

DIRECTORS' REPORT

To
The Members of
PNC Digital Limited

Your Directors submit to the shareholders the 29th Annual Report on the business and operations of the Company and the audited financial accounts for the year ended March 31, 2023.

OPERATIONS

	in Rs lakh	
	Year ended March 31, 2023	Year ended March 31, 2022
Total income (including other income)	0.63	4.25
Profit before Tax	0.34	4.16
Provision for Tax	0.00	0.00
Profit after Tax and prior years adjustments	0.34	4.16

PRESENT ECONOMIC SITUATION AND PERFORMANCE OF THE COMPANY

The principal business of your Company is sourcing content for digital streaming, setting up delivery systems for digital streaming and running the business of content aggregation as well as any other technology business using the internet as its primary delivery platform. The Company explores new opportunities that may emerge in the streaming business by leveraging the goodwill and stature of the holding Company's brand -i.e. Prithvi Nandy Communications Limited (PNC). One of its roles can be that of an intermediary providing distribution services to content makers. Considering there was nominal revenue generation during the year under review, its holding Company has impaired value of its investment in this Company by Rs 17.55 lakh.

DIVIDEND

In view of the loss, your directors do not recommend any dividend.

TRANSFER TO RESERVE

In view of the nominal profit, the Company has not transferred any amount to general reserve.

PUBLIC DEPOSITS

There are no public deposits with the Company as at March 31, 2023.

PNC Digital Limited

Registered Office: 87/88 Mittal Chambers Nariman Point Mumbai 400 021 Phone 42130000 Fax 42130033
CIN: U22110MH1994PLC076934

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of directors, to the best of their knowledge and ability, confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- b. they 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 profit or loss of the Company for that period;
- c. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. they have prepared the annual accounts on a going concern basis;
- e. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS

Pallab Bhattacharya, Director retire by rotation at the forthcoming Annual General Meeting and being eligible offers himself for reappointment.

NUMBER OF MEETING OF THE BOARDS

During the year the Board of Directors met four times viz May 6, 2022, July 28, 2022, November 4, 2022 and February 10, 2023.

AUDITOR'S REPORT

The auditor's report does not contain any qualifications, reservations or adverse remarks.

In the Material Uncertainty related to Going Concern paragraph, the auditors have stated:

"We draw attention to Note 25 in the financial statements, which indicates that the Company has accumulated losses as at the date of Balance Sheet. Further net worth of the Company is substantially eroded. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, the financial statements of the Company have been prepared on a going concern basis based on the comfort letter received from the Holding Company giving assurance that they will provide all necessary financial support to meet liabilities of the Company as and when they arise.

Our opinion is not modified in respect of this matter."

PNC Digital Limited

Registered Office: 87/88 Mittal Chambers Nariman Point Mumbai 400 021 Phone 42130000 Fax 42130033
CIN: U22110MH1994PLC076934

Your directors confirm that the matter referred to in the segment relation to Material Uncertainty related to Going Concern by the independent Auditors in their reports have been clarified in Note 25 in the Financial Statements forming part of Balance Sheets and Statement of Profit and Loss, and are self-explanatory and reproduced below:

Note-25

Though the capital of the Company is substantially eroded, in the opinion of Board of Directors, going concern assumption is not affected as the Board of Directors of the company and Holding Company both are optimistic about the future and Holding Company confirmed to provide all support necessary to meet its commitments in the next twelve months including arranging funds to meet any liability, if any.

AUDITORS

BD Jokhakar & Co., Chartered Accountants (FRN 104345W) were re-appointed as Statutory Auditors of the Company for another term of 5 years at the 28th AGM held on August 26, 2022 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors till the conclusion of the 33rd AGM of the Company to be held for the financial year 2026-2027. Pursuant to the amendments made to Section 139 of the Act by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. Hence the resolution seeking ratification of the Members for continuance of their appointment at the ensuing AGM is not being sought.

PARTICULARS OF EMPLOYEES

The Company has no employee in respect of whom information under Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is required to be annexed

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

Information as per section 134(3) (m): the particulars of Energy Conservation, Research and Development and Technology Absorption are not applicable.

There were no Foreign Exchange Earnings and Outgoing during the year.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

TRANSACTIONS WITH RELATED PARTIES

All Related Party Transactions entered into during the financial year were at fair market value, on an arm's length basis and in the ordinary course of business. Details of Related Party Transactions are disclosed in note No. 15 of the Audited Financial Statements of the Company.

PNC Digital Limited

Registered Office: 87/88 Mittal Chambers Nariman Point Mumbai 400 021 Phone 42130000 Fax 42130033
CIN: U22110MH1994PLC076934

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

RISK MANAGEMENT

The Company has a Risk Management Policy, pursuant to the provisions of section 134 of the Act, which identifies and evaluates business risks and opportunities. This Policy seeks to create transparency, minimize adverse impact on business objective and enhance the Company's competitive advantage.

EXTRACT OF ANNUAL RETURN

Under section 92(3) of the Act, the extract of annual return is given in the attached Annexure in the prescribed form MGT-9, which forms part of the report.

CORPORATE SOCIAL RESPONSIBILITY

Under section 135 (1) & (2) of the Act the requirement of developing a policy on CSR activity and implementing the same is not applicable to the Company since the Company does not meet the criteria. Accordingly, the Company has not taken any steps relating to CSR activity.

PERSONNEL

There was no employee drawing remuneration of Rupees 102 lakh per annum or Rupees 8.5 lakh per month.

ACKNOWLEDGEMENT

The Board acknowledges the contribution of all associates for their support.

