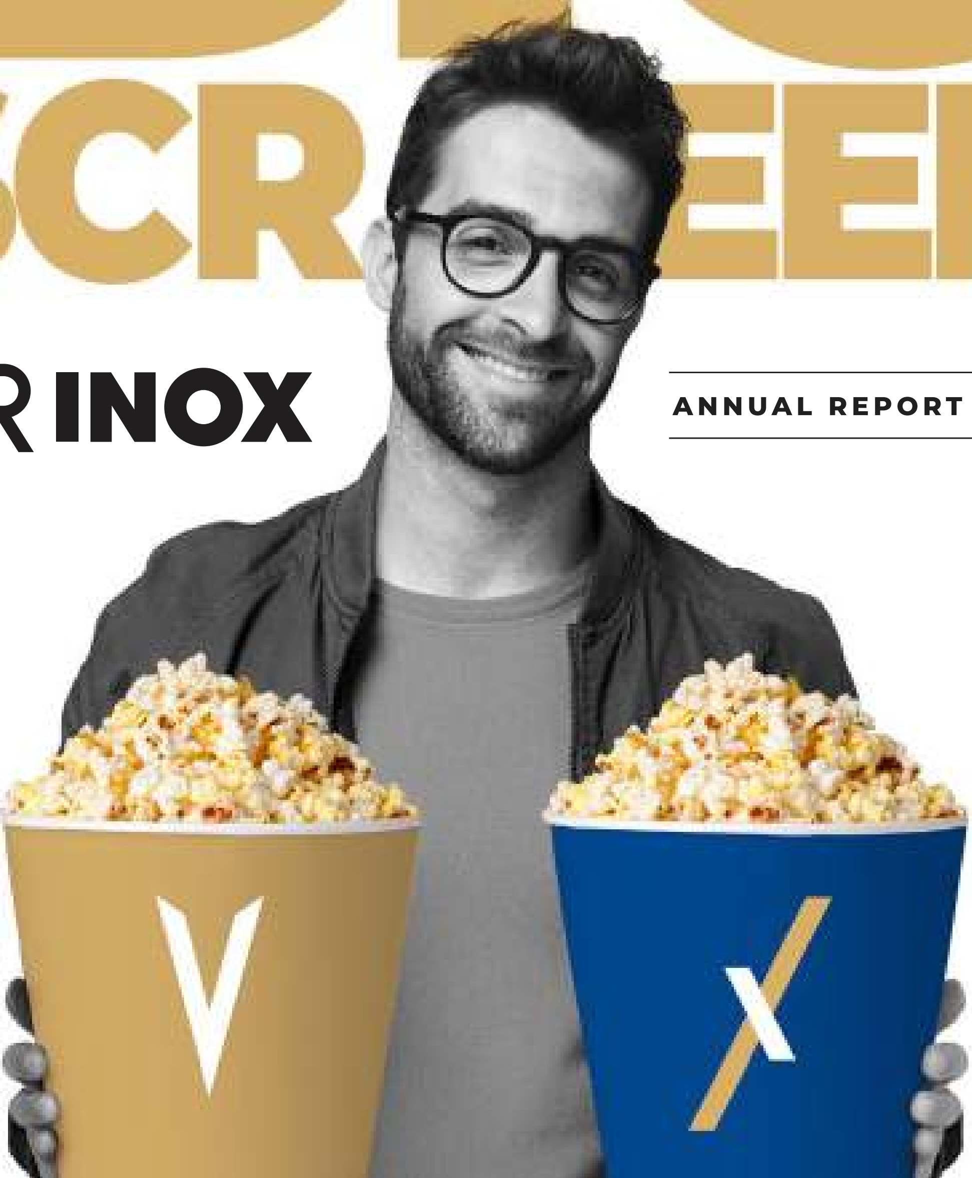
INDIA IS NOW ON THE BIG SCREEN



PVR INOX

ANNUAL REPORT 2022-23

Contents

For more information visit:
https://www.pvrcinemas.com

INDIA IS NOW ON THE BIG SCREEN

India is now taking centre stage in the world of cinema, as PVR, in a ground-breaking move, joins forces with INOX, creating an unparalleled cinematic revolution.

This dynamic merger is all set to transform the movie-going experience for audiences all across India. By combining their strengths, PVR INOX opens up a vast realm of premium cinematic content, from captivating international releases to enthralling regional masterpieces, making every movie enthusiast's journey, truly unforgettable.

Embracing cutting-edge technologies like ICE, IMAX, and 4DX, along with state-of-the-art sound and projection systems, and combining them in uber-luxury formats like Director's Cut, Insignia, and Luxe, PVR INOX promises moviegoers an immersive and indulgent adventure like never before. The seamless integration of their loyalty programmes introduces a unified rewards system, adorned with personalised benefits tailored to individual preferences.

As for indulging the senses, PVR INOX offers a tantalising range of Food and Beverage (F&B) options catering to diverse tastes, from gourmet delights to healthier alternatives. Moreover, the merged entity places great importance on environmental consciousness, adopting eco-friendly practices to create a sustainable cinema experience.

Paving the way for expanded access to entertainment in untapped markets and elevating customer service to new heights, PVR INOX's world of cinematic brilliance promises nothing short of an extraordinary journey.

MD AND ED'S MESSAGE

Ready for the Next Chapter

During the year, after receiving all regulatory and statutory approvals from the relevant authorities, the merger became effective from February 6, 2023. Post the completion of the merger, the Company commands an enviable portfolio of 1,697 screens across 360 cinemas in 114 cities of India and Sri Lanka.

SANJEEV KUMAR
Executive Director

AJAY BIJLI
Managing Director

Looking ahead, our focus remains on accelerating growth in underserved markets.

Dear Shareholders,

It is with immense pleasure that we present to you the first Annual Report of the merged entity PVR INOX Limited. We are excited about the endless possibilities that lay ahead of us, especially during a time when the industry is poised for recovery and growth.

The Merger

As the cinema industry was emerging from the pandemic, we realised that the changing media landscape and evolving consumer behaviour would make scale even more relevant in times ahead. We were presented with a unique opportunity to merge two of the strongest consumer brands in India and create the largest cinema exhibition chain. On March 27, 2022, the Board of Directors of PVR Limited and INOX Leisure Limited approved an all-stock amalgamation of INOX with PVR. During the year, after receiving all regulatory and statutory approvals from the relevant authorities, the merger became effective from February 6, 2023. Post the completion, we command an enviable portfolio of 1,697 screens* across 360 cinemas in 114 cities of India and Sri Lanka.

Performance of the Year Gone By

India on the back of its sturdy domestic film industry was one of the few markets in the world where box office collections recovered to almost 100% of the pre-pandemic levels (₹10,637 Crores in CY 2022 vs ₹10,948 Crores in CY 2019; Source: Ormax Media). It was a different story globally. The global box office, which had managed to close at a record high of $42.3 Billion in CY 2019, managed to recover to $25.9 Billion in CY 2022, a recovery of ~61%. Box office collections in USA and Canada also managed to recover to ~66% of pre-pandemic levels: $7.5 Billion in CY 2022 vs $11.4 Billion in CY 2019. (Source: Gower Street Analytics)

In India, although we were off to a great start with the first quarter, subsequent quarters showed considerable volatility in terms of box office collections and admissions. This has largely been on account of reduction in number of overall film releases as shooting of films was impacted on account of the pandemic and underperformance of Hindi language content which was released during the year. We believe this is a temporary phenomenon, and as the supply of film slate increases over the next 12-18 months, the theatrical business will bounce back strongly.

Redefining the Movie-watching Experience

We are excited about the new beginnings, the prospects, the synergies that come along, as we stand together. From here on, we see the cinema-viewing experience only getting better. The new screens which will be added to our portfolio every year, will be true symbols of the most contemporary, thought-out and well-appointed cinema-viewing experiences. The brands have come together at a time when the cinema exhibition industry has won a long hard battle and is ready to bask in full bloom.

We played the role of an anchor to the film exhibition industry's initiative, 'National Cinema Day' on September 23, 2022. During this event, we offered substantial discounts on movie tickets and F&B products. The result was an astounding turnout, making it the second-most attended day in our history, with an impressive occupancy rate of ~80%.

Expanding our Footprint

During the year, PVR and INOX jointly opened 168 new screens across 30 cinemas, strategically expanding into Tier-2 and Tier-3 cities. We also shut down 34 screens across 12 properties where the leases had expired. We entered eight new cities last year: Rourkela, Patiala, Yamunanagar, Armoor, Kalaburagi, Nizamabad, Srinagar and Nalasopara. We marked PVR's debut in Jaipur with the launch of an 8-screen multiplex, the largest in Rajasthan. In Kerala, we unveiled the largest 12-screen superplex, including the first IMAX theatre at Lulu Mall in Thiruvananthapuram. In Bengaluru, we introduced the first Director's Cut multiplex, catering to discerning moviegoers. In Chennai, we inaugurated India's first

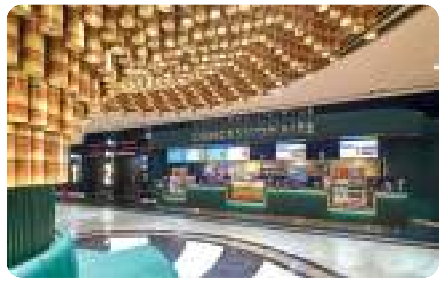
*as of June 30, 2023

multiplex within an airport complex, featuring a 5-screen property at PVR Aerohub. Additionally, we opened the city's biggest 11-screen multiplex, including the second IMAX theatre as a result of our acquisition of Jazz Cinemas. One of the highlights of the year was the launch of our first multiplex in Srinagar, marking the revival of cinema in Kashmir after 32 years.

Looking ahead, our focus remains on accelerating growth in underserved markets. Given the significantly high movie consumption in South India and relative under-penetration of multiplexes, as compared to the other parts of the country, the Company's mid- to long-term focus would be to add more screens in South India. We expect South India to contribute 40%-50% of overall screen additions by the Company.

Innovation in F&B

We have introduced fresh concepts and enticing offerings to our menu, establishing new trends in the industry. In order to increase our strike rate, we implemented initiatives like 'Unlimited Refills on Popcorn on Cola' on weekends and 'Best Sellers @ 99' on weekdays. Our innovative additions encompassed various aspects. We introduced the largest all-American hotdogs, along with Zero-Carb Burgers, Immunity Booster Beverages, and a diverse Millets menu. Additionally, we launched Bento Boxes at Luxe, accompanied by premium desserts, coffee, and the delectable Magic Wok Pan-Asian cuisine meticulously curated by celebrity chef, Sarah Todd. All these continuous innovations have helped us maintain and grow our F&B revenues and increase average consumption and spending on F&B at our cinemas.



Innovation in Advertising

To enhance the impact of on-screen advertising messages, we introduced the pioneering concept of experiential cinema advertising in India. It expands the scope for advertisers and amplifies the impact of the on-screen advertising message. We achieved a significant milestone with our first client, Maruti Suzuki Brezza, by offering a ground-breaking, 270-degree, immersive on-screen experience. Our technology partner, XPERIA GROUP was recognised for this innovation by winning the Abby One Show Awards and E4M Neon OOH awards. Furthermore, we expanded our range of experiential advertising solutions by releasing the first-ever four-dimensional (4D) commercial for OnePlus in the 4DX format. This ground-breaking addition to our bouquet of media solutions garnered praise and recognition, with our media agency, Khushi Advertising, receiving the esteemed E4M Neon OOH Award.

Training and Development

Recognising the importance of staff development, we have made significant investments in training. We have developed the Springboard LXP (Learning Experience Platform) accessible via mobile and web, enabling our employees to engage in continuous learning on the go. We also introduced the Prakhar programme, a competency and skill-building development initiative in collaboration with Harappa, and the Parivartan Programme, an innovative learning journey designed to empower and enhance the skills of our duty managers.

Socially Responsible Approach

As a socially responsible corporate, we are actively taking concrete steps to minimise our ecological impact and contribute to the decarbonisation of our operations, aligning with the United Nations' Climate Action SDG goal. We entered into a national partnership with the Save Soil movement and Cauvery Calling, spearheaded by Sadhguru, pledging support towards the climate action programme of Isha Outreach. To embrace sustainability in the digital cinema realm, we have chosen Qube Wire, an environmentally friendly solution for electronic content delivery. Additionally, through our expanded preferred partnership with Cinionic, the global leader in laser cinema solutions, we have made a conscious decision towards transition to laser projectors. This sustainable solution not only reduces power consumption but also eliminates the need for lamps, their subsequent replacement, and disposal, while enhancing the viewing experience for our customers. In our endeavour to adopt sustainable practices, we have made a switch to recyclable uniforms crafted from 65% recycled polyester and 35% cotton, derived from PET bottles. These eco-friendly uniforms are worn by 1,000 members of our staff.

> **Our immediate focus post-merger is successful integration of both the entities, realisation of synergies and also relooking the combined portfolio from the lens of profitability and favourable unit economics.**

Immediate Focus and Goals Post Merger

Our immediate focus post-merger is successful integration of both the entities, realisation of synergies and also relooking the combined portfolio from the lens of profitability and favourable unit economics. We reconstituted the Board of the company by adding 50% of the independent directors from the Board of erstwhile Inox Leisure to the Board of PVR INOX. We announced a Day 1 organisation structure as soon as the merger was formalised. We expect to generate EBITDA level synergies of ₹2,250 Million over the next 12-24 months. We hope to realise a part of these synergies in FY 2023-24 itself, and the remaining in FY 2024-25. Majority of these are revenue-linked synergies and will emanate from efficient programming and ticket price optimisation, upgrading, standardising product offerings, plugging product gaps in F&B, optimising advertising time and realisation across both the entities.

On the cost side, synergies will emerge from integrating the supply chain, leveraging the size and scale of the combined entity for volume discounts, harmonisation of product and packaging standards and removal of redundant costs.

Optimistic about the Future

Despite the volatility experienced in the Indian box office, this year has witnessed the highest-grossing movies across all major languages. Movies like *KGF 2* (Kannada; ₹970 Crores), *RRR* (Telugu; ₹869 Crores), *Avatar: Way of Water* (English; ₹471 Crores) and *Pathaan* (Hindi; ₹646 Crores) have resonated with audiences and created multiple box office records. The theatrical window for Hindi films has returned to its standard 8-week duration, attracting families back to cinemas. We are highly optimistic about the resurgence of the big screen, driven by strong consumer spending in the economy and a youthful population willing to invest in premium experiences. An impressive lineup of upcoming movies further contributes to our positive outlook.

₹2,250 Mn

EXPECTED EBITDA SYNERGIES OVER THE NEXT 12-24 MONTHS

Epilogue

We want to take this time and acknowledge that our achievements would not have been possible without the dedication and hard work of our talented team. Their passion for cinema and commitment to delivering exceptional experiences have been instrumental in our success. We extend our heartfelt gratitude to every member of the PVR INOX family for their contributions.

Lastly, we express our gratitude to our esteemed shareholders for their unwavering support and belief in our vision. Your trust has been a driving force behind our endeavours, and we remain committed to creating value and delivering sustainable growth. Thank you once again for your continued support.

Sincerely,

Ajay Bijli
Managing Director

Sanjeev Kumar
Executive Director

MESSAGE FROM THE CFO

Ready for the Much-anticipated Sequel

The recovery in revenue for us resulted primarily from growth in ticket prices and growth in average spend per head on F&B in cinemas.

NITIN SOOD
Chief Financial Officer

Dear Shareholders,

I am pleased to present to you the first annual report of PVR INOX, post the merger of INOX Leisure Limited with PVR Limited. Please note that the reported numbers for FY 2022-23 vis-a-vis the previous years are not comparable. Given that the appointed date of the merger with INOX was January 1, 2023, the financial performance of Inox Leisure for only one quarter i.e., Q4 FY2023 forms part of the annual results. Hence for full-year FY 2022-23, the reported numbers have three quarters of PVR and 1 quarter of PVR INOX's financials. For the purpose of presenting a like-to-like analysis, proforma figures have been used for the combined entity for all periods in the letter below.

Overview

FY 2022-23 was a year of recovery for the cinema exhibition industry as box office collections recovered to almost pre-pandemic levels. The industry recorded box office collections of ₹10,637 Crores in CY 2022 and had recorded collections of ₹10,948 Crores in CY 2019. (Source: Ormax Media)

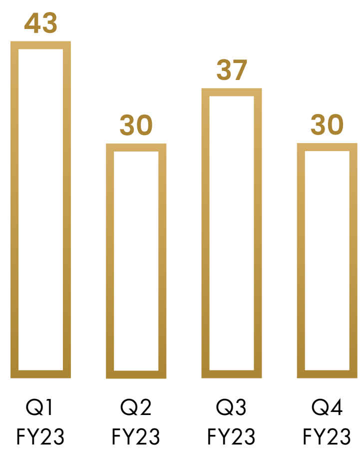
Although the revenue for the Company recovered to the pre-pandemic levels of FY 2019-20, the year was marked by significant quarter-on-quarter volatility in terms of admissions and box office performance across genres. The overall occupancy for the year was lower by ~6.6% when compared to FY 2019-20 and the absolute admissions were lower by approximately 16%. The decline in admissions on same-store basis was even steeper at 21%.

While South Indian and regional content experienced a strong recovery in box office collections during the year with outperformance coming in from the three major South Indian languages (Tamil, Telugu and Kannada), mainstream Hindi language content and Hollywood films significantly underperformed when compared to the pre-pandemic levels.

The first quarter recorded the highest-ever quarterly Revenue, EBITDA, and PAT, with 43+ Million patrons visiting our cinemas. This quarter saw the release of *KGF 2* (Kannada), which became the second highest-grossing domestic movie of all time, accumulating ₹970 Crores in gross collections. The second quarter turned out to be a break-even period operationally, as highly anticipated blockbusters like *Laal Singh Chaddha, Raksha Bandhan,* and *Liger* from Bollywood failed to perform well at the box office. The third quarter showed improvement compared to the second quarter but was still lower than the first quarter, driven by the exceptional performance of regional movies like *Ponniyin Selvan 1* (Tamil) and *Kantara* (Kannada), as well as Bollywood's *Drishyam 2* and Hollywood's *Avatar 2: The Way of Water* and *Wakanda Forever*. *Avatar 2* emerged as the highest-grossing English movie in India. The fourth quarter started strong with the release of *Pathaan,* which became the highest-grossing Bollywood movie ever. However, apart from the residual collections of *Avatar 2*, other English movies did not perform well, resulting in the quarter being operationally break-even for the Company.

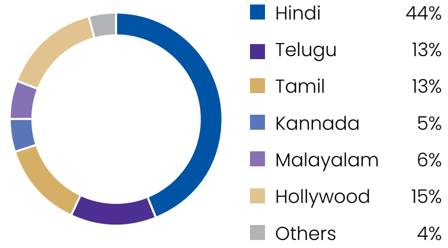
Volatility in Quarterly Admissions

(Mn)

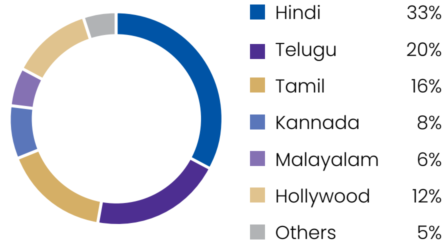


Box office collections were impacted due to underperformance of Hindi films as successive tentpoles failed to resonate with the audiences. Hindi box office lost market share to South Indian languages as it reduced from 44% in CY 2019 to 33% in CY 2022. 32% of Hindi box office came from dubbed versions of South Indian films like *KGF 2, RRR, Kantara*, etc. Without these films, Hindi cinema would have closed the year at an even-lower total.

Language-wise Box Office Share in CY 2019



Language-wise Box Office Share in CY 2022



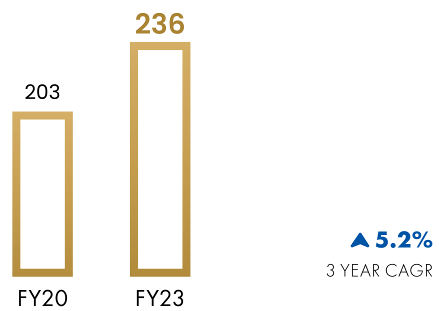
(Source: Ormax Media)

Hollywood box office collections were impacted globally because ~46% fewer movies were released compared to the pre-pandemic period. This resulted in the US and Canada box office recovering to only 66% of pre-pandemic levels. (Source: Box Office Mojo by IMDbPr)

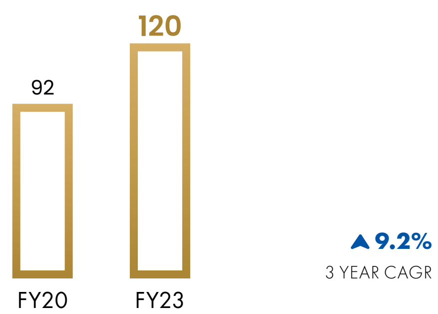
MESSAGE FROM THE CFO

The recovery in revenue for us resulted primarily from growth in ticket prices and growth in average spend per head on food and beverage in cinemas. We had increased ticket prices in FY 2021-22 after a gap of nearly 3 years. The full impact of this price increase was observed in FY 2022-23, which marked the first full year of operations post-pandemic. Growth in F&B spend per head was driven by increase in consumption at cinemas and commodity linked price inflation.

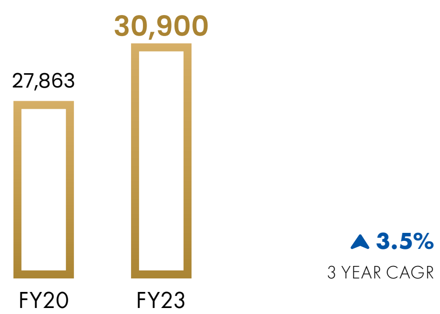
Average Ticket Price (₹)



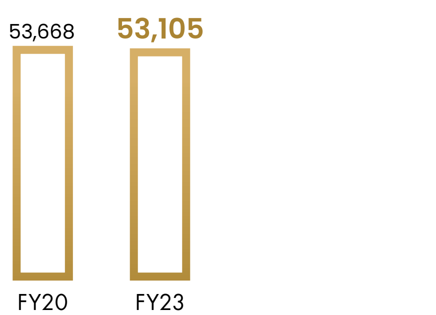
Spend per Head (₹)



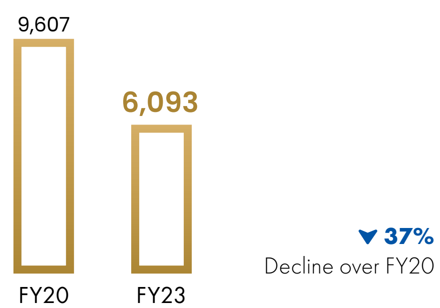
Fixed Expenses (₹ in Mn)



Revenue (₹ in Mn)



EBITDA (₹ in Mn)



Cost Control and Profitability

The strong cost control measures instituted across both the entities during the pandemic have helped in keeping fixed costs significantly under control when compared to the pre-pandemic period (FY 2019-20). Proforma fixed costs of PVR INOX saw an increase of 11% on an absolute basis between FY 2019-20 and FY 2022-23 which is a CAGR of 3.5%. Excluding Rent and CAM, the fixed costs grew by only 4.5% over these 3 years, a CAGR of 1.5%. Given that the two entities have opened 200+ screens over the past three years, on a per screen basis, the increase in fixed costs is even lower.

While the revenue recovered to pre-pandemic levels, the increase in fixed costs reduced the operating margins from 17.9% in FY 2019-20 to 11.5% in FY 2022-23.

Note: Proforma numbers for PVR INOX for FY 2022-23

Gross Debt and Capital Expenditure

The gross debt of PVR INOX as at the end of FY 2022-23 was ₹17,926 Million. Total cash and bank balance as on March 31, 2023, was ₹3,618 Million. Net Debt as on March 31, 2023, was ₹14,308 Million.

The funds raised were primarily used to fund organic and inorganic expansion. PVR INOX opened 168 screens in FY 2022-23.

The company currently has approximately 150-170 screens under fit-out. Most of these screens are expected to open in FY 2023-24. The company's annual capex planned outlay is expected to be approximately ₹7,000 Mn. We expect to fund this capex entirely from internal accruals. We have also announced deferring new handovers to the next calendar year by which we expect the volatility in box office collections to subside. This will allow us to align our capex with cash generation from our operations without compromising on our screen expansion target for FY 2024-25.

Focus on Profitability

Given the scale of the merged entity, the immediate focus of the organisation post-merger has shifted from screen expansion to improving the overall profitability and unit-level economics. With this in mind in Q4 FY 2022-23, the company announced the closure of 50 loss-making screens. Most of these cinemas have reached their end of life or are located in malls which have reached their end of life and have little hope of revival. Shutting these screens will result in EBITDA savings of ~₹100 Mn annually. This will be an annual exercise going forward where the bottom 2%-4% of the screens are assessed for restructuring or complete exit.

Update on 'The Integration'

As soon as the PVR INOX merger took effect on February 6, the Company's Board was reconstituted, and a 'Day 1' organisation structure was announced. The Company's immediate objectives are supply chain integration, operations integration, and human resource integration, as well as integration of IT and ERP systems and processes. Realising merger synergies and increasing screen rollout across key markets are the Company's top priorities from a medium to long-term perspective.

My colleagues and I would like to express our gratitude to our shareholders, customers, and partners for their support. Despite the challenges faced over the past three years, we have made significant progress, and I am very excited about the growth that lies ahead for PVR INOX together. As always, we remain committed to providing exceptional experiences to our patrons and creating long-term value for our stakeholders.

