

DIRECTOR'S REPORT

To,

The Members,

AMAGI MEDIA LABS PRIVATE LIMITED

Raj Alkaa Park, Sy. No. 29/3 & 32/2, 4th floor,
Kalena Agrahara Village, Begur Hobli,
Bengaluru (K.A) – 560 076

The Directors present herewith the 14th Annual Report of the Company together with the Audited Statements of Accounts for the year ended March 31, 2022.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY:

Particulars	In Indian Rupees million			
	2021-2022		2020-2021	
	Standalone	Consolidated	Standalone	Consolidated
Total Income	3,347.05	4,343.65	1,821.81	2,211.66
Total Expenditure	6,620.78	7,310.04	1,713.80	1,979.40
Profit / (Loss) Before Tax	(3,273.73)	(2,966.39)	117.20	232.26
Current Tax	83.73	201.46	-	30.14
Deferred Tax	-	(42.38)	-	(5.04)
Taxes – earlier years	-	-	-	-
Profit / (Loss) After Tax	(3,357.46)	(3,125.47)	117.20	207.16

There has been no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of this report.

2. STATE OF COMPANY'S AFFAIR AND FUTURE OUTLOOK:

During the Financial year under review, the Company has earned Revenue from operations INR Mn 4,323.28 (Consolidated) and INR Mn 3,317.12 (Standalone) compared to Revenue from Operations INR Mn 2,192.91 (Consolidated) and INR Mn 1,821.81 (Standalone) earned in the previous financial year. The company also earned other income amounting to INR Mn 20.37 (Consolidated) and INR Mn 29.93 (Standalone) in the year under review.

The Total expenditure incurred by the company for the year under review amounted to INR Mn 7,310.04 (Consolidated) and INR Mn 6,620.78 (Standalone) compared to INR Mn 1,979.40 (Consolidated) and INR Mn 1,713.80 (Standalone) incurred in the previous year. The loss incurred by the company amounted to INR Mn 3,125.47 (Consolidated) and INR Mn 3,357.46 (Standalone).

3. DIVIDEND:

The Board of Directors are not recommending any dividend for the financial year ended 2021-22.

4. AMOUNTS TRANSFERRED TO RESERVES AND SURPLUS ACCOUNT:

For the financial year ended 2021-22, the company has sustained loss. In view of the loss, no amount has been transferred to reserves and surplus account

5. CHANGE OF NAME:

During the year under review, the Company has neither proposed nor changed its name.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board of Director's of the Company is duly constituted as per the Companies Act, 2013 and following changes were reported in the Board of Directors during the financial year ended 2021-22.

Resignation of Directors w.e.f 15th September 2021

S.No.	Director's Name	DIN	Designation
1.	Mr. Vikram Suhas Godse	00230548	Nominee Director
2.	Mr. Rajesh Kamat	00147299	Nominee Director

Appointment of Directors w.e.f 15th September 2021

S.No.	Director's Name	DIN	Designation
1.	Mr. Shekhar Kirani Hanumanthasetty	02384548	Nominee Director
2.	Mr. Nishant Kanuru Rao	08972606	Nominee Director

The composition of the Board of Directors of the Company as on March 31, 2022 and up to the date of signing the Board Report is as under:

S.No.	Director's Name	DIN	Designation
1.	Mr. Baskar Subramanian	02014529	Managing Director
2.	Mr. Arunachalam Srinivasan Karapattu	02014527	Director
3.	Mrs. Srividhya Srinivasan	02014532	Whole Time Director

4.	Mr. Shekhar Kirani Hanumanthasetty	02384548	Nominee Director
5.	Mr. Atul Gupta	06940578	Nominee Director
6.	Mr. Nishant Kanuru Rao	08972606	Nominee Director

7. MEETINGS:

The Meetings of the Board are held at regular intervals with a time gap of not more than 120 days between two consecutive meetings, except for the 75th meeting which was held on 16th August, 2021 with a gap of not more than 180 days which was allowed by the Ministry of Corporate Affairs vide General Circular no. 08/2021 dated 03/05/2021. The Board of Directors met Ten (10) times in the financial year 2021-2022. The details of the dates of meeting and Directors attendance are as below:

Meeting No	Date of Board Meetings	Baskar Subramanian	Arunachalam Srinivasan Karapattu	Srividhya Srinivasan	Rajesh Kamat	Atul Gupta	Vikram Suhas Godse	Shekhar Kirani Hanumanthasetty	Nishant Kanuru Rao
75 th	16 th August 2021	P	P	P	P	P	Ab	--	--
76 th	15 th September 2021	P	P	P	P	P	Ab	--	--
77 th	07 th October 2021	P	P	P	--	P	--	P	P
78 th	26 th October 2021	P	P	P	--	P	--	P	P
79 th	24 th November 2021	P	P	Ab	--	P	--	P	P
80 th	16 th February 2022	P	P	P	--	P	--	P	P
81 st	28 th February 2022	P	P	P	--	P	--	P	Ab
82 nd	03 rd March 2022	P	P	P	--	P	--	P	Ab
83 rd	10 th March 2022	P	P	P	--	P	--	P	Ab
84 th	24 th March 2022	P	P	P	--	P	--	P	P

P - Attended

-- : Not Applicable

Ab: Absent

8. DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE- APPOINTMENT, IF ANY:

The provisions relating to Independent Directors are not applicable to the Company. Also, Company does not have any Independent Director on its Board. Accordingly, declaration by an Independent Directors is not applicable.

9. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

Your Company has (4) four Wholly Owned Subsidiaries in the name and style of:

S.No.	Name of the Subsidiary	Date of Incorporation	Jurisdiction of Incorporation
1.	Amagi Corporation	1st April, 2015	State of Delaware, United States of America
2.	Amagi Media Labs Pte. Ltd.	4th April, 2018	Singapore
3.	Amagi Media Private Limited	10th December, 2018	England & Wales, United Kingdom
4.	Amagi Canada Corporation Inc.	23 rd August, 2021	Ontario Toronto, Canada

10. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR

During the year under review, there has been no case filed by or against the company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).

11. STATUTORY AUDITORS:

At the 11th Annual General Meeting of the Company held on September 30, 2019, the company has appointed M/s S.R. Batliboi & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company for a period of (5) five years in terms of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 till the conclusion of the 16th Annual General Meeting to be held in the year 2024.

Qualifications, reservations or adverse remarks in Statutory Auditors' Report

There are no qualification, reservation or adverse remark or disclaimer made by M/s S.R. Batliboi & Associates LLP, Chartered Accountants in the Auditor's Report, needing explanations or comments by the Board.

Fraud Reported by Auditors

Pursuant to disclosure requirement under Section 134(3) (ca) and provisions of section 143(12) of the Companies Act, 2013, there were no incidence of Fraud and hence there were nothing to report by the Statutory Auditors to the Board during the year under review.

12. DISCLOSURE ABOUT COST AUDIT:

Provisions relating to Cost Audit are not applicable to the Company.

13. SECRETARIAL AUDIT REPORT:

Provisions relating to Secretarial Audit are not applicable to the Company.

14. SHARE CAPITAL:

A. Details of changes in capital structure of the Company:

i. Changes in Authorised share Capital:

The Authorised Share Capital of the Company stands increased from INR 11,86,00,000 (Indian Rupees Eleven Crores Eighty Six Lakhs Only) divided into 6,60,000 (Six Lakhs Sixty Thousand) equity shares of INR 10/- (Indian Rupees Ten Only) each and 11,20,000 (Eleven Lakhs Twenty Thousand) preference shares of INR 100/- (Indian Rupees One Hundred Only) each to INR 41,53,00,800 (Indian Rupees Forty One Crores Fifty Three Lakhs and Eight Hundred Only) divided into 13,20,000 (Thirteen Lakhs Twenty Thousand) ordinary equity shares of INR 5/- (Indian Rupees Ten Only) each and 40,87,008 (Forty Lakhs Eighty Seven Thousand and Eight) preference shares of INR 100/- (Indian Rupees One Hundred Only) each during the year under review.

ii. Change in issued, subscribed and paid-up share capital:

The Issued, subscribed and paid up share capital of the Company has increased from INR 113,610,640 (Indian Rupees Eleven Crores Thirty Six Lakhs Ten Thousand Six Hundred and Forty Only) divided into 512,714 (Five Lakh Twelve Thousand Seven Hundred and Fourteen) equity shares of INR 10/- (Indian Rupees Ten Only) each and 1,084,835 (Ten Lakhs Eighty Four Thousand Eight Hundred and Thirty Five) preference shares of INR 100/- (Indian Rupees One Hundred Only) each to INR 411,282,740 (Indian Rupees Forty One Crores Twelve Lakhs Eighty Two Thousand Seven Hundred and Forty Only) divided into 1,025,428 (Ten Lakhs Twenty Five Thousand Four Hundred and Twenty Eight) ordinary equity shares of INR 5/- (Indian Rupees Five Only) each and 40,61,556 (Forty Lakhs Sixty One Thousand Five Hundred and Fifty Six) preference shares of INR 100/- (Indian Rupees One Hundred Only) each during the year under review.

iii. Reclassification or sub-division of the authorised share capital:

During the year under review, the company sub-divided the nominal value of each of the equity shares, from 1 equity share having a face value of INR 10/- (Indian Rupees Ten Only) to 2 ordinary equity shares having a face value of INR 5/- (Indian Rupees Five Only).

iv. Reduction of share capital or buy back:

The Company has not bought back any of its securities or carried out any reduction of its securities during the year ended 31st March 2022.

v. Change in the capital structure resulting from restructuring: N.A

vi. Change in voting rights: N.A

vii. Issue of equity shares with differential voting rights: N.A

B. Issue of shares or other convertible Securities:

The Company has issued 419,426 (Four Lakhs Nineteen Thousand Four Hundred and Twenty-Six) Series E Compulsorily Convertible Preference Shares ("Series E CCPS") having a face value of INR 100/- (Indian Rupees One Hundred Only) each at a premium of INR 14,291.10 (Indian Rupees Fourteen Thousand Two Hundred and Ninety One and Ten Paise Only).

C. Sweat equity

The Company has not issued any Sweat Equity Shares during the year under review.

D. Bonus shares

During the year under review, the Company allotted 2,557,295 (Twenty-Five Lakhs Fifty-Seven Thousand Two Hundred And Ninety Five only) Bonus Compulsorily Convertible Preference Shares of INR 100/- (Indian Rupees One Hundred Only) each to its existing shareholders in the ratio of 1:1.62 (i.e. for every class of shares 1.62 Bonus Compulsorily Convertible Preference Shares were allotted). Bonus Compulsorily Convertible Preference Shares were allotted from the securities premium account.