For and on behalf of the Board

Pallab Bhattacharya
Director
DIN: 00008277

Yatender Verma
Director
DIN: 00009354

Mumbai, August 8, 2023

PNC Digital Limited

Registered Office: 87/88 Mittal Chambers Nariman Point Mumbai 400 021 Phone 42130000 Fax 42130033
CIN: U22110MH1994PLC076934

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2023

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

I. REGISTRATION AND OTHER DETAILS:

- i. CIN: U22110MH1994PLC076934
- ii. Registration Date: March 4, 1994
- iii. Name of the Company: PNC Digital Limited
- iv. Category / Sub-Category of the Company: Company Limited by shares
- v. Address of the Registered office and contact details –
PNC Digital Limited, 87/88 Mittal Chambers, Nariman Point, Mumbai 400021
Tel: 022 42130000
Fax: 022 42130033
Website: www.pritishnandycom.com
- vi) Whether listed company: No
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any: Not Applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Operation of web sites that use a search engine to generate and maintain extensive databases of internet addresses and content in an easily searchable format	63121	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	Pritish Nandy Communications Limited 87/88 Mittal Chambers, Nariman Point, Mumbai 400021	L22120MH1993PLC074214	Holding Company	99.78%	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year as on April 1, 2022				No. of Shares held at the end of the year as on March 31, 2023				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1. Indian									
a. Individual/HUF	0	0	0	0.00	0	0	0	0.00	0.00
b. Central Govt		0	0	0.00		0	0	0.00	
c. State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
d. Bodies Corp.	0	500,000	500,000	100.00	0	500,000	500,000	100.00	0.00
e. Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f. Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (1)	0	500,000	500,000	100.00	0	500,000	500,000	100.00	0.00
2 Foreign									
a. NRIs - Individuals	0	0	0	0.00	0	0	0	0	0.00
b. Other – Individuals	0	0	0	0.00	0	0	0	0	0.00
c. Bodies Corp.	0	0	0	0.00	0	0	0	0	0.00
d. Banks / FI	0	0	0	0.00	0	0	0	0	0.00
e. Any Other....	0	0	0	0.00	0	0	0	0	0.00
Sub-total (A) (2)	0	500,000	500,000	100.00	0	500,000	500,000	100.00	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	0	500,000	500,000	100.00	0	500,000	500,000	100.00	0.00
B. Public Shareholding									
1. Institutions									
a. Mutual Funds	0	0	0	0.00	0	0	0	0	0.00
b. Banks / FI	0	0	0	0.00	0	0	0	0	0.00
c. Central Govt.	0	0	0	0.00	0	0	0	0	0.00
d. State Govt.(s)	0	0	0	0.00	0	0	0	0	0.00
e. Venture Capital Funds	0	0	0	0.00	0	0	0	0	0.00
f. Insurance Companies	0	0	0	0.00	0	0	0	0	0.00
g. FIIs	0	0	0	0.00	0	0	0	0	0.00
h. Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0	0.00
i. Others (specify)	0	0	0	0.00	0	0	0	0	0.00
Sub-total (B)(1)	0	0	0	0.00	0	0	0	0	0.00

2. Non-Institutions									
a. Bodies Corp.									
i. Indian	0	0	0	0.00	0	0	0	0	0.00
ii. Overseas	0	0	0	0.00	0	0	0	0	0.00
b. Individuals									
i. Individual shareholders holding nominal share capital up to Rs 1 lakh	0	0	0	0.00	0	0	0	0	0.00
ii. Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0.00	0	0	0	0	0.00
c. Others (specify)	0	0	0	0.00	0	0	0	0	0.00
Sub-total (B)(2)	0	0	0	0.00	0	0	0	0	0.00
Total Public Shareholding (B)=(B)(1) + (B)(2)	0	0	0	0.00	0	0	0	0	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0	0.00
Grand Total (A+B+C)	0	500,000	500,000	100.00	0	500,000	500,000	100.00	0.00

ii. *Shareholding of Promoters*

Sr No.	Shareholder's Name	Shareholding at the beginning of the year as on April 1, 2022			Shareholding at the end of the year as on March 31, 2023			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Pritish Nandy Communications Limited	498,900	99.78	0.00	498,900	99.78	0.00	0.00
2	Ideas.com India Pvt. Limited	1,100	0.22	0.00	1,100	0.22	0.00	0.00
	Total	500,000	100.00	0.00	500,000	100.00	0.00	0.00

iii. *Change in Promoters' Shareholding (please specify, if there is no change)*

Sr. No.		Shareholding at the beginning of the year as on April 1, 2022		Cumulative Shareholding during the year as on March 31, 2023	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	No change			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year				

iv. *Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):*

Sr. No.		Shareholding at the beginning of the year as on April 1, 2022		Cumulative Shareholding during the year as on March 31, 2023	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Top 10 Shareholders	It is a subsidiary company.			
	At the beginning of the year				
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):				
	At the End of the year (or on the date of separation, if separated during the year)				

v. *Shareholding of Directors and Key Managerial Personnel:*

Sr. No.		Shareholding at the beginning of the year as on April 1, 2022		Cumulative Shareholding during the year as on March 31, 2023	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Directors and KMP				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease	0	0	0	0

	in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the End of the year	0	0	0	0

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(In Rs Lakh)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total	0	0	0	0
Change in Indebtedness during the financial year				
i) Addition	0	0	0	0
ii) Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total	0	0	0	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0	0
2.	Stock Option	0	0	0	0	0
3.	Sweat Equity	0	0	0	0	0
4.	Commission - as % of profit - others, specify	0	0	0	0	0
5.	Others, please specify	0	0	0	0	0
	Total (A)	0	0	0	0	0
	Ceiling as per the Act	0	0	0	0	0