Sincerely,

Nitin Sood
Chief Financial Officer

150-170
SCREENS UNDER FIT-OUT

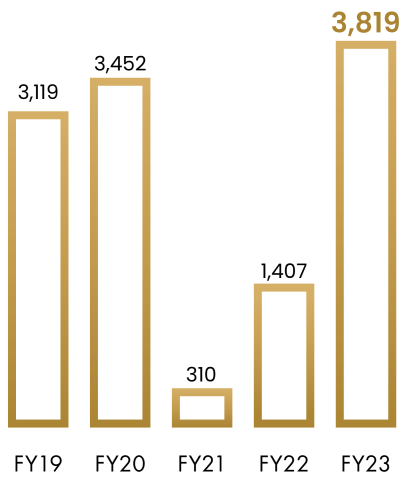
~₹7,000 Mn
PROJECTED CAPEX OUTLAY

KEY PERFORMANCE INDICATORS

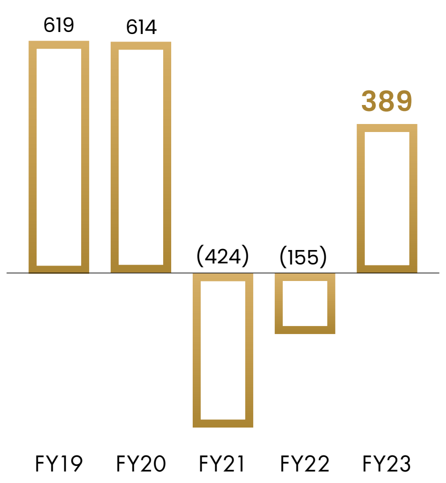
Mapping Our Progress in the Year

Financial Performance*

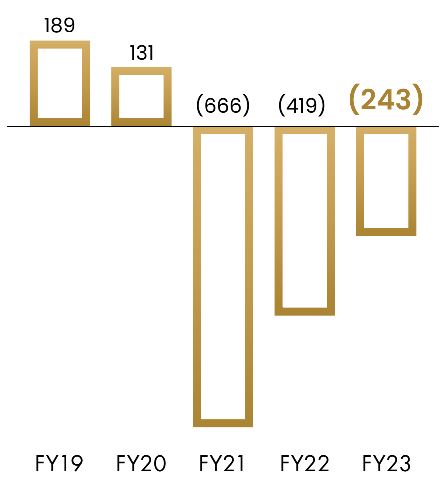
Revenue* (₹ in Cr)



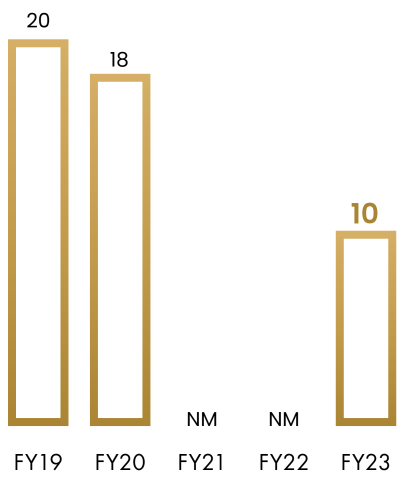
EBITDA* (₹ in Cr)



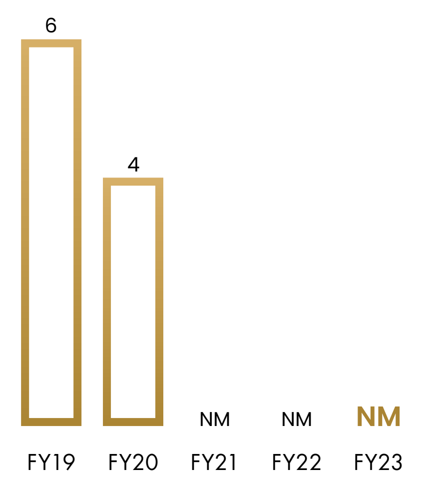
PAT* (₹ in Cr)



EBITDA Margin* (%)



PAT Margin* (%)



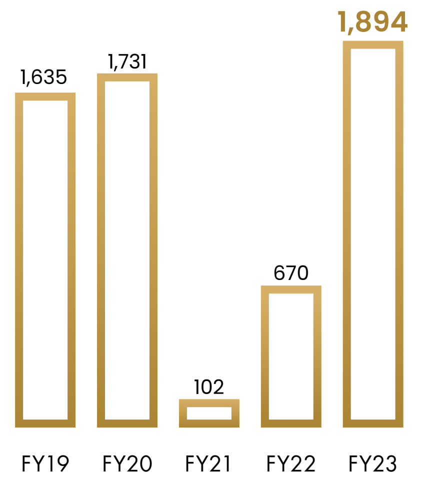
Note:

- ***Computed without considering the impact of Ind AS 116 'Leases'**
- FY 2020-21 & FY 2021-22 numbers were impacted by COVID-19 and are not comparable
- NM stands for not meaningful
- Reported numbers for FY 2022-23 are not comparable with earlier years. Given that the appointed date of the merger with INOX was January 1, 2023, the numbers for Q4 FY2023 are consolidated for both PVR and INOX. Hence for full year FY 2022-23, the reported numbers have 3 quarters of PVR and 1 quarter of PVR INOX's financials

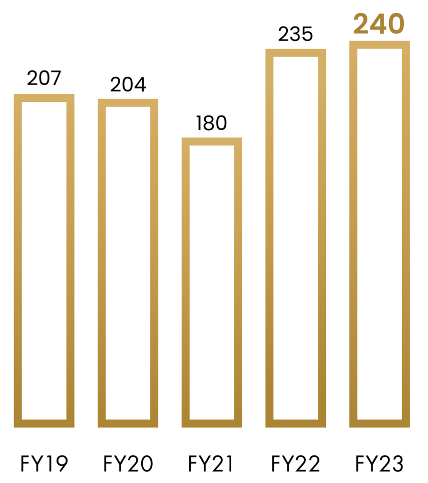
Operational Performance

Box Office

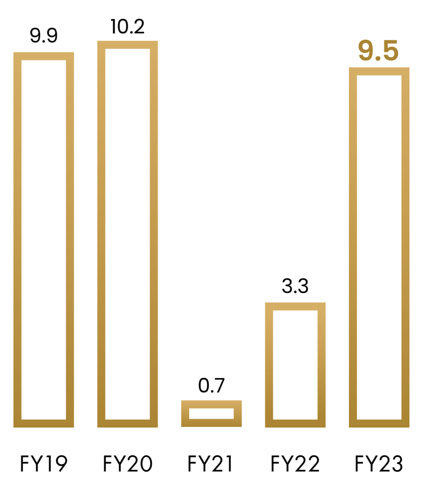
Box Office Revenue (₹ in Cr)



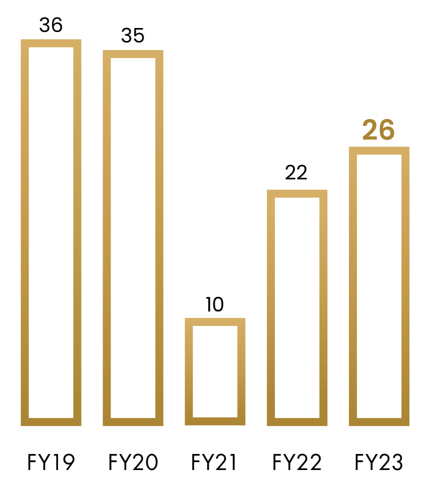
Average Ticket Price (ATP) (₹)



Admissions (Nos. in Cr)



Occupancy (%)



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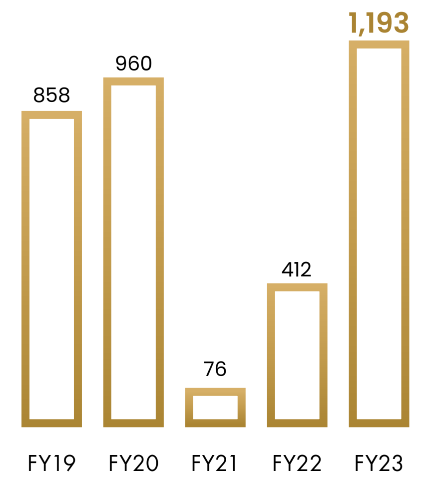
Operational Performance

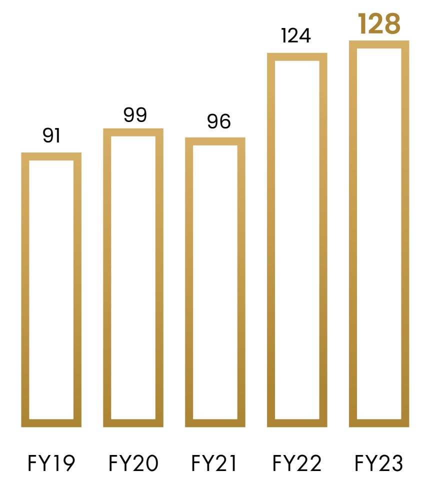
Food and Beverage

Revenue from the Sale of F&B Products (₹ in Crore)

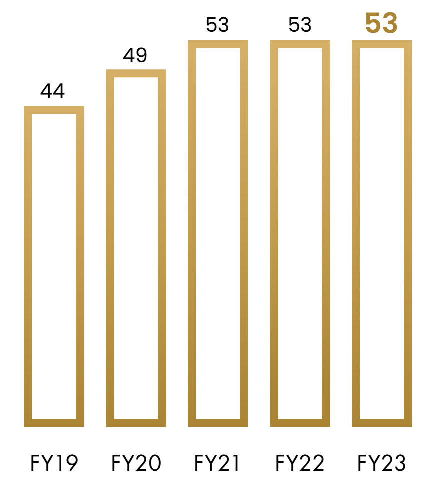


Box Office

Spend per Head (SPH) (₹)

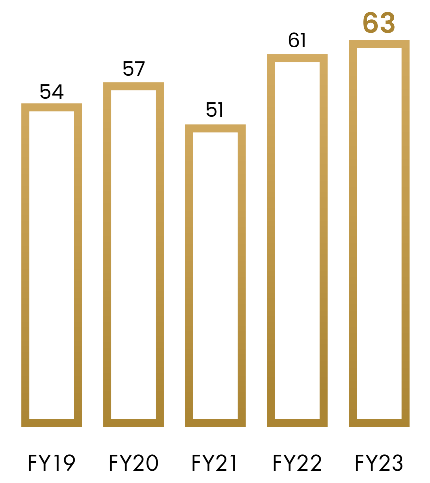


Spend per Head to Average Ticket Price Ratio (%)

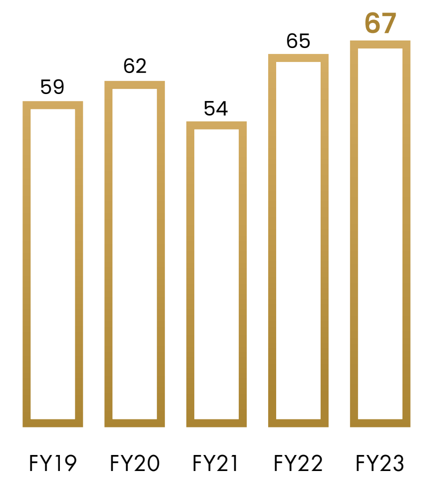


Online Movie Ticket Sale

Online Admit (%)

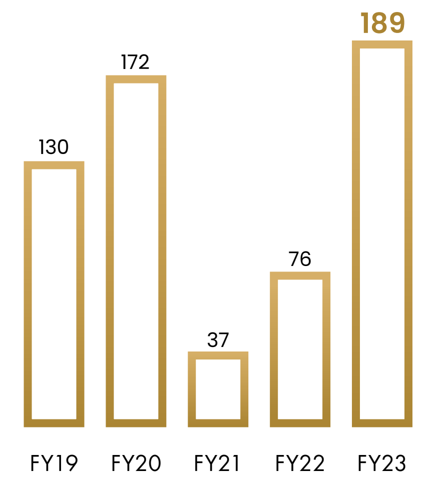


Online Gross Box Office Collection (%)



Revenue from Convenience Fees

Convenience Fee Income (₹ in Cr)



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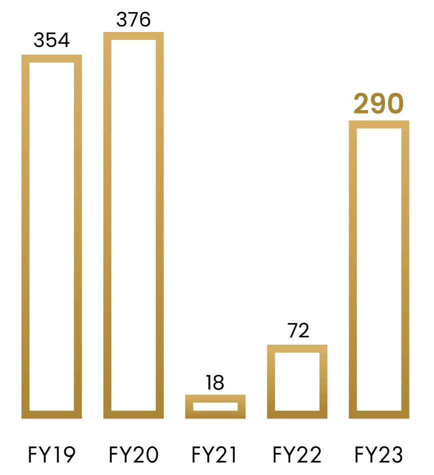
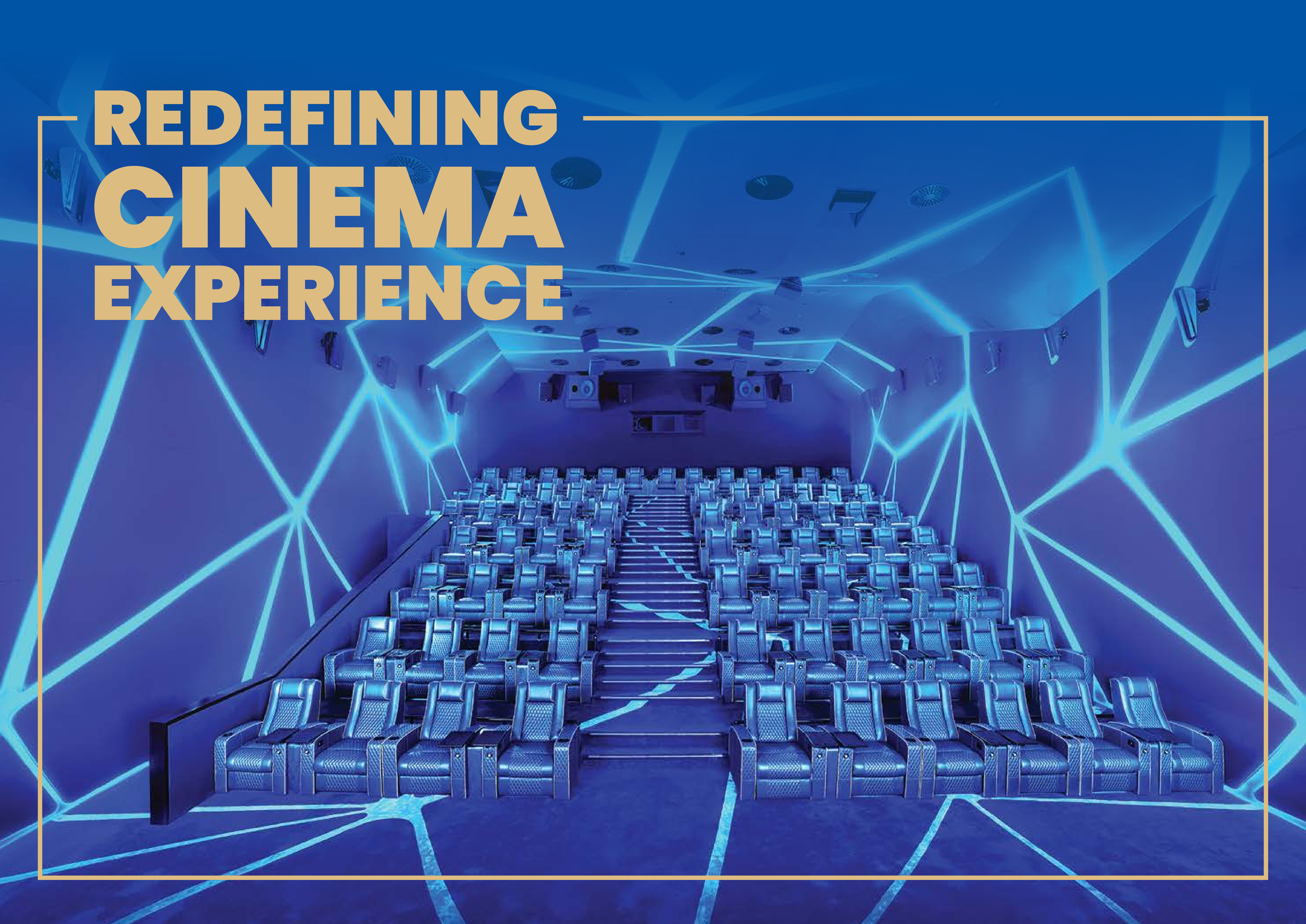
Advertising Income

Advertising Income (₹ in Cr)



Reported numbers for FY 2022-23 are not comparable with earlier years. Given that the appointed date of the merger with INOX was January 01, 2023, the numbers for Q4 FY2023 are consolidated for both PVR and INOX. Hence for full year FY 2022-23, the reported numbers have 3 quarters of PVR and 1 quarter of PVR INOX's financials

REDEFINING CINEMA EXPERIENCE



THE NEW IDENTITY

A Cinematic Blockbuster Unveiled

PVR and INOX have screened countless blockbusters over the years. But today, the PVR INOX collaboration steals the limelight as an extraordinary blockbuster in itself. PVR has redefined the movie-watching experience for over 25 years, solidifying our leadership in the cinema exhibition market.

However, we always aimed higher, striving to create an unmatched viewer experience that transcends mere screenings. In pursuit of this vision, we joined forces with INOX to create PVR INOX–the No. 1 multiplex chain of India. As PVR INOX, we now stand amongst dominant global players, redefining cinema exhibition and bringing forth significant synergies that benefit all stakeholders.

Rebuilding ourselves as a Stronger Entity

PVR + INOX

- Strengthen leadership position pan India
- Leverage scale to drive operational efficiency
- Strong balance sheet to support accelerated growth
- Significant synergy benefits and long-term value creation for all stakeholder

Coming Together of Two Leading Cinema Brands

PVR	PVR INOX	INOX
#1 MULTIPLEX PLAYER	#1 MULTIPLEX PLAYER	#2 MULTIPLEX PLAYER
943 SCREENS PAN INDIA	1,697* SCREENS	754 SCREENS PAN INDIA
187 PROPERTIES	360 PROPERTIES#	173 PROPERTIES
79 CITIES	114 CITIES	72 CITIES
82.9 Mn ADMITS IN FY 2022-23	140.4 Mn PRO FORMA ADMITS IN FY 2022-23	57.5 Mn ADMITS IN FY 2022-23

Including 38 management screens across 11 cinemas | *Screen Portfolio as on June 30, 2023

Industry-leading Market Position

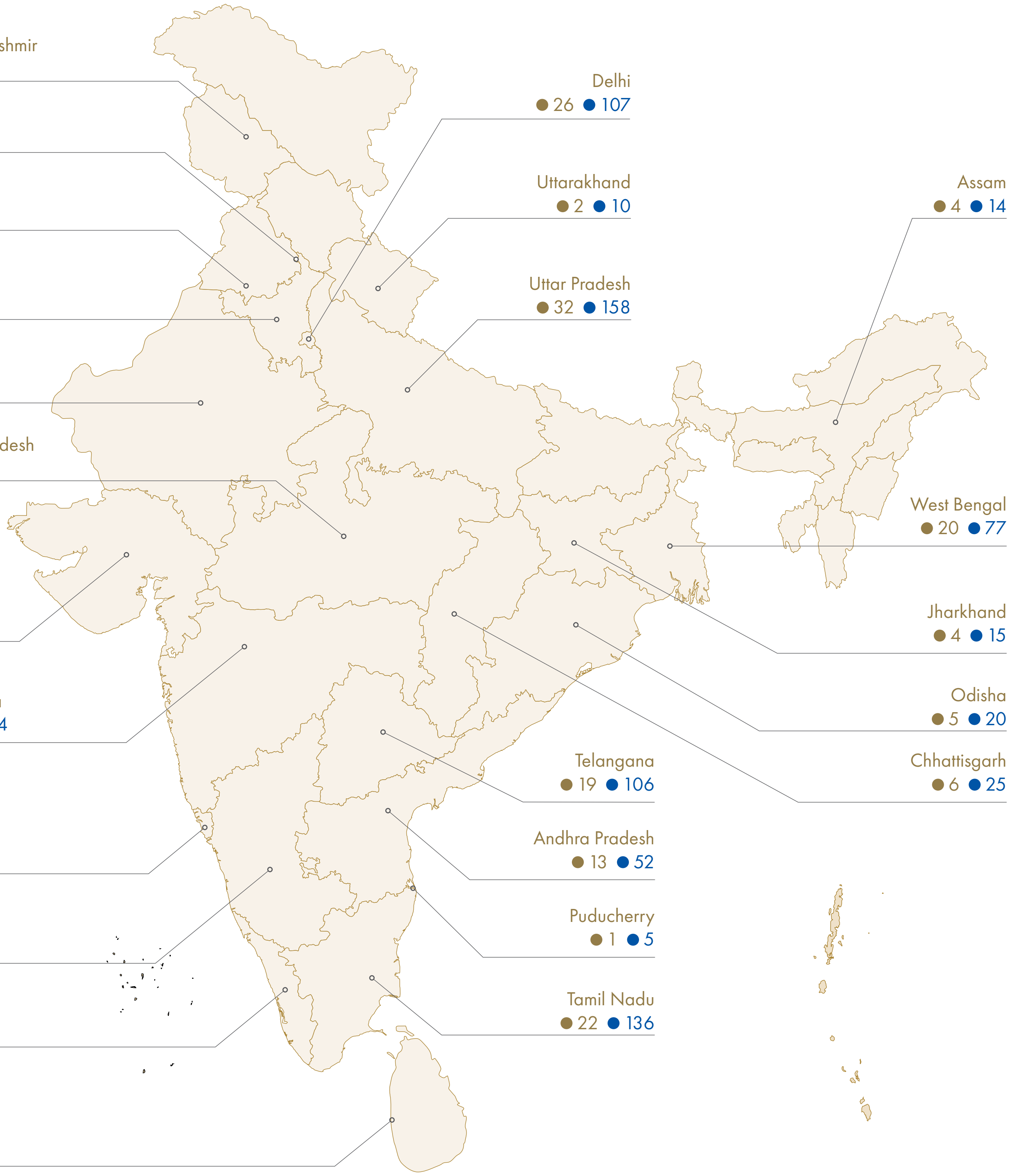
Single Screens	58%
Other Multiplex Screens	24%
PVR + INOX	18%

Other Screens	70%
PVR + INOX	30%

PRESENCE

Taking Cinema to the Nation

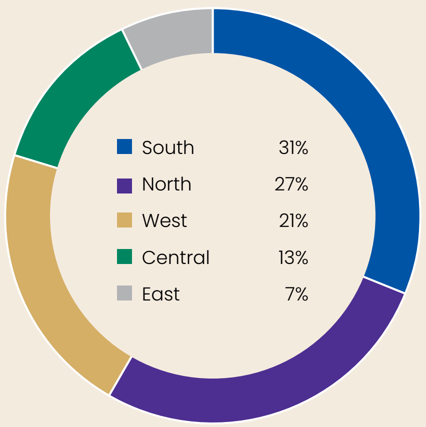
Our diversified screen network spans 114 cities, ensuring that our brand is both aspirational and accessible to a wide audience.



Note: Map not to scale   Portfolio as on June 30, 2023

Cinemas **Screens**

Regional Distribution of 1,697 Screens



530 SOUTH

456 NORTH

359 WEST

226 CENTRAL

126 EAST

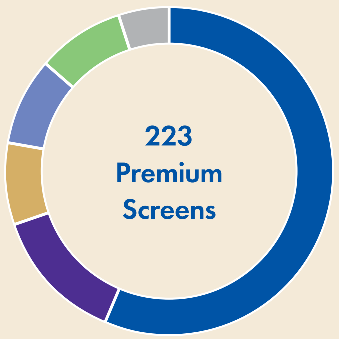
BRAND PORTFOLIO

Immersive Cinematic Experiences at its Best

We are driven by our passion for customer service and experience, which has inspired us to create distinctive offerings for our discerning customers. With a diverse portfolio of premium screens, we provide an exclusive and immersive cinematic experience that sets us apart.

Our constant innovation keeps us at the forefront of evolving technology, offering features like Premium Large Formats (PLF) for a wider viewing area through formats like BigPix, ScreenX, P[XL]. We also prioritise sound and electroacoustic enhancements to deliver an extraordinary audio-visual journey through IMAX, ICE, 4DX, MX4D, and Onyx. Our offerings like Insignia, Director's Cut, and Luxe offers the most luxurious affair a cinephile can experience in India. At PVR INOX, we strive to exceed expectations and create unforgettable moments for our valued moviegoers.

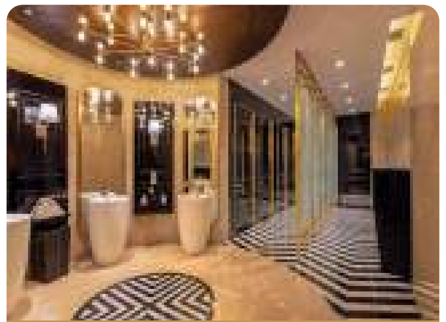
Premium Screens Portfolio



Luxury formats (Insignia, Luxe and Director's Cut)	126
4D format (4DX, MX4D)	30
IMAX	19
Premium large format (PLF)(Big Pix, PXL, ScreenX)	19
Format for kids (Kiddles, Playhouse)	18
Other formats (ICE, Onyx, Sapphire, Club)	11

Portfolio as of June 30, 2023

Brand Portfolio



LUXURY

68 INSIGNIA | 45 LUXE

13 DIRECTOR'S CUT

TOTAL 126

4D SCREENS

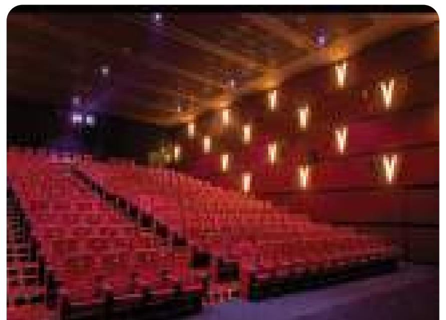
25 4DX | 5 MX4D

TOTAL 30

IMAX

19 IMAX

TOTAL 19



PLF (PREMIUM LARGE FORMAT)

12 PXL | 4 BIG PIX

3 SCREENX

TOTAL 19

SCREENS FOR KIDS

12 PLAYHOUSE | 6 KIDDLES

TOTAL 18

OTHERS

4 SAPPHIRE | 3 CLUB

2 ONYX | 2 ICE

TOTAL 11

Zea Maize

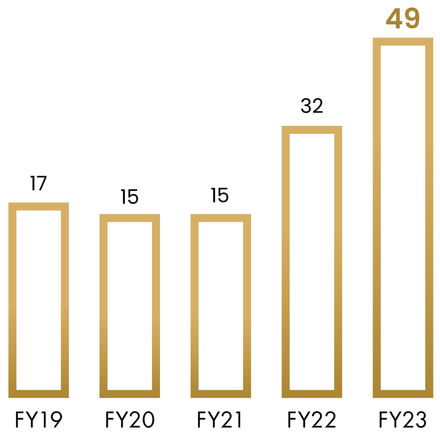
4700BC Gourmet Snacks

Zea Maize owns 4700BC, which started as Gourmet Popcorn Brand, and has now transformed itself into a premium snacking brand, launching multiple products across different categories, like chips, makhana, sweet corn, and more. Their target is to build a household name in the snacking category, initially targeting the mass-premium segment of customers.