E. Employees Stock Option Plan

The details of the Stock Options as on date:

ESOPs PLAN 2009

Sr. No.	Particulars	Details
1.	Options Granted	41,016
2.	Options Vested	41,016
3.	Options Cancelled during the year	(30,078)
4.	Options exercisable	10,938
5.	The Total number of shares arising as a result of exercise of option	Nil
6.	Options Lapsed	Nil
7.	The Exercise Price	Rs.10/-
8.	Variation of Terms of Options	Nil
9.	Money Realized by exercise of options	Nil
10.	Total number of options in force	Nil

ESOPs PLAN 2015

Sr. No.	Particulars	(Phase I) Details	(Phase II) Details
1.	Options Granted	26,383	18,707
2.	Options Vested	26,383	18,707
3.	Options cancelled	(16,430)	(5,081)
4.	Options exercisable	9,953	13,626
5.	The Total number of shares arising as a result of exercise of option	-	-
6.	Options Lapsed	Nil	Nil
7.	The Exercise Price	Rs.1,242/-	Rs.2,166/-
8.	Variation of Terms of Options	Nil	Nil
9.	Money Realized by exercise of options	-	-
10.	Total number of options in force	-	-

ESOPs PLAN 2017

Sr. No.	Particulars	(Phase I) Details	(Phase II) Details
1.	Options Granted	14,095	4,714
2.	Options Vested	14,095	4,204
3.	Options Cancelled	(313)	(637)
4.	Options Exercisable	13,782	4,077*
5.	The Total number of shares arising as a result of exercise of option	-	-
6.	Options Lapsed	Nil	Nil
7.	The Exercise Price	Rs.2,166/-	Rs.3,080/-
8.	Variation of Terms of Options	Nil	Nil
9.	Money Realized by exercise of options	-	-
10.	Total number of options in force	-	-

*No. of options exercisable as at March 31, 2022 - 3,567

F. Shares held in trust for the benefit of employees where the voting rights are not exercised directly by the employee.: Nil

G. Issue of debentures, bonds, or any non-convertible securities: Nil

H. Issue of warrants: Nil

15. VIGIL MECHANISM:

Since your Company is not covered under the class or classes of Companies prescribed under Section 177(9) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns have not been established. However, for the better governance, your board shall strive to bring the vigil mechanism in place along with the adequate safeguard to the vigil blower. Your directors will ensure that, as and when vigil mechanism is established, the Vigil Mechanism Policy will be uploaded on the website of the Company.

16. RISK MANAGEMENT POLICY:

Company does not have any Risk Management Policy in place. Your directors shall strive to implement the same in coming Financial Years.

17. ANNUAL RETURN:

Pursuant to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an Annual Return of the Company can be accessed at the website of the Company at www.amagi.com.

18. 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 were no material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report which are affecting or likely to affect the financial position of the Company.

19. 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:

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

20. DEPOSITS:

The Company has not accepted any Deposits within the meaning of Section 73 of the Companies Act, 2013 during the year under review. Hence, disclosure relating to Acceptance of Deposit is not applicable.

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

Company has not granted any Guarantee / provided any security or made any investment during the year under review. Hence, disclosure relating to details of Guarantee / Security provided/ Investments made will not be applicable.

22. LOANS FROM DIRECTORS AND RELATIVES OF DIRECTORS:

During the year your Company has not obtained any unsecured loans either from Directors or relatives of Directors.

23. INTERNAL COMPLAINT COMMITTEE - OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Your Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. During the year under reporting the Company has received 1 complaint and the same has been resolved by the committee.

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

The details of conservation of energy, technology absorption, foreign exchange earnings, and outgo are as follows:

(a) Conservation of energy

- | | | |
|-------|--|---|
| (i) | the steps taken or impact on conservation of energy | : Company is very careful in utilizing the energy |
| (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 | : Nil |

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

(a) the details of technology imported : Nil

(b) the year of import; : NA

(c) whether the technology been fully absorbed : NA

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof : NA

(iv) the expenditure incurred on Research and Development : Nil

(c) Foreign exchange earnings and Outgo:

Inflow : INR Mn 3,250.02

Outflow : INR Mn 486.68

25. CORPORATE SOCIAL RESPONSIBILITY (CSR):

Since your company has met the criteria specified under the provisions of Section 135 of Companies Act, 2013 or rules made there under, provisions relating to Corporate Social Responsibility are applicable to the Company for the year under review. Since, constitution of CSR Committee is not applicable to your company pursuant to section 135(9) of the Companies Act, 2013, however in that case the Board of Directors shall discharge the functions of the CSR Committee. Hence, the Board of Directors shall approve the CSR Policy of your company. The copy of the CSR Policy will be available on the website of the company at www.amagi.com. The Annual Report to CSR is attached to this report as ANNEXURE II.

26. PARTICULARS OF CONTRACTS/ ARRANGEMENTS WITH RELATED PARTY

The Company has entered the contracts or arrangements with the related parties at the arm's length basis during the reporting financial year. The reporting relating to particulars of contracts or arrangements with related parties in Form AOC-2 is attached to this report as ANNEXURE I.

27. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the Provisions of clause (c) of sub-section (3) of Section 134 read with sub-section (5) of Section 134 of the Companies Act, 2013 the Directors of your Company hereby report:

- (a) That, in the preparation of the annual accounts for the financial period ended 31st March, 2022, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) That, the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period;
- (c) That, the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) That, the directors have prepared the annual accounts on a going concern basis; and
- (e) That, 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.

28. DIRECTOR'S DECLARATION:

During the year, notices of all the Board Meetings have been duly served to all the Directors of the Company and notice of the general meeting have been duly served to all the members of the Company. The Board Meetings and General Meeting have been duly convened and held and minutes of Board Meetings and General Meeting have been prepared and maintained as per the provisions of the Companies Act, 2013. The Company has maintained all applicable registers/records and made entries therein within the prescribed time as per the provisions of the Companies Act, 2013.

29. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY:

The auditors have opined in all material respects, adequate internal financial controls have been established by the Company.

30. STATEMENT OF COMPLIANCE OF SECRETARIAL STANDARDS:

Secretarial Standard issued and notified by the Institute of Company Secretaries of India has been complied with by the Company during the financial year under review. Further, the Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

31. ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation for the sincere and dedicated efforts of all employees. Your Directors would also like to thank the Shareholders, Bankers and other Business associates for their sustained support, patronage, and cooperation.

**For and on behalf of the Board of Directors of
AMAGI MEDIA LABS PRIVATE LIMITED**

Sd/-

**BASAKAR SUBRAMANIAN
Managing Director
DIN: 02014529**

Sd/-

**SRIVIDHYA SRINIVASAN
Director
DIN: 02014532**

**Place : Bengaluru
Date : 29.09.2022**

FORM NO. AOC -2

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	N.A
b)	Nature of contracts/arrangements/transaction	N.A
c)	Duration of the contracts/ arrangements/ transaction	N.A
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A
e)	Justification for entering into such contracts or arrangements or transactions'	N.A
f)	Date of approval by the Board	N.A
g)	Amount paid as advances, if any	N.A
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	N.A

2. Details of contracts or arrangements or transactions at Arm's length basis.

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements /transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
1.	Arunachalam Srinivasan Karapattu Nature of Relationship Promoter Director & Shareholder	Managerial Remuneration, Contribution to provident and other funds and Reimbursement of expenses.	As per the decision of the Board of Directors.	Employment Contract	25.08.2021	NA

2.	Baskar Subramanian Nature of Relationship Promoter Director & Shareholder	Managerial Remuneration, Contribution to provident and other funds and Reimbursement of expenses.	As per the decision of the Board of Directors.	Employment Contract	25.08.2021	NA
3.	Srividhya Srinivasan Nature of Relationship Promoter Director & Shareholder	Managerial Remuneration, Contribution to provident and other funds and Reimbursement of expenses.	As per the decision of the Board of Directors.	Employment Contract	25.08.2021	NA
4.	Amagi Corporation Nature of Relationship Wholly Subsidiary Company	Rendering of Services, Sale of Goods and Sales support services	NA	Inter-Company Agreement		NA
5.	Amagi Media labs Pte. Ltd. Nature of Relationship Wholly Subsidiary Company	Rendering of Services, Sale of Goods and Sales support services	NA	Inter-Company Agreement		NA
6.	Amagi Media Pvt. Ltd. Nature of Relationship Wholly Subsidiary Company	Rendering of Services, Sale of Goods and Sales support services	NA	Inter-Company Agreement		NA

**For and on behalf of the Board of Directors of
AMAGI MEDIA LABS PRIVATE LIMITED**

Sd/-
BASAKAR SUBRAMANIAN
Managing Director
DIN: 02014529

Sd/-
SRIVIDHYA SRINIVASAN
Director
DIN: 02014532

Place : Bengaluru

Date 29.09.2022

[Annexure -II]

**Format for the Annual Report on CSR Activities to be Included in the Board's
Report for Financial Year ended 31st March 2022**

1. Brief outline on CSR Policy of the Company

In adherence to section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors of your Company shall approve the CSR policy of the company.

2. Composition of CSR Committee:

Pursuant to Section 135(9) of the Companies Act, 2013, the Board of Directors of the Company will discharge the functions of the CSR Committee as the amount proposed to be spent by the company does not exceed Rs. 50,00,000/- (Rupees Fifty Lakhs) only.

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
Not applicable, as mentioned above				

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company-

CSR Policy of the company will be disclosed on the website of the company at www.amagi.com.

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report)

Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any- Not Applicable

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
Not Applicable			

6. Average net profit of the company as per section 135(5)- Nil
7. (a) Two percent of average net profit of the company as per section 135(5)- Nil
(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years- Nil
(c) Amount required to be set off for the financial year, if any- Nil
(d) Total CSR obligation for the financial year (7a+7b-7c)- Nil
8. (a) CSR amount spent or unspent for the financial year: NA

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

(b) Details of CSR amount spent against ongoing projects for the financial year: NA

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
1.	Not Applicable											
	Total	Not Applicable										

(c) Details of CSR amount spent against **other than ongoing projects** for the financial year: NA

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project (in Rs.)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1.	Not Applicable								
	Total	Not Applicable							

(d) Amount spent in Administrative Overheads- NIL

(e) Amount spent on Impact Assessment, if applicable- NA

(f) Total amount spent for the Financial Year (8b+8c+8d+8e)-NIL

(g) Excess amount for set off, if any- NA

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	
(ii)	Total amount spent for the Financial Year	
(iii)	Excess amount spent for the financial year [(ii)-(i)]	
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	

9. (a) Details of Unspent CSR amount for the preceding three financial years: NA

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs)	Date of transfer	
1.	Not Applicable						
	Total	Not Applicable					

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): NA

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs)	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing
1	Not Applicable							
	Total	Not Applicable						

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year-NA

(Asset-wise details).

- (a) Date of creation or acquisition of the capital asset(s).
- (b) Amount of CSR spent for creation or acquisition of capital asset.
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):- NA

Sd/-

Baskar Subramanian
Managing Director
DIN: 02014529

Date: 29.09.2022

Place: Bengaluru

FORM NO. AOC -1

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

Statement containing the Salient features of the Financial Statement of Subsidiaries/ Associate Companies/ Joint Ventures.