B. Remuneration to other directors:

Sr. no.	Particulars of Remuneration	Name of Directors				Total Amount
1.	Independent Directors <input type="checkbox"/> Fee for attending board / committee meetings <input type="checkbox"/> Commission <input type="checkbox"/> Others, please specify	0	0	0	0	0

	Total (1)	0	0	0	0	0
	2. Other Non-Executive Directors <input type="checkbox"/> Fee for attending board / committee meetings <input type="checkbox"/> Commission <input type="checkbox"/> Others, please specify	0	0	0	0	0
	Total (2)	0	0	0	0	0
	Total (B)=(1+2)	0	0	0	0	0
	Total Managerial Remuneration	0	0	0	0	0
	Overall Ceiling as per the Act	0	0	0	0	0

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission - as % of profit - others, specify	0	0	0	0
5.	Others, please Specify	0	0	0	0
	Total	0	0	0	0

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment, or compounding of offence during the year ended March 31, 2023.

For and on behalf of the Board

Mumbai, August 8, 2023

Pallab Bhattacharya
Director
DIN: 00008277

Yatender Verma
Director
DIN: 00009354

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

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of **PNC Digital Limited** ("the **Company**"), which comprise the Balance sheet as at 31st March, 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Material Uncertainty related to Going Concern

We draw attention to Note 25 in the financial statements, which indicates that the Company has accumulated losses as at the date of Balance Sheet. Further net worth of the Company is substantially eroded. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, the financial statements of the Company have been prepared on a going concern basis based on the comfort letter received from the Holding Company giving assurance that they will provide all necessary financial support to meet liabilities of the Company as and when they arise.

Our opinion is not modified in respect of this matter.

Other Information

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we

conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the 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 financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

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 A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid or provided for any managerial remuneration during the year and therefore the provisions of section 197 of the Act are not applicable during the year under report.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. the Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, 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, as disclosed in the note 18(g)(i) to the financial statements no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the note 18(g)(ii) to the financial statements no funds have been received by the Company from any person(s) or entity(ies), including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(c) Based on the audit procedures 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 (a) and (b) above, contain any material misstatement.
 - v. The Company has not declared or paid any dividend during the year.
 - vi. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

For B. D. Jokhakar & Co.
Chartered Accountants
Firm Registration No: 104345W

Place: Mumbai
Date: 26th May, 2022

Pramod Prabhudesai
Partner
Membership No.032992
UDIN: 23032992BGSNHI4337

ANNEXURE A TO THE AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of Independent Auditors' Report on financial statements of even date)

- (i) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no Property, Plant and Equipment and intangible assets held by the Company during the year. Therefore, sub clause (a), (b), (c) and (d) of the paragraph 3 (i) of the Order is not applicable to the Company.
- (e) According to the information and explanations given to us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no Inventory held by the Company during the year. Therefore, paragraph 3 (ii)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limit from banks or financial institutions. Therefore, paragraph 3 (ii)(b) of the Order is not applicable to the Company.
- (iii) (a) According to the information and explanations given to us and based on our audit procedures, the Company has not made investments, provided guarantees or securities, given any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Consequently, sub clause (a), (b), (c), (d), (e) and (f) of the paragraph 3 (iii) of the Order are not applicable to the Company.
- (iv) According to the information and explanations given to us, the Company has not given any loans, made investments, provided guarantees and securities during the year as contemplated under section 185 and 186 of the Act.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public or amounts deemed to be deposits within the meaning of the provisions of sections 73 to 76 or any relevant provisions of the Act and the rules framed there under. We have been informed by the management of the Company that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal which needs to be complied with.
- (vi) According to information and explanations given to us, the maintenance of cost records under Section 148 (1) of the Act is not prescribed under the Companies (Cost Records and Audit) Rules, 2014.
- (vii) (a) According to information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including 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 and other material statutory dues as applicable to it have been regularly deposited during the year by the Company with the

- appropriate authorities. As explained to us, there were no undisputed statutory dues as mentioned above in arrears as at 31st March, 2023 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the Company examined by us, we are of the opinion that the Company does not have any dues as at 31 March, 2023 referred to in sub clause (a) above which have been deposited on account of any dispute.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company there are no transactions which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) According to the information and explanations given to us, the Company does not have any dues from any lenders. Therefore, sub clause (a), (b), (c), (d), (e) and (f) of paragraph 3(ix) of the Order is not applicable.
- (x) (a) According to the information and explanations given to us and based on our audit procedures, we are of the opinion that the Company has not raised money by way of initial public offer/ further public offer (including debt instruments). Consequently, paragraph 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations provided to us and based on our audit procedures and records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully / partly / optionally) during the year. Consequently, paragraph 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) During the course of our examination of the books and records of the Company, carried out based upon the generally accepted audit procedures performed for the purpose of reporting the true and fair view of the financial statements, to the best of our knowledge and belief and as per the information and explanations given to us by the Management, and the representations obtained from the Management, no material fraud on the Company has been noticed or reported during the year.
- (b) According to the information and explanations provided to us and based on our audit procedures, no report has been filed by any auditor under section 143(12) in Form ADT 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations provided to us and based on our audit procedures and based on the records produced to us, there are no whistle blower complaints received by the Company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Therefore, paragraph 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and the details have been disclosed in Note 15 on the financial statements as required by the applicable accounting standards.
- (xiv) In our opinion and based on our examination, the company does not have an internal audit system and is not required to have an internal audit system as per provisions of

the Companies Act 2013. Therefore, paragraph 3(xiv) (a) and (b) of the Order is not applicable.

- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him as specified under section 192 of the Act. Therefore, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and therefore the provisions of paragraph 3(xvi) (a), (b) and (c) of the Order is not applicable.
- (xvii) The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and 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 indicating 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 provisions of section 135 of the Act are not applicable to the Company for the year under report and hence reporting under clause 3(xx) of the Order is not applicable.

For B. D. Jokhakar & Co.
Chartered Accountants
Firm Registration No: 104345W

Place: Mumbai
Date: 26th May, 2023

Pramod Prabhudesai
Partner
Membership No.032992
UDIN: 23032992BGSNHI4337

ANNEXURE B TO THE AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of Independent Auditors' Report on financial statements of even date)

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

We have audited the internal financial controls over financial reporting of PNC Digital Limited ("the Company") as of March 31, 2023 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 company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, 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 system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

XPS Print Error

Job name: Audit Report St 091123 161149046
Document name: (none)
Page number: 9
Error: memory allocation failure (514,10,169)

	PNC DIGITAL LTD			
	BALANCE SHEET AS AT MARCH 31, 2023			(In Rs lakh)
	Particulars	Note no.	As at March 31, 2023	As at March 31, 2022
I	ASSETS			
	Non current assets			
	a. Income tax assets	3	0.06	0.24
	Total non current assets		0.06	0.24
	Current assets			
	a. Financial assets			
	i. Trade receivable	4	0.00	4.24
	i. Cash and cash equivalents	5	7.90	3.04
	ii. Other financial assets	6	10.07	10.07
	b. Other current assets	7	1.51	1.56
	Total current assets		19.48	18.91
	TOTAL ASSETS		19.54	19.15
II	EQUITY AND LIABILITIES			
	EQUITY			
	a. Equity share capital	8	50.00	50.00
	b. Other equity	9	(30.71)	(31.05)
	Total equity (a+b)		19.29	18.95
	LIABILITIES			
	Current liabilities			
	a. Financial liabilities			
	i. Trade payables	10		
	Total outstanding dues of Micro and small enterprises		0.25	0.05
	Total outstanding dues of creditor other than micro and small enterprises		0.00	0.00
	ii. Other financial liabilities	11	0.00	0.15
	Total current liabilities		0.25	0.20
	TOTAL EQUITY AND LIABILITIES		19.54	19.15
	Significant Accounting Policies	2		
	Notes to Accounts form an integral part of Financial Statements	1 to 27		
	As per our report of even date attached			
	For B.D. Jokhakar & Co.		For and on behalf of the Board of Directors	
	Chartered Accountants			
	Firm Registration No.: 104345W			
	Pramod Prabhudesai		Pallab Bhattacharya	Yatender Verma
	Partner		Director	Director
	Membership No.: 032992		DIN 00008277	DIN 00009354
	Mumbai, May 26, 2023		Mumbai, May 26, 2023	

PNC DIGITAL LTD				
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023				
				(In Rs lakh)
	Particulars	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
	Income			
I	Revenue from operations	12	0.63	4.25
II	Other income	13	0.01	0.00
III	Total income (I+II)		0.64	4.25
IV	EXPENSES			
	Other expenses	14	0.30	0.09
	Total expenses (IV)		0.30	0.09
V	Profit/ (loss) before tax (III-IV)		0.34	4.16
VI	Tax expense:			
	a. Current tax		0.00	0.00
	b. Deferred tax		0.00	0.00
	Total tax expense(VI)		0.00	0.00
VII	Profit/ (loss) for the year (V-VI)		0.34	4.16
VIII	Other comprehensive income			
	(i) Items that will not be reclassified subsequently to profit or loss		0.00	0.00
	(ii) Items that will be reclassified subsequently to profit or loss		0.00	0.00
	Total other comprehensive income, net of tax (VIII)		0.00	0.00
IX	Total comprehensive income for the year (VII+VIII)		0.34	4.16
X	Earnings per equity share (Face value of Rs. 10)			
	Basic and diluted	18	0.07	0.83
	Significant Accounting Policies	2		
	Notes to Accounts form an integral part of Financial Statement	1 to 27		
	As per our report of even date attached			
	For B.D. Jokhakar & Co.		For and on behalf of the Board of Directors	
	Chartered Accountants			
	Firm Registration No.: 104345W			
	Pramod Prabhudesai		Pallab Bhattacharya	Yatender Verma
	Partner		Director	Director
	Membership No.: 032992		DIN 00008277	DIN 00009354
	Mumbai, May 26, 2023		Mumbai, May 26, 2023	

