 2022	As at March 31, 2021
Unsecured, Considered Good		
Term Loans		
- Banks (refer note (i) below)	8,674,182	847,724
- Others (refer note (ii) below)	5,963,067	-
Current Maturities of Long Term Borrowings		
- Banks (refer note (i) below)	6,588,624	829,032
- Others (refer note (ii) below)	4,790,746	-
Total	26,016,619	1,676,756

Consolidated Notes to Financial Statements

for the year ended March 31, 2022

Note: 6 Long-term borrowings (Contd.)

Note (i)

Rupees

Name of Bank	Equated Monthly Instalment (No of Month)	Equated Monthly Instalment (Amount)	Other Condition	Rate of Interest	Total Outstanding Amount (31/3/22)	Current Maturities of Long Term Borrowings (31/3/22)
HDFC Bank Ltd.	36	170,888	from Jan, 2022	4,658,381	1,491,803	1,676,756
ICIC Bank Ltd	36	138,833	from Jan, 2022	3,735,282	1,184,981	-
IDFC First Bank Ltd	24	249,712	from Jan, 2022	4,547,563	2,442,944	-
Kotak Mahindra Bank Ltd	36	122,408	from Feb, 2022	2,321,579	1,468,896	-
Total				15,262,806	6,588,624	1,676,756

Note (ii)

Rupees

Name of Bank	Equated Monthly Instalment (No of Month)	Equated Monthly Instalment (Amount)	Other Condition	Rate of Interest	Total Outstanding Amount (31/3/22)	Current Maturities of Long Term Borrowings (31/3/22)
Clix Capital Services Pvt Ltd	24	152,565	from May, 2022	2,917,651	1,237,088	-
Inditrade Fincorp Limited	24	104,665	from May, 2022	1,984,067	843,435	-
NewGrowth Credit Pvt Ltd.	24	155,792	from May, 2022	3,041,538	1,272,658	-
Aditya Birla Finance Limited	36	146,915	from Feb, 2022	2,810,557	1,437,565	-
Total				10,753,813	4,790,746	-

Note: 7 Short Term Borrowings

Rupees

Particulars	As at March 31, 2022	As at March 31, 2021
Secured, Considered Good		
(a) From Banks (Refer Note i below)	27,352,131	25,500,972
(b) Loans and advances from related parties, Unsecured		
(a) From Director	-	1,231,150
Total	27,352,131	26,732,122

Note i. Overdraft from Bank (Secured)

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

Note: 8 Trade payables

Rupees

Particulars	As at March 31, 2022	As at March 31, 2021
Trade payables		
(a) Micro and Small Enterprises (Including acceptance) (Refer Note i & ii below)	-	-
(b) Others (Refer Note i & ii below)	32,557,694	39,804,563
Total	32,557,694	39,804,563

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

Consolidated Notes to Financial Statements

for the year ended March 31, 2022

Note: 8 Trade payables (Contd.)

Note ii: Trade payable Ageing Schedule (31/03/2022)

Rupees

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 year	Total
(i) MSME	-	-	-	-	-
(ii) Others	2,90,14,473	35,43,220	-	-	32,557,693
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	2,90,14,473	35,43,220	-	-	32,557,693
Previous year 31/3/21					
(i) MSME	-	-	-	-	-
(ii) Others	34,992,200	4,153,407	658,956	-	39,804,563
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	34,992,200	4,153,407	658,956	-	39,804,563

Note: 9 Other current liabilities

Rupees

Particulars	As at March 31, 2022	As at March 31, 2021
Interest accrued but not due on borrowings	227,675	-
Other payables		
- Statutory Dues	3,187,274	6,344,391
- Provision for Expenses	27,042,361	32,546,911
- Director Remuneration and Professional Fees Payable	-	1,086,183
	30,457,310	39,977,485

Note: 10 Short-term provisions

Rupees

Particulars	As at March 31, 2022	As at March 31, 2021
Provision for Income Tax (Net)	-	1,406,680
Total	-	1,406,680