PART "A": SUBSIDIARIES

In Indian Rupees million

SL. No.	Particulars	Details			
1.	Name of the Subsidiary	Amagi Corporation	Amagi Media Labs Pte. Ltd.	Amagi Media Pvt. Ltd.	Amagi Canada Corporation Inc.
2.	Date since when Subsidiary was incorporated	1st April, 2015	4th April, 2018	10th December, 2018	23 rd August, 2021
3.	Reporting period for Subsidiary concerned, if different from the Holding Company's reporting period	From 1st April, 2021 to 31st March, 2022	From 1st April, 2021 to 31st March, 2022	From 1st April, 2021 to 31st March, 2022	From 23 rd August 2021 to 31 st March 2022
4.	Reporting Currency and Exchange rate as on the date of the relevant Financial year in the case of Foreign Subsidiary	Currency – USD Exchange Rate – INR 75.8	Currency – SGD Exchange Rate – INR 55.77	Currency – GBP Exchange Rate – INR 99.6	Currency- CAD Exchange Rate - INR 0
5.	Share Capital	2.9	2.1	0.010	Nil
6.	Reserves & Surplus	310.70	13.7	50.5	Nil
7.	Total Assets	2891.50	88.5	325.56	Nil
8.	Total Liabilities	2577.90	72.70	275	Nil
9.	Investments	Nil	Nil	Nil	Nil
10.	Turnover	2777	101.90	532.20	Nil
11.	Profit before taxation	257.90	9.8	39.70	Nil
12.	Provision for taxation	(61.4)	(3.5)	(10.5)	Nil
13.	Profit after taxation	196.50	6.3	29.2	Nil
14.	Proposed dividend	Nil	Nil	Nil	Nil
15.	% of Shareholding	100%	100%	100%	100%

PART "B": ASSOCIATES & JOINT VENTURES

The Company has no Associates or Joint Ventures

For and on behalf of the Board of Directors of

AMAGI MEDIA LABS PRIVATE LIMITED

Sd/-

BASKAR SUBRAMANIAN
Managing Director
DIN: 02014529

Sd/-

SRIVIDHYA SRINIVASAN
Director
DIN: 02014532

Sd/-

DEEPESH MAHESHWARI
Company Secretary
A52924

Sd/-

PRABHU MAMIDI
Sr. Director Finance

Place: Bengaluru
Date: 29.09.2022

INDEPENDENT AUDITOR'S REPORT

To the Members of Amagi Media Labs Private Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Amagi Media Labs Private Limited ("the Company"), which comprise the Balance sheet as at March 31 2022, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 state of affairs of the Company as at March 31, 2022, its loss and its cash flows for the year ended on that date.

Basis for Opinion

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

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report but does not include the standalone financial statements and our auditor's report thereon.

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

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

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of

the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Companies (Accounting Standards) Rules, 2021 specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

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

transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the Companies (Accounting Standards) Rules, 2021 specified under section 133 of the Act;
 - (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 directors 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 with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
 - (g) The provisions of section 197 read with Schedule V of the Act are not applicable to the Company for the year ended March 31, 2022;
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

- iv. a) The management has represented that, to the best of its knowledge and belief and as disclosed in note 38 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The management has represented that, to the best of its knowledge and belief and as disclosed in note 38 to the standalone financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. No dividend has been declared or paid during the year by the Company.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

Sd/-

per Rajeev Kumar
Partner
Membership Number: 213803
UDIN: 22213803AWZJGC2298

Place: Bengaluru
Date: September 29, 2022

Annexure ‘1’ referred to in paragraph under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date

Re: Amagi Media Labs Private Limited (“the Company”)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i)(a)(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
 - (B) The Company has maintained proper records showing full particulars of intangibles assets.
- (b) All property, plant and equipment have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) There is no immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), held by the Company and accordingly, the requirement to report on clause 3(i)(c) of the Order is not applicable to the Company.
- (d) The Company has not revalued its property, plant and equipment or intangible assets during the year ended March 31, 2022.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii)(a) The inventory has been physically verified by the management during the year at reasonable intervals during the year. In our opinion, the coverage and the procedure of such verification by the management is appropriate. There were no discrepancies of 10% or more in aggregate that were noted for each class of inventory in respect of such physical verification.
- (b) The Company has not been sanctioned working capital limits in excess of Rupees five crores in aggregate from banks or financial institutions during any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii)(a) During the year, the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.
- (b) During the year, the investments made and the terms and conditions the investments made in companies, firms, Limited Liability Partnerships or any other parties are not prejudicial to the Company's interest. The Company has not provided loans, advances in the nature of loan, stood guarantee or provided security to Companies, firms, Limited Liability Partnership or any other parties.
- (c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.
- (d) The Company has not granted loans or advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company.
- (e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the Company.

- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given by the management, loans, investments, guarantees and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 ("the Act") as applicable have been complied with by the Company.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Act for the services of the Company.
- (vii)(a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and services tax, duty of customs, cess and other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (b) According to the records of the Company, there are no dues of goods and services tax, provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess, goods and service tax and other statutory dues which have not been deposited on account of any dispute.
- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) The Company did not have any outstanding loans or borrowings or interest thereon due to any lender during the year. Accordingly, the requirement to report on clause ix(a) of the Order is not applicable to the Company.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.
- (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. The Company does not have any associates or joint ventures.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has complied with provisions of sections 42 and 62 of the Companies Act, 2013 in respect of the preferential allotment / private placement of shares fully or partially or optionally convertible debentures respectively during the year. The amount raised, have been used for the purposes for which the funds were raised except for idle/surplus funds amounting to Rs 6,036 million which were not

required for immediate utilization and which have been gainfully invested in liquid investments payable on demand. The maximum amount of idle/surplus funds invested during the year was Rs 6,036 million of which Rs 6,036 million was outstanding at the end of the year.

- (xi) (a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of section 143 of the Act has been filed by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a nidhi company as per the provisions of the Act. Therefore, the requirement to report on clause 3(xii)(a) to (c) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards. The provisions of section 177 are not applicable to the Company and accordingly the requirements to report under clause 3(xiii) of the Order insofar as it relates to section 177 of the Act is not applicable to the Company.
- (xiv) The Company does not have an internal audit system and is not required to have an internal audit system under the provisions of Section 138 of the Companies Act, 2013. Therefore, the requirement to report under clause 3(xiv)(a) and (b) of the Order is not applicable to the Company.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi)(a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (xvii) The Company has incurred cash losses in the current year amounting to Rs. 3,245.99 million. In the immediately preceding financial year, the Company had not incurred cash losses.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in Note 37 to the standalone financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the

facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) The Company is not required to contribute towards Corporate Social Responsibility as per Section 135 to the Companies Act, 2013. Accordingly, the requirement to report on clause 3(xx)(a) and (b) of the Order is not applicable to the Company.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

Sd/-

per Rajeev Kumar
Partner
Membership Number: 213803
UDIN: 22213803AWZJGC2298

Place: Bengaluru
Date: September 29, 2022

Annexure 2 to the Independent Auditor's Report of even date on the financial statements of Amagi Media Labs Private Limited

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

We have audited the internal financial controls with reference to the financial statements of Amagi Media Labs Private Limited ("the Company") as of March 31, 2022, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

An audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls with reference to these financial statements included obtaining an understanding of internal financial controls with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to these financial statements

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

Inherent Limitations of Internal Financial Controls with reference to these Financial Statements

Because of the inherent limitations of internal financial controls with reference to these financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to these financial statements to future periods are subject to the risk that the internal financial control with reference to these financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

Sd/-

per Rajeev Kumar
Partner
Membership Number: 213803
UDIN: 22213803AWZJGC2298

Place: Bengaluru
Date: September 29, 2022

Amagi Media Labs Private Limited
Standalone Balance Sheet as at 31 March 2022
(All amounts in Indian Rupees million, unless otherwise stated)

	Notes	As at 31 March 2022	As at 31 March 2021
Equity and liabilities			
Shareholders' funds			
Share capital	3	411.28	113.61
Reserves and surplus	4	2,529.46	256.37
		2,940.74	369.98
Non-current liabilities			
Other long-term liabilities	5	670.98	82.54
Long-term provisions	6	168.06	54.14
		839.04	136.68
Current liabilities			
Trade payables	7		
- Total outstanding dues of micro enterprises and small enterprises		19.00	8.10
- Total outstanding dues of creditors other than micro enterprises and small enterprises		628.91	361.22
Other current liabilities	8	451.07	149.78
Short-term provisions	6	3,354.87	16.34
		4,453.85	535.44
TOTAL		8,233.63	1,042.10
Assets			
Non-current assets			
Property, plant and equipment	9	52.48	28.38
Intangible assets	10	2.57	2.81
Capital work-in-progress	9	-	4.48
Non-current investments	11	4.96	4.96
Long-term loans and advances	12	280.67	205.94
Other assets	16	3.05	2.98
		343.73	249.55
Current assets			
Inventories	13	0.60	0.59
Trade receivables	14	1,302.85	392.79
Cash and bank balances	15	6,299.59	267.15
Loans and advances	12	285.35	131.74
Other assets	16	1.51	0.28
		7,889.90	792.55
TOTAL		8,233.63	1,042.10
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm registration number: 101049W/E300004

For and on behalf of the Board of Directors of
Amagi Media Labs Private Limited

Sd/-
per Rajeev Kumar
Partner
Membership no.: 213803

Sd/-
Baskar Subramanian
Director
DIN: 02014529

Sd/-
Srividhya Srinivasan
Director
DIN: 02014532

Sd/-
Deepesh Maheshwari
Company Secretary
Membership No: A52924

Sd/-
Prabhu Mamidi
Senior Director - Finance

Place: Bengaluru
Date: September 29, 2022

Place: Bengaluru
Date: September 29, 2022

Amagi Media Labs Private Limited
Statement of Profit and Loss for the year ended 31 March 2022
(All amounts in Indian Rupees million, unless otherwise stated)

	Notes	For the year ended 31 March 2022	For the year ended 31 March 2021
Income			
Revenue from operations	17	3,317.12	1,821.81
Other income	18	29.93	9.19
Total revenue (i)		3,347.05	1,831.00
Expenses			
Purchase of traded goods	19	1.20	4.75
(Increase)/ decrease in inventories of traded goods	19	(0.01)	0.90
Employee benefits expense	20	4,421.60	485.16
Depreciation and amortization expense	21	27.73	34.77
Finance costs	22	1.96	1.67
Other expenses	23	2,168.30	1,186.55
Total expenses (ii)		6,620.78	1,713.80
Profit/(loss) before tax [(iii)=(i)-(ii)]		(3,273.73)	117.20
Tax expenses	36		
Current tax		-	-
Provision for foreign tax credit		83.73	-
Deferred tax		-	-
Total tax expenses		83.73	-
Profit/(loss) for the year		(3,357.46)	117.20
Earnings per equity share [nominal value of share Rs 5]			
Basic (Rs)		(3,274)	114
Diluted (Rs)		(3,274)	20

Summary of significant accounting policies

2.1

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm registration number: 101049W/E300004

For and on behalf of the Board of Directors of
Amagi Media Labs Private Limited

Sd/-
per Rajeev Kumar
Partner
Membership no.: 213803

Sd/-
Baskar Subramanian
Director
DIN: 02014529

Sd/-
Srividhya Srinivasan
Director
DIN: 02014532

Sd/-
Deepesh Maheshwari
Company Secretary
Membership No: A52924

Sd/-
Prabhu Mamidi
Senior Director - Finance

Place: Bengaluru
Date: September 29, 2022

Place: Bengaluru
Date: September 29, 2022

Amagi Media Labs Private Limited
Standalone Cash Flow Statement for the year ended 31 March 2022
(All amounts in Indian Rupees million, unless otherwise stated)