PNC DIGITAL LTD				
STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2023				
				(In Rs lakh)
	Particulars	For the year ended 31, 2023	March	For the year ended March 31, 2022
A	Cash flows from operating activities			
	Profit/ (loss) before tax		0.34	4.16
	Operating profit before changes in assets and liabilities		0.34	4.16
	Adjustment for:			
	Trade receivables	4.24		(4.24)
	Other current assets	0.05		0.61
	Movement in tax assets	0.18		(0.24)
	Trade payables	0.20		0.00
	Other current liabilities	(0.15)	4.52	0.15
	Cash generated from operations		4.86	0.44
	Direct taxes paid (net of refund)		0.00	0.00
	Net cash flows from operating activities		4.86	0.44
B	Cash flows from investing activities			
	Sale/ (Purchase) of Investment in others (Net)		0.00	0.00
	Net cash flows used in investing activities		0.00	0.00
C	Cash flows from financing activities			
	Net cash flow used in financing activities		0.00	0.00
	Net (decrease)/ increase in cash and cash equivalents (A+B+C)		4.86	0.44
	Cash and cash equivalents at the beginning of the financial year		3.04	2.60
	Cash and cash equivalents at the end of financial year		7.90	3.04
	Significant Accounting Policies			2
	Notes to Accounts form an integral part of Financial Statements			1 to 27
	Notes			
	i. The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on Statement of Cash Flows as notified under Companies (Indian Accounting Standards) Rules, 2015, as amended.			
	ii. Figures in brackets represents deductions/ outflows.			
	iii. Previous year's figures have been regrouped wherever necessary.			
	As per our report of even date attached	For and on behalf of the Board of Directors		
	For B.D. Jokhakar & Co.			
	Chartered Accountants			
	Firm Registration No.: 104345W			
	Pramod Prabhudesai	Pallab Bhattacharya		Yatender Verma
	Partner	Director		Director
	Membership No.: 032992	DIN 00008277		DIN 00009354
	Mumbai, May 26, 2023	Mumbai, May 26, 2023		

PNC DIGITAL LTD

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023

A. Equity share capital

Equity shares of Rs. 10 each fully paid up

(In Rs lakh)

Year	Note No	Balance at the beginning of the year	Prior period errors - restated figures	Changes in the equity share capital during the year	Balance at the end of the year
Financial Year 2021-22	8	50.00	0.00	0.00	50.00
Financial Year 2022-23	8	50.00	0.00	0.00	50.00

B. Other equity

(In Rs lakh)

Particulars	Reserves and Surplus	
	Retained Earnings	Total
As at March 31, 2021*	(35.21)	(35.21)
Profit/ (loss) for the year 2021-22	4.16	4.16
As at March 31, 2022*	(31.05)	(31.05)
Profit/ (loss) for the year 2022-23	0.34	0.34
As at March 31, 2023*	(30.71)	(30.71)

* There are no changes in other equity due to prior period errors

Significant Accounting Policies

2

Notes to Accounts form an integral part of Financial Statements

1 to 27

As per our report of even date attached

For B.D. Jadhkar & Co.

Chartered Accountants

Firm Registration No.: 104345W

For and on behalf of the Board of Directors

Pramod Prabhudesai
Partner
Membership No.: 032992

Pallab Bhattacharya
Director
DIN 00008277

Yatender Verma
Director
DIN 00009354

Mumbai, May 26, 2023

Mumbai, May 26, 2023

Corporate Information

PNC Digital Limited (“the company”) is a public company incorporated and domiciled in India.

The company is subsidiary company of Pritish Nandy Communications Limited. The registered office of the company is situated at 87/88 Mittal Chambers, Nariman Point, Mumbai 400021.

Company is engaged in sourcing content for digital streaming, setting up delivery systems for digital streaming and running the business of content aggregation as well as any other technology business using the internet as its primary delivery platform.

These financial statements for the year ended March 31, 2023 were approved for issue by the Board of Directors on May 26, 2023.

1. Basis of preparation

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

1.1 Compliance with Ind AS:

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as ‘the Ind AS’) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (‘the Act’) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended.

The financial statements have been prepared on accrual and going concern basis.

1.2 Historical cost convention:

The Financial Statements have been prepared on a historical cost basis.

1.3 Rounding of Amounts:

The financial statements are presented in INR and all values are rounded to the nearest lakhs, except when otherwise indicated.

1.4 New Ind AS standards/ amendment issued but not yet effective

New Ind AS standards/ amendments issued, but not yet effective

Ministry of Corporate Affairs (MCA), vide notification dated 31st March 2023, has made the following key amendments which are effective from 1st April, 2023:

- a. Ind AS 1 - Presentation of Financials Statements: This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies.
- b. Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors: This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates.
- c. Ind AS 12 - Income Taxes: This amendment clarifies how companies account for deferred tax on transactions such as leases and decommissioning obligations. These amendments narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences.

1.5 Significant estimates, judgements and assumptions

The preparation of financial statements in conformity with Ind AS requires the management to make estimates, assumptions and exercise judgment in applying the accounting policies that affect the reported amount of assets, liabilities and disclosure of contingent liabilities at the end of the financial statements and reported amounts of income and expenses during the year.

The management believes that these estimates are prudent and reasonable and are based on management's best knowledge of current events and actions. Actual results could differ from these estimates and difference between actual results and estimates are recognised in the period in which results are known or materialised.

There are no critical judgements made in applying accounting policies, as well as estimates and assumptions that will have the most significant effect to the carrying amounts of assets and liabilities within the next financial year.

1.6 Current and non-current classification

Operating cycle of the Company is ascertained as twelve months as per the criteria set out in Division II of Schedule III of the Act. Accordingly, all assets and liabilities have been classified as current or non-current.

2. Significant Accounting Policies

2.1 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank, cash in hand and short-term deposit with original maturity upto three months, which are subject to insignificant risk of changes in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents consists of cash and short-term deposit, as defined above, net of outstanding bank overdraft as they are considered as an integral part of company's cash management.

2.2 Investments and other financial assets

a. Classification

The company classifies its financial assets in the following measurement categories:

- i. Those to be measured subsequently at fair value (either through Other Comprehensive Income, or through profit or loss)
- ii. Those measured at amortised cost.

The classification depends on the business model of the Company for managing financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in Other Comprehensive Income or profit or loss. For investments in debt instruments, this will depend on the business model in which the investment is held.