Note: 11 Fixed assets

Rupees

Particulars	Gross carrying amount				Accumulated depreciation / amortisation				Net carrying amount	
	As at April 1, 2021	Additions	Deletion	As at March 31, 2022	As at April 1, 2021	For the Year	Deletion/ WO	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Tangible assets:										
Computer & Laptops	637,501	-	-	637,501	544,771	22,843	-	567,614	69,887	92,730
Furniture & fixtures	42,400	-	-	42,400	38,813	552	-	39,365	3,035	3,587
Electrical & Fittings	1,636,832	-	-	1,636,832	1,414,334	67,828	-	1,482,162	154,670	222,498
Office Equipment's	30,884	-	-	30,884	25,902	3,268	-	29,170	1,715	4,982
Mobile Phone	96,900	-	-	96,900	92,008	267	-	92,275	4,625	4,892
Air Conditioner	268,027	28,516	-	296,543	229,192	10,835	-	240,027	56,516	38,835
Total	2,712,544	28,516	-	2,741,060	2,345,020	105,593	-	2,450,613	290,448	367,524
Previous year	2,643,057	69,487	-	2,712,544	2,206,164	138,856	-	2,345,020	367,524	

Consolidated Notes to Financial Statements

for the year ended March 31, 2022

Note:12 Intangible assets under Development

Rupees

Intangible Assets under Development	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 year
Software for E -Production)	897,500			

Note: 13 Non-current investments

Rupees

Particulars		As at March 31, 2022	As at March 31, 2021
At Cost, Unquoted			
Investment in Limited Liability Partnership Firm			
Associates*		1,00,000	100,000
Less : Profit/(Loss) on share of associates		-	(6,733)
*Name of Firm	Pathka Films LLP		
Total Capital	Rs. 3,00,000		
Partner Name	Bodhi Tree Multimedia Ltd	The Purple Production LLP	Raju Udupa
Partner Share	33.33%	33.33%	33.33%
		1,00,000	93,267

Footnote: Aggregate value of unquoted investments held by the Company is Rs. 100,000 (Previous year: Rs. 100,000)

Note: 14 Long-term loans and advances

Rupees

Particulars		As at March 31, 2022	As at March 31, 2021
Unsecured, Considered Good			
Loans and advances to Related Parties			
Associates		3,565,834	3,561,742
Total		3,565,834	3,561,742

Note: 15 Other Non Current Assest

Rupees

Particulars		As at March 31, 2022	As at March 31, 2021
Unsecured, Considered Good			
(a) Security deposits		13,006,550	16,473,350
Others			
(a) MAT Credit Entitlement		9,501,959	1,092,396
(b) IPO Expenses - Deferred		4,291,397	5,721,863
Total		26,799,906	23,287,609

Note: 16 Inventories

Rupees

Particulars		As at March 31, 2022	As at March 31, 2021
Work In Progress			
Television Serials and Internet Series		58,707,629	32,975,499
Total		58,707,629	32,975,499

Consolidated Notes to Financial Statements

for the year ended March 31, 2022

Note: 17 Trade receivables

Rupees

Particulars	As at March 31, 2022	As at March 31, 2021
Unsecured, Considered Good		
Trade Receivable (Refer Note i)	11,422,583	53,277,961
Unbilled Revenue (Refer Note i)	60,587,968	27,126,583
	72,010,551	80,404,544

Note i: Trade Receivables ageing schedule (31/03/2022)

Rupees

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	66,712,968	1,684,260	944,000	2,669,324	-	72,010,552
Total Current Year	66,712,968	1,684,260	944,000	2,669,324	-	72,010,552

Previous Year - 31/3/21

Rupees

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	75,881,082	1,854,138	2,669,324	-	-	80,404,544
Total Previous Year	75,881,082	1,854,138	2,669,324	-	-	80,404,544

Note: 18 Cash and cash equivalents

Rupees

Particulars	As at March 31, 2022	As at March 31, 2021
(a) Balance with banks:		
In current accounts	9,308,533	24,949,741
(b) Cash on hand	279,072	97,913
	9,587,605	25,047,654

Footnote:

The balances that meet the definition of Cash and cash equivalents as per Accounting Standard 3 Cash Flow Statements- 95,87,605 (Previous year Rs. 2,50,47,654/-)

Note: 19 Short-term loans and advances

Rupees

Particulars	As at March 31, 2022	As at March 31, 2021
Unsecured, Considered Good		
(a) Loans and advances to production team	52,409	1,471,128
(b) Loans and Advances to Related Parties	1,689,873	1,582,873
(c) Others		
- Advance Tax (Net of Provision for Tax)	4,732,388	-
	6,474,670	3,054,001