The brand is present across all major offline and online retailers, have a strong presence in institutional channels like airlines, railways and cinemas, and presence across different nations as well. The brand is well-positioned to continue its growth across channels with increased distribution and products.

Zea Maize Revenue (₹ in Cr)

₹49



Product Range

Ready-to-Eat (RTE) Product Range

Gourmet Popcorn

Classic Popcorn

Indulgence Popcorn

Ready-to-Cook (RTC) Product Range

Microwave Popcorn

Instant Popcorn

Recent Launches

Protein Pops

Popped Chips

Corn Nuts

RTE Sweet Corn

Seasoning

PVR INOX Pictures

PVR INOX Pictures, the filmed entertainment vertical of PVR INOX, brings pathbreaking and diverse content to India. We are the largest independent distributor of English, foreign language, and local content. With 500+ Hollywood Movies, including 20+ award winning releases over the past two decades and 150+ theatrical releases in the past 5 years. We contribute more than 85% of the theatrical revenue of independent Hollywood films.

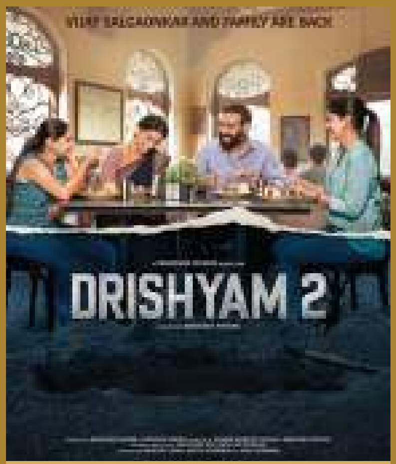
In addition to this, we have also been actively distributing Hindi and Regional movies in India. It introduced Japanese Anime in India last year with the release of 'Jujutsu Kaisen' and has since seen remarkable success with successive 'anime' movies in India. We have cultivated exceptional relationships with international and domestic stakeholders, including content creators, studios, sales agents, and TV and digital platforms. We have developed an unmatched distribution network spread across India and Sri Lanka.

HOLLYWOOD
Recent Releases

OSCAR
Winners

ANIME

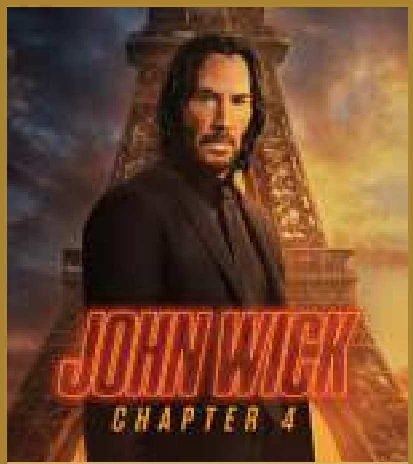
Top 6 Movies Distributed by PVR INOX Pictures in FY 2022-23



BOLLYWOOD


PUNJABI

JAPANESE ANIME

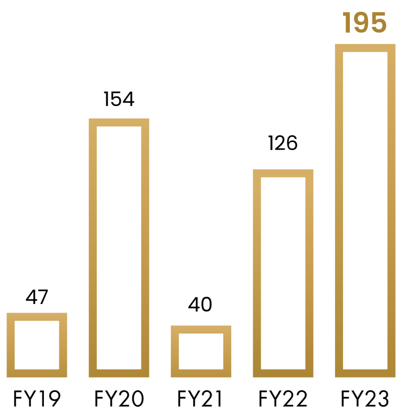


HOLLYWOOD

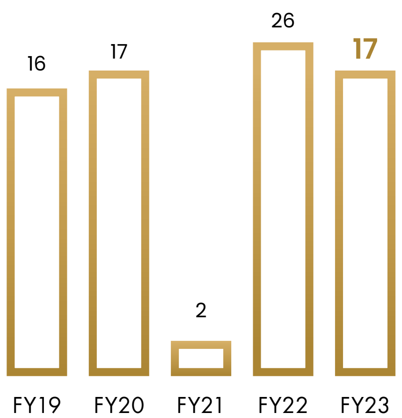
KANNADA

BOLLYWOOD

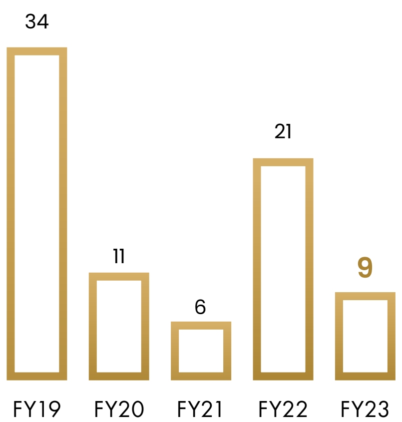
Revenue (₹ in Cr)



EBITDA (₹ in Cr)



EBITDA MARGIN (%)



Loyalty Programme: Unlocking Value for our Customers

At PVR INOX, we pride ourselves on fostering strong customer engagement through our two prominent loyalty programmes, PVR Privilege, and INOX Rewards. With a combined membership base exceeding 4 Crores (2.1 Crore members each), we cater to customers with diverse movie-watching habits and preferences.

To streamline our loyalty initiatives and enhance the overall customer experience, we have undertaken a significant initiative to consolidate and de-duplicate our customer databases.

As a part of this consolidation process, we have temporarily paused the accumulation of points on separate programmes. This pause is a crucial step to avoid any confusion or overlapping rewards during the consolidation phase.

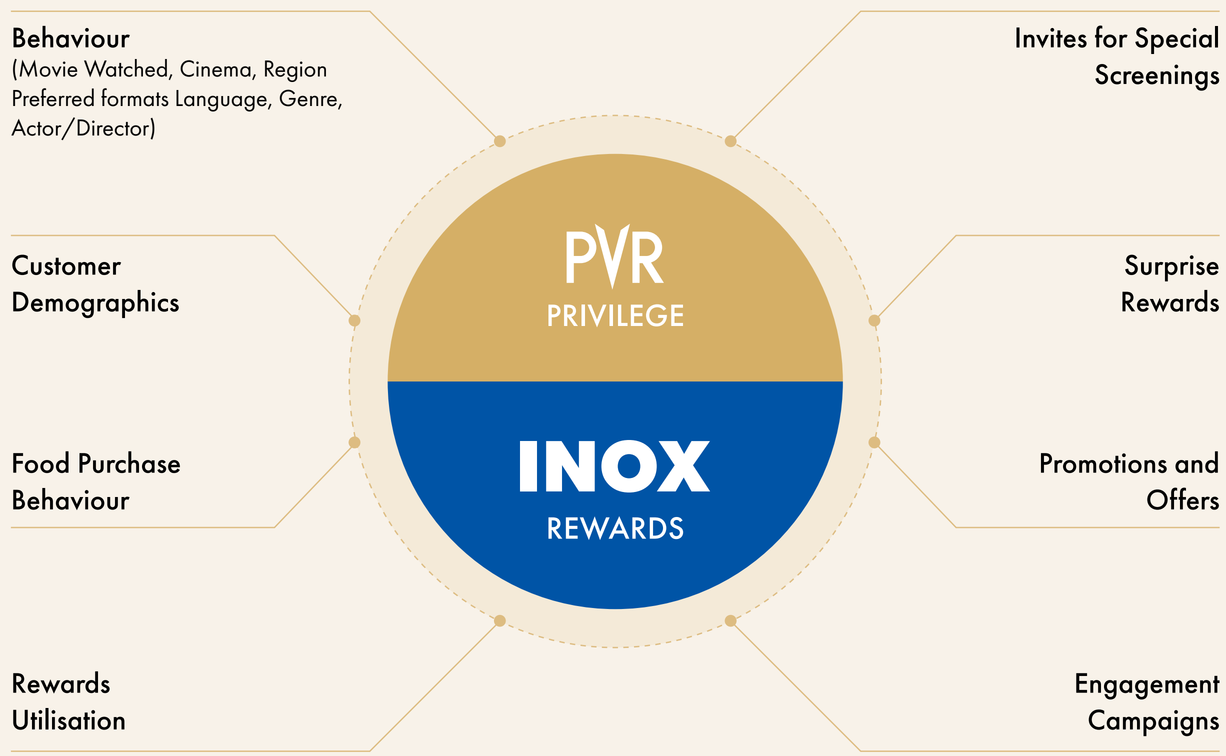
We are excited to announce that our efforts are directed towards launching a new, unified loyalty programme for our combined member base by the second half of FY 2023-24. This new programme will be designed to offer personalised rewards tailored to individual preferences, ensuring that each customer receives relevant and enticing benefits that enhance their movie-watching experience.

By unifying our loyalty programmes and introducing personalised rewards, we aim to provide enhanced value and exclusive benefits to our loyal customers. PVR INOX is committed to delivering exceptional cinematic experiences, and our consolidated loyalty programme is a testament to our dedication to creating memorable moments for every member of our cherished audience. Stay tuned for more updates as we work towards an even more rewarding future for our valued patrons.

40+ Mn

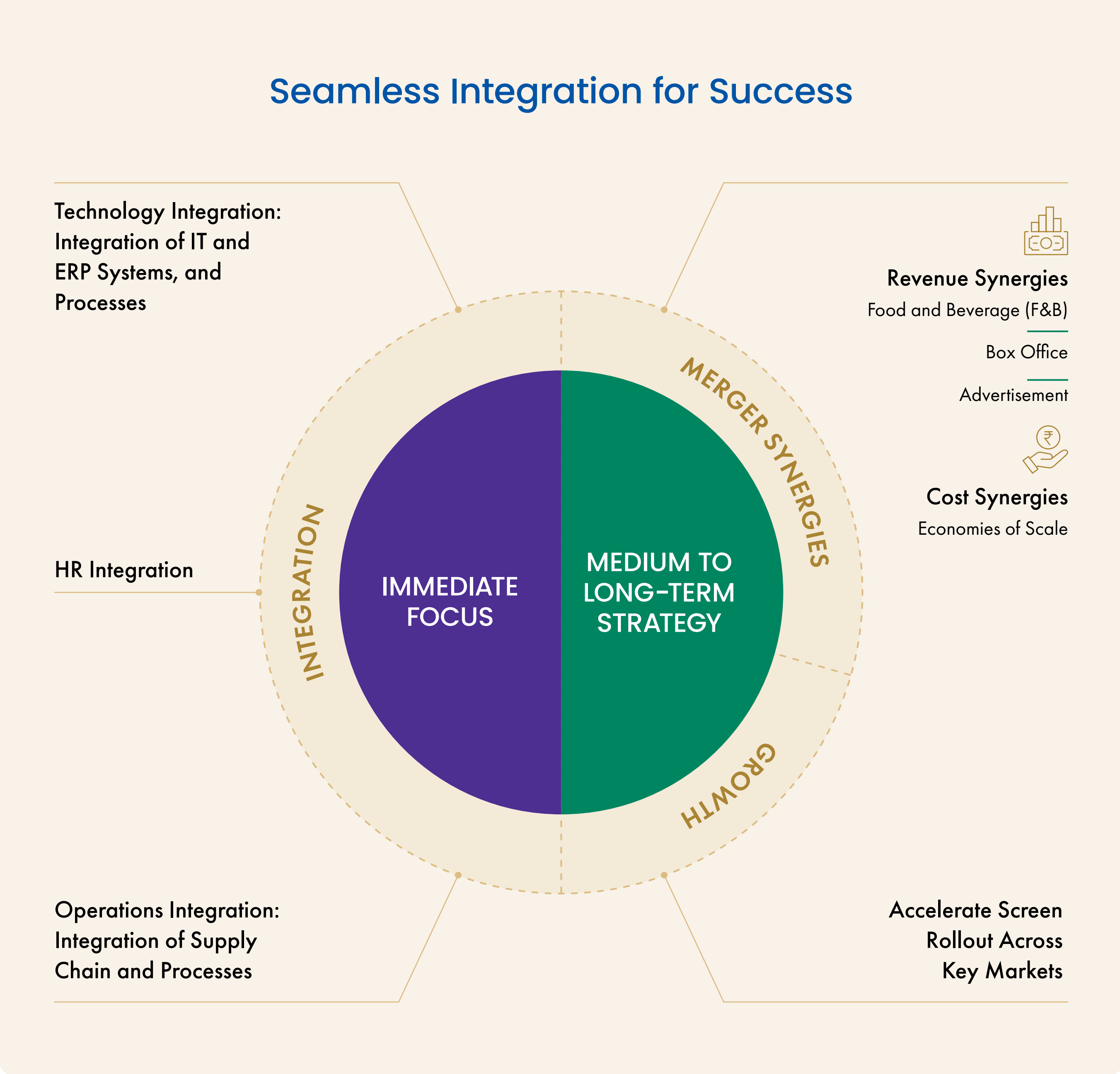
COMBINED MEMBERSHIP BASE OF PVR PRIVILEGE AND INOX REWARDS

Two large programmes with high levels of membership and engagement are being combined and a unified plan is being launched



Focusing on Sustained Success through Integration

Our primary focus lies in maximising synergies after the merger as PVR INOX Limited. Through strategic integration and collaboration, we aim to unlock greater value and elevate the cinematic experience for our valued patrons.



Revenue Synergies

F&B Synergy

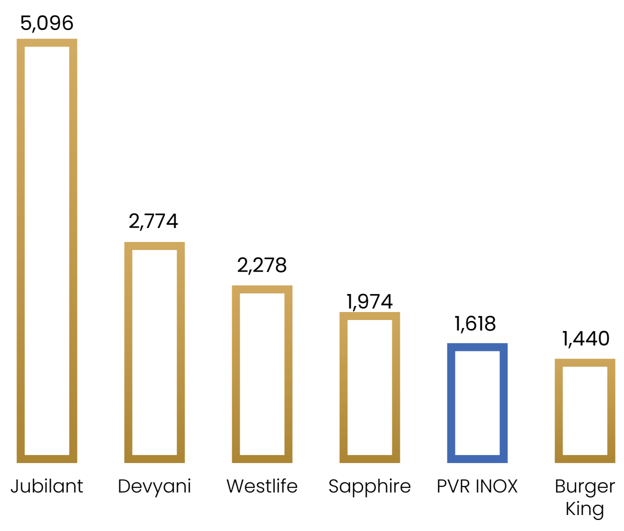
A three-pronged approach is being adopted to realise F&B synergies which will plug product gaps between the 2 portfolios, optimise operations and reduce F&B COGS. Menu is being expanded and standardised across all properties to cater to diverse preferences and enhance the overall dining experience. Non-vegetarian food options are being introduced at select INOX properties. Standardisation of MRP products and SKU is being carried out to ensure consistency across locations. Furthermore, the introduction of take-away products, such as 4700BC, allows patrons to enjoy their favourite treats outside the theatre.

Plug Product Gaps
- Upgrade product offerings
- Expand and standardise menu
- Introduction of non-veg menu

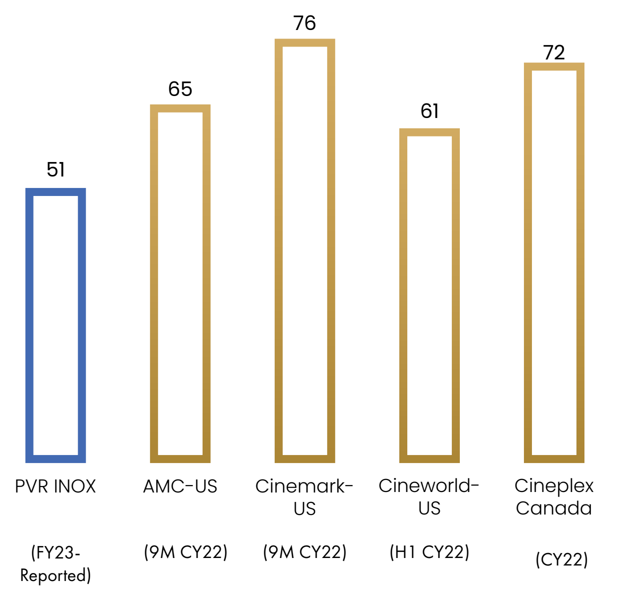
Optimise Operations
- Adopt best practices of both circuits
- Streamlining kitchen operations
- Training and use of technology

Reduce F&B Cogs
- Leverage scale
- Uniform product specifications
- Reducing wastage through better inventory management

F&B Scale Amongst the Leading QSR Brands in India (Sales in ₹ Cr for FY 2022-23)



SPH to ATP: Significant Potential for Growth (%)



(Source: Company Information)

Box Office Synergy

Drive Long-term Occupancy Improvement

1. **Optimise Programming Strategy**
   - Efficient scheduling
   - Staggered showcasing
2. **Increasing Options for Consumers**
   - Film festivals
   - Concerts
   - Sporting events
   - E-sports
3. **Improved Customer Engagement**
   - Loyalty program streamlining
   - Leverage technology for targeted promotions

Advertisement Synergies

With our extensive reach, we are leveraging our scale to maximise the impact of advertising at PVR INOX Limited. Our endeavour is to increase the total minutes burned for the entire circuit (PVR and INOX) by introducing brands that earlier used to advertise at PVR or INOX across the entire portfolio. In addition to onscreen advertising, we are focusing on offscreen advertising, events, and sponsorships to engage our audience in unique and immersive ways.

By deploying and utilising technology, we aim to gather stronger consumer insights, allowing brands to better understand and connect with their target audience. At PVR INOX, we are committed to delivering effective and impactful advertising solutions that benefit both our valued customers and brand partners.

Cost Synergies

To optimise operational and cost efficiencies, we are leveraging economies of scale in both Opex and Capex at PVR INOX Limited. By integrating our supply chain, we are streamlining processes and eliminating duplicate costs. Leveraging our scale allows us to negotiate volume discounts, thus reducing procurement expenses. We are also implementing standardisation of product and packaging specifications to enhance efficiency and cost-effectiveness. The merger is expected to generate annual EBITDA synergies of ₹ 225 Crores over 18-24 months.

Envisioning Growth

From a medium to a long-term perspective growth remains a key focus area for the company. While the immediate focus would be to consolidate the screen portfolio, we have strong visibility of adding 150-170 new screens in FY 2023-24. Our growth strategy would rest on the following pillars:

Synergy Benefit Areas

Revenue
- Box Office
- F&B
- Advertisement

Cost
- Supply Chain Synergies
- Overhead Rationalisation

EBITDA Impact

₹225 Cr

OF ANNUAL SYNERGIES OVER 18-24 MONTHS

Growth

1. Accelerate growth in underpenetrated south Indian market grow at superior terms — **>40% New Screen Additions in South**
2. Grow at superior terms — **Optimize Capex and Rentals**
3. Expand in Tier 2 and Tier 3 cities — **Entered 8 new cities in FY 2022-23**
4. Increase premium formats share — **13% premium format screens** (as of June 30, 2023)

Performance vs Pre-pandemic: A Comparison

Although, the reported numbers for FY 2022-23 include four quarters of PVR and one quarter of INOX's financial performance, this section gives a comparison of the combined entity's (PVR + INOX) performance for full year FY 2022-23 vs FY 2019-20 at a consolidated level.

Particulars (₹ Mn)	FY23	FY20			Change
	PVR + INOX	PVR	INOX	Total	
Screens*	1,680	845	626	1,471	14%
Admits (Mn)	140	102	66	168	-16%
Occupancy	25.2%	34.9%	28.0%	31.8%	-21%
Gross Average Ticket Price (₹)	236	204	200	203	16% (CAGR: 5.2%)
Gross Spend Per Head (₹)	120	99	80	92	30% (CAGR: 9.3%)
FINANCIAL PERFORMANCE					
Sale of Movie Tickets	27,514	17,312	11,046	28,357	-3%
Sale of Food & Beverages	16,180	9,605	4,972	14,577	11%
Advertisement Income	3,818	3,759	1,790	5,549	-31%
Convenience Fees	2,470	1,719	668	2,387	3%
Other Income	3,124	2,128	670	2,798	12%
Total Income	**53,105**	**34,522**	**19,146**	**53,668**	**-1%**
Total Expenses	**47,012**	**28,383**	**15,678**	**44,061**	**7%**
EBITDA	6,093 (1)	6,139	3,468	9,607	-37%
EBITDA Margin	11.5%	17.8%	18.1%	17.9%	-6%

*Includes 38 management screens across 11 cinemas which are managed under a 'Management fee' model.
The above table excludes Operating KPIs of management properties
All the financial numbers have been computed without considering the impact of Ind AS 116 'Leases'.

(1) EBITDA is after exceptional expenses of ₹54.9 Mn

From the Box Office to Your Heart

Film Festivals

Our customers can experience the magic of curated film festivals showcasing the best of cinema from around the world.

Movie Library

Movie-goers can dive into an extensive collection of films, allowing them to explore and enjoy a wide range of cinematic masterpieces at their convenience.

Live Shows/Seniors' Day

Our customers have access to various live shows across various spheres. Besides, we celebrate senior citizen's day every Monday, providing special benefits to them.

National Cinema Day

'National Cinema Day' was an industry-wide initiative that was celebrated on September 23, 2022, to bring people back to theatres. More than 11 multiplex chains with 4,000+ screens across India celebrated the love for movies with exciting promotions and exclusive offers including deep discounts on tickets and F&B.

KEY INITIATIVES

Widening our F&B Offerings

At PVR INOX, we are expanding our F&B offerings to provide an array of delectable delicacies, ranging from gourmet snacks to healthier options, catering to the diverse tastes of our valued movie-goers.

MEGATRENDS

Trends Shaping the Industry

The future of multiplexes in India is being shaped by several noteworthy trends, indicating a promising outlook for the entertainment industry. These transformative factors are poised to revolutionise the cinema exhibition sector, making multiplexes a favoured choice for movie-goers across the country.

Thriving Economy and Rising per Capital Income

India's robust economic growth is complemented by a substantial increase in per capita income. As disposable income rises, people are seeking enhanced out-of-home leisure activities. Multiplexes, with their diverse offerings, become an attractive destination for individuals to elevate their entertainment experiences.

Emphasis on Exceptional Customer Experience

In an era of intense competition, multiplexes prioritise delivering an unparalleled customer experience. From comfortable seating to top-notch sound and an array of tasty food choices, customer-centric initiatives are set to drive the popularity of multiplex entertainment.

Technological Advancements for Immersive Experiences

Rapid technological advancements, including 3D and 4D screenings, virtual reality, and augmented reality, are reshaping the entertainment landscape. Multiplexes are leveraging these innovations to create captivating and immersive experiences that entice movie-goers.

Growing Demand for Out-of-Home Entertainment

With limited out-of-home entertainment options in the country, multiplexes stand out as a cost-effective and popular choice. Movie-goers prefer the engaging cinematic experience offered by multiplexes, making them a sought-after form of leisure activity compared to other alternatives.

Shifting Lifestyle Choices and Rising Footfall

An evolving lifestyle driven by a youthful and expanding working population has resulted in an increased footfall at multiplexes. The improved ambiance, audio-visual quality, and comfortable facilities at multiplexes resonate with the preferences of customers, fostering greater demand.

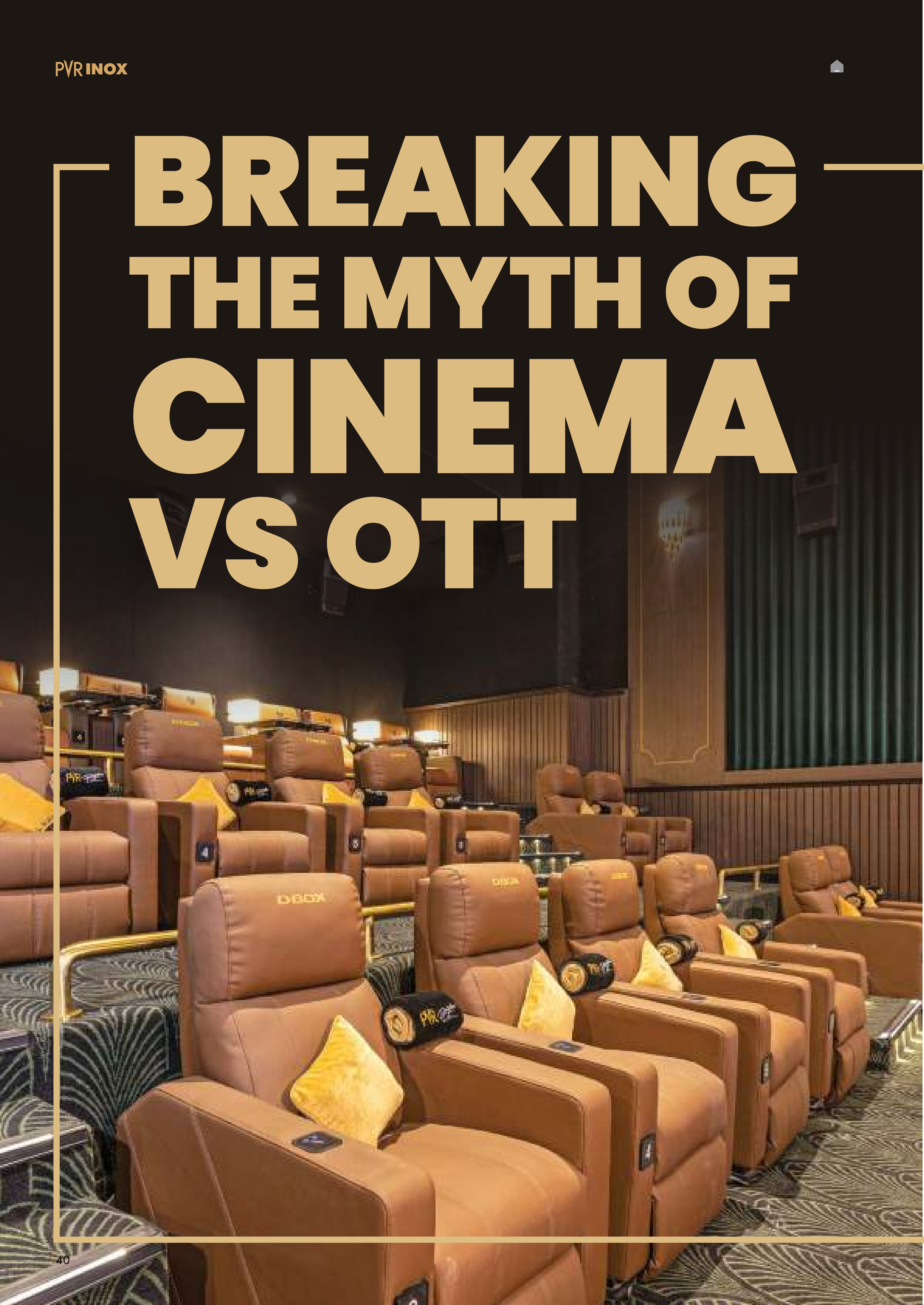
Mall Expansion Boosting Multiplex Reach

The increasing number of malls, not just in metros but also in Tier 1, 2 and 3 cities, provides an opportunity for multiplex expansion. This wider retail footprint ensures greater accessibility to multiplex entertainment for audiences across different regions.