For investments in equity instruments, method of recognition will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through Other Comprehensive Income.

b. Recognition and measurement

i. Initial Recognition

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Profit and Loss. In the case of financial assets which are not recorded at fair value through profit or loss, financial assets are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

ii. Subsequent Measurement

After initial recognition, financial assets are measured at

- I. Financial assets carried at amortized cost
- II. Financial assets at fair value through other comprehensive income
- III. Financial assets at fair value through profit and loss;

c. Debt instrument-

Subsequent measurement of debt instruments depends on the Company's business model for managing the assets and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

i. Measured at amortized cost:

Financial assets that are held for collection of contractual cash flow where those cash flows represent solely payment of principal and interest are measured at amortised cost. Interest income from these financial assets is included in interest income using the Effective Interest Rate (EIR) method. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

ii. Measured at Fair Value Through Other Comprehensive Income (FVTOCI):

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income (FVTOCI).

Fair value movements are recognised in the OCI. Interest income measured using the EIR method and impairment losses, if any, are recognised in the Statement of Profit and Loss.

On de-recognition, cumulative gain/ (loss) previously recognised in OCI is reclassified from the equity to other income in the Statement of Profit and Loss.

iii. Measured at Fair Value Through Profit or Loss (FVTPL)

A financial asset not classified as either amortised cost or FVTOCI, is classified as Fair Value through Profit or Loss (FVTPL). Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as other income in the Statement of Profit and Loss.

d. De-recognition of financial assets

A financial asset is de-recognised only when the Company

- i. has transferred the rights to receive cash flows from the financial asset or
- ii. retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognised through statement of P&L or OCI as applicable.

Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognised.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

e. Financial Liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL.

Gains or losses on financial liabilities held for trading are recognised in the Statement of Profit and Loss.

f. Other Financial liabilities:

i. Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

ii. Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the fair value.

iii. Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss.

iv. De-recognition

A financial liability is de-recognised when the obligation specified in the contract is discharged, cancelled or expires.

g. Off-setting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

2.3 Revenue Recognition

The Ministry of Corporate Affairs has notified Ind AS 115- “Revenue from Contracts with Customers” effective for annual periods beginning on or after April 01, 2018.

2.4 Income Tax

Tax expense comprises of current and deferred tax.

a. Current tax

Current tax is the amount of income tax payable in respect of taxable profit for a period. Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Current tax is recognized in the statement of profit and loss except to the extent that the tax relates to items recognized directly in other comprehensive income or directly in equity.

b. Deferred tax

Deferred tax assets and liabilities are recognized using the balance sheet approach for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred tax arises from the initial recognition of an asset or liability that effects neither accounting nor taxable profit or loss at the time of transition.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Unrecognized deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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 taxes relate to the same taxable Company and the same taxation authority.

c. Minimum alternate tax (MAT)

MAT paid in a year is charged to the Statement of profit and loss as current tax. MAT credit entitlement is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, which is the period for which MAT credit is allowed to be carried forward. Such asset is reviewed at each balance sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

2.5 Earnings per share

Earnings per share (EPS) is calculated by dividing the net profit or loss (excluding other comprehensive income) for the period attributable to Equity Shareholders by the weighted average number of Equity shares outstanding during the period. Earnings considered in ascertaining the EPS is the net profit for the period and any attributed tax thereto for the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders is adjusted for after income tax effect of interest and other finance costs associated with dilutive potential equity shares and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

2.6 Provisions and Contingent Liabilities.

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated. Provisions are not recognized for future operating losses.

If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

3 INCOME TAX ASSETS

(In Rs lakh)

Particulars	As at	As at
	March 31, 2023	March 31, 2022
Income tax	0.06	0.24
Total	0.06	0.24

4 TRADE RECEIVABLE

(In Rs lakh)

Particulars	As at	As at
	March 31, 2023	March 31, 2022
Unsecured, considered good	0.00	4.24
Total	0.00	4.24

4.1 For F.Y. 2022-23

(In Rs lakh)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months -1 year	1-2 Years	2-3 Years	More than 3 Years	
i. Undisputed Trade receivables – considered good	0.00	0.00	0.00	0.00	0.00	0.00	0
ii. Undisputed Trade receivables – which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00	0.00
iii. Undisputed Trade Receivables – credit impaired	0.00	0.00	0.00	0.00	0.00	0.00	0.00
iv. Disputed Trade Receivables considered good	0.00	0.00	0.00	0.00	0.00	0.00	0.00
v. Disputed Trade receivables – which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00	0.00
vi. Disputed Trade Receivables – credit impaired	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00	0.00	0.00	0.00

There is no unbilled receivable as at March 31, 2023.

4.2 for F.Y. 2021-22

(In Rs lakh)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months -1 year	1-2 Years	2-3 Years	More than 3 Years	
i. Undisputed Trade receivables – considered good	4.24	4.24	0.00	0.00	0.00	0.00	4.24
ii. Undisputed Trade receivables – which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00	0.00
iii. Undisputed Trade Receivables – credit impaired	0.00	0.00	0.00	0.00	0.00	0.00	0.00
iv. Disputed Trade Receivables considered good	0.00	0.00	0.00	0.00	0.00	0.00	0.00
v. Disputed Trade receivables – which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00	0.00	0.00
vi. Disputed Trade Receivables – credit impaired	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	4.24	4.24	0.00	0.00	0.00	0.00	4.24

There is no unbilled receivable as at March 31, 2022.