Consolidated Notes to Financial Statements

for the year ended March 31, 2022

Note 20: Other Current Assets

Particulars	Rupees	
	As at March 31, 2022	As at March 31, 2021
Advance to Suppliers	32,185,854	4,007,692
	32,185,854	4,007,692

Note: 21 Revenue from Operations

Particulars	Rupees	
	For the period ended March 31, 2022	For the period ended March 31, 2021
Sale of services:		
(a) Commissioned television programs	85,724,310	137,983,471
(b) Internet programs / Web Series	505,122,952	218,889,623
	590,847,262	356,873,094

Note: 22 Other income

Particulars	Rupees	
	For the period ended March 31, 2022	For the period ended March 31, 2021
(i) Interest on income tax refund	-	309,772
(ii) Liabilities no longer required written back	2,982,480	2,637,072
(iii) Miscellaneous Income	15,556	-
	2,998,035	2,946,844

Note: 23 Cost of production expenses

Particulars	Rupees	
	For the period ended March 31, 2022	For the period ended March 31, 2021
Artists, directors, writes, technicians & other professional fees	233,838,785	147,667,209
Shooting and location expenses	29,259,266	17,933,174
Sets & studio maintenance charges	20,306,855	10,662,862
Location hire charges	22,089,861	12,524,708
Set properties and equipment hire charges	62,474,539	36,169,666
Food and refreshments charges	29,380,766	8,089,155
Line production cost	48,117,545	5,790,777
Sound expense	7,080,132	6,335,842
Editing, Dubbing & Subtitling	1,899,840	4,105,521
Production expenses including purchase of costumes and dresses	54,711,651	15,003,170
Purchase of tapes	953,400	98,500
Insurance expense	1,041,191	1,896,535
Other production expenses	45,792,259	13,878,670
Covid Expenses	10,501,374	4,556,928
	567,447,464	284,712,718

Consolidated Notes to Financial Statements

for the year ended March 31, 2022

Note 24 Changes in inventories of Work in Progress

Rupees

Particulars	For the period ended March 31, 2022	For the period ended March 31, 2021
Opening Balance		
Television serials, internet series	32,975,499	53,597,012
Closing Balance		
Television serials, internet series	58,707,629	32,975,499
	(25,732,130)	20,621,513

Note: 25 Employee benefit expense

Rupees

Particulars	For the period ended March 31, 2022	For the period ended March 31, 2021
Salaries and wages - Staff	2,945,964	2,567,676
Directors Remuneration	6,100,000	5,519,355
Staff welfare expenses	747,347	656,569
	9,793,311	8,743,600

Note: 26 Finance cost

Rupees

Particulars	For the period ended March 31, 2022	For the period ended March 31, 2021
(a) Interest expenses	1,904,476	1,972,628
(b) Others	411,567	191,627
	2,316,043	2,164,255

Note: 27 Other expenses

Rupees

Particulars	For the period ended March 31, 2022	For the period ended March 31, 2021
Power and fuel	124,399	113,562
Rent	1,462,000	1,387,900
Repairs and maintenance	192,719	169,650
Communication expenses	220,414	195,509
Travelling and conveyance	65,416	128,979
Printing and stationery	37,702	48,441
Advertising and sales promotion	86,815	248,480
Legal and professional fees	5,694,290	4,246,453
Payments to auditors		
- As auditors - statutory audit	350,000	300,000
- For taxation matters		-
IPO Expenses	1,450,466	1,487,881
Sundry balance written off	610,031	177,302
Miscellaneous expenses	1,038,828	2,128,503
	11,333,079	10,632,659

Consolidated Notes to Financial Statements

for the year ended March 31, 2022

Note 28: Disclosure under accounting standards

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

Related Party Disclosure:

A. Relationships	
(i) Enterprises where controls exists:	
Associate / Joint venture	1. Phataka Films LLP (JV)
B. Key management personnel (KMP)	
Director	1. Mautik Tolia
Director	2. Suresh Motwani
C. Relatives of Key management personnel (KMP)	
	1. Ajit M. Tolia
	2. Anjana Tolia
	3. Nautam Tolia
D. Ventures in which KMPs have significant influence	
	1. Bodhi Tree
	2. Point 17 (Proprietorship Firm - Relative of KMP)
	3. Sumukha Bodhitree Entertainment Pvt Ltd.