Diversification of Content Portfolio

Multiplexes are diversifying their content offerings beyond mainstream films. They now showcase independent and foreign language movies, along with live events such as concerts and sporting spectacles. This diversification appeals to a broader audience, driving the demand for multiplex experiences.

BREAKING THE MYTH OF CINEMA VS OTT



In this evolving realm of entertainment, it is imperative to understand that cinemas and OTT platforms coexist harmoniously. Their relationship characterised by mutual elevation rather than cutthroat competition.

Cinemas, with their larger-than-life screens and immersive audio-visual experiences, continue to set the benchmark, both quantitatively and qualitatively. Their ability to captivate audiences provides a wider reach, allowing stories to transcend barriers and resonate with diverse audiences. The power of cinema lies in its ability to generate stronger word of mouth, sparking conversations and creating a buzz that goes far beyond the theatre walls.

The rise of OTT platforms, on the other hand, has unlocked a new realm of possibilities, offering convenience and accessibility to audiences who are hungry for content anytime, anywhere. These platforms serve as an extension of the cinematic experience, allowing viewers to dive into a plethora of narratives. By providing an avenue for diverse stories to flourish, OTT platforms offer greater opportunities for filmmakers to experiment to take risks, and explore uncharted territories.

This coexistence of cinemas and OTT platforms fuels a synergistic cycle that drives higher yields across all platforms. The theatrical release acts as a catalyst, creating an initial wave of excitement and anticipation that eventually ripples into the digital realm. As viewers leave theatres inspired and moved, they become the drivers of engagement while spreading the word. This, in turn, attracts a broader audience, both in theatres and on OTT platforms, amplifying the reach and impact of the content.

At the end of the day, this coexistence benefits all stakeholders involved– producers, exhibitors, OTT platforms, and most importantly, the audience. Producers gain from the diversified revenue streams, leveraging the unique strengths of both mediums. Exhibitors continue to thrive by offering an unparalleled cinematic experience that cannot be replicated at home. OTT platforms capitalise on the growing appetite for digital content, providing a vast library of movies and shows to satisfy the ever-evolving preferences of viewers. And for the audience, the coexistence of cinemas and OTT platforms means an abundance of choices, ensuring that every story finds its rightful platform and every viewer finds their preferred mode of consumption.

> **“We are going back to the theatres around the world**
>
> James Cameron

In this harmonious relationship, cinemas and OTT platforms collaborate to drive greater value, pushing the boundaries of storytelling, and continuously elevating the cinematic experience for audiences, both within the grandeur of theatres and the convenience of online platforms. Together, they pave the way for a future where entertainment knows no boundaries and where the magic of storytelling transcends all mediums.

Theatrical Release

↓

Greater Audience Interest

↓

Better Monetisation

↓

Benefitting all Stakeholders

PEOPLE

Driven by a Team of Passionate Individuals

We are staunch believers of the fact that the invaluable contribution of our exceptional employees has been the cornerstone of our triumph.

Throughout the year, our constant focus has been on nurturing their well-being and maximising efficiency by reimagining roles, particularly at the cinema level. Additionally, we have fostered a culture of continuous growth and learning, empowering our workforce through extensive upskilling and reskilling initiatives across all organisational tiers. Together, we are fuelling our collective success with a harmonious blend of employee-centricity and strategic evolution.

15,699^

TOTAL EMPLOYEES

ON ROLL: 5,010

OFFROLL/RETAINERS: 10,689

2,547*

NO. OF FEMALE EMPLOYEES

PERMANENT FEMALE EMPLOYEES: 500

33

EMPLOYEES WITH DISABILITIES

* Excluding Housekeeping and Security

^ Headcount pertains to the consolidated entity. Apart from these we had 6,534 contractual employees pertaining to Housekeeping and Security functions on March 31, 2023.

Gender Diversity

83% MALE EMPLOYEES

17% FEMALE EMPLOYEES

Post-merger Action Plans

Strategy

PVR INOX strategy would focus on driving cinema operations in an efficient and productive manner. New ideas, concepts and innovation would enable longer term growth of the business and help differentiate in the market. PVR INOX would also focus on leveraging core competencies and capabilities of the combined entity to explore new business areas, which help enhance the brand and reach out to different customer segments.

Organisation Structure

PVR INOX would focus on creating an organisational structure that is aligned with the overall strategy and vision of the combined entity. The structure for the future would be based on key design principles aimed at driving scale, ownership and accountability, innovation, empowerment and agility, as well as a high degree of customer responsiveness. The combined entity structure would aim to be efficient and help deliver key strategic objectives.

HR Programmes, Polices and Processes

PVR INOX would aim to harness the power of its people in the combined entity by driving best-in-class people policies and practices. Processes that impact the entire employee lifecycle. Talent acquisition, talent management, compensation and benefits and talent development would be aligned with employee aspirations and leading market practices, to help unlock potential and build future-focused capabilities for the combined entity.

Systems

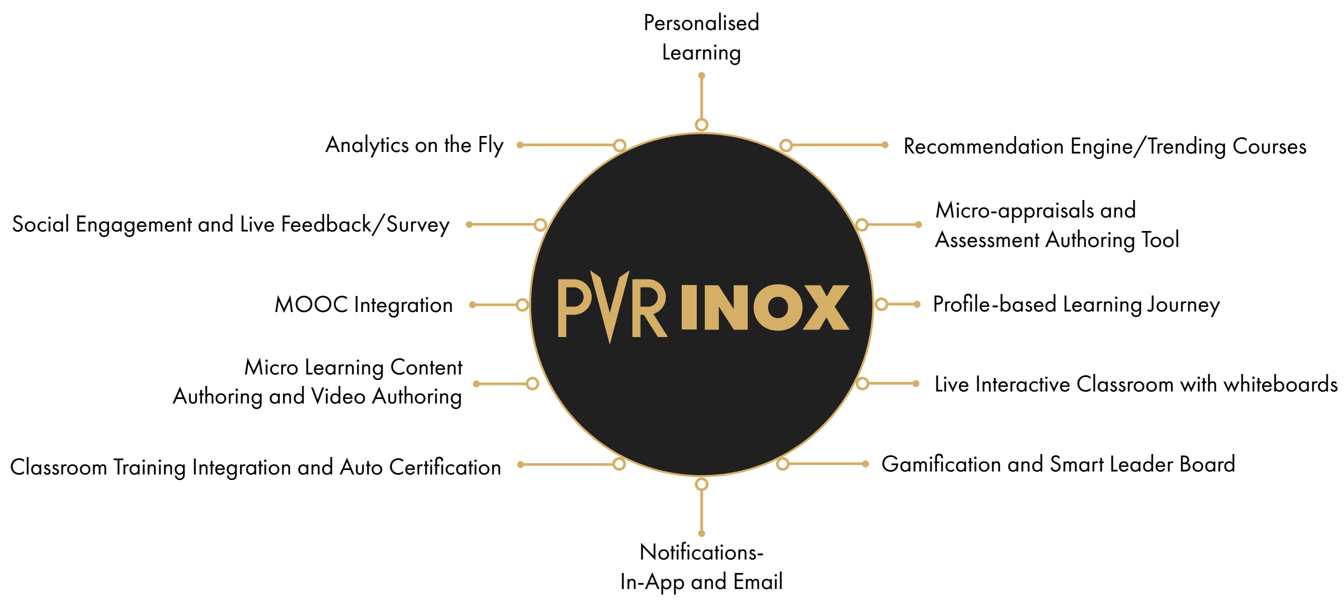
PVR INOX would harmonise the systems across the organisation seamlessly to ensure that the combined entity operates optimally. Leveraging the power of leading technology practices, data and digitalisation would be critical for long-term success and sustaining the value of the combined entity.

Achieving all the above would need significant engagement with relevant stakeholders and driving a common purpose. The emphasis would be on adopting best of the breed practices to ensure alignment with overall business strategy and enhancing synergies, ultimately resulting in better performance and a sustained competitive advantage for PVR INOX.

Training and Upskilling – Leveraging Technology

PVR Springboard E-learning Platform

PVR introduced the e-learning platform, PVR Springboard, to overcome the challenges in training. This robust platform has empowered our team to access training materials anytime and anywhere. PVR Springboard offers a wide range of multimedia content, including videos, interactive modules, and quizzes, ensuring engaging and self-paced learning experiences. Moreover, the platform enables our trainers to effectively track learners' progress and assess their performance, fostering continuous improvement and development.



We have successfully enabled mobile learning, providing our employees with anywhere, anytime access to training materials. This approach offers flexibility and convenience, allowing our workforce to learn on the go and fit training into their busy schedules. Instead of traditional, monotonous slides and texts, we have developed interactive content that keeps learners engaged and interested. By breaking down the training content into bite-sized modules or short videos focusing on specific topics or skills, we cater to the needs of the modern workforce. This approach facilitates learning in short bursts, accommodating busy schedules and catering to shorter attention spans.

Given our presence in various states across India, we understand that Hindi or English may not be the primary languages for all our employees. Therefore, we have taken measures to make our content available in select vernacular languages. Our platform offers users the flexibility to choose the content in their preferred language, ensuring inclusivity and accessibility for all.

We have utilised the latest authoring tool to design our soft skills and functional content. By leveraging these authoring tools, we are able to create content in-house efficiently and promptly. As a result, we have successfully delivered engaging modules such as the Movie Knowledge module, Knowledge Capsules, and implemented process changes like PVR Privilege.

We have successfully leveraged platforms like Zoom to conduct virtual instructor-led sessions, creating a collaborative and interactive learning environment for our employees. Through live webinars, workshops, and training sessions, our team can actively participate remotely. The utilisation of video conferencing tools has facilitated real-time engagement with trainers and fellow learners, fostering knowledge sharing and interactive discussions. Additionally, we have organised Masterclass sessions featuring our key management personnel, focusing on leadership and functional subjects.

PVR has successfully embraced these technological approaches, resulting in engaging and personalised learning experiences that facilitate continuous skill development. As an organisation, we are committed to staying at the forefront of technology, constantly seeking new solutions that can better serve our employees in their professional growth. By leveraging innovative technologies, we strive to enhance the effectiveness and impact of our training initiatives.

CSR INITIATIVES

Building Safe Communities

Adopting the Public-Private Partnership (PPP) model, our high-impact community development programs are aligned with the United Nation's Sustainable Development Goals. We enlist support from the central and state government for the sustainability and replication of these programs across the country. We repurpose government's urban social infrastructure complimenting their vision for urban-suburban development.

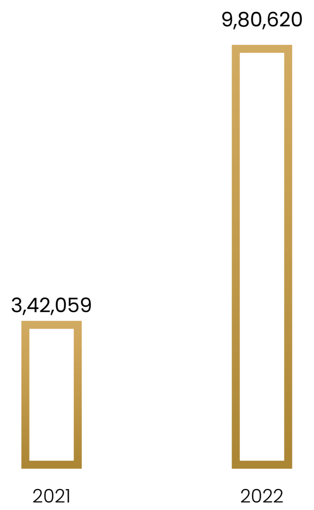
PVR NEST — The First Cinema CSR Trust in India

Established in 2006, PVR NEST works towards transforming urban spaces and facilities to make cities more liveable and sustainable focused on women, children and marginalised sections of society.

Its CSR efforts span from women empowerment, protection and holistic development of children at risk, building equitable access to sanitation and safe urban spaces. In its endeavour to build an equitable society, PVR NEST places great emphasis in the areas of education, poverty alleviation, sanitation, safety, gender equality and environment.

187%

USERSHIP GROWTH IN 2022



Overcoming the devastating pandemic, we dedicated 2022 to address new challenges and making our community development programmes more robust and sustainable than ever.

Highlights

10 Lakh

ANNUAL USERS OF SAFE CENTRES

20

SAFE CENTRES FOR WOMEN AND CHILDREN ACROSS DELHI-NCR

100

WOMEN UPSKILLED THROUGH CAPACITY-BUILDING WORKSHOPS

5,000

CHILDREN EXPECTED TO BE ENROLLED UNDER CiSS CHILDSCAPES

In the year, we focused on launching new programmes and strengthening the existing ones, such as Pink Centers and Garima Grih (Multi-Utility Public Health Infrastructure).

The CiSS Childscapes is aimed at rehabilitation and holistic development of children in street situations.

WASH CHAMPIONS

Pink Centres

Pink Centres are public toilets owned by Municipal Corporation of Delhi located in prime commercial areas. These centres are operated for women, by women, with an objective to make the access to safe sanitation equitable to women and children and build resilience against any threat to their health and safety. These facilities have evolved beyond toilets with a wide range of amenities including Menstrual Health Product dispensers, bathrooms, resting space, reading corner and much more.

92% of women admitted that access to clean sanitation facilities was instrumental in their improved work efficiency.

The users also attested Pink Centres and Garima Grih being instrumental in engineering regular handwashing, toilet flushing, MHM usage and disposal in their behavior pattern

Pink Centres are focused on the growth and development of the women workforce through capacity-building workshops aiming at upskilling them with a view to give them access to a broader spectrum of opportunities.

It gained the most recognition as the network of sanitation centers which operated across the appalling phases of COVID-19 while most mainstream facilities were at a halt.

In recognition of its impact, the government amended the agreement with PVR NEST recognising them as a 'Program and Sustainability Partner' from being an 'O&M Partner'.

Services

- MHM dispensers
- Incinerators
- Reading area
- Resting space
- Bathing room

PINK CENTRE

HANDWASHING AREA

Garima Grih

The social significance and impact of Pink Centres empowered PVR NEST to take the ambitious step to broaden its scope to repurpose sanitation facilities into a hub of opportunity for education and skill development for underprivileged women and children. It revamped a dilapidated infrastructure of an old sanitation facility at Jawahar Camp in Kirti Nagar, Delhi and shaped it into a 'Garima Grih', a multi-utility Public Health Infrastructure.

Highlights

10 Lakh+

USERS AT GARIMA GRIH

223

WOMEN AND YOUTH ENROLLED FOR SKILLING CLASSES

2,500

DAILY ACCESS OF THE CENTRE

Services

- Indian toilets and bathrooms
- PwD-friendly toilet unit
- Child-friendly hand-washing area
- MHM consumables (with incinerators)
- Digital literacy centre
- Library
- Stitching and tailoring centre
- Grooming Centre

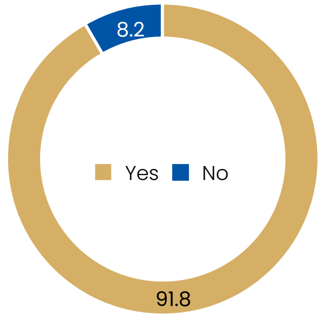
Through its programme partners, PVR NEST has curated a wide range of skill-building and awareness programs at Garima Grih which will help the local communities overcome obstacles like illiteracy, unemployment and lack of awareness of rights and give them the power to seize more opportunities for leading a sustainable life.

THEN

NOW

MAHILA SASHAKTIKARAN KENDRA

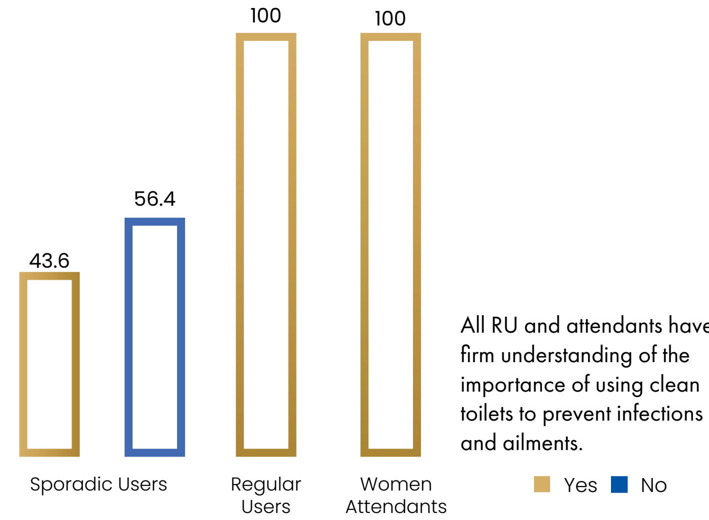
Improvement in Work Efficiency



91.8% Regular Users found the facilities responsible for improving their efficiency at work.

The programs were acknowledged for cultivating firm understanding of the importance of safe sanitation and minimising anxieties of threat to safety and privacy, among the users.

Awareness of Importance of Clean Toilets



All RU and attendants have firm understanding of the importance of using clean toilets to prevent infections and ailments.

Social Impact Assessment

PVR NEST engaged the Department of Development Communication and Existence at Lady Irwin College to conduct a Social Impact Assessment in 10 Pink Centers and 1 Garima Grih with a sample of 500 users, including 110 Sporadic Users, 370 Regulars, and 20 Women Attendants, to assess the effectiveness of Safety and Protection programmes.

The SIA revealed that the various programmes have been effective in empowering women by enhancing their productivity, sanitation consciousness, mental health and behavioural shift in sanitation. It also confirmed the women attendants' diligence in adherence to SOPs.

CiSS Childscapes

As per DCPCR, there are 70,000+ children at risk in Delhi, including the runaways from other states, children working on the streets in the morning and returning to their slums or shelter at night, or living on the streets with their family. These conditions have made them susceptible to illiteracy, malnourishment, domestic violence, substance abuse, and crime.

Through CiSS Childscapes, we aspire to bridge the gaps of safety and protection of vulnerable children by providing them access to a safer environment to alleviate them from the life of children in street situation by mainstreaming them.

ACCOLADES in 2022

The CSR Journal Excellence Award (National Stock Exchange, Mumbai) for Pink Centres and Garima Grih.

SABERA – Social and Business Enterprise Responsible Awards.

CiSS CHILDSCAPES BENEFICIARY

CSR JOURNAL EXCELLENCE AWARD (NSE)

AWARDS

A Spotlight on Achievements

PVR was awarded the **Most Outstanding Company in India** in the Media Sector at Asiamoney's Asia's outstanding companies poll in 2022. PVR has received this award consecutively for 4 years

Economic Times Inspiring Women Leaders – North Award 2022 for Safe Centres and Paalan Initiative

Our Technology Partner, XPERIA GROUP won the **ABBY One Show Awards 2023** for Maruti Suzuki Brezza Relaunch 270 degree On screen Advertising at PVR Cinemas in the innovative use of cinema category

Our Media Agency, Khushi Advertising won the **E4M Neon OOH Awards 2023** OnePlus 10T India's first immersive 4DX commercial at PVR Cinemas in the Best use of Cinema category

India's Top Multiplex Chain of the Year 2022 at the IMAX Big Cine Awards

CSR Journal Excellence Awards 2022 in the Health and Sanitation Category organized at National Stock Exchange (NSE), Mumbai

Our Technology Partner, XPERIA GROUP won the **E4M Neon OOH Awards 2023** for Maruti Suzuki Brezza Relaunch 270 degree On screen Advertising at PVR Cinemas in two categories – Best use of Cinema and Most Effective Use of Technology

Best CFO in the Medium Enterprise category at the 6th edition of **BW CFO World Best CFO and Finance Strategy Awards 2022**

The Economic Times Excellence in CX-2022

The Economic Times Employee Excellence Awards 2022

PVR NEST in SABERA 2022 Awards in the category 'Innovative Development Sector Project'

Most Admired Retailer of The Year Award 2022 in the Leisure and Entertainment Category at the MAPIC India (Formerly IRF) #RetailAwards

Best Customer Experience in Media & Entertainment at the 1st CX Excellence Awards 2022 by Quantic Business Media Pvt Ltd

IMAGES **Most Admired Multiplex Operator** of the Year at Images Retail Awards 2022

Leading CFO of the Year 2022 in the 'Consumer Services Sector' in the category of Excellence in Mergers and Acquisitions by Confederation of Indian Industry (CII)

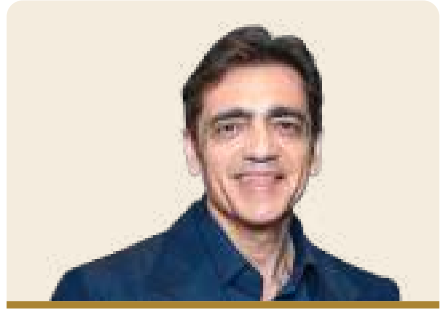
Golden Pinnacle Award 2022 for professional excellence by Indian Achievers Forum to Company Secretary and Compliance Officer

Most Admired Food Service Business Transformation/Turnaround Success Story of the Year award 2022 at the Pepsi Images Food Service Awards

BOARD OF DIRECTORS

Committed and Experienced Board

PAVAN KUMAR JAIN
Chairman and Non-Executive Director



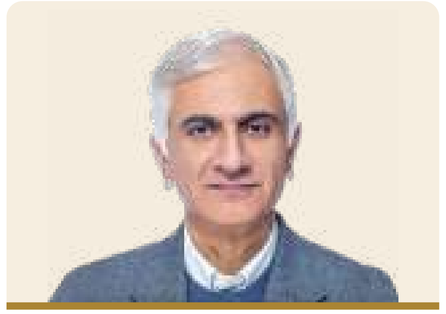
AJAY BIJLI
Managing Director

SANJEEV KUMAR
Executive Director

SIDDHARTH JAIN
Non-Executive Director

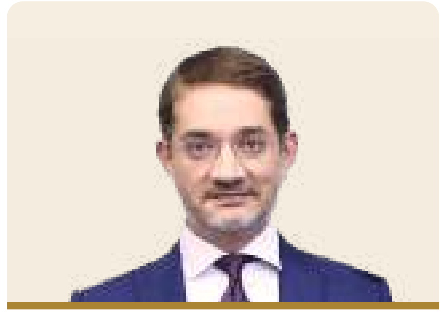
RENUKA RAMNATH
Non-Executive Director

PALLAVI SHARDUL SHROFF
Independent Director



SANJAI VOHRA
Independent Director

HAIGREVE KHAITAN
Independent Director



VISHESH CHANDER CHANDIOK
Independent Director

AMIT JATIA
Independent Director

PAVAN KUMAR JAIN
Chairman & Non-Executive Director

Pavan Kumar Jain, Chairman, INOX Group, is a visionary industrialist with over 47 years of prolific experience. As a Founder of one of India's leading conglomerate, INOX Group, Mr. P.K. Jain continues to spearhead the INOX Group companies, having successfully groomed them to secure a place in the top tier of their respective sectors. In his role at the helm of the Group, he has ensured accelerated growth, enhanced stakeholder value and built robust companies, driven by empowered teams. In the process, he has been the architect of numerous successful acquisitions and mergers and has scaled the Group's valuation to more than $5 Billion.

Mr. P. K. Jain has been a true torchbearer of Make In India, as he envisioned his Companies playing an important part in nation-building, and also ensuring responsible and sustainable business operations. INOX Air Products is India's largest industrial and medical gases manufacturer, INOXCVA is India's largest cryogenic solutions company and is among top five companies in the world.

A 1972 Batch, Chemical Engineering graduate from IIT Delhi, Mr. P. K. Jain is fond of Billiards, and loves to sing in his down time.

AJAY BIJLI
M
Managing Director

Mr. Ajay Bijli is the Managing Director of the company. As the Founder of PVR Cinemas, Mr. Bijli transformed the way millions of Indians watch movies for over two and a half decades exposing Indian viewers to world-class movie viewing experience. This led to the beginning of the growth of the out-of-home entertainment sector with movie going in multiplexes playing an integral role. A visionary and thought leader in the film exhibition industry, Mr. Bijli is spearheading the multiplex industry growth in an under-screened market for the world's largest film producing nation.

He has served on several influential bodies including the Mumbai Academy of the Moving Image (MAMI), FICCI Multiplex Association (India), The Film and TV Producers Guild (India), Young Presidents' Organization and Central Board of Film Certification, Government of India.

Mr. Bijli is the recipient of numerous international and national awards including the Economic Times Excellence in CX and Economic Times Employee Excellence 2022, India's Top Multiplex Chain of the Year' in Big Cine Expo 2022, IMAGES Most Admired Multiplex Operator of the Year 2022, International Exhibitor of the Year award at Cine Asia 2017 and CNBC TV 18 Asia Innovator of the Year 2016.

Mr. Bijli has completed the Owners/President Management program from the Graduate School of Business Administration, Harvard University. He is an YPO Gold Fellow of the world's largest leadership community of Chief Executives.

Mr. Bijli belongs to an ecosystem of prolific and gifted directors, writers, actors, and musicians. Their creative pursuits inspired him to cultivate his childhood love for singing. He is the lead singer of his newly formed band, 'Random Order'.

SANJEEV KUMAR
C M M
Executive Director

Mr. Sanjeev Kumar is the Executive Director of the company. As the Co-Founder of PVR Cinemas, Mr. Kumar managed the full spectrum of the company's business including programming, relationship with Hollywood studios, film distribution, content selection, development & growth strategy. Mr. Kumar is also the Director of PVR Pictures Limited, the motion picture arm of PVR INOX Limited which enjoys a pivotal leadership role in the independent film distribution space.

Mr. Kumar is a member of Entrepreneurs Organization (EO), the world's only peer-to-peer network exclusively for entrepreneurs that offers educational opportunities, mentoring and networking opportunities to young business owners. Taking forward its vision, he offers mentorship and seed money for grooming young entrepreneurs at the school level in the 'Business Blasters' programme, the school start-up initiative of the Delhi Government. As an experiential evangelist, Mr. Kumar has been honoured with the Business World Applause Person of the Year 2020.

Mr. Kumar holds a Bachelor's degree in Finance and Accounting from Salford University, Manchester and a Master's degree in Business Administration from Imperial College, London University. On receiving professional training in operations and development at the Village Entertainment Centre, Australia, Mr. Kumar excelled in management skills in the cinema industry domain.