	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flow from operating activities		
Profit/(loss) before tax	(3,273.73)	117.20
Non-cash adjustments to reconcile loss before tax to net cash flows		
Depreciation and amortization expense	27.73	34.78
Provision for doubtful debts (net)	15.16	8.92
Capital work in progress written off	4.48	-
Bad debts written off	-	1.84
Liability no longer required written back	(1.33)	-
Rent equalisation reserve	-	(0.82)
(Gain) / loss on sale of property, plant and equipment (net)	-	(0.07)
Employee stock option cost / (reversal)	2,138.13	1.30
Stock Appreciation Rights (SARs)	1,218.15	30.38
Unrealized foreign exchange (gain)/ loss	3.04	2.35
Interest income	(5.18)	(7.15)
Operating profit / (loss) before working capital changes	126.45	188.72
Movements in working capital :		
Increase / (decrease) in trade payables	279.94	(16.97)
Increase / (decrease) in provisions	31.60	14.64
Increase / (decrease) in other liabilities	872.99	107.08
Decrease / (increase) in trade receivables	(911.98)	(78.49)
Decrease / (increase) in inventories	(0.01)	0.90
Decrease / (increase) in loans and advances	(181.26)	(163.22)
Decrease / (increase) in other assets	-	(0.46)
Cash generated from operations	217.74	52.20
Direct taxes paid, net of refunds	(130.81)	49.32
Net cash flow from operating activities (A)	86.93	101.52
Cash flows from investing activities		
Purchase of fixed assets, including capital work-in-progress and capital advances	(55.57)	(9.19)
Proceeds from sale of property, plant and equipment	-	0.07
Investments in bank deposits	3.05	(207.49)
Redemption/ maturity of bank deposits	(22.45)	187.94
Interest received	3.94	6.89
Net cash flow used in investing activities (B)	(71.03)	(21.78)
Cash flows from financing activities		
Proceeds from issue of share capital	6,036.00	-
Net cash flow from financing activities (C)	6,036.00	-
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	6,051.90	79.74
Cash and cash equivalents at the beginning of the year	247.69	167.95
Cash and cash equivalents at the end of the year	6,299.59	247.69
Components of cash and cash equivalents		
Cash on hand	0.01	-
Balance with banks		
- on current account	191.37	75.13
- Deposits with original maturity of less than three months	6,108.21	172.56
Total cash and cash equivalents	6,299.59	247.69

Summary of significant accounting policies (note 2.1)

As per our report of even date

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm registration number: 101049W/E300004

Sd/-

per Rajeev Kumar

Partner

Membership no.: 213803

For and on behalf of the Board of Directors of

Amagi Media Labs Private Limited

Sd/-

Baskar Subramanian

Director

DIN: 02014529

Sd/-

Srividya Srinivasan

Director

DIN: 02014532

Sd/-

Deepesh Maheshwari

Company Secretary

Membership No: A52924

Sd/-

Prabhu Mamidi

Senior Director - Finance

Place: Bengaluru

Date: September 29, 2022

Place: Bengaluru

Date: September 29, 2022

Corporate information

Amagi Media Labs Private Limited (formerly Amagi Technologies Private Limited) ('the Company') was incorporated on 1 February 2008. The Company has its Registered Office in Bengaluru. The Company is engaged in media technology business that provides cloud enabled television broadcasting and content delivery, television advertisement related services and trading of certain integrated receiver and decoder and other devices.

1. Basis of preparation

The standalone financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India ('Indian GAAP'). The Company has prepared these standalone financial statements to comply in all material respects with the accounting standards notified under section 133 of the Act read together with the Companies (Accounting Standards) Rules, 2021 and presentation requirements of Division I of Schedule III to the Companies Act, 2013. The standalone financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of standalone financial statements are consistent with those of previous year.

The financial statements have been presented in Rupees million rounded off upto two decimal places.

1.1. Summary of significant accounting policies

(a) Use of estimates

The preparation of standalone financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(b) Property, plant and equipment

Property, plant and equipment, capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the property, plant and equipment. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the property, plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

(c) Depreciation on property, plant and equipment

Depreciation on property, plant and equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, which is reassessed every year by the Company. The Company has used the following useful life to provide depreciation on its property, plant and equipment:

Particulars	Useful lives estimated by management (Years)
Plant and equipment	3
Computers	3
Furniture and Fixtures	5

Considering the usage pattern, the management has estimated above useful lives of property, plant and equipment which is supported by internal technical assessment.

Leasehold improvements is amortized on a straight line basis over primary lease period or estimated useful life whichever is lower.

(d) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over the estimated useful economic life of 1 to 3 years.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

(e) Impairment of property, plant and equipment and intangible assets

The Company assesses at each balance sheet date whether there is any indication that a property, plant and equipment or capital work in progress or intangible asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using the pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the assets. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

(f) Leases

(i) Where the Company is lessee

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the standalone statement of profit and loss. Lease management fees, legal charges and other initial direct costs of lease are capitalized.

A leased asset is depreciated on a straight-line basis over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, the capitalized asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset or the lease term.

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the standalone statement of profit and loss on a straight-line basis over the lease term.

(ii) Where the Company is lessor

Leases in which the Company transfers substantially all the risks and benefits of ownership of the asset are classified as finance leases. Assets given under finance lease are recognized as a receivable at an amount equal to the net investment in the lease. After initial recognition, the Company apportions lease rentals between the principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The interest income is recognized in the standalone statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the standalone statement of profit and loss.

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in Property, Plant and Equipment. Lease income on an operating lease is recognized in the standalone statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognized as an expense in the standalone statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the standalone statement of profit and loss.

(g) Borrowing costs

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

(h) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Current investments are carried in the standalone financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the standalone statement of profit and loss.

(i) Inventories

Inventory comprises of traded goods and is measured at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost necessary to make the sale.

(j) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer. The Company collects Goods and Services Tax (GST) and other taxes on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue.

Income from services

Revenue from distribution and playout services are recognised over the specific period in accordance with the terms of the contracts with customers. Certain contracts contain initial / one time set-up fees which is recognised over the term of the contract. Revenues from sale of television advertisement spots and advertisement creative services are recognised as and when the services are completed as per the terms of orders received from customer.

The Company collected GST and other taxes on behalf of the government and, therefore, it is not an economic benefit flowing to the Company. Hence, it is excluded from revenue.

Advances received for services are reported as liabilities until all conditions of revenue recognition are met. Unbilled revenue included in the current assets represent revenues in excess of amounts billed to clients as at the balance sheet date. Unearned revenue included in the current liabilities represents billings in excess of revenues recognized.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the standalone statement of profit and loss.

Equipment rental income

Equipment rental income is recognised over the specific period in accordance with the terms of the contracts with customers.

Dividends

Dividend income is recognized when the Company's right to receive dividend is established.

(k) Foreign currency translation

Foreign currency transactions and balances

(i) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

(iii) Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the period, are recognised as income or as expenses in the period or year in which they arise.

(iv) Translation of integral foreign operation

The standalone financial statements of an integral foreign operation are translated as if the transactions of the foreign operation have been those of the Company itself.

(l) Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service.

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method, made at the end of each financial year. Actuarial gains and losses are recognized in full in the year in which they occur in the standalone statement of profit and loss.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the standalone statement of profit and loss and are not deferred. The Company presents the entire provision for compensated absences as a current liability in the balance sheet since it does not have an unconditional right to defer its settlement for twelve months after the reporting date. In respect of overseas employees of branches, contribution made towards retirement and other employee benefits, in accordance with the relevant applicable laws, is a defined contribution scheme and there is no obligation, other than the contribution made. The contribution payable to the fund is recognised as an expenditure, when an employee renders the related service.

(m) Income taxes

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdiction where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

(n) Share based payments

Equity settled transactions

Employees (including senior executives) of the Company receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions).

In accordance with the Guidance Note on Accounting for Employee Share-based Payments, the cost of equity-settled transactions is measured using the intrinsic value method. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit recognized in the standalone statement of profit and loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

Where the terms of an equity-settled transaction award are modified, the minimum expense recognized is the expense as if the terms had not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterpart, any remaining element of the fair value of the award is expensed immediately through profit and loss.

Cash settled Transactions

The Company provides SARs to certain employees whereby the employees render services as consideration for SARs options which are settled in cash post the vesting period.

In accordance with the Guidance Note on Accounting for Employee Share-based Payments, the cost of cash-settled transactions is measured using the fair value method at each reporting date. The cumulative expense recognized for cash-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of options that will ultimately vest. The expense or credit recognized in the standalone statement of profit and loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense. The corresponding liability is recorded as a provision for employee benefit expenses.

(o) Segment reporting

Identification of segments

The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

Segment accounting policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the standalone financial statements of the Company as a whole.

(p) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(q) Provisions

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

(r) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

(s) Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

(This space is intentionally left blank)

3 Share Capital**i) Authorized share Capital (note a)**

	31 March 2022	31 March 2021
Class 'A' - Nil (31 March 2021: 300,000) equity shares of Rs 10 each	-	3.00
Class 'B' - Nil (31 March 2021: 350,000) equity shares of Rs 10 each	-	3.50
Class 'C' - Nil (31 March 2021: 5,000) equity shares of Rs 10 each	-	0.05
Class 'D' - Nil (31 March 2021: 5,000) equity shares of Rs 10 each	-	0.05
Ordinary equity shares - 1,320,000 (31 March 2021: Nil) equity shares of 5 each	6.60	-
Participatory cumulative Compulsorily Convertible Preference Shares (CCPS) - 3,587,008 (31 March 2021: 620,000) of Rs 100 each	358.70	62.00
	50.00	50.00
Optionally Convertible Preference Shares (OCPS) - 500,000 (31 March 2022: 500,000) of Rs 100 each		
	415.30	118.60

ii) Issued, Subscribed and fully paid-up shares (note a)

Class 'A' - Nil (31 March 2021: 190,859) equity shares of Rs 10 each	-	1.91
Class 'B' - Nil (31 March 2021: 321,655) equity shares of Rs 10 each	-	3.22
Class 'C' - Nil (31 March 2021: 200) equity shares of Rs 10 each	-	_*
Ordinary equity shares - 1,025,428 (31 March 2021: Nil) equity shares of 5 each	5.13	-
Participatory Cumulative Compulsorily Convertible Preference Shares (CCPS) - 3,617,500 (31 March 2021: 601,458) of Rs 100 each	361.75	60.15
Optionally Convertible Preference Shares (OCPS) - 444,056 (31 March 2022: 483,377) of Rs 100 each	44.41	48.34
	411.29	113.62

*Full amount Rs 2000.

(a) At the Extra-ordinary General Meeting (EGM) held on 28 February 2022, the shareholders approved increase in the Authorized Share Capital of the Company to 415,300,800. Further at the Extra-ordinary General Meeting (EGM) held on 4 March 2022, the shareholders approved the split of various class of equity shares of Rs. 10 each into ordinary equity shares of Rs. 5 each. Each shareholder of equity shares of Rs 10 of Class A, Class B and Class C was allotted 2 ordinary equity share of Rs. 5 each fully paid up.

iii) Reconciliation of share outstanding at the beginning and at the end of the reporting period:

	31 March 2022		31 March 2021	
	Number	Amount	Number	Amount
<u>Equity shares</u>				
At the beginning of the year	512,714	5.13	512,714	5.13
Increase in number of share due to split (a)	512,714	-	-	-
Outstanding as at year-end	1,025,428	5.13	512,714	5.13
<u>CCPS</u>				
As the beginning of the year	601,458	60.15	601,458	60.15
Shares issued for consideration other than cash (Bonus shares) (b)	2,557,295	255.73	-	-
Conversion of OCPS to CCPS (c)	39,321	3.93	-	-
Issue of shares (d)	419,426	41.94	-	-
	3,617,500	361.75	601,458	60.15
<u>OCPS</u>				
As the beginning of the year	483,377	48.34	483,377	48.34
Conversion of OCPS to CCPS (c)	(39,321)	(3.93)	-	-
	444,056	44.41	483,377	48.34

(a) The Shareholders approved a resolution to split various classes of equity shares of Rs.10 each issued by the Company into ordinary equity shares of Rs 5 each in the EGM held on 4 March 2022. Each shareholder of equity shares of Rs 10 of Class A, Class B and Class C was allotted 2 ordinary equity share of Rs. 5 each fully paid up.

