For the year ended 31st March, 2022

SAREGAMA FZE Jebel Ali Free Zone, Dubai, United Arab Emirates

Auditors' Report & Financial Statements For the year ended 31st March, 2022

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Auditor Report – New Summary Sheet

	Company D	etails			
Company Name	SAREGAMA	A FZE			
Account No	1318528				
	Financial Information Amou	ınt (In UAE – Dirham)			
Year Start Date	1-Apr-2021	Year End Date	31-Mar-2022		
Annual Sales	469,751	Total Salaries	413,012		
Cost of Goods Sold	348,767	Total Depreciation	NIL		
Current Assets	1,237,632	Non-Current Assets	NIL		
Fixed Assets	NIL	Total Assets (Current Assets+ Non-Current Assets+ Fixed Assets)	1,237,632		
Long Term Liabilities	NIL	Total Liabilities (Current + Long Term)	1,367,113		
Net Profit/(Loss)	(455,217)	Opening Retained Earnings/(Accumulated Losses)	(1,174,264)		
Share Capital	1,500,000	Total Capital Expenditure	NIL		
Total Equity	(129,481)				
	Auditor Inform	mation			
Audit Firm	H A A AUDITING				
Auditor's Signature		Date	30-APR-2022		
Auditor's Seal	LICE AO. 710884				

Director's Report

For the year ended 31 March 2022

The Directors have pleasure in submitting their report together with the audited financial statements of SAREGAMA FZE for the year ended 31 March 2022

Principal Activities

The principal activity of the FZE is business of Audio-visual, Recording Equipment & Accessories Trading, Mobile Phones Trading, General Trading, Motion Picture Trading, Wireless Equipment and Instruments Trading and Audio Recorded Media Trading. The product is widely known as "Carvaan".

Results and appropriations

The results of the FZE for the year are set out in the accompanying financial statements. As there are losses for the year, no dividends were declared during the year ended 31 March 2022.

Role of Directors

The directors are the FZE's principal decision maker. They have the overall responsibility for leading and supervising the FZE, for delivering suitable shareholder value through their guidance and supervision of the FZE's business. They set the strategies and policies of the FZE. They monitor the performance of the FZE. They guide and supervise the management.

Events after the Balance Sheet Date

In the opinion of the Directors, no transaction or event of a material and unusual nature, favorable or unfavorable, has arisen in the interval between the end of the financial year and the date of this report that is likely to affect, substantially, the result of the operations or the financial position of the FZE.

Auditors

The financial statements for the year ended 31 March 2022 have been audited by HAA Auditing and, being eligible, offer themselves for reappointment

Statement of Directors' Responsibility

The applicable requirements require the Directors to prepare the financial statements for each Financial Year, which present fairly, in all material respects, the financial position of the FZE, and its financial performance for the year then ended.

The audited financial statements for the year have been prepared in conformity and in compliance with the relevant statutory requirements and other governing laws. The Directors confirm that sufficient care has been taken for the maintenance of proper and adequate accounting records that disclose with reasonable accuracy at any time, the financial position of the FZE and enables them to ensure that the financial statements comply with the requirements of applicable statute. The Directors also confirm that appropriate accounting policies have been selected and applied consistently in order that the financial statements reflect fairly the form and substance of the transactions carried out during the year and reasonably present the FZE's financial conditions and results. These financial statements were approved by the Board of Directors and signed on its behalf by the authorized representative of the FZE.

SAREGAMA FZE

AUTHORISED SIGNATORY

Kuman Ajil.



HAA Auditing

Auditors & Accountants

INDEPENDENT AUDITORS' REPORT

To the shareholder of SAREGAMA FZE, Jebel Ali Free Zone, Dubai, United Arab Emirates.

Report on the Financial Statements

Opinion

We have audited the accompanying annual financial statements of **SAREGAMA FZE**, Jebel Ali Free Zone, Dubai, United Arab Emirates, (the "Free Zone Establishment", FZE) which comprise of the financial position as at 31" March, 2022, the statement of comprehensive income, the statement of changes in equity, statement of cash flows, for the year then ended, and a summary of significant accounting policies and other explanatory notes.