Mr. Kumar is an avid explorer and likes to indulge himself with travelling, music, TV shows, reading and a columnist in media publications. He maintains a high level of consciousness and action in social, environment and climate change initiatives.

Committee Details

C Chairman M Member

Audit Committee, Nomination and Remuneration Committee (NRC), Risk Management Committee (RMC), Stakeholders Relationship Committee (SRC), Corporate Social Responsibility Committee (CSR)

BOARD OF DIRECTORS

SIDDHARTH JAIN
C M M M

Non-Executive Director

Siddharth Jain is a Member of the Board of the INOX Group, a diversified Indian conglomerate with activities spanning manufacturing of Industrial & medical gases, Cryogenic equipment and LNG Storage & Distribution equipment, besides owning one of the largest multiplex chains in India. The Group has a track record of building successful businesses over the past 90 years, distinguished by integrity, delivery & reliability and best practices, accompanied by sustainable growth.

Mr. Siddharth Jain joined the INOX Group in 2001 and has been actively involved in the Groups' strategic planning & business development initiatives. Under his leadership, each of the 3 Group companies, INOX Air Products, INOXCVA and INOX Leisure have achieved leadership positions in their respective industries.

He is an Alumnus of University of Michigan Ann Arbor, with a degree in Mechanical Engineering and has an MBA from INSEAD. He is a Member at the World Economic Forum at Davos. He is also a Member of Young Presidents' Organization & President of the Gas Industries Association of India. He is involved in various social work through his Family's foundation and is also an avid golfer.

RENUKA RAMNATH
M

Non-executive Director

Ms. Renuka Ramnath is the non-executive director of PVR INOX Limited. She is also the Founder, Managing Director and CEO of Multiples Alternate Asset Management, a private equity manager and advisor to funds of ~ USD 1.5 bn. She has over 30 years of experience in the Indian financial sector across private equity, investment banking and structured finance. For close to three decades in financial services, Renuka successfully built several businesses in the ICICI Group including Investment Banking, e-commerce and private equity. As the MD and CEO of ICICI Venture for close to a decade, she led that firm to become one of the largest private equity funds in India.

She is a Board member of EMPEA, the global industry association for private capital in emerging markets. She is also the vice-chairperson of the Executive Committee of Indian Venture Capital Association. Renuka has been featured in many prestigious listings, including the Top 25 Most Powerful Women in Business (Business Today, India); India's most Powerful CEO's (Economic Times), the Top 25 Non Bank Women in Finance (US Banker's global list), Asia's Women in the Mix: The Year's Top 50 for Achievement in Business (Forbes), Top 25 Women in Asian Asset Management (Asian Investor) and most recently has been awarded the AVCJ Special Achievement Award, 2019.

PALLAVI SHARDUL SHROFF
M

Independent Director

Ms. Pallavi Shardul Shroff is the Independent Director of the Company. She is the Managing Partner of Shardul Amarchand Mangaldas & Co. with over 37 years of extensive experience. Her broad and varied representation of public and private corporations and other entities, before various national courts, tribunals and legal institutions has earned her national and international acclaim. She is a member of the Competition Law Review Committee, constituted by the Government of India. Ms. Shroff has been closely involved with some of the most challenging litigation and arbitration matters in India. She appears regularly in the Supreme Court and High Courts of India, and in arbitrations, mediations and international legal disputes. She has recently been appointed on the ICC (International Chamber of Commerce) Court of Arbitration. She is presently a Director on the Boards of prestigious companies viz. Apollo Tyres Ltd., Trident Ltd., Asian Paints Ltd, InterGlobe Aviation (Indigo Airlines) and One97 Communications Ltd (Paytm). Ms. Shroff was recently conferred the 'Lifetime Achievement Award' at the Chambers India Awards 2019 and also been recognised as one of the Most Powerful Women in Indian Business by Business Today, seven years in succession (2013-19).

SANJAI VOHRA
C M M M M

Independent Director

Sanjai Vohra is an Independent Director of our Company. He holds a bachelor's degree in science from the University of Delhi and holds a post graduate diploma in management from the Indian Institute of Management, Ahmedabad. He is also a director on the board of Tivass Strategies (India) Private Limited.

HAIGREVE KHAITAN
C M

Independent Director

Haigreve is a Partner and heads the Corporate / M&A and Private Equity practice at the Khaitan & Co. He is an elected member of the National Executive Committee of the Firm, which is responsible for the Firm's strategic growth and development. He advises companies, boards of directors and financial institutions on a wide range of corporate matters, including mergers and acquisitions, private equity investments, corporate governance, corporate restructuring and other corporate and securities laws matters.

He has been involved in some of the most high-profile and complex M&A and private equity transactions in India and is sought after for his expertise by some of the most prominent Indian promoters, Indian and international companies, Indian regulatory agencies as well as some of the largest global funds investing in India. He advises a range of large Indian conglomerates and multinational clients in various business sectors, including financial services, manufacturing, retail, infrastructure, steel, software and technology.

Haigreve has been consistently recommended by many of the world's leading law chambers and accreditation bodies. Sources also praise him as an "outstanding lawyer" who is "extremely good and very sharp when it comes to large transactions''.

Haigreve serves as an Independent Non-Executive Director on the Board of Directors of several Indian companies such as Jio Platforms Limited, Torrent Pharmaceuticals Ltd, Mahindra & Mahindra Limited, CEAT Limited, JSW Steel Limited, Tech Mahindra Limited and Borosil Renewables Limited.

VISHESH CHANDER CHANDIOK
M

Independent Director

As Chief Executive Officer of Grant Thornton Bharat, Vishesh leads the execution of the Firm's strategy and vision and is responsible for its operations and growth.

Vishesh drives the Firm's relationship with some of the most dynamic private, public, and multinational clients and assists them in unlocking their growth potential. He has been involved with UK and US IPOs of several Indian businesses and cross-border acquisitions by Indian companies and has helped global multinationals succeed in India.

For over 20 years, Vishesh has been one of the most vocal promoters of the need for Indian family businesses to adopt formal governance structures and succession planning frameworks, thereby preserving business legacy.

Vishesh has been the primary advisor to the World Bank's report, Observance of Standards and Codes (ROSC), on accounting and auditing. In collaboration with large corporates, the audit profession and regulators, the report set out the action plan on accounting and auditing for India.

Vishesh works closely with the global Grant Thornton network and its member firms. He has been associated with several global committees, including the Senior Leadership Program at SAID Business School, the University of Oxford, and in incubating Global Research and Global Delivery from India for benefit of the network. On 1 January 2016, Vishesh became the youngest member to be elected to the Global Board of Governors of Grant Thornton International Limited, the ultimate decision-making authority within the Firm.

Vishesh is a Chartered Accountant from the Institute of Chartered Accountants in England and Wales, UK, and holds a Master of Science in Business and Management from the University of Strathclyde, Glasgow, UK. He has been working with Grant Thornton in the UK and India for over 20 years.

AMIT JATIA
C M M M

Independent Director

Amit Jatia is the Vice Chairman at Westlife Foodworld Ltd, formerly known as Westlife Development, the master franchisee of McDonald's® restaurants in West & South India.

In his role as the leader of the world's largest and most loved QSR brand in West & South India, Amit is responsible for providing strategic direction to the business and leading the team towards achieving rapid growth and profitability.

Amit's tryst with entrepreneurship started early when he joined his family's manufacturing business and led many critical projects successfully. In 1996, Amit got the opportunity of setting up McDonald's in India and has been an integral part of the QSR industry for over 25 years. Under his leadership, McDonald's expanded its footprint to over 300 restaurants, launched its in-house coffee chain McCafé and scaled itself to a food tech company going from strength to strength.

Amit is passionate about mentoring businesses and often guides several other family-owned firms.

In 2003, Amit was bestowed with the 'Young Achievers Award', by the Indo-American Society. Business World, a leading business magazine named McDonald's the 'Most Respected Company in the Food Sector for three consecutive years.

Committee Details

C Chairman M Member

Audit Committee · Nomination and Remuneration Committee (NRC) · Risk Management Committee (RMC)

Stakeholders Relationship Committee (SRC) · Corporate Social Responsibility Committee (CSR)

LEADERSHIP TEAM

Leading Together. Inspiring Tomorrow.

ALOK TANDON

CO-CEO, PVR INOX Limited

Mr. Alok Tandon has been with the company since 2001 and was erstwhile CEO of INOX Leisure Limited before its merger with PVR. He has more than 35 years of experience across Entertainment, Hospitality and Pharmaceutical industries in strategy, growth and innovation and has been instrumental in the set-up and growth across genres. Mr. Tandon has been appointed as the Co-CEO of the company.

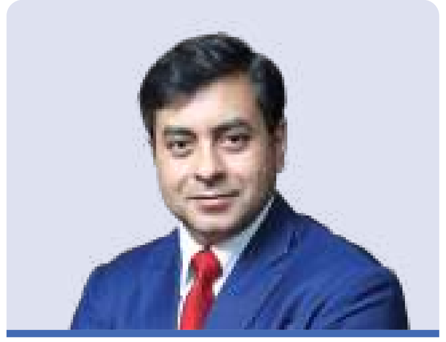
Mr. Alok Tandon was rated among the Business Today-PwC list of India's top 100 CEOs in 2016. In 2018, he received the award for CEO of The Year at the Economic Times Retail Excellence Awards. Business World placed him in the coveted list of 20 Most Valuable CEOs in India in 2019. Additionally, he was also recognized as one of India's Retail Icons by the prominent retail magazine, IMAGES Retail in the same year. India Retail Forum, one of the most celebrated forums of the Retail industry, recognised Mr. Tandon as 'The Most Admired Retail Personality of the Year' in 2019.

GAUTAM DUTTA

CO-CEO, PVR INOX Limited

Mr. Gautam Dutta has been with PVR for over 16 years and has 28+ years of experience. He has lead PVR's operations as CEO and has been instrumental in driving box office, media sales and F&B verticals and establishing superior operating metrics. Mr. Dutta has been appointed as the Co-CEO of the company.

Mr. Dutta started his career in Sales and has about 18 years of advertising industry experience working with agencies like Lowe Lintas (where he spent 8 years), Saatchi & Saatchi and Rediffusion DY & R. Mr. Gautam Dutta was awarded CEO of the Year by ET Now Global Awards for retail excellence (multiplex, cinemas & entertainment category) in 2018. He was also honoured with the CEO with HR Orientation award during the 2018 World HRD Congress.



Risk Management Committee (RMC) - Member

NITIN SOOD

CFO, PVR INOX Limited

Mr. Nitin Sood has been with PVR for over 21 years and has 26+ years of financial management experience. He joined the company in 2001 and has played a pivotal role in building the organization from a start-up stage to one of the premier entertainment companies in India.

As CFO of the company, Mr. Sood oversees all finances for the Group including accounting and controls, treasury, capital raising, M&A and investor relations. He also oversees the Legal, Secretarial and Compliance functions. Mr. Sood has been instrumental in leading the merger of INOX Leisure with PVR in 2022 resulting in the creation of one of the largest film exhibition companies in India. He has also led all M&A activities for the group including acquisition of Cinemax (2012), DT Cinemas (2016) and SPI Cinemas (2018).

Mr. Nitin Sood was recognised as 'CFO of the Year in the Consumer Services Sector' and was the winner of the 'Excellence in M&A' by the Confederation of Indian Industry (CII) in 2022; won the 'Best CFO-Excellence in Mergers & Acquisitions Award by ET Now in 2018 and 'CFO of the Year Award in Services and Hospitality Sector as part of the National Awards for 'CFO Excellence' in 2016.

KAMAL GIANCHANDANI

Chief of Business Planning and Strategy, PVR INOX Limited and CEO, PVR INOX Pictures Limited

Mr. Kamal Gianchandani has been associated with PVR for over 18 years. In his role as Chief Business Planning and Strategy, he will spearhead initiatives related to content distributors and film supply. He will also manage external relationships with industry stakeholders such as trade bodies and government authorities. Additionally, Mr. Gianchandani, will be responsible for all external/consumer-facing Digital and IT initiatives.

As CEO of PVR INOX Pictures Limited, he will be overseeing the P&L of the Company's distribution business.

Mr. Gianchandani has a diverse experience of more than 24 years in film financing, co-production, distribution, syndication, licensing, cinema exhibition, on-line streaming, film rental services and general management. He has been instrumental in driving the strategy and business planning at PVR INOX. He is the recipient of the prestigious 'Best Distributor Stardust Award' in 2010 and 2015.

Mr. Gianchandani also holds the prestigious position as the President of the Multiplex Association of India (MAI) in recognition of his significant contribution to the industry. The MAI is a nationwide group of cinema operators that informs, educates and advocates on behalf of the cinema exhibition sector.

PRAMOD ARORA

Group Chief of Growth & Business Development, PVR INOX Limited

Mr. Pramod Arora has been associated with PVR since 1996 & his current stint at PVR started in 2018. Mr. Arora is an accomplished and seasoned professional leading, guiding and enabling growth, expansion and corporate strategy of the company. He has a career spanning across Retail, Commercial, Industrial Real Estate and Entertainment for 25+ years.

As the Group Chief of Growth & Business Development, Mr. Arora will spearhead the company's efforts to expand and grow by adding new multiplex cinemas across the country. He will oversee key functions of Business Development, Design, Renovation, Liaison and parts of Projects and Commercial, with the aim of achieving the Company's growth objectives.

LEADERSHIP TEAM

KAILASH GUPTA

Deputy CFO, PVR INOX Limited and
CFO PVR INOX Pictures Limited

Risk Management Committee (RMC) - Member

Mr. Kailash Gupta is a seasoned professional with over 25 years of experience in Business Strategy, Investor Relations, Fund Raising through Debt and Equity, Financial Planning and Analysis, Controlling, Treasury & Taxation functions and Commercial negotiations. Kailash was the erstwhile CFO of INOX Leisure Limited prior to its merger with PVR.

Mr. Gupta has been appointed as the Deputy CFO of the company and will support Mr. Nitin Sood in his role. Additionally, he will assume the role of CFO of PVR INOX Pictures Limited, the company's film distribution arm. In his role, he will also lead the identified commercial aspects of CapEX procurement.

Mr. Gupta has worked with Entertainment Network India Limited (ENIL), Thomas Cook India Limited, Tata Teleservices Limited and Aditya Birla Group in his past stints. He has successfully led several initiatives including Fund Raising through Equity & Debt, M&A and Crisis Management.

Mr. Kailash Gupta has been awarded as the 'Best CFO in the Media & Entertainment Sector' for his exceptional performance & achievements by The Institute of Chartered Accountants of India (ICAI) in 2018 and nominated by White Page International as one of 'Asia's 100 Power Leaders in Finance 2022'.

JITENDRA VERMA

Chief Information Officer, PVR INOX Limited

As the Chief Information Officer of the company, Mr. Jitender Verma will oversee the Digital and IT function and will be responsible for all internal as well as external/consumer-facing Digital and IT initiatives. Mr. Verma was the erstwhile CIO of INOX Leisure Limited prior to its merger with PVR. He has more than 25 years of rich experience across organizations in the Media & Entertainment Industry.

Mr. Jitender Verma has won various awards, including the recent 'Retail Tech ICONS' at Images Retail Tech Awards 2021, 'Best Technology Adopter of the Year 2019' for four consecutive years (2016 to 2019) at Big Cine Expo Awards, 'Payment Project Implementation 2018' at Images Retail Tech Awards, 'CIO of the Year' at Images Retail Tech Awards 2017, 'Samsung Mobility Mavens Special Award' at CIO100 IDG Conference 2017 and 'Best Mobile Technology Implementation of the Year' at Images Retail Tech Awards 2017.

RAJENDRA SINGH JYALA

Chief Programming Officer, PVR INOX Limited

Mr. Rajender Singh Jyala is responsible for the Programming function, overseeing all Content distributors and Film supply related activities. He reports to Mr. Kamal Gianchandani. Mr. Jyala previously served as the Chief Programming Officer INOX Leisure Limited before its merger with PVR.

Mr. Jyala has over 25 years of experience in cinema exhibition and film distribution and is highly proficient in handling film programming and overseeing the growth of box office revenues. He has earlier worked with esteemed companies such as UTV Software Communications Ltd and Reliance MediaWorks.

MUKESH KUMAR

Company Secretary and Compliance Officer, PVR INOX Limited

Mr. Mukesh Kumar joined PVR in 2021 and has 20+ years of experience in the Company Secretarial and Legal function. As the Company Secretary and Compliance Officer for PVR INOX Limited, he supports in providing multi-disciplinary guidance to Board of Directors/Management concerning statutory requirements under corporate laws applicable to the company.

Prior to joining PVR, Mr. Kumar has been associated as Company Secretary & Head Legal with Uniparts India Ltd, NIIT Ltd., Hero Motors Ltd., PDS Multinational Group and Dhanuka Agritech Ltd. He is well acquainted with public issue, listing, private equity investment, Joint Venture transactions, mergers and demergers.

Mr. Mukesh Kumar is the recipient of the prestigious 'Indian Achiever's Award' in 2022.

SUNIL KUMAR

Chief Human Resource Officer, PVR INOX Limited

Mr. Sunil Kumar has been associated with PVR since 2016 and has over 24 years of experience in the art of managing people demographics of business and organizations with large scale workforce. As the Chief Human Resources Officer of the Company, Mr. Kumar provides strategic HR leadership and leads the day-to-day HR Operations aligned to business strategy. He is leading the implementation and delivery of people synergies post merger of INOX with the company.

Prior to his stint at PVR INOX, Mr. Kumar was the Head HR–Customer Services Division for Samsung Electronics. He has also worked with Hilton Worldwide, Oberoi Group of Hotels and Impact Retail.

Mr. Sunil Kumar has been recognised as one of the '100 HR Innovators', '101 Top HR Minds in India' and the 'Great Yodha of Indian HR' in the year 2018 and one of the '50 Best HR Leaders' for the year 2021 by White Page International. Under his leadership, PVR was awarded Dream Company to work in the entertainment industry and National Best Employer Brand.

Corporate Information

Pavan Kumar Jain
Promoter and Chairman
(Non-Executive Director)

Ajay Bijli
Promoter and Founder
(Managing Director)

Sanjeev Kumar
Promoter and Co-founder
(Executive Director)

Siddharth Jain
Promoter
(Non-Executive Director)

Renuka Ramnath
(Non-Executive Director)

Sanjai Vohra
(Independent Director)

Pallavi Shardul Shroff
(Independent Director)

Haigreve Khaitan
(Independent Director)

Amit Jatia
(Independent Director)

Vishesh Chander Chandiok
(Independent Director)

Nitin Sood
(Chief Financial Officer)

Mukesh Kumar
(Company Secretary and Compliance Officer)

Statutory Auditor

S.R. Batliboi & Co. LLP
Chartered Accountants Firm's Registration
No.: 301003E/E300005

Internal Auditor

KPMG Assurance and Consulting Services LLP
LLP Registration No. : AAT-0367

Main Bankers

HDFC Bank Limited
ICICI Bank Limited
Axis Bank Limited
Kotak Mahindra Bank Limited
IDFC First Bank Limited
IndusInd Bank Limited

Registered Office

7th Floor, Lotus Grandeur Building,
Veera Desai Road, Opposite Gundecha
Symphony, Andheri (West)
Mumbai - 400053, Maharashtra

Corporate Office

Block A, 4th Floor, Building No. 9A, DLF
Cyber City, Phase - III, Gurugram 122 002,
Haryana, India
Tel: +91 124 4708 100
Website: www.pvrcinemas.com
Investor Grievance e-mail:
cosec@pvrcinemas.com,
Investorrelations@pvrcinemas.com

Registrar and Transfer Agent

KFIN Technologies Limited
(formerly known as 'KFin Technologies Private
Limited') Selenium Building, Tower B,
Plot No- 31& 32, Financial District,
Nanakramguda, Serilingampally,
Hyderabad, Rangareddy, 500 032,
Telangana, India
Tel: +91 40 6716 2222
Website: www.kfintech.com
Investor grievance e-mail:
einward.ris@kfintech.com

PVR INOX LIMITED

Corporate Identity Number
L74899MH1995PLC387971

Board Report

Dear Members,

Your Directors have pleasure in presenting the Twenty-Eighth Board Report on the business and operations of your Company along with audited financial statements for the Financial Year ended March 31, 2023.

1. Financial Summary and highlights

In compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended and modified from time to time, the Company has prepared its financial statements as per Indian Accounting Standards (Ind AS) for the Financial Year 2022-23. The financial highlights of the Company's operations (on standalone basis) are as follows:

(Amount in lakhs)

Particulars	FY 2022-23	FY 2021-22
Revenue from operations	3,55,917	1,21,331
Other Income	7,686	31,074
Profit/Loss before Depreciation, Finance costs, Exceptional items and tax expense	1,11,313	41,656
Less: Depreciation/Amortisation	74,071	59,442
Profit/Loss before Finance costs, Exceptional items and tax expense	37,242	(17,786)
Less: Finance costs	56,862	49,361
Profit/Loss before Exceptional items and tax expense	(19,620)	(67,147)
Add/(less): Exceptional items	1,082	-
Profit/Loss before tax expense	(20,702)	(67,147)
Less: Tax expense (Current/Deferred)	12,596	(19,312)
Profit/loss for the year (1)	(33,298)	(47,835)
Total Comprehensive Income/loss (2)	58	(40)
Total (1)+(2)	(33,240)	(47,875)
Balance of profit/loss for earlier years	(1,06,838)	(58,963)
Balance Carried Forward	(1,40,076)	(1,06,838)

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

Revenue from operations of the Company for the Financial Year 2022-23 was ₹ 3,55,917 lakhs as compared to ₹ 1,21,331 lakhs in the previous Financial Year. Further, your Company registered EBITDA of ₹ 1,11,313 lakhs as compared with ₹ 41,656 lakhs for the Financial Year ended March 31, 2022, showing a growth of 167.22%.The financial results have been discussed in detail in the Management Discussion and Analysis Report forming part of this Report. Further, during the Financial Year 2022-23, there was no change in the nature of business of the Company.

2. Dividend and Dividend Distribution Policy

The Board of Directors of your Company, keeping in view the Company's current financial position, relevant circumstances and continued impact of COVID-19 on business, has decided, not to recommend any dividend for the year under review.

The Board of Directors of your Company has approved and adopted the Dividend Distribution Policy. The dividend distribution policy is placed on the Company website at https://www.pvrcinemas.com/corporate.

3. Transfer to Reserves

Due to loss incurred during the year under review, the Board of Directors of your Company has decided not to transfer any amount to the Reserves.

4. Major events occurred during the year and post closure

(i) Merger of INOX Leisure Limited ("Transferor Company/INOX") with the Company

The Board of Directors in its meeting held on March 27, 2022, approved the scheme of amalgamation of erstwhile INOX into and with the PVR Limited (**"Transferee Company"**) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules and regulations framed thereunder **(Scheme)**.

The Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") has approved the Scheme vide its order dated January 12, 2023. The certified copy of the NCLT order was filed with the Registrar of Companies (ROC) on February 6, 2023 ("Effective Date").

(ii) Shifting of Registered Office of the Company

During the period under review, the registered office of the Company has been shifted from the NCLT of Delhi to the State of Maharashtra w.e.f July 18, 2022.

(iii) Change of name of the Company from PVR Limited to PVR INOX Limited

Consequent to the recently concluded merger of erstwhile INOX Leisure Limited with the Company and pursuant to Clause 12 of part III of the Scheme of amalgamation, the name of the Company has been changed from PVR Limited to PVR INOX Limited w.e.f. April 20, 2023 and a fresh "Certificate of Incorporation" issued by Registrar of Companies (ROC-Mumbai), has been received by the Company.

No other material change and commitment have occurred after the closure of the Financial Year 2022-23 till the date of this Report, which would affect the financial position of your Company.

5. General Information – Overview of the Industry, External Environment and Economic outlook

Pursuant to Regulation 34 of the Listing Regulations, the information required is adequately captured in Management Discussion and Analysis Report, forming part of this Annual Report.

6. Capital Structure

As on the date of this Report, the Authorised Share Capital of the Company is ₹ 292,90,96,800 consisting of 27,27,50,000 Equity Shares having face value of ₹10 each and 5,90,000, 0.001% Non-Cumulative Convertible Preference Shares having face value of ₹ 341.52 each and 10,000 Preference Shares having face value of ₹ 10 each.

During the period under review, the paid up equity share capital of the Company was increased consequent upon allotment of following equity shares of the Company:

- 5,499 Equity Shares of face value of ₹ 10 each was allotted under PVR Employees Stock Option Plan 2022 to the specified employee of the Company at the pre-determined exercise price against same number of options exercised by him.
- 92,500 Equity Shares of face value of ₹ 10 each were allotted under PVR Employees Stock Option Plan 2017 to the specified employee(s) of the Company at the pre-determined exercise price against same number of options exercised by them;
- 176,498 Equity Shares of face value of ₹ 10 each were allotted under PVR Employees Stock Option Plan 2020 to the specified employee(s) of the Company at the pre-determined exercise price against same number of options exercised by them.
- 3,67,01,729 Equity Shares of face value of ₹ 10 each were allotted to the shareholders of erstwhile INOX Leisure Limited, pursuant to the Scheme of Amalgamation of INOX Leisure Limited with PVR Limited as approved by the Hon'ble National Company Law Tribunal (NCLT), Mumbai vide its order dated January 12, 2023.

The paid up equity share capital as on March 31, 2023 was ₹ 97,96,73,140

During the year under review, the Company neither issued any shares with differential voting rights nor issued sweat equity shares.

7. Details of Employee Stock options

During the Financial Year 2022-23, there was no change in the Employee Stock Option Plan 2017, 2020 and 2022 adopted by the Company.

Further, the disclosure pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 for the year ended March 31, 2023 is available on the website of the Company at https://www.pvrcinemas.com/corporate.

Kindly refer financial statements forming part of this Report for further details on ESOP Plan(s).

8. Credit rating of Securities

The details on credit rating(s) of Securities as availed by the Company are disclosed in the Corporate Governance Report forming part of this Annual Report.

9. Transfer to Investor Education and Protection Fund

The Company has transferred a sum of ₹ 75,232/- (Rupees Seventy Five Thousand Two Hundred Thirty Two Only) during the Financial Year 2022-23 to Investor Education and Protection Fund (Fund) established by the Central Government, in compliance with the Companies Act, 2013. The said amount represents unclaimed dividend which was lying with the Company for a period of seven years. Further, the Company has transferred 19,795 shares to the Investor Education and Protection Fund Authority in compliance with the Companies Act, 2013.