E Transactions with related parties

Statement of transactions for the year ended March 31, 2022

						Rupees
Sr. No.	Particulars	Associate / Joint venture	Key management personnel (KMP)	Relative of Key management personnel (KMP)	Enterprise in which Key Management Personnel and KMP relative have significant influence	Total
1	Remuneration / Salary					
	Mautik Tolia	-	3,000,000	-	-	3,000,000
	Suresh Motwani	-	3,100,000	-	-	3,100,000
2	Reimbursement of Exp. / Paid against services					
	Mautik Tolia	-	1,116,959	-	-	1,116,959
	Point 17 (Inc GST)	-	-	-	720,000	720,000
	Nautam Tolia	-	-	480,000	-	480,000
3	Loan / advance Taken					
	Mautik Tolia	-	69,800	-	-	69,800
	Suresh Motwani	-	-	-	-	-
	Ajit Tolia	-	-	1,000,000	-	-
4	Loan / advance repaid					
	Mautik Tolia	-	(1,077,789)	-	-	(1,077,789)
	Suresh Motwani	-	(223,161)	-	-	(223,161)
	Ajit Tolia	-	-	(1,000,000)	-	(1,000,000)

Consolidated Notes to Financial Statements

for the year ended March 31, 2022

Note 28: Disclosure under accounting standards (Contd.)

Rupees

Sr. No.	Particulars	Associate / Joint venture	Key management personnel (KMP)	Relative of Key management personnel (KMP)	Enterprise in which Key Management Personnel and KMP relative have significant influence	Total
5	Payments made on behalf of the related party					
	Phataka Films LLP	4,092	-	-	-	-
	Sumukha Bodhitree Entertainment Pvt Ltd.	-	-	-	1,07,000	107,000
6	Amount Receivable/ (Payable)					
	Mautik Tolia	-	(92,295)	-	-	(92,295)
	Phataka Films LLP	3,565,834	-	-	-	3,565,834
	Sumukha Bodhitree Entertainment Pvt Ltd.	-	-	-	1,689,873	1,689,873

Statement of transactions for the Year ended March 31, 2021 (Previous Year)

Rupees

Sr. No.	Particulars	Associate / Joint venture	Key management personnel (KMP)	Relative of Key management personnel (KMP)	Enterprise in which Key Management Personnel and KMP relative have significant influence	Total
1	Remuneration / Salary					
	Mautik Tolia	-	2,519,355	-	-	2,519,355
	Sukesh Motwani	-	3,000,000	-	-	3,000,000
2	Reimbursement of Exp. / Paid against services					
	Mautik Tolia	-	3,849,669	-	-	3,849,669
	Point 17 (Inc GST)	-	-	-	826,000	826,000
	Nautam Tolia			300,000		300,000
3	Loan / advance Taken					
	Mautik Tolia	-	2,465,389	-	-	2,465,389
4	Loan / advance repaid					
	Mautik Tolia	-	(1,933,490)	-	-	(1,933,490)
	Sukesh Motwani	-	-	-	-	-
	Ajit Tolia	-	-	(2,349,656)	-	(2,349,656)
	Anjana Tolia	-	-	(600,000)	-	(600,000)
	Nautam Tolia	-	-	(504,966)	-	(504,966)
5	Payments made on behalf of the related party					
	Sumukha Bodhitree Entertainment Pvt Ltd.				7,004,998	7,004,998

Consolidated Notes to Financial Statements

for the year ended March 31, 2022

Note 28: Disclosure under accounting standards (Contd.)

						Rupees
Sr. No.	Particulars	Associate / Joint venture	Key management personnel (KMP)	Relative of Key management personnel (KMP)	Enterprise in which Key Management Personnel and KMP relative have significant influence	Total
6	Amount Receivable/ (Payable)					
	Mautik Tolia	-	(2,077,287)	-	-	(2,077,287)
	Sukesh Motwani	-	(1,016,553)	-	-	(1,016,553)
	Phataka Films LLP	3,561,742	-	-	-	3,561,742
	Point 17	-	-	-	(221,000)	(221,000)
	Sumukha Bodhitree Entertainment Pvt Ltd.	-	-	-	1,582,873	1,582,873

II Disclosure under accounting standard - 19 - "Leases" are given below:

		Rupees	
Particulars		March 31, 2022	March 31, 2021
Disclosures in respect of agreement for office premises taken on lease:			
Lease payments recognised in the profit and loss account significant leasing arrangements		1,462,000	1,387,900

Under certain agreements, refundable interest free deposits / advance rent have been given.