In our opinion, the financial statements present fairly, in all material respects, the financial position of **SAREGAMA FZE**, Jebel Ali Free Zone, Dubai United Arab Emirates, as at 31" March, 2022, its financial performance and its cash flows for the year then ended, in accordance with International Financial Reporting Standards (IFRS).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the audit of the Financial Statements section of our report.

Independence

We are independent of the FZE in accordance with the ethical requirements that are relevant to our audit of the financial statements in United Arab Emirates, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs and the applicable provisions of Jebel Ali Free Zone, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the FZE'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 FZE or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the FZE's financial reporting process.

HAA Auditing: Trade Core Business Center, Mankhool, Dubai, UAE

Tel: +971-544 01 6222 / +971-544 42 3632 Email: <u>dk@haaauditing.com</u> / <u>sk@haaauditing.com</u>



HAA Auditing

Auditors & Accountants

Other Matter

The financial statements for the FZE for the year ended March 31, 2021, were audited by another auditor who expressed an unmodified opinion on those financial statements.

Auditors' 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 auditors' 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 ISAs 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with those charged with governance of the Company. Our approach was as follows:

- Obtain an understanding of internal control relevant to the audit in order to design audit
 procedures that are appropriate in the circumstances, but not for the purpose of expressing an
 opinion on the effectiveness of the FZE's internal control.
- 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 FZE's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' report. However, future events or conditions may cause the FZE 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.

HAA Auditing: Trade Core Business Center, Mankhool, Dubai, UAE

Tel: +971-544 01 6222 / +971-544 42 3632 Email: dk@haaauditing.com / sk@haaauditing.com



HAA Auditing

Auditors & Accountants

 Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the FZE to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit.

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. Our responsibility is to express an opinion on these financial statements based on our audit.

Report on other legal and regulatory requirement

As required by the provisions issued by the entities in Jebel Ali Free Zone, Dubai, and United Arab Emirates, we further confirm that,

We are not aware of any contraventions during the year of the above mentioned law or the (FZE's) Articles of Association, which may have material effect on the financial position of the (FZE) or the result of its operations for the year.

HAAA Auditing

Hussain Ali Abdulla Alabdouli

Audit Licence No: 845

Dubai, United Arab Emirates

Date: 30-April-2022

Email: <u>dk@haaauditing.com</u> / <u>sk@haaauditing.com</u>

Statement of Financial Position as at 31 March 2022

tatement of Financial Position as at 31 March 2022		31-Mar-22	31-Mar-21
		AED	AED
<u>ASSETS</u>			
Current assets			
Inventories	5	562,007	465,061
Financial assets			
Trade receivables	6	420,624	208,461
Cash and cash equivalents	7	218,034	184,408
Other current assets	8	36,967	39,132
Total current assets		1,237,632	897,062
Total Assets		1,237,632	897,062
EQUITY AND LIABILITIES			
Equity			
Equity share capital	2	1,500,000	1,500,000
Accumulated loss		(1,629,481)	(1,174,264)
Total equity (A)		(129,481)	325,736
Liabilities			
Current liabilities			
Financial liabilities			
Borrowings	9.1	500,000	200,000
Due to related parties	9.2	187,252	124,147
Trade and other payables	10	521,870	79,729
Other current liabilities	11	157,991	167,450
Total current liabilities (C)		1,367,113	571,326
Total liabilities		1,367,113	571,326
Total equity and liabilities (A) + (B) + (C)		1,237,632	897,062

The accompanying notes are an integral part of the financial statements

The financial statements have been approved and signed by the undersigned on 30th April 2022

For SAREGAMA FZE

Authorised Signatory

Kumen Ajil-

Statement of Comprehensive Income for the year ended 31st March 2022

	Notes	For the year	For the year
Particulars		ended 31 March	ended 31 March
		2022	2021
		AED	AED
Revenue	12	469,751	278,160
Cost of revenue	13	(348,767)	(151,844)
Gross profit		120,984	126,316
General and administration expenses	14	(562,959)	(523,891)
Operating loss		(441,975)	(397,575)
Other income	15	7,493	184,513
Exchange loss			(1,110)
Finance charges	9.3	(20,735)	(48,492)
Loss for the year		(455,217)	(262,664)
Other comprehensive income			
Total comprehensive loss for the year		(455,217)	(262,664)