Any shareholder whose shares or unclaimed dividend have been transferred to the Fund, may claim the shares under provision to Section 124(6) or apply for refund under Section 125(3) or under proviso to Section 125(3), as the case may be, to the Authority by making an application in Web Form IEPF - 5 available on website at www.iepf.gov.in.

10. Changes in Directorships and other Compliances in relation to the Directors

A. Appointment and Resignation of Directors:

1. Pursuant to clause 10 of Part III of the Scheme of Amalgamation and from the effectiveness of Scheme of Amalgamation i.e. February 6, 2023, following directors were appointed on the Board of the Company for a period of five years;
   - i) Mr. Pavan Kumar Jain was appointed as Chairman & Non-Executive Director of the Company.
   - ii) Mr. Ajay Bijli was appointed as Managing Director of the Company.
   - iii) Mr. Sanjeev Kumar was appointed as Executive Director of the Company; and
   - iv) Mr. Siddharth Jain was appointed as Non-Executive Director of the Company.
2. Mr. Haigreve Khaitan and Mr. Amit Jatia were appointed as an Independent Directors for a period of one year w.e.f. February 10, 2023;

3. Mr. Vishesh Chander Chandiok was appointed as an Independent Director for a period of five years w.e.f. February 10, 2023;

4. Mr. Anish Kumar Saraf had resigned as Non-Executive Director of the Company w.e.f February 6, 2023, Mr. Vikram Bakshi, Ms. Deepa Misra Harris and Mr. Gregory Adam Foster resigned as Independent Directors of the Company w.e.f February 10, 2023.

B. Directors retiring by rotation:

Pursuant to Section 149 read with Section 152 and other applicable provisions, if any, of the Companies Act, 2013, one-third of the retirable Directors shall retire every year and if eligible, may offer for re-appointment. Consequently, Ms. Renuka Ramnath and Mr. Sanjeev Kumar who retires by rotation at the ensuing Annual General Meeting and being eligible offers themselves for re-appointment in accordance with the provisions of the Companies Act, 2013.

The Board recommends their re-appointment to the Shareholders of the Company.

C. Confirmations & declarations from the Independent Directors:

The Company has received necessary declarations from each Independent Director of the Company under Section 149 (7) of the Companies Act, 2013, confirming that they meet the criteria of independence as laid down in Section 149 (6) of the Companies Act, 2013 and that of Listing Regulations.

The Independent Directors have also confirmed that they have registered their names in the Independent Directors' Databank. Further, the Board members are satisfied with regard to integrity, expertise and experience (including the proficiency) of the Independent Directors of the Company. The details of familiarisation programme for Independent Directors are available on the Company's website at https://www.pvrcinemas.com/corporate.

D. Adherence to the Code of Conduct:

In addition to above, the Company has in place a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the Company. The Company believes in 'Zero Tolerance' against bribery, corruption and unethical dealings/behaviors of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as 'Code of Business Conduct' which forms an Appendix to the Code. The Code is available on the Company's website https://www.pvrcinemas.com/corporate.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. All the Board Members and the Senior Management Personnel have confirmed compliance with the Code.

11. Key Managerial Personnel

As on March 31, 2023, the Key Managerial Personnel (KMP) of the Company as per Section 2(51) and 203 of the Companies Act, 2013 were as follows:

Name	Designation
Mr. Ajay Bijli	Managing Director
Mr. Nitin Sood	Chief Financial Officer
Mr. Mukesh Kumar	Company Secretary and Compliance Officer

12. Meetings of the Board of Directors

During the Financial Year 2022-23, the Board of Directors met 6 times. The details of Board Meetings and Committee Meetings are given in the Corporate Governance Report forming part of the Annual Report.

13. Audit Committee

As on March 31, 2023, the Audit Committee comprised the following directors:

- Mr. Ajay Bijli
- Mr. Siddharth Jain
- Mr. Haigreve Khaitan;
- Mr. Vishesh Chander Chandiok;
- Mr. Sanjai Vohra; and
- Ms. Pallavi Shardul Shroff;

It is further confirmed that the recommendations of Audit Committee, as made from time to time, were duly accepted by the Board of Directors.

14. Policy on Directors Appointment and Remuneration Policy

Pursuant to the requirements under Section 134(3)(e) and Section 178(3) of the Companies Act, 2013, the policy on appointment of Board Members including criteria for determining qualifications, positive attributes, independence of a director and remuneration of directors, KMP and other employees is annexed as **Annexure '1',** which forms part of this Report.

There has been no change in the Policy during the financial year under review.

15. Performance Evaluation of the Board, its Committees and Directors

Pursuant to applicable provisions of the Companies Act, 2013 and Listing Regulations, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter alia, the criteria for performance evaluation of the entire Board, its Committees and Individual Directors, including Independent Directors.

In order to evaluate the performance of the Board, various factors viz. board diversity, knowledge and expertise, corporate governance practices etc. are assessed. Similarly, for evaluation of Directors' performance, their profile, contribution in Board and Committee Meetings, execution and performance of specific duties, obligations, regulatory compliances and governance are evaluated.

During the Financial Year under review, the Independent Directors met separately without the presence of any Non-Independent Director and the members of management and discussed, inter alia, the performance of Non-Independent Directors and Board as a whole and reviewed the performance of the Chairman of the Company.

The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated.

The Directors expressed their satisfaction with the evaluation process.

16. Remuneration of Directors and Employees

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure '2'** which forms part of this Report.

In terms of Section 136 of the Act, the report and accounts are being sent to the Members and others entitled thereto, excluding the information on employees particulars which is available for inspection by the members at the registered office of the Company during business hours on working days of the Company from the date of this Report up to the date of ensuing Annual General Meeting. Any member interested in obtaining such particulars may write to the Company Secretary and the same will be made available on request.

17. Directors' Responsibility Statement

Pursuant to requirements of Section 134(3)(c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, the Directors confirm:

(a) That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

(c) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) That the directors had prepared the annual accounts on a going concern basis;

(e) That the directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

(f) That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

18. Internal Financial Control and their adequacy

The Company has an internal control system, commensurate with the size, scale and complexity of its operations. The Company has in place adequate controls, procedures and policies, ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information. Further, Audit committee interacts with the statutory auditors, internal auditors and management in dealing with matters within its terms of reference. During the year under review, such controls were assessed and no reportable material weakness in the design or operations were observed. Accordingly, the Board is of the opinion that the Company's internal financial controls were adequate and effective during Financial Year 2022-23.

Kindly refer Statutory Auditor Report on internal financial controls forming part of this Annual Report for Auditors opinion on internal financial controls.

19. Details in respect of frauds reported by Auditors other than those which are reportable to the Central Government.

The Statutory Auditors and Secretarial Auditor of the Company have not reported any fraud to the Audit committee or the Board of Directors under Section 143(12) of the Companies Act, 2013, including rules made thereunder.

20. Report on the Performance & Financial Position of Subsidiaries

As on March 31, 2023, following is the list of subsidiaries of the Company:

Sl. No.	Name of the subsidiary company
1	PVR Pictures Limited
2	Zea Maize Private Limited
3	P V R Lanka Limited
4	Shouri Properties Private Limited

In terms of Companies Act, 2013, your Company does not have any direct associate Company or joint venture Company during the Financial Year 2022-23.

Pursuant to Section 134 of the Companies Act, 2013 and Rule 8(1) of the Companies (Accounts) Rules, 2014 report on performance and financial position of subsidiaries in prescribed Form AOC-1 is annexed as per **Annexure '3'** which forms part of this Report.

In terms of provisions under Section 136 of the Companies Act, 2013, audited accounts of the subsidiary companies are placed on the website of the Company at https://www.pvrcinemas.com/corporate.

The Company will make available these documents upon request by any shareholder of the Company. The procedure for inspection of documents is mentioned in the Notice forming part of the Annual Report.

Further, the Company has formulated a Policy for determining 'Material' Subsidiaries, which is also available on the Company's website at https://www.pvrcinemas.com/corporate.

21. Disclosure on deposit under Chapter V

The Company has neither accepted nor renewed any deposits during the Financial Year 2022-23 in terms of Chapter V of the Companies Act, 2013.

22. Particulars of Loans, Guarantee or Investment under Section 186 of the Companies Act, 2013

Pursuant to Section 134(3)(g) of the Companies Act, 2013, a statement containing details of loans, guarantee and investment made under Section 186 of the Companies Act, 2013, for the Financial Year 2022-23, is given in the financial statements, forming part of this Annual Report.

23. Contracts or arrangements with Related Parties under Section 188(1) of the Companies Act, 2013

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under Section 188(1) of the Companies Act, 2013, entered by the Company during the year under review, were in the ordinary course of business and on an arm's length basis.

During the Financial Year 2022-23, the Company has not entered into any contract or arrangement with related parties which could be considered 'material' according to the Policy of the Company on Materiality of Related Party Transactions. The Company's Policy on dealing with Related Party transactions is also available on the Company's website at https://www.pvrcinemas.com/corporate.

Your attention is also drawn to the Related Party Disclosures set out in the Financial Statements forming part of this Annual Report.

24. Details of Policy developed and implemented on Corporate Social Responsibilities (CSR) initiatives

The Company has in place a CSR Policy in line with Schedule VII of the Companies Act, 2013. As per the policy, the CSR activities are carried by PVR Nest which focuses inter alia on:

(a) Education and social development of the most vulnerable sections of our society;

(b) Hunger, Poverty, Malnutrition and Health;

(c) Sanitation and Safety;

(d) Gender Equality; and

(e) Environmental Sustainability

A report on CSR activities is furnished in **Annexure '4'** which forms part of this Report. CSR Policy is available on the Company's website at https://www.pvrcinemas.com/corporate.

25. Conservation of Technology Absorption, Foreign Exchange Earning and Outgo

Pursuant to the provisions of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 the details of Conservation of Energy, Technology Absorption, Foreign Exchange Earning and Outgo are attached as **Annexure '5'** which forms part of this Report.

26. Development and Implementation of Risk Management

Risk management is embedded in PVR's operating framework. The Company believes that risk resilience is key to achieving higher growth. To this effect, there is a process in place to identify key risks across the Company and priorities relevant action plans to mitigate these risks.

The Company has duly approved a Risk Management Policy. The objective of this Policy is to have well-defined approach to risk. The Policy lays down broad guidelines for timely identification, assessment and prioritisation of risks affecting the Company in the short and foreseeable future. The Policy suggests framing an appropriate response action for the key risks identified, so as to make sure that risks are adequately addressed or mitigated. The said Policy is also available on the website of the Company at https://www.pvrcinemas.com/corporate.

In terms of Regulation 21(3A) of Listing Regulations, two meetings of the Risk Management Committee of the Company was held during the year under review wherein the management confirmed that the Company on regular basis assesses, evaluates and monitors the risks-both internal and external associated with various aspects of its business and takes necessary mitigating steps, wherever possible to manage such risks.

Detailed discussion on Risk Management forms part of Management Discussion & Analysis Report under the section 'Risks and Concerns', which forms part of this Annual Report.

At present, in the opinion of the Board of Directors, there are no risks which may threaten the existence of the Company.

27. Disclosure on Vigil Mechanism

The Company has a vigil mechanism through Whistle-Blower Policy to deal with instance of fraud and mismanagement, if any. The Company is committed to the highest standards of Corporate Governance and stakeholder responsibility. The Company has Whistle-Blower Investigation Committee which provides for adequate safeguards against victimisation of persons and also provides for direct access to the Chairman of the Audit Committee and also to the members of the Committee.

The Policy ensures that strict confidentiality is maintained while dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. The said Policy is also available on the website of the Company at https://www.pvrcinemas.com/corporate.

The Company has always provided a congenial atmosphere for work to all employees, free from discrimination and harassment including sexual harassment. It has provided equal opportunities of employment to all without regard to their caste, religion, colour, marital status and sex.

28. Material orders of Judicial Bodies/Regulators

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

29. Secretarial Auditors and their Report

M/s. DPV & Associates LLP, Company Secretaries, were appointed as Secretarial Auditors of the Company for the Financial Year 2022-23 pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by them in prescribed Form MR-3 is annexed as **Annexure '6'** to this Report.

There are no qualifications or observations or other adverse remarks or disclaimer of the Secretarial Auditors in the report for the Financial Year 2022-23.

30. Compliance with Secretarial Standard

Pursuant to the provisions of Section 118 of the Companies Act, 2013, the Company has materially complied with the applicable provisions of the Secretarial Standards on meetings of the board of directors and general meetings, as issued by the Institute of Company Secretaries of India.

31. Annual Return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return of the Company is available on the Company's website at https://www.pvrcinemas.com/corporate.

32. Consolidated Financial Statements

The Company has prepared consolidated financial statements in accordance with applicable accounting standards and the applicable provisions of Companies Act, 2013. The same are presented in addition to the standalone financial statement of the Company.

33. Prevention of Sexual Harassment Policy

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

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The following is a summary of sexual harassment complaints received and disposed-off during the year.

Particulars	Nos.
Number of complaints pending at the beginning of the year	NIL
Number of complaints received during the year	42
Number of complaints disposed off during the year	42
Number of cases pending at the end of the year	NIL

34. Business Responsibility and Sustainability Report

As stipulated under the Listing Regulations, the Business Responsibility and Sustainability Report, describing the initiatives taken by the Company from Environmental, Social and Governance perspective is presented in a separate section, forming part of the Annual Report.

35. Management Discussion and Analysis Report

Pursuant to Regulation 34 of the Listing Regulations, the Management Discussion and Analysis Report for the year under review, is presented in a separate section, forming integral part of this Annual Report.

36. Corporate Governance

The Company is committed to uphold the highest standards of corporate governance and believes that the business relationship can be strengthened through corporate fairness, transparency and accountability. Your Company complies with all the mandatory provisions of the Listing Regulations.

The Report on Corporate Governance is placed in a separate section forming part of the Annual Report alongwith a certificate received from a Practicing Company Secretary and forms integral part of this Report. A certificate from the Managing Director and Chief Financial Officer of the Company, confirming the correctness of the financial statements, compliance with Company's Code of Conduct and adequacy of the internal control measures as enumerated and reporting of matters to the Audit Committee in terms of Listing Regulations, is also attached and forms part of this Report.

37. The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016.

During the period under review, the Company has not made any application nor any proceeding is pending under the Insolvency and Bankruptcy Code, 2016.

38. Acknowledgements

The Directors express their deep sense of appreciation for the contribution made by the employees both at corporate and cinema level to the significant improvement in the operations of the Company. Their dedicated efforts and enthusiasm have been pivotal to the growth of the Company. The Directors also thank all the stakeholders including members, employees, customers, lenders, vendors, investors, business partners and state and central governments, bankers, contractors, vendors, credit rating agencies, legal counsels, Stock Exchanges, Registrar and Share Transfer Agent for their continued co-operation and support and their confidence in its management.

For and on behalf of the Board of Directors
of PVR INOX Limited

Place: New Delhi
Date: 15.05.2023

Ajay Bijli
Managing Director

Sanjeev Kumar
Executive Director

Annexure'I' to Board Report

Policy on Directors Appointment and Remuneration Policy

A. Introduction

This Policy on Directors Appointment and Remuneration on Directors, Key Managerial Personnel, Senior Management Personnel has been formulated in accordance with the provisions of Section 178 of the Companies Act, 2013 (the Act) and the Listing Agreement with the Stock Exchanges by the Nomination and Remuneration Committee of the Directors of the Company.

B. Definitions

Directors :	Directors (other than Managing Director(s) and Whole-time Director(s)) appointed under the provisions of the Companies Act, 2013 and rules made thereunder.
Key Managerial Personnel :	Managing Director(s), Whole-time Director(s), Chief Executive Officers of the businesses of the Company reporting to the Managing Director, Chief Financial Officer and Company Secretary.
Senior Management Personnel :	Members of the Corporate Leadership Team of the Company and Key Managerial Personnel.

C. Terms of Reference

The terms of reference are as follows:-

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on Board Diversity.
- Formulation of policies for remuneration to Directors, Key Managerial Personnel, Senior Management Personnel.
- Identification and recommendation to Board of persons who are qualified to become Directors, Key Managerial Personnel, Senior Management Personnel in accordance with the criteria laid down.
- Recommend to the Board on appointment and removal of Directors Key Managerial Personnel, Senior Management Personnel.
- Evaluation of the performance of Directors (other than Independent Directors).
- Evaluation of the performance of Independent Directors and make recommendations to Board.

D. Criteria for Recommending a person to become Director

The Committee shall take into consideration the following criteria of qualification, positive attributes and independence for recommending to the Board for appointment of a Director:-

1. Qualifications & Experience

The incumbent should have appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales & marketing, operations, research, corporate governance, education, community service or other disciplines.

2. Attributes/Qualities

The incumbent Director should have one or more of the following attributes/qualities:-

- Respect for and strong willingness to imbibe the Company's Core Values.
- Honesty and Professional integrity.
- Strategic capability with business vision.
- Entrepreneurial spirit and track record of achievements.
- Ability to be independent.
- Capable of lateral thinking.
- Reasonable financial expertise.
- Association in the fields of Business/Corporate world/ Finance/Education/Community Service/Chambers of Commerce & Industry.
- Ability to review and challenge the performance of management.

3. In case the proposed appointee is an Independent Director, he should fulfill the criteria for appointment as Independent Director as per the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges and other applicable laws and regulations.

4. The incumbent should not be disqualified for appointment as a Director pursuant to the provisions of the Act or other applicable laws & regulations.

E. Eligibility Criteria & Remuneration of Key Managerial Personnel, Senior Management Personnel

The eligibility criteria for appointment of key managerial personnel and senior management personnel shall be in accordance with the job description of the relevant position.

In particular, the position of Key Managerial Personnel should be filled by senior personnel having relevant qualifications and experience.

The remuneration structure for Key Managerial Personnel and Senior Management Personnel shall be as per the Company's remuneration structure taking into account factors such as level of experience, qualification, performance and suitability which shall be reasonable and sufficient to attract, retain and motivate them.

The remuneration may consist of fixed and incentive pay/ retention bonus reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The aforesaid employees may also be provided any facility, perquisites, commission, accommodation, interest free loans or loans at concessional rate in accordance with the policies framed for the employees or any category thereof.

However loan to the Directors who are KMPs shall be governed by such approvals as may be required by the Companies Act, 2013.

PVR uses three elements important for remuneration policy i.e.

1. Organisation Structure
2. Compensation
3. Performance Management

1. Organisation structure:

- The structure of the organisation has to be in-line with business needs and proposed/targeted growth of the organisation.
- The span of control has to be kept in mind while deciding the organisation structure (8-10). An attempt to have one level skips difference between supervisor and subordinate.
- Tooth to tail ratio to be kept in mind while deciding the organisation structure.

2. Compensation:

- The compensation of senior management is recommended to have "fixed and variable components" and is to be migrated from as of now state to desired state.
- Compensation will also vary on nature of responsibility/role (field/Non-Field).
- The committee considered it necessary to differentiate between performance and non-performance by giving differential compensation.

– "Cost To Company" to have following components:

- Fixed CTC - (Monthly Salary Payouts)
- Variable CTC (Incentives/Payout based on performance)
- Long-term Wealth Creation (Stocks/Phantom/Cash/ Retention bonus)

3. Performance Management:

- The KRA and KPI are available for all senior management employees and the total number of KRA do not exceed 5 to 7.
- The objective setting is clear and should represent the key objectives of the organisation.
- The same is categorised into following business levels.

a) Financial
b) People
c) Customer
d) Process

For and on behalf of the Board of Directors
of PVR INOX Limited

Place: New Delhi	**Ajay Bijli**	**Sanjeev Kumar**
Date: 15.05.2023	**Managing Director**	**Executive Director**

Annexure'2' to Board Report

Details under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the Financial Year 2022-23

Rule	Particulars		
(i)	The ratio of the remuneration of each director to the median remuneration of the employees	A Mr. Ajay Bijli, Managing Director	1:225
		B Mr. Sanjeev Kumar, Executive Director	1:156
		Median Salary - (In ₹)	**3,72,156**
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary	A Mr. Ajay Bijli, Managing Director	17%
		B Mr. Sanjeev Kumar, Executive Director	17%
		C Mr. Nitin Sood, CFO	69%*
		D Mr. Mukesh Kumar, CS	32%
(iii)	The percentage increase/decrease in the median remuneration of the employees as on March 31, 2023		11%
(iv)	The number of permanent employees on the rolls of company	As on March 31, 2023 (Payroll)	4,689
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	w.e.f. July 1, 2022, a Flat Increase of 6% has been given for all employees in grade M2 & below with a few compensation correction in line with market.	
(vi)	Affirmation that the remuneration is as per the remuneration policy of the Company.	It is hereby affirmed that the remuneration is as per remuneration policy of the Company	

*This includes the perquisite value upon exercise of ESOPs, therefore the percentage increase in remuneration is not comparable.

For and on behalf of the Board of Directors
of PVR INOX Limited

Place: New Delhi
Date: 15.05.2023

Ajay Bijli
Managing Director

Sanjeev Kumar
Executive Director

Annexure '3' to Board Report

FORM -AOC 1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of the subsidiary companies of the Company

For the Financial Year 2022-2023

(₹ In lakhs)

Sl. No.	Particulars				
1	Name of the Subsidiary	PVR Pictures Ltd	Zea Maize Private Limited	P V R Lanka Ltd.	Shouri Properties Private Limited
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	April 1, 2022 to March 31, 2023	April 1, 2022 to March 31, 2023	April 1, 2022 to March 31, 2023	April 1, 2022 to March 31, 2023
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	₹	₹	₹	₹
4	Share Capital	3,769	8	4,179	141
5	Reserves & surplus	8,053	(673)	(3,680)	(52)
6	Total assets	15,877	2,463	5,052	1,350
7	Total liabilities	4,054	3,128	4,553	1,262
8	Investments	-	-	-	-
9	Turnover	19,472	4,870	2,795	47
10	Profit before taxation	963	(1,177)	80	0
11	Provision for taxation	245	-	(101)	-
12	Profit after taxation	718	(1,177)	181	0
13	Proposed Dividend	-	-	-	-
14	% of shareholding	100%	89.93%	100%	100%

Notes:

1. Names of subsidiaries which are yet to commence operations- None
2. Names of subsidiaries which have been liquidated or sold during the year - None

For and on behalf of the Board of Directors
of PVR INOX Limited

Ajay Bijli
Managing Director

Sanjeev Kumar
Executive Director

Place: New Delhi
Date: 15.05.2023

Mukesh Kumar
Company Secretary

Nitin Sood
Chief Financial Officer

Annexure '4' to Board Report

ANNUAL REPORT ON CSR ACTIVITIES

To be Included in the Board's Report for Financial Year Ended on March 31, 2023

1	Brief outline on CSR Policy of the Company.	1. Strive for education and social development within our business enterprise, largely impacting the society at large. 2. Create and innovate collaborative programs and actions to promote large impacts on developmental programs adopted by PVR Nest. 3. Embrace responsibility for the company's actions and encourage a positive impact through its corporate social responsibilities on India's developmental goals - poverty, education, gender equality, healthcare & ensuring environmental sustainability.
2	Composition of CSR Committee as on date of report:	See table below

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Sanjeev Kumar	Chairman (Executive Director)	1	1
2	Mr. Sanjai Vohra	Member (Independent Director)	1	1
3	Mr. Siddharth Jain	Member (Non- Executive Director)	1	N.A,
4	Mr. Amit Jatia	Member (Independent Director)	1	N.A,

3	Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.	https://originserver-static1-uat.pvrcinemas.com/pvrcms/financial/CSR_POLICY.pdf
4	Provide the executive summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).	Not Applicable
5	Average net profit of the company as per section 135(5). i.e. F.Ys. 2019-20, 2020-21 and 2021-22	(58,519) Lakhs
6 a	Two percent of average net profit of the company as per section 135(5)	(1,170) Lakhs
b	Surplus arising out of the CSR projects or programmes or activities of the previous financial years. i.e. 2022-23	NIL
c	Amount required to be set off for the financial year, if any i.e. 2022-23	NIL
d	Total CSR obligation for the financial year i.e. 2022-23 (7a+7b-7c).	NIL
7 a	CSR amount spent for the financial year:	See table below

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

b Details of CSR amount spent against **ongoing projects** for the financial year:

(1) Sl. No.	(2) Name of the Project.	(3) Item from the list of activities in Schedule VII to the Act.	(4) Local area (Yes/ No).	(5) Location of the project.		(6) Project duration.	(7) Amount allocated for the project (₹ In Lakhs)	(8) Amount spent in the current financial Year (₹ In Lakhs)*	(9) Amount transferred to unspent CSR account for the project as per Section 135(6) (in ₹)	(10) Mode of implementa tion-direct (Yes/No)	(11) Mode of implementation - through implementing agency	
				State	District						Name	CSR Registration number
1.	PINK TOILETS & Garima Grih -Childscapes	ii & i	YES	DELHI	DELHI	ON GOING	242	157.95	NA	NO	PVR Nest	CSR00003345
	TOTAL						242	157.95	NA			

* The amount was disbursed to the implementing agency "PVR Nest" by the Company in the Financial Year 2020-21 for ongoing projects out of which ₹80.38 Lakhs was spent during the Financial Year 2021-22 and the remaining amount ₹ 161.62 Lakhs (₹ 157.95 Lakhs on ongoing projects & ₹ 3.67 Lakhs on administrative expenses) was spent during the Financial Year 2022-23. There is no amount lying unspent with the Company and PVR Nest, CSR Implementing Agency.