5 CASH AND CASH EQUIVALENTS

(In Rs lakh)

Particulars	As at	As at
	March 31, 2023	March 31, 2022
Balances with banks		
In current accounts	7.90	3.04
Total	7.90	3.04

6 OTHER FINANCIAL ASSETS

(In Rs lakh)

Particulars	As at	As at
	March 31, 2023	March 31, 2022
Unsecured and considered good		
Advances to related parties (refer note 15)	10.07	10.07
Total	10.07	10.07

7 OTHER CURRENT ASSETS

(In Rs lakh)

Particulars	As at	As at
	March 31, 2023	March 31, 2022
Advances other than capital advances		
Other Advances		
Balances with government authorities	1.51	1.56
Total	1.51	1.56

8 Equity share capital

(In Rs lakh)

Particulars	As at	As at
	March 31, 2023	March 31, 2022
Authorised 7,500,000 (P.Y.: 7,500,000) equity shares of Rs 10 each	750.00	750.00
Total	750.00	750.00
Issued, Subscribed and fully paid 500,000 (P.Y.: 500,000) equity shares of Rs.10 each (Refer note (a) below)	50.00	50.00
Total	50.00	50.00

8.1 Reconciliation of Shares

Reconciliation of Number of Shares (Equity)	As at March 31, 2023		As at March 31, 2022	
	No of Shares	Amount In Rs. Lakh	No of Shares	Amount In Rs. Lakh
Number of shares outstanding as at the beginning of the year	500,000	50.00	500,000	50.00
Number of shares outstanding as at the end of the year	500,000	50.00	500,000	50.00

8.2 Rights, preferences, restrictions of equity shares

The company has only one class of equity shares having a face value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The equity shares are entitled to dividend proposed by the board of directors subject to the approval of the shareholders in general meeting except in case of interim dividend. In the event of liquidation of the company, holder of equity shares are entitled to receive remaining assets of the company, after distribution of all preferential amounts in proportion to their shareholding.

8.3 Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates:

Particulars	Equity shares with voting rights (Number of shares)	
	As at	As at
	March 31, 2023	March 31, 2022
Prithish Nandy Communications Limited (Holding Company) (Extent of holding 99.78% (PY 99.78%))	498,900	498,900

8.4 Shareholders holding more than 5 per cent of total Equity Shares of company

Name of the Shareholders	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% held	No. of Shares	% held
Prithish Nandy Communications Ltd	498,900	99.78	498,900	99.78

As per the records of the company, including its register of shareholders / members & other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

8.5 Details shareholding of promoter

Promoter name	Shares held by Promoters at the end of the year		Shares held by Promoters at the beginning of the year		% change during the year***
	No. of shares**	% of total shares **	No. of shares**	% of total shares **	
Prithish Nandy communications Ltd	498,900	99.78	498,900	99.78	0

9 Other equity

(In Rs. Lakh)

Particulars	As at	As at
	March 31, 2023	March 31, 2022
Retained Earnings		
Balance at the beginning of the year	(31.05)	(35.21)
Add: Profit/ (Loss) for the year	0.34	4.16
Balance at end of the year	(30.71)	(31.05)
TOTAL	(30.71)	(31.05)

Nature and purpose

Retained earnings are the profits/ losses that company has earned/ incurred till date, as reduced by transfer to reserves, dividend or other distribution paid to the share holders and transfer from/ to OCI.

10 TRADE PAYABLE (In Rs lakh)

Particulars	As at March 31, 2023	As at March 31, 2022
Total outstanding dues to micro enterprises and small enterprises*	0.25	0.05
Total outstanding dues to creditors other than micro enterprises and small enterprises	0.00	0.00
Total	0.25	0.05

* Refer note 16 of notes to the financial statements for Micro, Small and Medium Enterprises disclosures

10.1 For F.Y. 2022-23

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Total outstanding dues to micro enterprises and small enterprises	0.25	0.25	0.25	0.00	0.00	0.00	0.25
Total outstanding dues to creditors other than micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.25	0.05	0.05	0.00	0.00	0.00	0.05

10.2 For F.Y. 2021-22

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Total outstanding dues to micro enterprises and small enterprises	0.05	0.05	0.05	0.00	0.00	0.00	0.05
Total outstanding dues to creditors other than micro enterprises and small enterprises	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	0.05	0.05	0.05	0.00	0.00	0.00	0.05

11 OTHER FINANCIAL LIABILITIES - CURRENT

(In Rs. Lakh)

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Statutory dues	0.00	0.15
Total	0.00	0.15

12 REVENUE FROM OPERATIONS

(In Rs. Lakh)

Particulars	As at March 31, 2023	As at March 31, 2022
Sale of services		
Commission income	0.00	3.75
Income from merchandise management	0.63	0.50
Total	0.63	4.25

13 OTHER INCOME

(In Rs. Lakh)

Particulars	As at March 31, 2023	As at March 31, 2022
Interest on income tax refund	0.01	0.00
Total	0.01	0.00

14 OTHER EXPENSES

(In Rs. Lakh)

Particulars	As at March 31, 2023	As at March 31, 2022
Office and general expenses	0.03	0.02
ROC filing fees	0.02	0.02
Auditors Remuneration (Refer Note 24)	0.25	0.05
Total	0.30	0.09

15 RELATED PARTY DISCLOSURE

Details relating to related parties/ persons and description of relationship are as under:

i. Name of the Related Parties	Description of their relationship
Prithvi Nandy communications Limited	Holding company
ii. Key Management Personnel	
a. Pallab Bhattacharya	Director
b. Yatender Verma	Director
c. Rangita Nandy	Director

Details of transactions between the company and other related parties as

(In Rs. Lakh)

Nature of transaction	As at March 31, 2023	As at March 31, 2022
Holding company		
Advances receivable on current account	10.07	10.07
Advance refunded	0.00	0.00
Further Advance given	0.00	0.00
Balance outstanding as at year end		
Receivable/ (payable)	10.07	10.07

The transaction with the related parties have been done at arm's length and are in the ordinary course of the business

PNC DIGITAL LTD

NOTES TO THE FINANCIAL STATEMENTS

16 MICRO, SMALL AND MEDIUM ENTERPRISES

The details given below are based on the information received from Suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. This information has been relied upon by the auditor.