The accompanying notes are an integral part of the financial statements

The financial statements have been approved and signed by the undersigned on 30th April 2022

For SAREGAMA FZE

Authorised Signatory

Kuman Ajy-

Statement of cash flows for the year ended 31st March 2022

Particulars	For the year ended March 31, 2022 AED	For the year ended March 31, 2021 AED
Cash flow from operating activities		
Profit before tax	(455,217)	(262,664)
Adjustment for:		
Bad debt written off	3,314	•
Liabilities no longer required written back	(7,493)	(13,118)
Working capital adjustments		
Increase in inventories	(96,946)	(101,106)
Increase in trade and other receivables	(215,477)	(141,312)
Decrease in current assets	2,165	23,628
Increase in trade payable	503,280	256,002
Net cash flows (used in) operating activities	(266,374)	(238,570)
Cash flow from financing activities		
Repayment of borrowings		(300,000)
Proceeds from borrowing	300,000	
Net cash flows from/(used in) operating activities	300,000	(300,000)
Net increase/(decrease) in cash and cash equivalents	33,626	(538,570)
Cash and cash equivalents at the beginning of the year	184,408	722,978
Cash and cash equivalents at the end of the year	218,034	184,408

The accompanying notes are an integral part of the financial statements

The financial statements have been approved and signed by the undersigned on 30th April 2022

For SAREGAMA FZE

Authorised Signatory

Statement of Changes in Equity for the year ended 31st March 2022

	Share	Accumulated	Total
	Capital	losses	Equity
	AED	AED	AED
As at 1st April, 2020	1,500,000	(911,600)	588,400
Total comprehensive loss for the year		(262,664)	(262,664)
As at 31st March, 2021	1,500,000	(1,174,264)	325,736
Total comprehensive loss for the year		(455,217)	(455217)
As at 31st March, 2022	1,500,000	(1.629.481)	(129,481)

The accompanying notes are an integral part of the financial statements

The financial statements have been approved and signed by the undersigned on 30th April 2022

For SAREGAMA FZE

Authorised Signatory

Kuman Ajil.

Jebel Ali Free Zone, Dubai, United Arab Emirates

Notes forming part of the standalone financial statements for the year ended March 31, 2022

1. CORPORATE INFORMATION

SAREGAMA FZE (the "FZE") was registered in Jebel Ali Free Zone Authority on 28th August, 2018 under registration number 203245 and trading licence number 170619, as a free zone establishment with limited liability pursuant to Law no. (9) of 1992 and implementing regulations issued thereunder. The registered address of the (FZE) is at Jafza One, 11th Floor, Office No Cowork-10, Jebel Ali Free Zone, Dubai, United Arab Emirates.

The (FZE) is primarily engaged in the business of Audio-visual, Recording Equipement & Accessories Trading, Mobile Phones Trading, General Trading, Motion Picture Trading, Wireless Equipment & Intriuments Trading, Audio Recorded Media Trading.

The (FZE) is managed by Mr. Sagar Arvind Pandya, an Indian national.

2. Shareholding

The Shareholding of the (FZE) is as follows:

Name	Country of Incorporation	No. of share	Total value AED	Vlaue per share AED	Percentage
Saregama India Limited	India	1,500	1,000	1,500,000	100%
		1,500		1,500,000	100%

The authorized and paid up share capital of the (FZE) is AED 1,500,000/- divided into 1,500 shares of AED 1,000/- each.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Basis of preparation

- These financial statements have been prepared in accordance with the International financial Reporting Standards ('IFRS') as issued by the international Accounting Standard Board (IASB).
- ii) These financial statements have been prepared under the historical cost convention. The fair / net realizable value concept of measurement of assets and liabilities has also been applied wherever applicable under IFRS.

b. Going Concern

The Company has incurred loss amounting to AED 455,217 during the current year which has resulted in complete erosion of net worth of the Company. At the end of reporting period, the current liabilities of the Company exceeded its current assets by AED 129,481. These conditions indicate the existence of material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The Directors have gained the commitment of the Company's shareholders to provide continued financial support to the Company. On the basis that continued financial support will be provided by the Company's shareholders to the Company upon request, the Directors are of the opinion that the Company will have sufficient working capital to finance its operations in the foreseeable future. Accordingly, the Directors are of the view that it is appropriate to prepare these financial statements on a going concern.