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

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in schedule VII to the Act.	(4) Local area (Yes/ No).	(5) Location of the project.		(6) Amount spent for the project (₹ in Lakhs)	(7) Mode of implementation - Direct (Yes/No)	(8) Mode of implementation -Through implementing agency	
				State	District			Name	CSR Registration number
1.	-	-	-	-	-	-	-	-	-
	TOTAL					-			

d	Amount spent in Administrative Overheads	₹ 3,66,785
e	Amount spent on Impact Assessment, if applicable	NA
f	Total amount spent for the Financial Year (8b+8c+8d+8e)	Nil
g	Excess amount for set off, if any	See table below

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

8 a Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section135(6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.		Amount remaining to be spent in succeeding financial years. (in ₹)	Deficiency, if any
				Amount (in ₹).	Date of transfer		
1.	2020-21						
2.	2021-22			NIL			
3.	2022-23						
	TOTAL						

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

(1) Sl. No.	(2) Project ID.	(3) Name of the Project.	(4) Financial Year in which the project was commenced	(5) Project duration	(6) Total amount allocated for the project (in ₹)	(7) Amount spent on the project in the reporting Financial Year (in ₹)	(8) Cumulative amount spent at the end of reporting Financial Year (in ₹)	(9) Status of the project -Completed/ Ongoing
					NIL			

9	In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).	
	a) Date of creation or acquisition of the capital asset(s).	NIL
	b) Amount of CSR spent for creation or acquisition of capital asset.	NIL
	c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	NA
	d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	NA
10	Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5).	NA

For and on behalf of the Board
For PVR INOX Limited

Place: New Delhi
Date: May 15, 2023

Sanjeev Kumar
Chairman of CSR Committee

Annexure '5' to Board Report

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Particulars required under Section 134(3) (m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 are as mentioned herein below:

(i) Conservation of Energy

Energy conservation measures taken:

- Awareness of Staff towards benefits of reduction in energy wastage and how and what of energy conservation is being continuously done, by conducting trainings and knowledge sharing sessions.
- Incentivisation policy is implemented and contributors to the cause are appreciated and incentivised accordingly. Idea sharing and its successful implementation across all the sites is recognised and awarded.
- On-board BEE Certified Energy Auditor and Manager to supervise and implement energy conservation measures. Outside consultants have also been appointed to provide energy saving measures over and above the existing system. They provide suggestions on optimising energy usage, lux level of various areas, design aspects of Electrical and HVAC systems etc. so that equipment optimal efficiency can be maintained and energy conservation can be done.
- We have also audited equipment's under mall catering to PVR and other tenants to identify inefficiencies and suggested operational and equipment change to reduce wastage of energy. Mall's have also come forward and approved Energy auditing by 3rd party to identify inefficiencies at their end though at the cost borne by PVR.
- APFC's and NPFC are being used to maintain power factor above 0.98 and thus ensure that the reactive power in the system remains as low as possible. As a result rebates from the power supply companies are being received in electrical bills.
- Load running is optimised by following switching On/Off procedure. Timers are being used to ensure equipment usage optimisation. Mechanical Timers on loads and areas with intermittent usage are implemented across sites and new sites are being equipped as and when they are added to the PVR INOX fleet. This helps in safety against fire due to long unattended over usage and helps in energy conservation.
- Occupancy Sensors have been installed in washrooms to save energy by reducing the lighting load to minimum by switching off lights when washrooms are unoccupied. Implemented across PVR INOX to conserving energy.
- All major lighting has been replaced by LED lights using retrofits in existing locations. Upcoming sites using LED mainly.
- New and Efficient Screw Chillers are installed at locations giving energy savings. Old and inefficient chillers are being phased out and being replaced with new technology- high efficiency chillers and Turbocor compressors.
- We have installed one of the most energy efficient Chiller Plant at 2 locations. It is equipped with Danfoss Turbocor compressor the most advanced technology in medium size HVAC systems to deliver best part load efficiency.
- HVAC plants and sub systems under PVR INOX are being closely monitored and regular PPM is being carried out to ensure less breakdown, increased guest comfort, reduced wear and tear resulting in energy conservation due to maintained efficiency of the complete system.
- Centralised monitoring of all water cooled chiller plants from corporate office.
- Centralised monitoring of Chilled & Condense water parameters implemented in the Financial Year 2017-18 on all sites having Chiller high side under PVR scope. This has helped us to ensure that our systems are running at peak performance and help us in saving energy wastage.
- PIBC valves actuators installed at various units to control the chilled water flow thereby leading to savings on the HVAC side.
- Energy Efficient Hydro pneumatic system with IE5 Motors and integrated drives installed at INOX Pune Bund Garden to help reduce energy consumption.
- Installed Electronic water softeners on cooling towers reducing the chemical dosing of cooling tower water to maintain chiller energy efficiency; monitoring from corporate office.
- Effective monitoring of energy consumption from corporate office to ensure optimal utilisation of energy.
- VFD's are installed on AHU's for energy savings while ensuring guest comfort by using a closed loop temperature feedback for the VFD's. All New/Upcoming Sites will also be equipped with VFD's in Financial Year 2023-24
- Water Conservation across PVR sites in India is facilitated by Installation of water flow restrictors in wash basin taps. This has help reduce tap water consumption by 78% thus reducing the energy consumed in pumping and helping in water conservation. Some of the malls have shown interest towards water conservation and have implemented the same taking help from PVR.
- Introduced waterless urinal system to save water at 35 INOX properties based on the success the same will be implement across PAN INDIA locations.
- Rain water harvesting system implemented in GMC Goa to conserve rain water with two recharge pits.
- State of art IOT/cloud based Energy Monitoring, Temperature Monitoring and Fire Hydrant pressure monitoring system has been implemented at 110 Locations, 34 across North India in Phase I, 48 Sites in Western India under Phase II and 28 sites in Phase III in Financial Year 2019-20. This system is a cloud based remote monitoring system, enabling us to become proactive rather than being reactive.
- Energy monitoring system for rest of the cinemas got delayed due to the pandemic and thus we have planned to take it up in FY 2023-24 in a phased manner.
- Building Signage's with LED based technology to save energy and longer life span.
- Poster Windows having FTL's have been replaced with LED based lighting.
- AC discipline is being followed to avoid leakage of cooled air/infiltration of hot air.
- V3F Drive equipped Lifts are being used wherever we have them as our own.
- Automatic start stop for the escalators in PVR premises/scope has been implemented to avoid idle running of the escalators and thus conserve energy.
- Roof top solar installation is installed at PVR-INOX GOA GMC and 16 properties are proposed to go for open access permission to utilise renewable energy.
- Eco-friendly renewable source of electricity generated by windmill for the multiplex at INOX Race Course Vadodara, INOX Anand, INOX Crystal Jamnagar and INOX Shree Rang Palace Bharuch is used.
- Have taken Energy saving initiatives and installed variable chilled water pumps at 13 INOX properties.
- The operation timing of HVAC (Heat Ventilation and Air Conditioning) system and temperature is controlled with the help of Building Management System software (BMS) at some of the units under INOX.
- We have piloted high efficiency fans for AHU's with minimum 20% efficiency improvement & plan to implement same across sites in a phased manner. This got delayed due to pandemic and we have planned to take it up in Financial Year 2023-24.
- We have taken a proactive step towards Indoor air quality by introducing clean air auditoriums ("Audit-Air-Ium") where we have implemented state of the art technology to curb Indoor air pollution by controlling PM2.5 and PM10 to provide cleanest possible air. We are maintaining AQI (Air Quality Index) levels below US standard of 50.
- Clean Air Auditoriums implemented at 4 locations and will be expanded to other locations in a phased manner.
- We have Implemented UVGI (Ultraviolet Germicidal Irradiation System) at 9 locations in Financial Year 2019-20 and balance will be implemented across sites in a phased manner. It serves two fold benefit:
  - provides bacteria free air, improved air quality and odour elimination- will prevent patrons getting infected by communicable disease; and
  - this system also helps in sterilising the covid 19 virus that may travel through the air-conditioning system.
  - energy savings in air handling units by ensuring clean coils free from mould and fungus growth.
- **Wolf Air Mask :** Ion Based Neutralisation for airborne virus, specially Designed for Cinema Halls and device successfully tested on SARS COVID-2 Virus
  - We have implemented surface and air borne Virus neutralisation devices across all sites in PVR in 2021-22.
  - The device is a negative ion generator, it produces trillions of –Ve Ions which neutralises Corona Virus or any other virus when come in contact with them thus reducing any chances of air born spread in closed environments.
  - This device can neutralise 99% of the novel coronavirus & is safe to use in human presence.
  - Certified by RGCB an ICMR recognised & ILAC Accredited Lab, SGS and Dubai Central Lab.
- Laser Projection for the upcoming projects this will have the following benefits:
- Energy Savings – as the overall consumption for the Laser projection is less as compared to xenon projection expected savings of 5,500 Units/projector per year.
- We have already implemented online monitoring system for monitoring the UPS parameters at 11 properties in INOX.
- We have been observing Earth Hour across cinemas every Thursday during which all non-essential loads are being switched off or brought down to the lowest possible level of power consumption for 1.5 hours.
- Taking another step towards greener environment, we have implemented Retrofitted Emission Control Device (RECD) for Diesel Generators. The installed device has a minimum efficacy of 70% for capturing particulate matter emission from DG stack. This is implemented at 4 locations and 1 is under implementation. More sites will be covered in FY 2023-24
- We have installed Organic Waste Converter at INOX GOA GMC to make manure out of biodegradable food waste generated from cinema.
- Installed EV charging station at Pune Bund Garden, Gandhinagar R16 and Gandhinagar R21 to encourage EV vehicle charging for patrons promoting green commuting.
- INOX Nariman Point became India's First Multiplex to receive the Gold Certification for LEED v4 - Interior Design and Construction: Retail.

(ii) Technology Absorption:

Since the Company has no subsisting Technology Agreement hence not applicable.

(iii) Foreign Exchange Earnings & Outgo

Expenditure in foreign currency (on accrual basis)

(₹ in lakhs)

Particulars	March 31, 2023	March 31, 2022
Travelling	252	24
Professional fees (including expenses, net of withholding tax)	1,549	758
Director Sitting fees	27	17
Others	2,288	883
Total	4,117	1,682

ii) Income in foreign currency (on accrual basis)

(₹ in lakhs)

Particulars	March 31, 2023	March 31, 2022
Income from sale of tickets and food and beverages	465	136
Advertisement Income	38	-

(iii) CIF value of imports

(₹ in lakhs)

Particulars	March 31, 2023	March 31, 2022
Capital Goods	5,825	489
Store and spares	205	206

For and on behalf of the Board
of PVR INOX Limited

Place: New Delhi
Date: 15.05.2023

Ajay Bijli
Managing Director

Sanjeev Kumar
Executive Director

Annexure '6' to Board Report

SECRETARIAL AUDIT REPORT

For the Financial year ended March 31, 2023
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members of
PVR INOX LIMITED
(formerly known as PVR Limited)
(CIN: L74899MH1995PLC387971)
7th Floor Lotus, Grandeur Building,
Veera Desai Road, Opposite Gundecha
Symphony, Andheri (West) Mumbai

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PVR INOX LIMITED** (formerly known as PVR Limited) (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Audit Period according to the provisions of:

(i) The Companies Act, 2013 (the 'Act') and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Company during the Audit Period);

  (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

  (e) The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021;

  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021(Not applicable to the Company during the Audit Period); and

  (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018(Not applicable to the Company during the Audit Period);

(vi) We further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

  (a) All Cinematograph Acts and Rules as applicable to the Company;

  (b) The Food Safety and Standards Act, 2006 read with the Food Safety and Standards Rules, 2011 with allied rules and regulations;

We have also examined compliance with the applicable clauses of the following:-

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

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the audit period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including the Woman Director. The changes in the composition of the Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance of the meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee(s) of the Board, as the case may be.

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

We further report that during the audit period:

- The registered office of the Company was shifted during the financial year vide the order of the Regional Director dated July 18, 2022 from National Capital Territory of Delhi to the State of Maharashtra and the certificate of registration of Regional Director order was received from the Registrar of Companies on August 1, 2022.
- During the previous year, the Board of Directors of the Company, in their meeting held on March 27, 2022, considered and approved a scheme of amalgamation of INOX Leisure Limited ("Transferor Company") into and with the Company and during the current year, the Company has received requisite approvals and the scheme has been sanctioned by the Hon'ble National Company Law Tribunal (NCLT) vide its order dated January 12, 2023 (Mumbai Bench) with the appointed date of January 1, 2023. The Certified true copy of the said order sanctioning the scheme was with the Registrar of Companies, New Delhi.
- Pursuant to scheme of amalgamation, the authorised share capital of the Company was increased from ₹ 1,43,84,96,800/- (Rupees One Forty Three Crores Eighty Four Lacs Ninety Six Thousand Eight Hundred Only) to ₹ 2,92,90,96,800/- (Rupees Two Hundred Ninety Tow Crore Ninety Lacs Ninety Six Thousand Eight Hundred Only) divided into 27,27,50,000 equity shares of ₹ 10 each 5,90,000 Preference Shares of face value of ₹ 341.52/- and 10,000 Preference Shares of face value of ₹10/- each.
- Pursuant to the scheme of amalgamation of INOX Leisure Limited with the Company and the order dated January 12, 2023 passed by the NCLT, sanctioning the Scheme, the Company made allotment of 3,67,01,729 equity shares of face value ₹10 each aggregating to ₹ 36,70,17,290 of the Company to the shareholders of erstwhile INOX Leisure Limited as on the record date i.e. February 17, 2023 in accordance with the Share Exchange Ratio as described in the Scheme.
- Pursuant to the scheme of amalgamation of INOX Leisure Limited with the Company and the order dated January 12, 2023 passed by the NCLT, the name of the Company was changed from "PVR Limited" to "PVR INOX Limited" and Certificate of Incorporation pursuant to change of name was issued by the Registrar of Companies, Mumbai on April 20, 2023.
- Shouri Properties Private Limited (SPPL) is a wholly-owned subsidiary of the Company (consequent to merger of erstwhile INOX Leisure Limited with the Company). The Board of Directors of the erstwhile INOX Leisure Limited (INOX), at their meeting held on January 21, 2022 had approved the draft Scheme of Amalgamation ("the Scheme") under Sections 230 to 232 of the Companies Act, 2013 ("the Act") and other relevant applicable sections of the Act for amalgamation of SPPL with the INOX subject to approval of the Scheme by the Shareholders and Creditors of the respective Companies (if required), Hon'ble National Company Law Tribunal, Bench at Mumbai (NCLT Mumbai) and subject to approval of any other statutory authorities as may be required. Consequent to the merger of INOX with the Company, the Board of Directors of the Company at their meeting held on March 16, 2023 has approved the amalgamation of SPPL with the Company. Thereafter, the Company has filed an application with Hon'ble NCLT Mumbai on April 6, 2023 for substitution of name of INOX Leisure Limited with the name of the Company in the Scheme of Amalgamation along with other consequential amendments which has been allowed by Hon'ble NCLT Mumbai.
- The Company allotted the equity shares under its Employees Stock Option Plans as under:
  - 5,499 Equity Shares of face value of ₹ 10 each was allotted under PVR Employees Stock Option Plan 2022 to the specified employee of the Company on April 17, 2023.
  - 92,500 Equity Shares of face value of ₹ 10 each were allotted under PVR Employees Stock Option Plan 2017 to the specified employees during the audit period.
  - 176,498 Equity Shares of face value of ₹ 10 each were allotted under PVR Employees Stock Option Plan 2020 to the specified employees during the audit period.
- The Company redeemed all the six series of Non-convertible debentures and as on March 31, 2023 there were no outstanding debentures.

For **DPV & Associates LLP**
Company Secretaries
Firm Reg. No.: L2021DE009500
Peer Review Certificate No. 2792/2022

Devesh Kumar Vasisht
Managing Partner
CP No.:13700/Mem. No. F8488
UDIN: F008488E000402475

Place: New Delhi
Date: May 15, 2023

This report is to be read with our letter of even date which is annexed as Annexure and forms an integral part of this report.

Annexure to the Secretarial Audit Report

To
The Members,
PVR INOX LIMITED
(formerly known as PVR Limited)
(CIN: L74899MH1995PLC387971)
7th Floor Lotus, Grandeur Building,
Veera Desai Road, Opposite Gundecha
Symphony, Andheri (West) Mumbai

Our report of even date is to be read along with this letter:

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

For **DPV & Associates LLP**
Company Secretaries
Firm Reg. No.: L2021DE009500
Peer Review Certificate No. 2792/2022

Devesh Kumar Vasisht
Managing Partner
CP No.:13700/Mem. No. F8488
UDIN: F008488E000402475

Place: New Delhi
Date: May 15, 2023

Management Discussion and Analysis

Global Economic Review

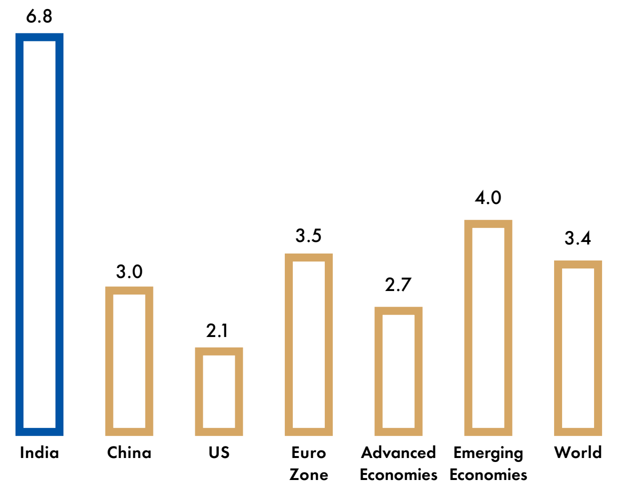
In 2022, the global economy encountered a new set of challenges following its impressive recovery from the pandemic-induced recession in 2021. These challenges included supply chain disruptions, the ongoing Ukraine-Russia conflict, which exacerbated the food and energy crisis, and global inflation resulting from years of monetary easing.

Presently, it appears that the global economic situation is once again characterised by increased uncertainty. In mid-April 2023, both the IMF and World Bank issued concerning statements regarding the state of the world economy. The IMF projected a challenging road ahead with global growth hitting a bottom in 2023, while the World Bank warned of a lost decade due to an aging workforce, reduced investment, and slower productivity that are affecting the world's potential growth (defined as the maximum rate of economic expansion without causing inflation).

In its World Economic Outlook released in April 2023, the IMF projected global growth to decline to 2.8% in 2023 from 3.4% in 2022, before settling at 3% during 2024-28.

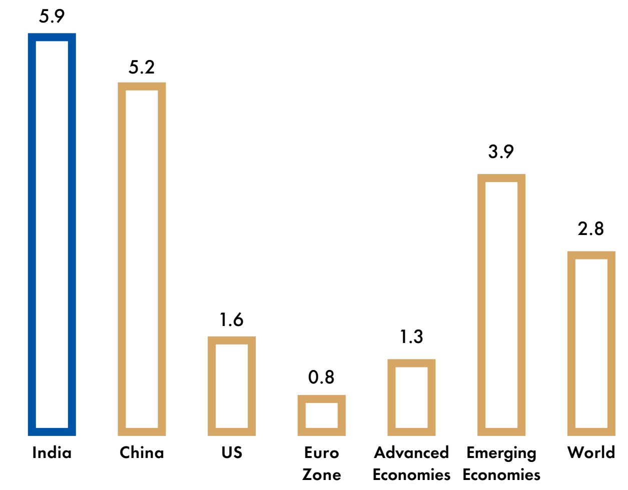
GDP Growth Rates 2022

(%)



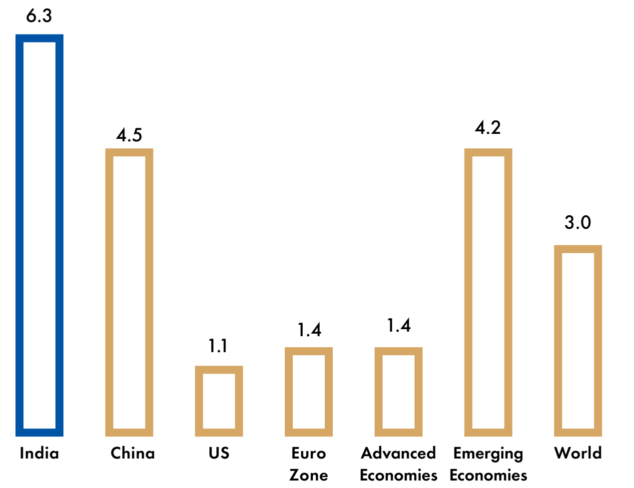
GDP Growth Rates 2023 (estimated)

(%)



GDP Growth Rates 2024 (estimated)

(%)

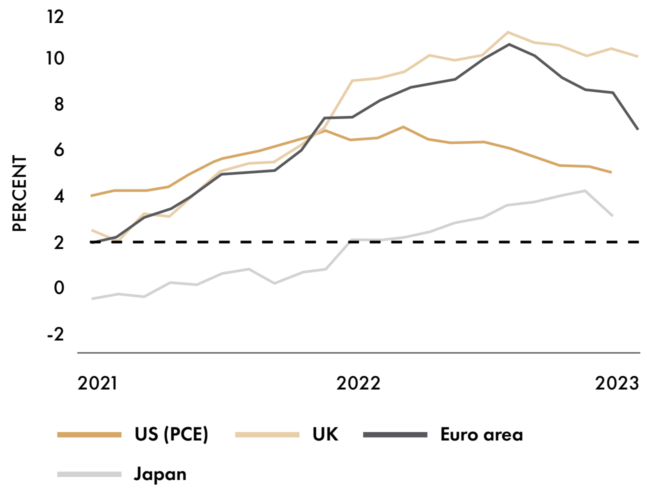


Source: IMF

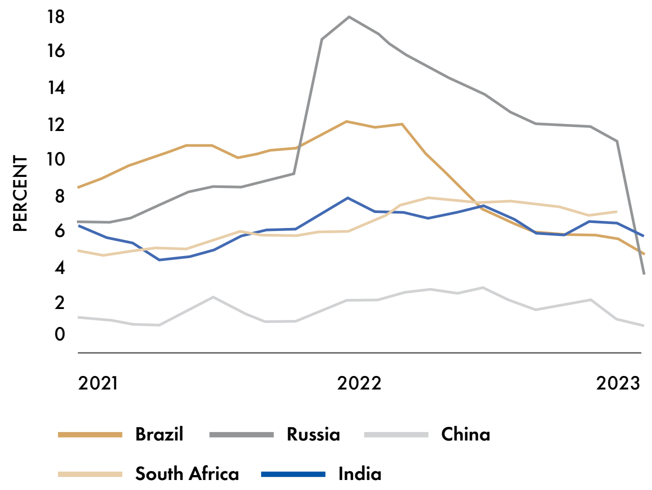
The global economy is being burdened by various factors such as the recent financial sector instability in the US and Europe, the persistence in global inflation, the spillover effects of the ongoing conflict in Ukraine, and the persistent impact of the pandemic, which includes new waves of infections. These issues are hindering global growth. The IMF has also brought attention to an alternate scenario in which severe stress in the financial sector could lead to a decline in global growth to 2.5% in 2023.

In the base case scenario, global headline inflation is anticipated to decrease from 8.7% in 2022 to 7% in 2023. However, underlying core inflation may persist at elevated levels for an extended period. Although consumer price inflation has decreased from its recent peaks in many economies due to lower energy costs and a reduction in supply chain disruptions, core inflation has proven to be resilient. Despite the recent easing of inflation, headline inflation remains significantly above the target rate in most advanced and emerging market economies.

a. Inflation in Advanced Economies



b. Inflation in Emerging market Economies



Source: RBI's 'State of the economy' report published in March 2023

Over the past few months, the global financial markets have experienced significant fluctuations due to concerns about financial stability. The collapse of the Silicon Valley Bank and Signature Bank in the US (2 of the largest banks to fail since the great depression) and Credit Suisse in Europe has led to sharp corrections in equity and bond valuations, contributing to the market's volatility. Central banks have responded by pausing or reducing the magnitude of interest rate hikes as the increased instability in the financial markets has added an additional layer of uncertainty to the economic outlook.

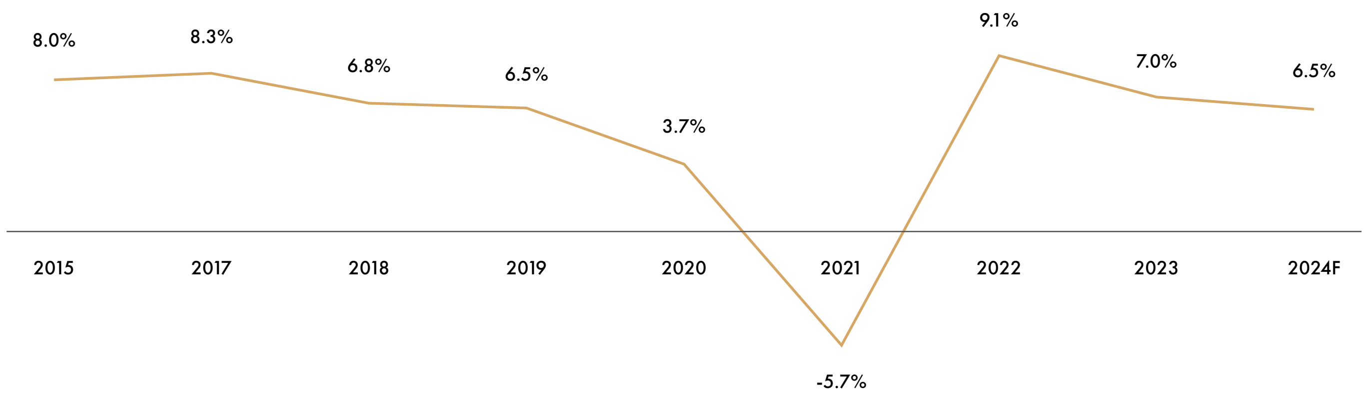
Indian Economy: A Global Outlier

Historically, Indian economy has grown at a rapid pace with a consistent increase in per capita income and discretionary spending. It is noteworthy that India ranks fifth in terms of both GDP size and market capitalisation.

According to the IMF, the Indian economy is expected to continue its outperformance in 2023 and 2024, surpassing all other economies by a significant margin and is likely to account for 15% of global growth, which is the second-largest contribution, higher than that of the US and EU combined.

Monetary Policy Committee of the RBI expects India to deliver a real GDP growth of 6.5% in 2023-24.