The agreements generally contain provision for renewal.

Certain agreements provide for increase in rent during the tenure of the agreement.

III Disclosure under accounting standard - 20 "Earnings Per Share":

				Rupees
Particulars	Units	March 31, 2022	March 31, 2021	
Net Profit after taxation (As per the statement of profit and loss)	Rs.	29,604,049	24,920,283	
Actual No. of Equity Shares outstanding at the end of the year	Nos.	1,250,000	1,250,000	
Weighted Average number of equity shares outstanding during the period / year	Nos.	1,250,000	806,247	
Basic earnings per share	Rs.	23.68	19.94	
Diluted earnings per share	Rs.	23.68	30.91	
Nominal value per share	Rs.	10	10	

IV Disclosure under accounting standard - 22 "Accounting On Taxes":

- 1) In view of the taxable losses in the current year and from the past years, the Company had not made the provision for current tax. However provision is made as per MAT working
- 2) Deferred tax asset on unabsorbed depreciation and business losses has been recognized on the basis of business plan prepared by the management, which takes into account certain future receivables arising out of contractual obligations. The management is of the opinion that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which the deferred tax asset can be realized

Consolidated Notes to Financial Statements

for the year ended March 31, 2022

Note 28: Disclosure under accounting standards (Contd.)

Components of deferred tax assets/ (liabilities) (net) are as follows:

Particulars	Rupees	
	March 31, 2022	March 31, 2021
Deferred tax assets		
Amounts not deductible under section 40 (a) of the Income-tax Act, 1961	1,556,620	2,538,659
Business Loss and Unabsorbed Depreciation	-	-
WDV of Fixed Assets	41,299	46,455
Total deferred tax assets	1,597,919	2,585,114
Deferred tax liabilities	436,339	-
Total deferred tax liabilities	436,339	-
Deferred tax assets (net)	1,161,580	5,158,156

Note No: 29 Expenditure in Foreign Currency

Particulars	Rupees	
	March 31, 2022	March 31, 2021
Artists, directors, writes, technicians, Location & other professional fees	8,729,939	10,725,380
Legal and Professional Fees	374,445	330,802
Other production expenses	1,601,220	175,160

Note: 30 Share capital

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

Company had received the share application amount of Rs. 60,00,000 from its shareholders. The company had issued 6,00,000 equity share (Face Value of Rs. 10) at issue price Rs. 10 . The issue is determined as per valuation report dated 03/06/2020 issued by M/s. Nitin Khandelwal, IBBI registered valuer IBBI registration no: IBBI/R/V/06/2019/11980 and ICAIRVO/06/RV-P00166/2019-20.

Note: 31

The outbreak of corona virus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The Company's operation and revenue during the year were also impacted due to COVID-19. The Company has taken into account the possible impact of COVID-19 in preparation of audited financial results, including its assessment of recoverable value of its assets based in internal and external information upto the date of approval of these audited financial results and current indicators of future economic conditions.

Note: 32 - Interim Dividend

During the previous year company had paid Interim dividend of Rs. 10 per share

Note: 33 Previous year's figures have been regrouped wherever necessary to conform to the current year's classifications.

In terms of our report attached

For S A R A & Associates

Chartered Accountants

Firm Regn No: 120927W

For and on behalf of the Board of Directors

Bodhi Tree Multimedia Limited

CIN: U92221MH2013PTC245208

Alok Bairagra

Partner

Membership No. 105153

Place: Mumbai

Date: April 7, 2022

UDIN No.: 22105153AGPEUR2441

Mautik Tolia

Managing Director

DIN: 06586383

Place: Mumbai

Date: April 7, 2022

Sukesh Motwani

Director

DIN: 06586400

Saloni Jain

Company Secretary

Ravi Bhatt

CFO

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