c. Basis of Accounting

These financial statements, except for the provision for employee entitlements to annual leave salary and air passage to their home country are prepared under the accrual basis of accounting. Under the accrual basis of accounting, transactions and events are recognized when they occur (and not as cash or its equivalent is received or paid) and they are recorded in the accounting records and reported in the financial statements of the periods to which they relate.

d. Revenue recognition

Revenue is recognised when control of the goods are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods and when there are no longer any unfulfilled obligations.

Leas

FZE's operating lease is categorized as short-term lease and hence not been reclassified, as per IFRS 16 ,as asset and liability. Lease charges are charged to total comprehensive income.

e. Functional and presentation currency

Items included in the financial statements of the entity are measured using the currency of the primary economic environment in which the FZE operates ('the functional currency'). The financial statements of the FZE are presented in UAE Dirhams ("AED"), which is the Company's functional and presentation currency. All amounts represented in 'AED' has been rounded off to the nearest AED.

f. Foreign currency transactions

Foreign currency transactions are recorded in U.A.E Dirhams at the approximate rate of exchange ruling at the time of the transaction. Assets and liabilities expressed in foreign currencies at the statement of financial position date are translated into U.A.E. Dirhams at the year end rate of exchange. All foreign currency gains or losses are booked in the statement of comprehensive income as and when they arise.

g. End-of-service benefits

The (FZE) provides end-of-service benefits to its expatraite employees. The entitlement to these benefits is based upon the employees' last year drawn salary and length of service, subject to the completion of a minimum service year. The expecyed costs of these benefits are acroued over the year of employement in accordance with the provisions of UAE Labour Law.

Jebel Ali Free Zone, Dubai, United Arab Emirates

Notes forming part of the standalone financial statements for the year ended March 31, 2022

h. Provisions, Contingent Liabilities and Contingent Assets

- i) Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past event and 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. Such provisions are determined based on management estimate of the amount required to settle the obligation at the balance sheet date. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a consolidated asset only when the reimbursement is virtually certain.
- ii) If the effect of the 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 recognised as a finance cost.
- iii) Contingent liabilities are disclosed on the basis of judgment of management. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

i. Cash and cash equivalents

For the purpose of the statement of cash flows, the (FZE) considers bank balances and depoits with a maturity of less than 3 months from the date of placement to be a part of cash and cash equivalents.

i. Inventories

- i) Inventories are valued at lower of cost or net realisable value.
- ii) The costs of inventories are determined on weighted average basis. Cost of inventories comprise all costs of purchase, and where applicable costs of conversion and other costs incurred in bringing the inventories to their present location and
- iii) Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

k. Use of estimates and judgements

- i) The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the appplication of accounting policies and the reported amounts of assests, liabilities, income and expenses. Actual results may differ from these estimates.
- iii) The estimates and underlying assumptions are reviewed by the management on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates is revised and in any future periods affected.

4 New standards, amendments to standards and interpretations

4.1 Issued and effective

Following are amendments to standards are effective for annual periods beginning after 1 January, 2021 and earlier applicationis permitted.

- Covid-19-Related Rent Concessions amendments to IFRS 16, and
- Interest Rate Benchmark Reform Phase 2 amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16.
- Annual Improvements to IFRS Standards 2018–2020, and
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction amendments to IAS 12.