(b) Shares issued for consideration other than cash: At the EGM held on 28 February 2022, the shareholders also approved issue of 2,557,295 cumulative compulsorily convertible preference bonus shares of Rs 100 each to all class of equity and preference shareholders.

(c) At the EGM held on 4 March 2022, the shareholders approved change in terms of Optionally Convertible Preference Shares (OCPS) wherein the OCPS holders shall in addition to being entitled to convert the OCPS into ordinary equity shares, shall also have the option to convert the whole or part of their OCPS into Series D1 and D2 Cumulative Compulsorily Convertible Preference (CCPS). Accordingly, 39,321 OCPS were converted into CCPS at the request of the shareholders. Such conversion was taken on record by the board of directors of the Company in their meeting held on 24 March 2022.

(d) During the year, the Company issued 419,426 Series E CCPS to its existing and new shareholders at consideration of Rs 14,391.10 per share. Accordingly, the Company has recorded Rs 100 per share as share capital and the balance amount of Rs 14,291.10 per share is recorded as Securities Premium on issue of shares under 'Reserves and Surplus'. Consequent to the above, the shareholders of the Company have entered in a restated Shareholders Agreement (SHA) on 10 March 2022 which defines the rights and restrictions of each shareholder. The new SHA supersedes the earlier SHA which was entered into by the shareholders on 25 August 2021 and 13 December 2016.

(e) There has been no buy back of shares during the year and previous five years immediately preceding the current year. Also refer note 41.

Amagi Media Labs Private Limited
Notes to the standalone financial statement for the year ended 31 March 2022
(All amounts in Indian Rupees million, unless otherwise stated)
iv) Details of shareholders holding more than 5% shares:

	31 March 2022		31 March 2021	
	Number	% holding	Number	% holding
<u>Equity</u>				
Arunachalam Srinivasan Karapattu	70,200	6.8%	61,162	11.9%
Radhika Ramakrishnan	52,124	5.1%	-	-
Baskar Subramanian	122,324	11.9%	61,162	11.9%
Srividhya Srinivasan	122,324	11.9%	61,162	11.9%
Vida Trustees Pvt Ltd	188,810	18.4%	94,405	18.4%
Norwest Venture Partners X – Mauritius	116,838	11.4%	-	-
Accel India VI (Mauritius) Limited	116,838	11.4%	-	-
PI Opportunities Fund - I Scheme II	81,428	7.9%	-	-
PI Opportunities Fund - II	51,652	5.0%	25,826	5.0%
Avataar Holdings	83,454	8.1%	-	-
EM Holdco I Pte Ltd	-	-	201,424	39.3%
<u>CCPS</u>				
Avataar Holdings	430,869	11.9%	-	-
Norwest Venture Partners X – Mauritius	772,226	21.3%	-	-
PI Opportunities Fund - II	576,979	15.9%	-	-
PI Opportunities Fund - I Scheme II	243,847	6.7%	-	-
PI Opportunities Fund - I	235,918	6.5%	-	-
Accel India VI (Mauritius) Limited	603,214	16.7%	-	-
Accel Growth	241,446	6.7%	-	-
EM HoldCo I Pte Ltd	-	-	324,642	54.0%
Mayfield FVCI Ltd	-	-	276,816	46.0%
<u>OCPS</u>				
PI Opportunities Fund - I	106,537	24.0%	145,858	30.2%
PI Opportunities Fund - II	337,519	76.0%	337,519	69.8%

v) Details of Share held by promoters:
As at March 31, 2022

Name of Promoter	Opening number of shares	Change during the year (b)	Closing number of shares	% Holding	% Change during the year
<u>Equity Shares</u>					
Arunachalam Srinivasan Karapattu (a)	61,162	9,038	70,200	6.8%	15%
Baskar Subramanian	61,162	61,162	122,324	11.9%	100%
Srividhya Srinivasan	61,162	61,162	122,324	11.9%	100%
	183,486	131,362	314,848	30.7%	72%
<u>CCPS</u>					
Arunachalam Srinivasan Karapattu	-	98,859	98,859	2.7%	100%
Baskar Subramanian	-	98,859	98,859	2.7%	100%
Srividhya Srinivasan	-	98,859	98,859	2.7%	100%
	-	296,577	296,577	8.2%	100%

a) Change during the year includes 52,124 shares transferred to Mrs Radhika Ramakrishnan, a relative of the promoter by execution of a gift deed.

b) Change during the year is due to bonus issue to all shareholders (including promoters) and spilt of equity shares.

As at March 31, 2021

Name of Promoter	Opening number of shares	Change during the year (b)	Closing number of shares	% Holding	% Change during the year
<u>Equity Shares</u>					
Arunachalam Srinivasan Karapattu	61,162	-	61,162	11.9%	-
Baskar Subramanian	61,162	-	61,162	11.9%	-
Srividhya Srinivasan	61,162	-	61,162	11.9%	-
	183,486	-	183,486	35.8%	-

vi) Terms / Rights attached to shares

a) Equity Shares

The equity shareholders are entitled to one vote per share. The Company declares and pays dividends in Indian rupees. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

b) CCPS / OCPS

(i) The CCPS shall be converted into equity shares as per terms and condition agreed between the shareholders and set out in the Shareholders Agreement dated 10 March 2022 including addendums, for each investor of CCPS.

(ii) The OCPS holders have option to convert the OCPS held by them into equity shares or CCPS as per terms and condition agreed between the shareholders and set out in the Shareholders Agreement dated 10 March 2022 including addendums.

(iii) The conversion shall occur upon occurrence of any of the following events:

Listing of the equity shares pursuant to a Qualified IPO

Expiry of 19 years and 11 months from the date of allotment of the CCPS/ OCPS

Any time prior to the Expiry of above period at the option of the shareholder.

(iv) The Company shall be liable to pay annual fixed dividend equivalent to 0.0001% on the par value of shares. The shareholders shall be entitled to participate in any dividend declaration on the equity shares on an as converted basis. Further, no dividend shall be payable to the equity shareholders of the Company at a rate higher than the rate payable to CCPS and OCPS. Further, the CCPS and OCPS shall carry such voting rights as are exercisable by persons holding equity shares in the Company and shall be treated on par with the ordinary equity shares on all voting matters.

c) Other terms and conditions

(i) The equity shares held by promoters shall not be entitled to transfer without the consent of the investors, except upto 3% of the shares capital on fully diluted basis (not more than 17,375 shares held by each promoter) shall be permitted for sale or transfer to a third party not being a competitor upto 4 years from 15 September 2021. Also provided that the non-promoters shareholders shall have a right of first offer.

(ii) Any transfer of shares by any shareholder will be subject to the transferee executing the 'Deed of Adherence'.

(iii) The investors have Anti-dilutive protection and right to exit from the Company by way of IPO, Strategic Sale and Drag Along Rights.

(iv) The liquidation preference to the extent of amount invested by the holder of relevant class of shareholders and preference on payment of dividend shall be as per the terms of the agreement between the shareholders.

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4 Reserves and surplus

	31 March 2022	31 March 2021
Securities premium		
Balance as per the last financial statements	3,004.71	3,004.71
Add: Premium on issue of CCPS	5,994.06	-
Less : Utilised for bonus share issued (note 3)	(255.73)	-
Closing Balance	8,743.04	3,004.71
Employee stock options outstanding (note 28)		
Balance as per the last financial statements	107.79	106.49
Less: Utilised for cancellation of Employee stock option (note 28)	(62.27)	1.30
Less: Re-classified to provision for employee benefit expenses (note 28)	(45.52)	-
Closing Balance	-	107.79
(Deficit) in the standalone statement of profit and loss		
Balance as per last financial statements	(2,856.12)	(2,973.32)
Profit/(loss) for the year	(3,357.46)	117.20
(Deficit) in the standalone statement of profit and loss	(6,213.58)	(2,856.12)
Total reserves and surplus	2,529.46	256.37

5 Other long-term liabilities

	31 March 2022	31 March 2021
Deposit from customers	19.39	18.18
Unearned revenue (a)	651.59	64.36
	670.98	82.54

(a) Unearned revenue includes revenue billed in advance and also includes certain one-time initial set-up fees which is recognised over the period of the contract. Also refer note 29 for unearned revenue from related parties.

6 Provisions

	Long-term		Short-term	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Provision for employee benefits				
Provision for gratuity (note 26)	41.14	23.76	6.01	4.29
Provision for Stock Appreciation Rights (note 28)	126.92	30.38	1,140.44	-
Provision for Employee stock compensation expenses (a)	-	-	2,183.87	-
Provision for compensated absences	-	-	24.55	12.05
	168.06	54.14	3,354.87	16.34

(a) During the current year and subsequent to year-end, the Company has cancelled certain Employee Stock Options by cash payout to the option holders. Further, the liability of all the outstanding options outstanding as at 31 March 2022 is measured at fair value and re-classified as Provisions. Also refer note 28.

7 Trade payables

	31 March 2022	31 March 2021
Total outstanding dues of micro enterprises and small enterprises (MSME) (b)	19.00	8.10
Total outstanding dues of creditors other than micro enterprises	628.91	361.22
	647.91	369.32

a) Aging of trade payables:

	Outstanding for following period from due date of payment						Total
	Unbilled	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
As at 31 March 2022:							
Undisputed dues to							
MSME	-	7.45	11.55	-	-	-	19.00
Others	239.16	287.41	97.50	4.20	0.58	0.06	628.91
	239.16	294.86	109.05	4.20	0.58	0.06	647.91
As at 31 March 2021:							
Undisputed dues to							
MSME	3.35	1.44	3.31	-	-	-	8.10
Others	119.87	104.63	129.59	5.22	1.86	0.05	361.22
	123.22	106.07	132.90	5.22	1.86	0.05	369.32

There are no disputed trade payables as at 31 March 2022 and 31 March 2021.

(b) Details of dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprises development (MSMED) Act, 2006:

	31 March 2022	31 March 2021
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
- Principal amount due to micro and small enterprises (i)	17.83	7.41
- Interest due	1.17	0.69
	19.00	8.10
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006	-	0.23
The amount of interest accrued and remaining unpaid at the end of the accounting year.	0.48	0.38
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid.	1.17	0.69

(c) Also refer note 29 for payables to related parties.

8 Other current liabilities

	31 March 2022	31 March 2021
Unearned revenue (a)	302.82	67.48
Statutory dues	123.29	51.05
Advances from customers	0.22	0.21
Salaries and wages payables	14.63	8.24
Deposit from customers	9.35	22.54
Capital creditors	0.75	0.25
Consideration to be paid on share allotment (b)	0.01	0.01
	451.07	149.78

(a) Unearned revenue includes revenue billed in advance and also includes certain one-time initial set-up fees which is recognised over the period of the contract. Refer note 29 for unearned revenue from related parties.