(In Rs lakh)

	Particulars	As at March 31, 2023	As at March 31, 2022
a.	the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;	0,25	0.05
b.	the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	NIL	NIL
c.	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 Micro, Small and Medium Enterprises Development Act, 2006;	NIL	NIL
d.	the amount of interest accrued and remaining unpaid at the end of each accounting year;	NIL	NIL
e.	the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	NIL	NIL

Ratio	Numerator	Denominator	As at March 31, 2023	As at March 31, 2022	% Variance	Reasons for Variance
a. Current ratio	Current Assets	Current Liabilities	77.92	94.55	(0.18)	
b. Debt equity ratio	Debt	Equity	-	-	0.00	During the year Company does not have any debt as on March 31, 2023 so Debt equity ratio is not calculated.
c. Debt service coverage ratio	Earnings available for Debt Service	Debt services	-	-	0.00	During the year Company does not have any earnings available for debt services debt as on March 31, 2023 so Debt service coverage ratio is not calculated.
d. Return on equity ratio	Net Profit After Taxes	Average Equity	2%	0.25	(0.93)	
e. Inventory turnover ratio	Inventories	Turnover	-	-	0.00	During the year Company does not have any inventory or turnover as on March 31, 2023 so Inventory turnover ratio is not calculated.
f. Trade receivables turnover ratio	Turnover	Trade Receivable	0.30	2.00	(0.85)	
g. Trade payables turnover ratio	Other Expenses	Trade payable	1.33	1.80	(0.26)	
h. Net capital turnover ratio	Turnover	Working capital	0.03	0.23	(0.86)	
i. Net profit ratio	Net Profit	Turnover	0.54	0.98	(0.45)	
j. Return on capital employed	Net Profit Before Tax	Capital Employed	2%	0.22	(0.92)	
k. Return on investment	Return on Investment	Investment	-	-	0.00	During the year Company does not have any investment or return on investment as on March 31, 2023 so Return on investment is not calculated.

18 OTHER STATUTORY INFORMATION

- a. Company have not given any loans or advances to its promoters, directors or KMPs in the nature of loans.
- b. The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.
- c. The Company has not been declared wilful defaulter by any bank or financial institution or other lender during the year.
- d. The Company does not have any transactions or balances with companies struck off under section 248 of the Companies Act, 2013 or under section 560 of the Companies Act, 1956 during the year.
- e. The Company do not have any charges which is yet to be registered/ satisfied with ROC beyond the statutory period.
- f. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- g. UTILISATION OF BORROWED FUNDS AND SHARE PREMIUM
 - i. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), 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
 - ii. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
 - b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- h. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- i. 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.
- j. Quarterly returns or statements of current assets filed by the Company with banks or financial institutions.

Since the Company have not taken any term loan or working capital facility from any bank or any financial institutions, have not filed any quarterly financial

19 EARNING PER SHARE

(In Rs. Lakh otherwise stated)

	Particulars	For the year ending March 31, 2023	For the year ending March 31, 2022
a.	Profit/ (loss) after tax attributable to equity shareholders of the company (In Rs lakh)	0.34	4.16
b.	Weighted average number of equity shares (numbers in lakh)	5.00	5.00
c.	Basic and Diluted earning per share (a/b) (amount in Rs)	0.07	0.83
d.	Face value per equity share (amount in Rs)	10	10

20 EMPLOYEE BENEFIT

No provision for payment of gratuity and leave encashment is made in the accounts since, there were no employees working with the company during the year.

21 CURRENT TAX/ DEFERRED TAX

a. Current tax

Company has decided to opt under the new regime and considering brought forward losses as per Income Tax Act 1961, no provision for Current tax is made during the financial year ended March 31, 2023. Further in view of the same even Minimum Alternate Tax (MAT) is not applicable.

b. Deferred tax

There is no Deferred tax asset/ liability as at March 31, 2023.

22 SEGMENT INFORMATION

During the year, company operated only in one business segment i.e. content segment.

23 CONTINGENT LIABILITIES

The company has no contingent liability and commitments as at March 31, 2023.

24 AUDITOR'S REMUNERATION

(In Rs. Lakh)

Particulars	For the year ending March 31, 2023	For the year ending March 31, 2022
As auditor: Statutory audit	0.25	0.05

25 Though the capital of the Company is substantially eroded, in the opinion of Board of Directors, going concern assumption is not affected as the Board of Directors of the company and Holding Company both are optimistic about the future and Holding Company confirmed to provide all support necessary to meet its commitments in the next twelve months including arranging funds to meet any liability, if any.

26 There are no subsequent events upto the date of issue of this financial statements.

27 Previous year's figures have been regrouped/ recast/ rearranged wherever necessary in order to conform with the current year's presentation.

As per our report of even date attached
For B.D. Jokhakar & Co.
Chartered Accountants
Firm Registration No.: 104345W

For and on behalf of the Board of Directors

Pramod Prabhudesai
Partner
Membership No.: 032992

Pallab Bhattacharya Yatender Verma
Director Director
DIN 00008277 DIN 00009354

Mumbai, May 26, 2023

Mumbai, May 26, 2023