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

4.2 Issued but not effective

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for 31 December 2021 reporting periods and have not been early adopted by the group. These standards, amendments or interpretations are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

Notes forming part of the standalone financial statements for the year ended March 31, 2022

		31 March 2022 AED	31 March 2021 AED
5	Inventories	ALD	ALU
	Goods for resale	562,007	465,061
	Total	562,007	465,061
6	Trade and other receivables		
	Trade receivable	420,624	208,461
	Total	420,624	208,461
7	Cash and cash equivalents		
	Cash in Bank	218,034	184,408
	Total	218,034	184,408
8	Other current assets		
	Prepaid expenses	15,971	18,136
	Advance to suppliers	15,100	15,100
	Lease security deposits	2,100	2,100
	Duties and Taxes	3,796	3,796
	Total	36,967	39,132
9.1	Borrowings (from holding FZE) Saregama India Ltd*	500,000	200,000
	Total	500,000	200,000
	*Represents unsecured and repayable on demand		
9.2	Due to related parties		
	Saregama India Ltd**	187,252	124,147
	Total **Daniel State Control of the	187,252	124,147
	**Represents amount payable (net of receivables) on account of trade		
9.3	Finance Charges		
	Saregama India Ltd Total	20,735	48,492
	Total	20,735	48,492
10	Trade and other payables		
	Trade Payables	414,976	31,882
	Other payables Total	106,894	47,847
	· 5,50.	521,870	79,729
11	Other Current Liabilities		
	Advance from Customers	157,991	167,450
	Total	157,991	167,450

SAREGAMA FZE Jebel Ali Free Zone, Dubai, United Arab Emirates

Notes forming part of the standalone financial statements for the year ended March 31, 2022

		31 March 2022 AED	31 March 2021 AED
12	Revenue from operations		
	Revenue from trading	469,751	278,160
	Total	469,751	278,160
13	Cost of revenue		
	Opening stock	465,061	363,955
	Purchases and direct expenses	445,713	252,950
	Less: closing stock	(562,007)	(465,061)
	Total	348,767	151,844
14	General and administration expenses	,	•
	Freight and forwarding charges	42,084	21,901
	Royalties	28,847	38,943
	Rent expenses	23,244	24,370
	Salaries & other benefits	413,012	366,264
	Legal, professional & visa expenses	21,800	27,499
	Travelling and conveyance	3,746	1,687
	Bad debts/advances written off	3,314	_,
	Printing and communication expense	7,189	2,903
	Bank charges	1,768	•
	Insurance	· -	9,704
	Other expenses	17,954	30,620
	Total	562,958	523,891
15	Other income		
	Liabilities no longer required written back	7,493	13,118
	Miscellaneous Income	•	171,396
	Total	7,493	184,514

Jebel Ali Free Zone, Dubai, United Arab Emirates

Notes forming part of the standalone financial statements for the year ended March 31, 2022

18 Fair Value Measurement

The (FZE's) financial instruments are accounted for under the historical cost convention. Fair value represents the amount at which an asset could be exchanged or a liability settled between knowledgeable, willing parties in an arm's length transaction, therefore, differences can arise between values under historical cost method and fair value estimates. The fair value of the (FZE's) financial instruments is not materially different from carrying value at 31st March, 2022.

19 Interest rate risk

Significant financial instruments, other assets and other liabilities of the (FZE) as at 31st March, 2022 are not interest based. The FZE has borrowing from its holding company with fixed rate of interest, accordingly FZE is not exposed to interest rate risk.

20 Exchange rate risk

Since the main underlying currencies of the financial intruments, other assets, other liabilities and transactions including revenue, cost of revenue and expenses are in UAE Dirhams, the (FZE) is not exposed to a significant exhange rate risk.

21 Credit rate risk

The FZE is exposed to credit rate risk due to cash and cash equivalents and trade receivables. The FZE has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. Credit risks from balances with a bank is managed in accordance with the Company policy. For financial instruments, the FZE attempts to limit the credit risk by only dealing with reputable banks having high credit-ratings assigned by credit-rating agencies.

22 Liquidity risk

The FZE is exposed to liquidity risk as it has borrowings from holding company, trade and other payables and due to related parties. The FZE manages liquidity risk by maintaining adequate reserves and by matching the maturity profiles of financial assets and liabilities.

23 Events after the date of statement of financial position

There have been no material events occurring after the date of statement of financial position that require adjustments to, or disclosure in, the financial statements.

24 Contingencies and commitments

As at 31st March, 2022, the (FZE) had no contingencies and commitments.

25 Comparative figures

Previous year's figures have been regrouped/reclassified where ever necessary to confirm to the presentation adopted in the current year. Figures of the (FZE) have been rounded off to nearest AED 1/-.