(b) During earlier years, the Company had set up a new subsidiary in the United Kingdom. The Company has accordingly, created a liability of the contribution to be made against share allotment of the new subsidiary. The contribution has been remitted by the Company subsequent to year-end. Also refer note 11.

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9 Property, Plant and Equipment

	Plant and equipment	Computer	Furniture and fixtures	Office equipment	Leasehold improvements	Total	Capital work in progress
Cost							
At 1 April 2020	203.25	37.30	9.39	12.78	36.74	299.46	15.54
Additions	6.15	10.46	0.08	0.80	-	17.49	1.87
CWIP Capitalisation	0.21	-	-	-	-	0.21	(0.21)
Disposals	(0.30)	(0.24)	-	(0.45)	-	(0.99)	(12.72)
At 31 March 2021	209.31	47.52	9.47	13.13	36.74	316.17	4.48
Additions	2.11	47.00	-	0.26	-	49.37	-
Disposals	-	(8.85)	-	-	-	(8.85)	(4.48)
At 31 March 2022	211.42	85.67	9.47	13.39	36.74	356.69	-
Depreciation							
At 1 April 2020	177.63	31.58	8.34	10.33	29.22	257.10	-
Charge for the year	17.35	4.78	0.75	1.28	7.52	31.68	-
Disposals	(0.29)	(0.24)	-	(0.45)	-	(0.99)	-
At 31 March 2021	194.68	36.12	9.09	11.16	36.74	287.79	-
Charge for the year	10.75	13.19	0.25	1.07	-	25.27	-
Disposals	-	(8.85)	-	-	-	(8.85)	-
At 31 March 2022	205.43	40.46	9.34	12.23	36.74	304.21	-
Net Block							
At 31 March 2021	14.63	11.40	0.36	1.97	-	28.38	4.48
At 31 March 2022	5.99	45.21	0.12	1.16	-	52.48	-

Note:

a) Includes property, plant and equipment given under operating lease arrangements having a gross block of Rs 2.94 million (31 March 2021: Rs 2.94 million), accumulated depreciation of Rs 2.94 million (31 March 2021: Rs 2.94 million).

b) Aging of CWIP

	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress:					
As at 31 March 2022	-	-	-	-	-
As at 31 March 2021	0.32	0.10	-	4.06	4.48

(i) CWIP amounting to Rs 4.48 million has been charged to the statement of profit and loss due to technological obsolescence. There are no projects which are temporarily suspended or over due as at 31 March 2022 and 31 March 2021.

10 Intangible Assets

	Computer software	Total
Cost		
At 1 April 2020	19.82	19.82
Additions	0.78	0.78
Disposals	-	-
At 31 March 2021	20.60	20.60
Additions	2.21	2.21
At 31 March 2022	22.81	22.81
Amortization		
At 1 April 2020	14.69	14.69
Charge for the year	3.09	3.09
Disposals	-	-
At 31 March 2021	17.78	17.78
Charge for the year	2.46	2.46
At 31 March 2022	20.24	20.24
Net Block		
At 31 March 2021	2.81	2.81
At 31 March 2022	2.57	2.57

(a) There are no intangibles under development as at 31 March 2022 and 31 March 2021.

Amagi Media Labs Private Limited
Notes to the standalone financial statements for the year ended 31 March 2022
(All amounts in Indian Rupees million, unless otherwise stated)

11 Non-current investments

	31 March 2022	31 March 2021
Investments (valued at cost)		
Investment in subsidiary (unquoted)		
4,400,000 (31 March 2021 : 4,400,000) Ordinary shares of USD 0.01 each fully paid-up in Amagi Corporation, USA	2.89	2.89
40,000 (31 March 2021 : 40,000) Ordinary shares of SGD 1.00 each fully paid-up in Amagi Media Labs Pte Ltd, Singapore	2.06	2.06
Nil (31 March 2021 : Nil) Ordinary shares of GBP 1.00 each fully paid-up in Amagi Media Pvt Ltd, United Kingdom*	0.01	0.01
	4.96	4.96

*Also refer note 8

12 Loans and advances

	Non-current		Current	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Unsecured, considered good				
Security deposit	11.55	11.55	-	0.18
Advances recoverable in cash or kind	-	-	22.70	4.18
Advance income-tax (net of provision for taxation)	61.47	14.39	-	-
Prepaid expenses	2.42	-	48.65	25.18
Loans to employees	-	-	0.52	0.28
Balances with statutory / government authorities	205.23	180.00	213.48	101.92
	280.67	205.94	285.35	131.74

13 Inventories (valued at lower of cost and net realizable value)

	31 March 2022	31 March 2021
Traded goods (note 19)	0.60	0.59
	0.60	0.59

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15 Cash and bank balances

	31 March 2022	31 March 2021
Cash and cash equivalents		
Cash on hand	0.01	-
Balances with banks:		
- On current accounts	191.37	75.13
- Deposits with original maturity of less than three months	6,108.21	172.56
(A)	6,299.59	247.69
Other bank balances		
Deposits with remaining maturity for less than 12 months*	-	19.46
Deposits with remaining maturity for more than 12 months*	3.05	2.98
Amount disclosed under non-current assets (note 16)	(3.05)	(2.98)
(B)	-	19.46
(A+B)	6,299.59	267.15

*Bank Guarantees and outstanding balance on Credit Card from bank are secured by lien on fixed deposits of the Company aggregating to Rs 3.05 million (31 March 2021: Rs 2.98 million).

16 Other assets

	Non-current		Current	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Non-current bank balances (note 15)	3.05	2.98	-	-
Interest accrued on fixed deposits	-	-	1.51	0.28
	3.05	2.98	1.51	0.28

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17 Revenue from operations

	31 March 2022	31 March 2021
Revenue from operations		
Sale of products		
Traded goods	1.31	9.66
Sale of services	3,315.81	1,812.15
Revenue from operations	3,317.12	1,821.81

Details of products sold

	31 March 2022	31 March 2021
Traded goods sold		
Servers	-	8.86
Decoder	0.22	0.75
Fiber Patch cable	1.09	-
Others	-	0.05
	1.31	9.66

Detail of services rendered

	31 March 2022	31 March 2021
Distribution and playout services	3,315.81	1,801.12
Geo-targeting tech services	-	11.03
	3,315.81	1,812.15

18 Other income

	31 March 2022	31 March 2021
Interest income on		
- Bank deposits	5.18	5.82
- Income tax refund	-	1.28
Liability no longer required written back	1.33	-
Service Exports from India Scheme ('SEIS') Income	11.88	-
Equipment rental income (note 26(b))	0.83	1.97
Exchange differences (net)	10.71	-
Gain on sale of property, plant and equipment	-*	0.07
Others	-*	0.05
	29.93	9.19

*Nil due to rounding off in Rupees million

19 (Increase)/ decrease in inventories

	31 March 2022	31 March 2021
Inventories at the end of the year		
Traded goods	0.60	0.59
Inventories at the beginning of the year		
Traded goods	0.59	1.49
	(0.01)	0.90

Details of purchase of traded goods

	31 March 2022	31 March 2021
Server	-	4.39
Decoder	0.17	0.36
Fiber Patch cable	1.03	-
	1.20	4.75

Details of inventory

	31 March 2022	31 March 2021
Traded goods		
Dektec card	-	0.29
Servers	-	0.12
Router	0.60	0.15
Others	-	0.03
	0.60	0.59

Amagi Media Labs Private Limited
Notes to the standalone financial statements for the year ended 31 March 2022
(All amounts in Indian Rupees million, unless otherwise stated)

20 Employee benefits expense

	31 March 2022	31 March 2021
Salaries, wages and bonus	904.05	429.35
Contribution to provident and other funds	9.17	5.49
Employee stock option cost (a)	2,243.78	1.30
Stock Appreciation Rights (SARs) (note 28)	1,218.15	30.38
Gratuity expense (note 25)	19.69	11.17
Staff welfare expenses	26.76	7.47
	4,421.60	485.16

(a) Includes cost of cancellation of certain employee stock option and additional expenses due to change in classification of employee stock options. Refer note 28 for details.

21 Depreciation and amortization expense

	31 March 2022	31 March 2021
Depreciation on property, plant and equipment (note 9)	25.27	31.68
Amortization of intangible assets (note 10)	2.46	3.09
	27.73	34.77

22 Finance costs

	31 March 2022	31 March 2021
Bank charges	1.96	1.67
	1.96	1.67

23 Other expenses

	31 March 2022	31 March 2021
Broadcasting charges	-	1.90
Legal and professional fees*	282.85	98.36
Marketing and sales promotion	30.15	23.97
Travelling and conveyance	14.62	2.59
Rent (note 26(a))	26.27	22.40
Communication costs	1,534.96	779.25
Provision for doubtful debts	15.16	8.92
Bad debts written off	-	1.84
Membership and subscriptions	82.81	75.39
Repairs and maintenance		
- Plant and equipment	7.00	17.16
- Others	43.40	10.73
Power and fuel	8.34	7.68
Rates and taxes	16.70	0.86
Recruitment charges	36.70	9.71
Printing and stationery	0.12	0.10
Exchange differences (net)	-	10.24
Sales support services	51.63	95.81
Miscellaneous expenses	17.59	19.64
	2,168.30	1,186.55

***Includes payment to auditor (excluding taxes):**

	31 March 2022	31 March 2021
As auditor:		
Audit fee	2.60	2.60
Tax audit fee	0.40	0.40
Other services	2.10	0.40
Reimbursement of expenses	0.07	0.03
	5.17	3.43

Amagi Media Labs Private Limited

Notes to the standalone financial statements for the year ended 31 March 2022
(All amounts in Indian Rupees million, unless otherwise stated)

14 Trade receivables

31 March 2022	31 March 2021
1,302.85	392.79
32.73	17.57
1,335.58	410.36
(32.73)	(17.57)
1,302.85	392.79

Unsecured, considered good
Doubtful

Provision for doubtful receivables

a) Aging of trade receivables

Unbilled revenue	Not due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
2.52	64.67	1,203.60	30.22	1.84	-	-	1,302.85
-	-	13.99	7.99	6.79	3.03	0.93	32.73
2.52	64.67	1,217.59	38.21	8.63	3.03	0.93	1,335.58
3.44	198.75	184.88	2.71	1.82	0.94	0.25	392.79
-	-	8.74	4.58	3.39	0.02	0.84	17.57
3.44	198.75	193.62	7.29	5.22	0.95	1.09	410.36

As at 31 March 2021

Undisputed trade receivables

Unsecured, considered good
Doubtful

There are no disputed trade receivables as at 31 March 2022 and 31 March 2021. Further, there are no trade receivable outstanding from directors or officers of the Company

b) Refer note 29 for trade receivables from related parties.

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24 Earnings per share

The following reflects the loss and share details used in computation of Basic and Diluted Profit/(Loss) per share:

	31 March 2022	31 March 2021
Weighted average number of equity shares in calculating basic profit/(loss) per share	1,025,428	1,025,428
Effect of dilution		
Cumulative compulsorily convertible preference shares	-	3,742,175
Cumulative optionally convertible preference shares	-	953,996
Stock options granted under ESOP	-	182,298
Weighted average number of equity shares in calculating diluted EPS	-	5,903,897
Profit / (loss) for the year	(3,357.46)	117.20
Basic earnings / (loss) per share (Rs)	(3,274)	114
Diluted earnings per share (Rs)	(3,274)	20

(i) During the year ended 31 March 2022, the effects of potential equity shares are anti-dilutive, hence, the same has been ignored for calculating dilutive loss per share.

(ii) During the year, the Company has given bonus to its equity share holders and the equity shares of Rs 10 each of various classes have been sub-divided into 2 ordinary equity shares of Rs 5 each fully paid. The impact of bonus issue and share split has been given in the comparative information inline with requirements of AS 20.

25 Employee Benefits - gratuity

The Company has a defined benefit gratuity plan for its employees. Under this plan, every employee who has completed at least five years of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service. The plan is not funded by the Company. The following tables summarize the components of net benefit expense recognized in the standalone statement of profit and loss and the funded status and amounts recognized in the standalone balance sheet for the respective plans.

Standalone statement of profit and loss

	31 March 2022	31 March 2021
Current service cost	7.13	5.20
Interest cost on benefit obligation	1.62	1.04
Net actuarial loss recognized during the year	10.94	4.93
Net benefit expense	19.69	11.17

Standalone Balance Sheet

	31 March 2022	31 March 2021
Present value of defined benefit obligation	47.16	28.06
Fair value of plan assets	-	-
Plan liability/ (asset)	47.16	28.06

Changes in the present value of the defined benefit obligation are as follows:

	31 March 2022	31 March 2021
Opening defined benefit obligation	28.06	17.41
Current service cost	7.13	5.20
Interest cost	1.62	1.04
Benefits paid	(0.60)	(0.52)
Actuarial losses on obligation	10.94	4.93
Closing defined benefit obligation	47.16	28.06

The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

	31 March 2022	31 March 2021
Discount rate	6.70%	6.25%
Employee turnover	15% - 25%	15% - 25%
Salary escalation rate	9.00 % p a	7.00% p.a for next 2 years; 6.00% p.a thereafter

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Notes to the standalone financial statements for the year ended 31 March 2022
(All amounts in Indian Rupees million, unless otherwise stated)

The estimates of future salary increases considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Amounts for the current and previous four periods are as follows:

	31 March 2022	31 March 2021	31 March 2020	31 March 2019	31 March 2018
Defined benefit obligation	47.16	28.06	17.41	15.16	15.28
(Deficit)/ Surplus	(47.16)	(28.06)	(17.41)	(15.16)	(15.28)
Experience adjustment on plan liabilities	4.82	4.63	1.06	(2.34)	(0.90)
Actuarial gain/(loss) due to change on assumptions	6.12	0.29	0.66	0.08	(0.09)

26 Leases

a) Operating lease: Company as lessee

The Company has taken office facilities under cancellable operating lease agreements that are renewable on a periodic basis at the option of both the lessor and the lessee. There are no non-cancellable operating leases as at 31 March 2022 and 31 March 2021.

Total rental expense under operating leases for the year ended 31 March 2022 amounted to Rs 26.27 million (31 March 2021: Rs 22.40 million).

b) Operating lease: Company as lessor

The Company leases dart boxes under cancellable operating lease agreements that are renewable on a periodic basis at the option of both the lessor and lessee. The total rental income under cancellable operating leases for the year ended 31 March 2022 amounted to Rs 0.83 million (31 March 2021: Rs 1.97 million).

27 Segment information

(i) Business segment

The primary segment reporting format is determined to be business segment. The Company is engaged in the business of television advertisement related services, cloud enabled television broadcasting and targeted content delivery. The risks and returns of the Company are predominantly determined by its advertisement related services. Accordingly, there are no additional business segment disclosures to be provided under Accounting Standard 17 - "Segment Reporting" other than already provided in the standalone financial statements.

(ii) Geographical

Secondary segmental reporting is done on the basis of the geographical location of clients. Client relationships are driven based on the location of respective clients. The geographical segments include India and rest of the world. The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the standalone financial statements of the Company as a whole.

The following table describes the secondary information:

	31 March 2022	31 March 2021
Revenue		
India	67.10	79.89
United Kingdom	474.70	388.74
United States of America	2,556.94	1,212.40
Rest of the world	218.38	140.78
	3,317.12	1,821.81
	31 March 2022	31 March 2021
Assets		
India	6,918.94	652.11
USA	978.51	253.47
Rest of the world	336.14	136.53
	8,233.59	1,042.10
	31 March 2022	31 March 2021
Capital Expenditure		
India	51.40	19.65
Rest of the world	0.17	0.48
	51.57	20.13

The geographical segment information is disclosed based on location of customers and suppliers.

29 Related party disclosures

(1) Names of related parties and related party relationship

(a) Shareholders' having substantial interest	PI Opportunities Fund - I
	PI Opportunities Fund - II
	PI Opportunities Fund - I Scheme II
	Accel India VI (Mauritius) Limited
	Accel Growth Holdings VI (Mauritius) Ltd.
	Avataar Venture Partners I
	Norwest Venture Partners X - Mauritius
	Vida Trustees Pvt Ltd Trustees of Iris Trust on behalf of Kalpa Partners
	Mayfield FVCI Ltd (upto 16 August 2021)
	EM Holdco I Pte Ltd (upto 16 August 2021)
(b) Key Management Personnel	Arunachalam Srinivasan Karapattu - Director
	Baskar Subramanian - Director
	Srividhya Srinivasan - Director
	Karishma Khatri - Company Secretary (upto 15 April 2020)
	Deepesh Maheshwari - Company Secretary (w.e.f 04 December 2020)
(c) Wholly owned subsidiary company	Amagi Corporation, USA
	Amagi Media Labs Pte Limited, Singapore
	Amagi Media Pvt Limited, United Kingdom
	Amagi Canada Corporation Inc., USA (w.e.f 23 August 2021)

(2) Details of transactions entered into with related parties:

	31 March 2022	31 March 2021
Revenue from operations		
Amagi Corporation, USA	1,964.40	843.84
Amagi Media Labs Pte Limited, Singapore	41.19	7.38
Amagi Media Pvt Limited, United Kingdom	346.75	255.90
Sale of traded goods		
Amagi Corporation, USA	1.08	0.67
Sales support services		
Amagi Corporation, USA	-	33.54
Amagi Media Labs Pte Limited, Singapore	51.28	2.96
Amagi Media Pvt Limited, United Kingdom	-	59.31
Expenses incurred on behalf of related parties		
Amagi Corporation, USA	12.64	2.49
Amagi Media Labs Pte Limited, Singapore	22.98	0.48
Amagi Media Pvt Limited, United Kingdom	4.18	1.95
Expense reimbursed to related parties		
Amagi Corporation, USA	252.19	68.23
Amagi Media Labs Pte Limited, Singapore	2.09	-
Amagi Media Pvt Limited, United Kingdom	24.76	21.95

Amagi Media Labs Private Limited
Notes to the standalone financial statements for the year ended 31 March 2022
(All amounts in Indian Rupees million, unless otherwise stated)

	31 March 2022	31 March 2021
Managerial remuneration*		
Salaries, wages and bonus		
Baskar Subramanian	29.70	22.97
Srividhya Srinivasan	22.25	20.97
Arunachalam Srinivasan Karapattu	32.71	20.19
Deepesh Maheshwari	0.81	0.41
Karishma Khatri	-	0.01

Contribution to provident and other funds		
Baskar Subramanian	0.02	0.02
Srividhya Srinivasan	0.02	0.02
Arunachalam Srinivasan Karapattu	0.02	0.01
Deepesh Maheshwari	0.02	0.01
Karishma Khatri	-	_*

*Full amount Rs 1,315

Reimbursement of expenses incurred on behalf of the Company		
Baskar Subramanian	0.02	0.10
Arunachalam Srinivasan Karapattu	1.93	3.98
Srividhya Srinivasan	-	0.15

*The remuneration to the key managerial personnel does not include the provisions made for gratuity and compensated absences, as they are determined on an actuarial basis for the Company as a whole.

B. Balances outstanding

	31 March 2022	31 March 2021
Trade Payables -entity where control exists		
Amagi Corporation, USA	142.74	19.69
Amagi Media Labs Pte Limited, Singapore	31.29	7.41
Amagi Media Pvt Limited, United Kingdom	6.23	25.30
Investment in Equity-entity where control exists		
Amagi Corporation, USA	2.89	2.89
Amagi Media Labs Pte Limited, Singapore	2.06	2.06
Amagi Media Pvt Limited, United Kingdom	0.01	0.01
Trade Receivables -entity where control exists		
Amagi Corporation, USA	720.22	147.76
Amagi Media Labs Pte Limited, Singapore	52.93	1.13
Amagi Media Pvt Limited, United Kingdom	169.13	61.16
Unearned Revenue		
Amagi Corporation, USA	879.58	96.09
Amagi Media Labs Pte Limited, Singapore	0.73	-
Amagi Media Pvt Limited, United Kingdom	20.39	11.28

30 Contingent liabilities and commitments

	31 March 2022	31 March 2021
a) Bank guarantee	0.72	0.72
b) There are contracts remaining to be executed on capital account (net of advances) and not provided for as at 31 March 2022 Rs 1.22 million (31 March 2021: Nil).		
c) The Company has entered into contracts with individuals other than permanent employees for providing technical and managerial services. The Company is of the view that Provident Fund regulations are not applicable on the above contracts as there is no employer - employee relationship and they are appointed as consultants wherein all benefits whether terminal or otherwise do not apply to them since they are not regular employees of the Company.		
d) Cumulative fixed dividend payable to CCPS holders amounted to Rs 430 (full amount) (31 March 2021: Rs 370 (full amount)).		
e) For commitments relating to lease arrangements, please refer note 27.		
f) Refer 3 for terms of conversion / redemption of participatory cumulative compulsorily convertible preference shares and optionally convertible preference shares		

31 Unhedged foreign currency exposure as at the reporting date

The Company does not have any outstanding forward foreign exchange contracts or other derivative instruments for the purpose of hedging the risks associated with foreign exchange exposures as at the year end. The net foreign currency receivable that has not been hedged by derivative instruments or otherwise is Rs 106.24 million (31 March 2021: Rs 296.90 million). Additionally, the Company has an investment in a foreign subsidiary of Rs 49.64 million (31 March 2021: Rs 49.64 million).

32 Value of imports calculated on CIF basis

	31 March 2022	31 March 2021
Traded goods	0.17	0.59
Capital goods	2.47	5.35
	2.64	5.94

33 Expenditure in foreign currency

	31 March 2022	31 March 2021
Communication costs	319.75	139.66
Membership & Subscriptions	65.43	-
Sales support services	51.63	95.81
Others	49.87	75.07
	486.68	310.54

34 Earnings in foreign currency

	31 March 2022	31 March 2021
Sale of products	1.31	3.10
Service income	3,248.29	1,738.21
Equipment rental income	0.42	0.61
	3,250.02	1,741.92

35 The Company incorporated a subsidiary in Canada during August 2021, Amagi Canada Corporation Inc. The subsidiary is yet to commence its operations and no investments have been made in the aforesaid subsidiary as at 31 March 2022.

36 The Company has reviewed its deferred tax assets as at 31 March 2022. The Company has unabsorbed depreciation losses, impact of difference between tax depreciation and depreciation charged for financial reporting and other temporary differences which give rise to deferred tax asset. However in the absence of virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized, no deferred tax assets (net) as at 31 March 2022 has been recognised. Further, the Company has charged foreign tax credits amounting to Rs 83.73 million (31 March 2021: Nil) in the statement of profit and loss.

38 Other statutory information:

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

(ii) The Company does not have any transaction with companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956:

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year

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

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

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

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

(vii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

39 The Company has entered into international transactions with its associated enterprises within the meaning of section 92A of the Income Tax Act, 1961. The Company is in the process of carrying out transfer pricing study, to comply with the requirements of the Income Tax Act, 1961. The Company is of the view that all the aforesaid transactions have been made at arms' length terms.

40 The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/ interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

41 Subsequent events:

(a) During April 2022, the shareholders at the Extra-ordinary General Meeting (EGM) approved buy back of 76,533 ordinary equity shares of the Company at a consideration of Rs 11,993.63 per share. The Company has utilized the balance available in the securities premium for the purpose of the aforesaid buy back.

(b) During May 2022, the Board of Directors, approved cancellation of ESOPs and SARs ('together termed as 'options') held by the employees of the Company at a proposed price of Rs 43,461 less strike price of each option. The overall limit of the pay-out was approved as USD 10 million. Consequently, the Company cancelled 17,613 options (opted by the employees at will) at a consideration of Rs 737.18 million. Appropriate provision has been accounted by the Company in the standalone statement of profit and loss for the year ended 31 March 2022. Also refer note 28.

42 Previous year figures have been regrouped/ reclassified, where necessary, to conform to this year's classification.

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm registration number: 101049W/E300004

For and on behalf of the Board of Directors of
Amagi Media Labs Private Limited

Sd/-
per Rajeev Kumar
Partner
Membership no.: 213803

Sd/-
Baskar Subramanian
Director
DIN: 02014529

Sd/-
Srividhya Srinivasan
Director
DIN: 02014532

Sd/-
Deepesh Maheshwari
Company Secretary
Membership No: A52924

Sd/-
Prabhu Mamidi
Senior Director - Finance

Place: Bengaluru
Date: September 29, 2022

Place: Bengaluru
Date: September 29, 2022

Anagi Media Labs Private Limited
Notes to the standalone financial statements for the year ended 31 March 2022
(All amounts in Indian Rupees million, unless otherwise stated)

37 Financial ratios:

Ratio	Numerator	Denominator	31 March 22	31 March 21	% Change	Reason for variance
Current ratio (in times)	Current Assets	Current Liabilities	1.77	1.48	20%	Due to increase in cash and cash equivalents due to proceeds from issue of CCPS partially off set by increase in provisions due to increase in Provision for Stock appreciation rights and employee stock options.
Return on Equity ratio (in times)	Profit / (loss) after tax	Average Shareholder's Equity	(2.03)	0.38	-638%	Due to loss incurred during the year on account of increase in employee benefits expenses.
Inventory Turnover ratio (in times)	Cost of goods sold = Purchases and change in inventory	Average Inventory	2.01	5.43	-63%	The Company sells equipments only on specific request from the customers along with the services. The variance is due to reduction of customer requests for the equipments.
Trade Receivable Turnover Ratio (in times)	Revenue from operations	Average Trade Receivable	3.91	5.10	-23%	-
Trade Payable Turnover Ratio (in times)	Purchases+ other expenses	Average Trade Payables	4.27	3.16	35%	Reduction in trade payables
Net Capital Turnover Ratio (in times)	Revenue from operations	Working capital = Current assets less Current liabilities	0.97	7.09	-86%	Due to increase in current assets on account of proceeds from issue of CCPS
Net Profit ratio (in %)	Profit after tax	Revenue from operations	-101%	6%	-1673%	Due to loss incurred during the year on account of increase in employee benefits expenses.
Return on Capital Employed (in %)	Profit before taxes and interest	Capital Employed = Net worth	-111%	31%	-457%	Due to loss incurred during the year on account of increase in employee benefits expenses.

Note 1 - The Company does not have any borrowings as at 31 March 2022 and 31 March 2021 and accordingly, debt service coverage ratio and debt equity ratio are not applicable.

Note 2 - The Company does not have any liquid investments other than investments in subsidiaries, accordingly, return on investment ratio is not applicable.

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Amagi Media Labs Private Limited

Notes to the standalone financial statements for the year ended 31 March 2022

(All amounts in Indian Rupees million, unless otherwise stated)

28 a) Employee stock option plans

During earlier years, the Company had issued Stock options to its employees (including key employees) under the Stock Option Plan (SOP) - 2009, Stock Option Plan (SOP) 2015 (Phase I and II) and Stock Option Plan (SOP) 2017 (Phase I and Phase II). According to the schemes, the employees are be entitled to options, subject to satisfaction of the prescribed vesting conditions, i.e., continuing employment as per the terms of each scheme. The other relevant terms of the grant are as below:

Plan	SOP - 2009	SOP - 2015 (Phase I)	SOP - 2015 (Phase II)	SOP - 2017 (Phase I)	SOP - 2017 (Phase II)
Grant date		Date of joining or any subsequent date decided by the management after approval date of the Scheme			
Vesting period (graded vesting)	3-4 years	4 years	2-4 years	2-4 years	2-4 years
Date of approval of Scheme	30 December 2009	4 September 2015	4 September 2015	4 September 2018	4 September 2018
Exercise period	15 years (i)	10 years	10 years	10 years	10 years
Exercise price	Rs 10	Rs 1,520	Rs 2,166	Rs 2,166	Rs 3,080
Intrinsic value	Note (ii)	Rs 647	Rs 914	Rs 914	Nil
Weighted average exercise price					
At 31 March 2022	Rs 10	Rs 1,242	Rs 2,166	Rs 2,166	Rs 3,080
At 31 March 2021	Rs 10	Rs 1,242	Rs 2,166	Rs 2,166	Rs 3,080
Weighted average remaining contractual life (years)					
At 31 March 2022 (i)	0.32	0.91	4.01	3.89	1.30
At 31 March 2021	1.06	1.50	5.01	6.00	6.26

(i) Subsequent to year-end, the exercise period of the SOP-2009 plan has been extended to 15 years (31 March 2021: 12 years).

(ii) The intrinsic value for grants under the SOP-2009 plan is as below-

Rs 1,279 for grants upto 31 March 2012
Rs 1,222 for grants for the year ended 31 March 2013
Rs 1,480 for grants for the year ended 31 March 2014
Rs 2,157 for grants for the year ended 31 March 2015

Amagi Media Labs Private Limited

Notes to the standalone financial statements for the year ended 31 March 2022

(All amounts in Indian Rupees million, unless otherwise stated)

The details of activity under each Scheme is summarized below:-

Plan	Number of options				
	SOP - 2009	SOP - 2015 (Phase I)	SOP - 2015 (Phase II)	SOP - 2017 (Phase I)	SOP - 2017 (Phase II)
As at 31 March 2020	41,016	26,383	18,732	14,495	4,931
Granted during the year	-	-	-	-	-
Forfeited during the year	-	-	(25)	(400)	(217)
Exercised during the year	-	-	-	-	-
As at 31 March 2021	41,016	26,383	18,707	14,095	4,714
Exercisable as at 31 March 2021	41,016	26,383	18,707	14,095	3,317
As at 31 March 2021	41,016	26,383	18,707	14,095	4,714
Granted during the year	-	-	-	-	-
Forfeited during the year	-	-	-	-	-
Exercised during the year	-	-	-	-	-
Cancelled during the year (i)	(30,078)	(16,430)	(5,081)	(313)	(637)
As at 31 March 2022	10,938	9,953	13,626	13,782	4,077
Exercisable as at 31 March 2022	10,938	9,953	13,626	13,782	3,567

(i) During the year, pursuant to the approval of the Board of Directors, the Company offered a cash settlement against the vested Stock Options held by the former employees. The offer price being Rs 5000 (computed basis the fair value report obtained from an independent valuer) for each stock option reduced by the exercise price. Consequently, the Company cancelled 52,539 stock option basis the consent received from such option holders. Accordingly, the Company accounted expenses of Rs 168.47 million in the standalone statement of profit and loss for the year ended 31 March 2022.

Further, during May 2022, the Board of Directors, approved cancellation of ESOPs held by the employees of the Company at a proposed price of Rs 43,461 less exercise price of each ESOP. The overall limit of the pay-out was approved as USD 10 million. Consequently, the Company cancelled 17,613 options (opted by the employees at will) at a consideration of Rs 737.18 million. Appropriate provision has been accounted by the Company in the standalone statement of profit and loss for the year ended 31 March 2022.

While the Company had accounted ESOPs issued under various plans are 'equity settled' options upto 31 March 2021 however, considering the Company has settled 70,152 stock options by cash which constitutes a significant portion of the total ESOPs issued by the Company under the various ESOP plans, the Company has conservatively accounted all ESOPs outstanding as at 31 March 2022 as 'cash settled' options and recorded Rs 1,400.95 million of additional expense in the statement of profit and loss, being the difference between the fair value as on the grant date and fair value as at 31 March 2022. Further, the liability of ESOP is reclassified from 'Reserves and Surplus' to current liabilities as at 31 March 2022.

Amagi Media Labs Private Limited
Notes to the standalone financial statements for the year ended 31 March 2022
(All amounts in Indian Rupees million, unless otherwise stated)

b) Stock Appreciation Rights (SARs)

Pursuant to the approval of shareholders on 27 February 2020, the Company constituted cash settled "Stock Appreciation Rights Scheme I, 2020", Stock Appreciation Rights Scheme II, 2020 and Stock Appreciation Rights Scheme III, 2020 for issue of stock options to various employees of the Company and its subsidiaries. According to the schemes, such employees will be entitled to options, subject to satisfaction of the prescribed vesting conditions. The other relevant terms of the grant are as below:

Scheme	Stock Appreciation Rights Scheme I, 2020	Stock Appreciation Rights Scheme II, 2020	Stock Appreciation Rights Scheme III, 2020
Vesting period	2 to 4 years (graded vesting)		
Strike price (Rs)	3,165	4,200	6,000
Fair value as at 31 March 2022 (Rs) (i)	40,296	39,261	37,461
Fair value as at 31 March 2021 (Rs) (i)	1,971	936	Not applicable
The details of activity under the Schemes are as below-			
Options outstanding as at 1 April 2020	-	-	-
Add: Granted during the year	32,700	4,200	-
Less: Forfeited during the year	-	-	-
Options outstanding as at 31 March 2021	32,700	4,200	-
Add: Granted during the period	-	-	4,450
Less: Forfeited during the period	-	(3,200)	-
Options outstanding as at 31 March 2022	32,700	1,000	4,450
Exercisable as at 31 March 2022	24,395	400	-

(i) Considering the options under the aforesaid scheme would be settled in Cash, the Company has accounted the expense under the Scheme as a liability.

c) Basis of Fair value:

As at 31 March 2022: Fair value is basis the recent transaction price basis which the Company has issued CCPS.

As at 31 March 2021: Fair value is computed basis valuation report obtained from an independent esteemed valuer.

d) Details of expenses accounted during the year:

	31 March 2022	31 March 2021
Pertaining employee stock option plans (including cost of cancelled options)	2,243.78	1.30
Pertaining Stock appreciation rights	1,236.99	30.38
Pertaining employee stock option plans (included in other expenses)	62.82	-
Less: Amount recovered from related parties	(18.84)	-
	3,524.75	31.68