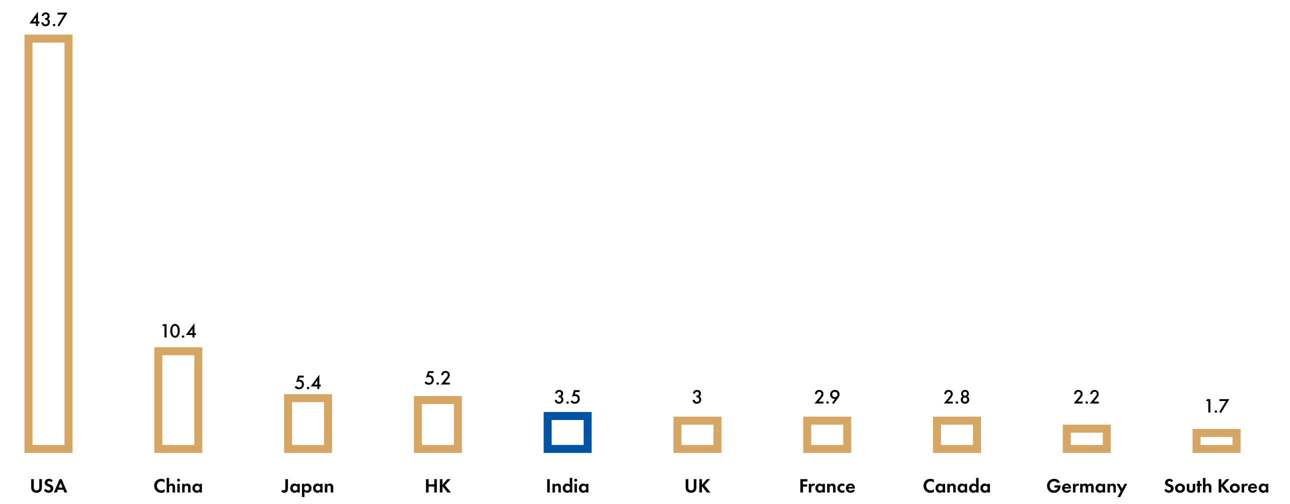
India's Historical & Expected GDP growth rate



Source: IMF

Management Discussion and Analysis

Countries Ranked by Market Cap (USD Tn)



Source: IMF, Bloomberg

Economic Megatrends

$2,450 per capita income
(CY22; China = $ 12,970)

~1.4 billion population
(overtook China this year; median age of 28 vs China's 38)

6.8% headline inflation rate
(Apr Dec '22) vs World 8.8% (IMF)

$900 Bn Retail Sector
(45% of Pvt Consumption)

(Domestic) Credit is 55% of GDP
(World Average is 148%)

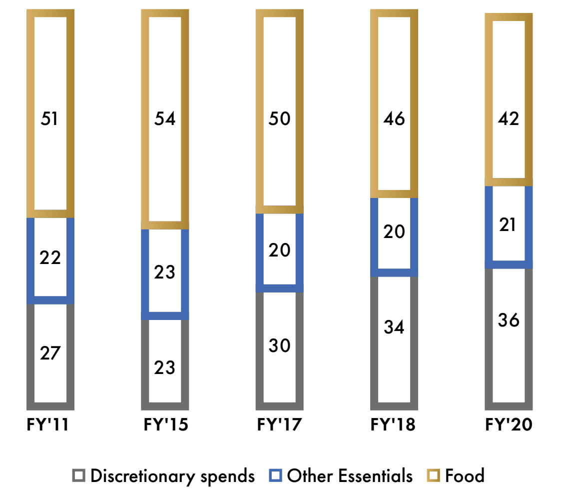
Equity market cap is $3.5 Tn is 2022
(Presently 5th highest)

Source: NRF, OECD, Morgan Stanley, Indus Valley report from Blume ventures

There are several key trends that are expected to propel the growth of the Indian economy in the future:

1. **Digital Transformation:** India is undergoing a rapid digital transformation, with increasing internet penetration, adoption of digital payments, and the government's push for digitalisation. This is expected to boost productivity and efficiency in various sectors, including e-commerce, fintech, and healthcare.
2. **Demographic Dividend:** India has a young population, with over 65% of the population below the age of 35. This is expected to boost the workforce and consumer demand and contribute to economic growth.
3. **Increased Discretionary Spending:** Rising consumer incomes have led to a rise in the consumption of discretionary items, whose share in the overall spending has increased from 27% in FY 2010-11 to 36% in FY 2019-20.

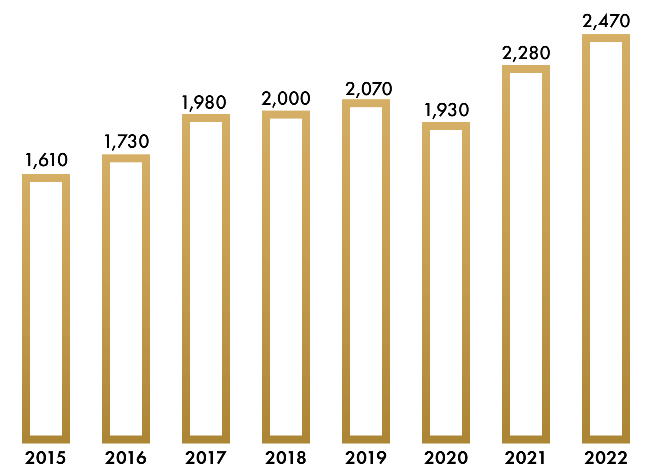
YoY rise in the Consumption of Discretionary Items (%)



Source: CMIE, Morgan Stanley, RedSeer

4. **Rising Per Capita Income:** Factors supporting the growth of GDP such as controlled inflation and improving fiscal conditions are also contributing to the increase in per capita incomes at a CAGR of 6% over 2015 to 2022. A positive macroeconomic outlook, coupled with growth across key sectors such as real estate and infrastructure, are expected to have a positive effect on the overall per capita incomes of the population.

India's Per Capita Income (USD)



Source: CMIE, Morgan Stanley, RedSeer

There has been ~25% rise in per capita income over the past two and 50% over the last seven years.

5. Infrastructure Development: The Indian government has launched several initiatives such as the Bharatmala project, the Sagarmala project, development of smart cities and the National Infrastructure Pipeline, which aim to improve the country's infrastructure, including roads, railways, ports, and airports. This is expected to boost trade and investment and create job opportunities.
6. **Start-up Ecosystem:** India has a thriving start-up ecosystem, with over 50,000 start-ups across various sectors. The government has launched several initiatives to support start-ups, including the Startup India program and the Atal Innovation Mission. This is expected to drive innovation, entrepreneurship, and job creation.
7. **Atmanirbhar Bharat:** The Indian government's initiative to promote self-reliance and reduce dependence on imports is expected to drive growth in the manufacturing sector. The government has announced several measures, including the production-linked incentive (PLI) scheme to boost domestic manufacturing.
8. **Renewable Energy:** India has set ambitious targets for renewable energy, with a target of achieving 450 GW of renewable energy capacity by 2030. This is expected to reduce the dependence on fossil fuels, mitigate climate change, and create job opportunities in the green energy sector.
9. **Urbanisation:** India is urbanising at a rapid pace, with more and more people moving to cities in search of better opportunities. This is expected to create demand for infrastructure, housing, transportation, and other urban services.

Overall, India's economic growth is expected to be driven by a combination of government initiatives, demographic factors, and technological advancements.

Indian Economy Outlook

Despite facing multiple challenges, corporate revenues and profits in India remained healthy in the FY 2022-23, following a strong recovery in FY 2021-22 from the contraction observed in FY 2020-21. Although the growth rate of revenues and profits have moderated, they still hold promise for a much-awaited revival in the corporate capex cycle in the upcoming FY 2023-24. The cement, steel, oil and gas, textiles, and data centres industries have already shown early signs of upturn. Moreover, industries such as pharmaceuticals, semi-conductors, and renewables will benefit from supply chain realignments. A durable reduction in inflation will drive stronger consumer discretionary spending, leading to revenue growth, and a decrease in interest expenses. Additionally, input costs are expected to decrease as international commodity prices ease.

India stands out as its aggregate demand conditions have remained strong, buoyed by the resurgence of contact-intensive services like hospitality, travel, beauty, wellness, aviation, and shared mobility. Moreover, urban consumption demand has increased significantly, and rural demand indicators are gradually improving, fuelled by the anticipation of a bumper Rabi harvest.

Considering this, several economic and high frequency indicators suggest that the Indian economy is poised for a good year ahead amidst the prevailing uncertainty across the globe.

Management Discussion and Analysis

- E-way bill volumes and toll collections achieved record levels in March 2023.
- The daily average fuel consumption reached a new peak in March 2023.
- In March, two-wheeler sales increased by 7.7% y-o-y, while the electric vehicle (EV) segment reported its highest-ever sales of 140,000 units.
- The tourism industry witnessed a surge in hotel occupancy rates, which exceeded 70% for the first time since the pandemic began, reaching a ten-year high. Moreover, average room rates rose considerably in February 2023 compared to the previous year, contributing to the growth of revenue per available room.
- Numerous airlines are reporting all-time high occupancies, and the daily domestic air traffic has already surpassed 400,000 passengers.
- In March 2023, the GST collections increased by 12.7% y-o-y. The gross monthly GST collection in FY 2022-23 was nearly ₹1.51 lakh crores, compared to ₹1.24 lakh crores in the previous year. April 2023 recorded the highest ever GST collection of ₹1.87 lakh crores.
- According to the Reserve Bank's consumer confidence survey (CCS), households' evaluation of economic conditions has continued to improve steadily since hitting a historic low in mid-2021, indicating a rise in consumer confidence.
- Overall, the merchandise exports of India surged to a historic high of US$447.5 billion in the FY 2022-23, exhibiting a growth of 6% from the previous year.
- India witnessed a significant increase in defence goods exports, which grew ten-fold within a span of seven years, setting a record in the FY 2022-23.

Inflation Outlook The Monetary Policy Committee of the Reserve Bank of India has acknowledged that future inflation prospects will be influenced by both domestic and global factors, having both positive and negative implications. The Committee has forecasted that inflation is expected to decline to 5.2% in the FY 2023-24, compared to 6.7% in the previous year. Thanks to the timely interventions of the RBI, headline CPI inflation has steadily decreased from its peak of 7.8% in April 2022 to 5.7% in March 2023 and is expected to further ease to 5.2% by January to March 2024. However, it is important to note that the long-term inflation target remains fixed at 4%.

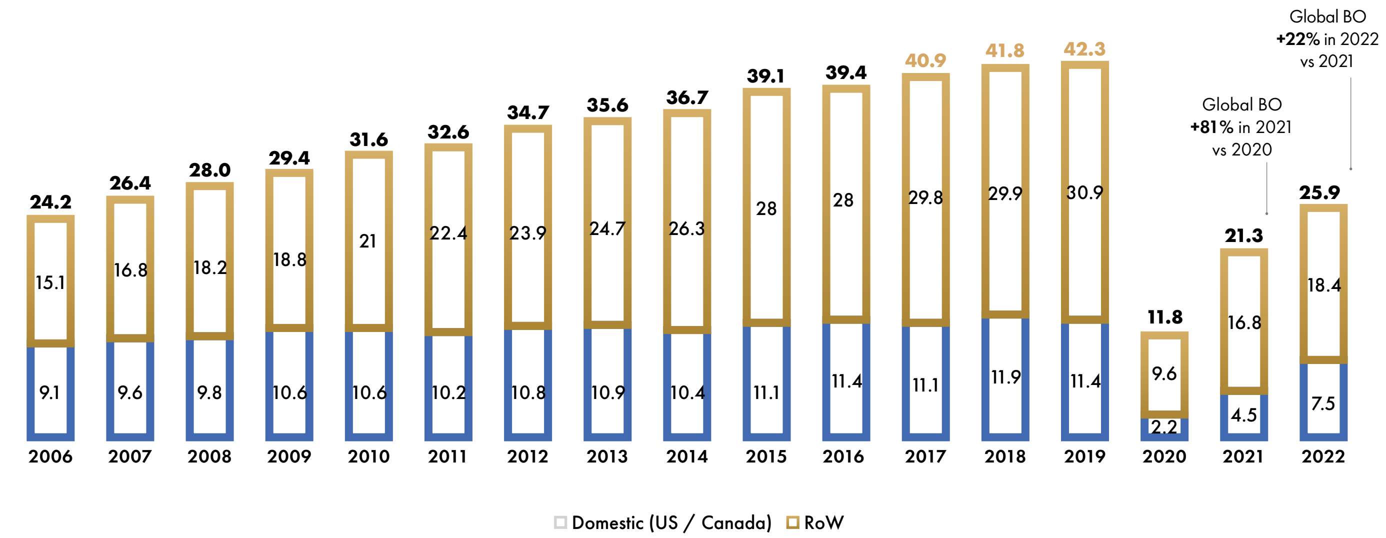
Global Film Exhibition Industry

For more than 100 years, the cinema industry has continued to produce compelling and engaging films that capture the imagination of audiences around the world. After the Lumière brothers' invention of the Cinématographe in 1895, cinema quickly spread through Europe and North America, with each region developing its own distinctive styles and techniques. Today, cinema continues to be a powerful and influential cultural force globally, with films from countries like India, China, and South Korea gaining increasing recognition and popularity on the global stage.

Global Market Outlook and its Recovery in 2022 vs 2019

Global Box Office

(USD Bn)



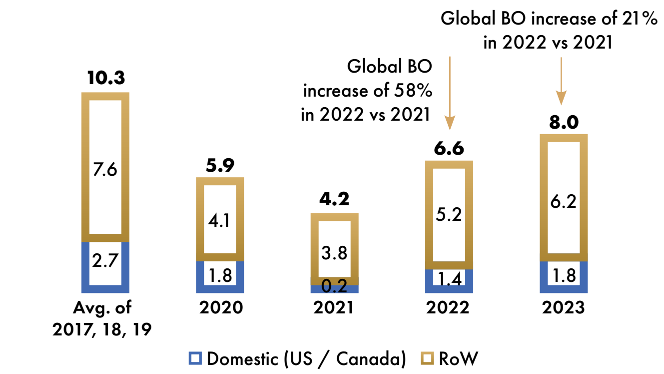
Source: Gower Street Analytics

Despite all the technologies and out of home entertainment options, globally cinema was always growing (refer to the graph above). Pre-covid global box office had exceeded US$40 billion for 3 consecutive years. While we're not near the pre-covid level, we're heading in the right direction - with an 81% y-o-y increase in Global box office in 2021 and a 22% y-o-y increase in 2022.

Start of 2023 has been fantastic from a global perspective. We recorded the best first quarter since 2019 and ended up with US$8 billion globally within the first three months. But a lot more needs to be done.

Q1 Box Office

(USD Bn)

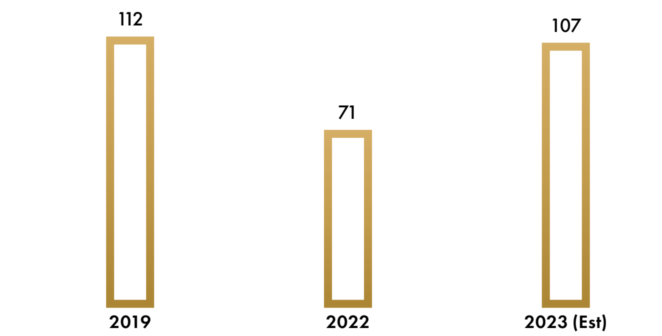


Source: Gower Street Analytics

Noticeable Trends in the Global Film Exhibition Market

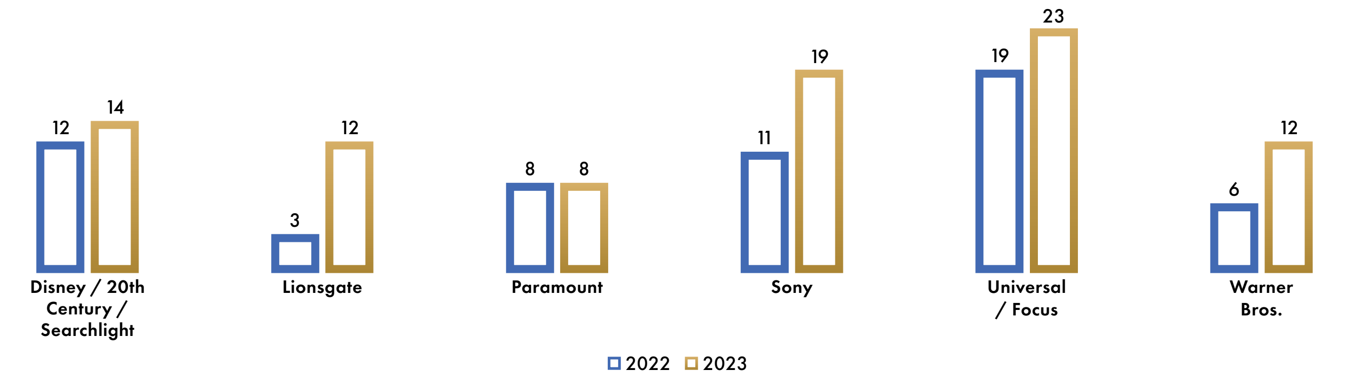
- Hollywood is expected to bounce back this year. The number of movie releases after seeing a marked decline of 46% in 2022 vs 2019 is expected to go up significantly this year.

Number of Wide Releases on 2000+ Screens



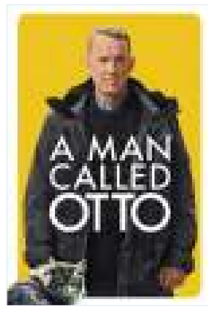
Source: State of the Cinema Report_Mar'23

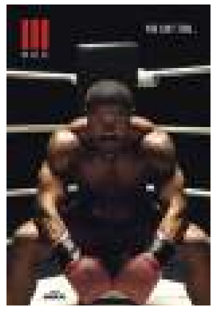
Wide Releases on 2,000+ Screens by Major Studios



- Increased demand for premium experiences as IMAX reports best first quarter in its history.
- The big is getting bigger. Big blockbusters are continuing to dominate with new records being set at the box office.

- Several mid-sized movies released last year also broke the myth that mid-sized movies are not performing well post-pandemic.





- 'Apple' & 'Amazon' have committed to invest US$1 billion each in a year in movies for theatres.

amazon

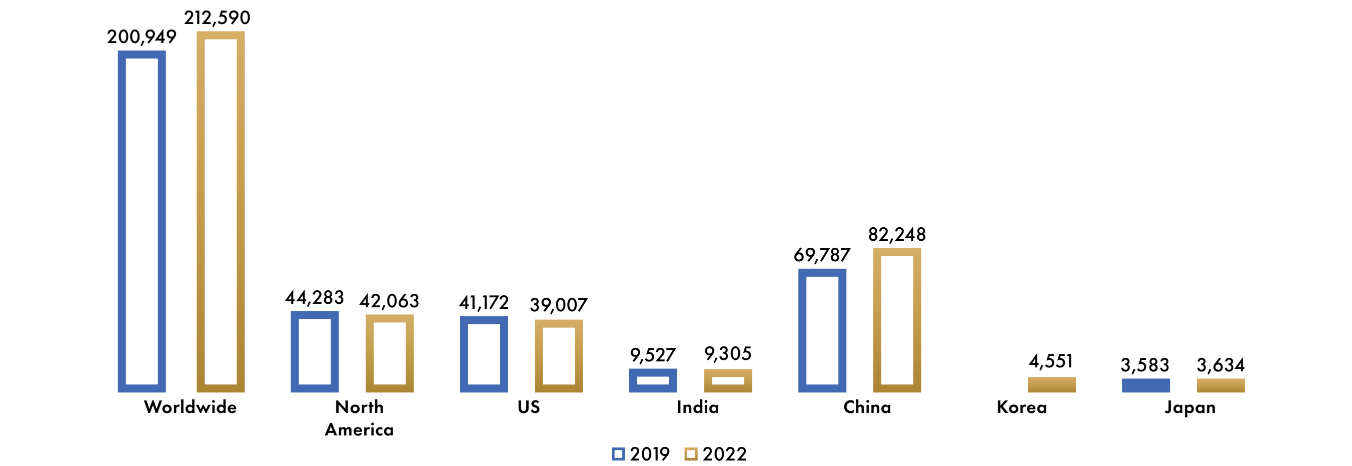
Indian Film Exhibition Industry

Unique characteristics of the Indian film exhibition industry

When compared to its global peers, the Indian film exhibition industry is uniquely placed.

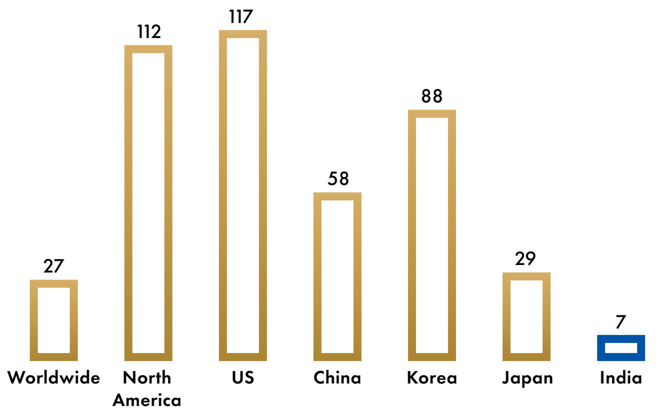
- India has the lowest per capita screen density when compared to other developing and developed nations.

Number of Screens



Source: State of the Cinema Industry March 2023

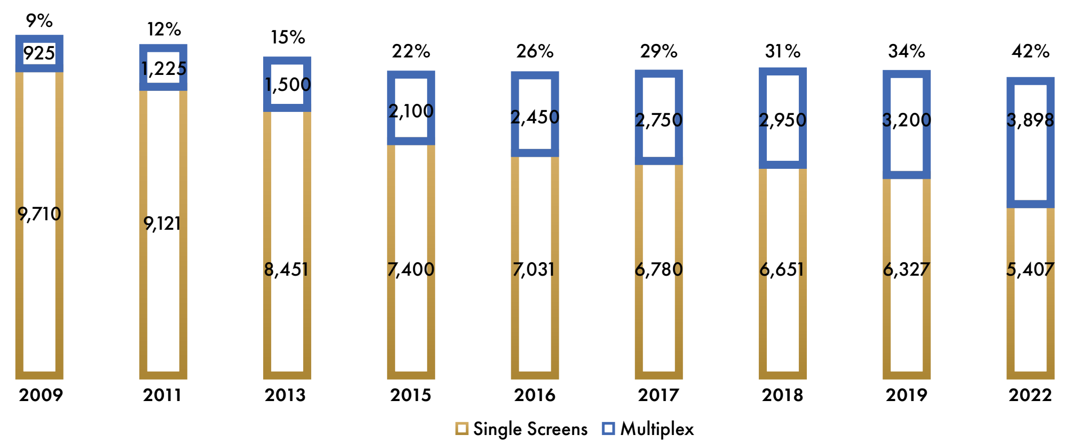
Number of Screens per mn of Population in 2022



- The number of screens has not changed materially over the past ~14 years and has remained constant at the 9k – 10k mark.
- The mix of screens has constantly evolved. While multiplex screens used to constitute about 9% of screens back in 2009, they contribute about 42% of screens as of 2022. India remains one of the few markets which continues to add screens every year.

Management Discussion and Analysis

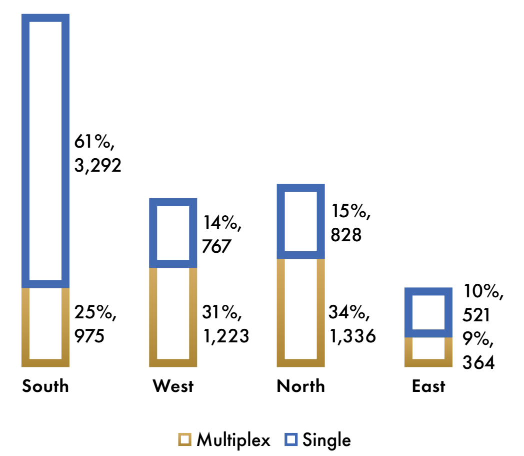
YoY Split Between Single screens and Multiplex Screens in India



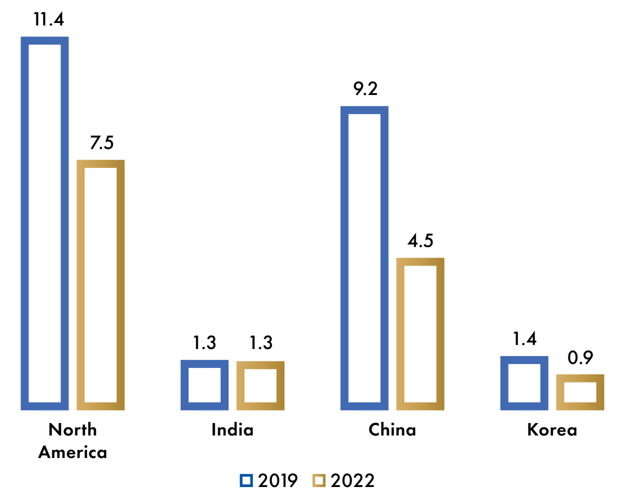
Source: M&E FICCI report & Company estimates

- The affinity for watching movies is significantly higher in South India as compared to the rest of India. It is evident by the fact that almost 46% of all screens are in South India. It is also unique because almost 61% of single screens in India are in the Southern states.

Regional Split of Single Screens and Multiplex Screens in India



Box Office (USD bn) & Recovery %

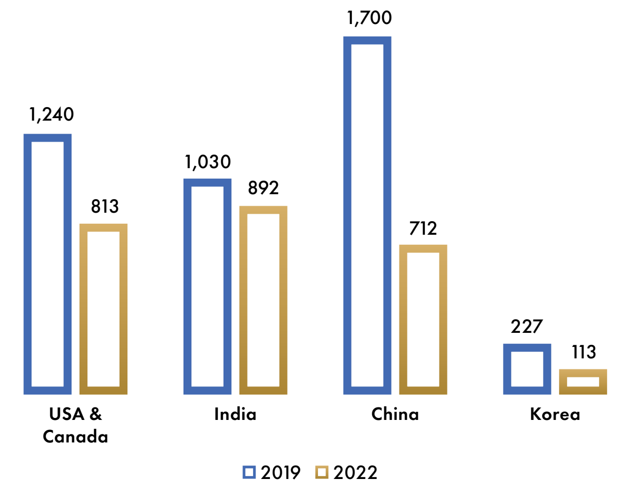


Source: Company estimates

- India also produces the highest number of movies globally. Regional movie industries and Bollywood put together had released ~1800 movies in 2017, 2018 and 2019.
- On the back of the domestic film industry, India was the only market which recovered to almost pre-pandemic levels of gross box office collections in 2022 vs 2019 (pre-pandemic) while other markets managed to recover between 50% and 70%. This global recovery was largely led by increase in average ticket prices globally, while the admissions continued to remain significantly below the pre-pandemic levels.

- Even in terms of admissions, the admission recovery was amongst the highest in the world.

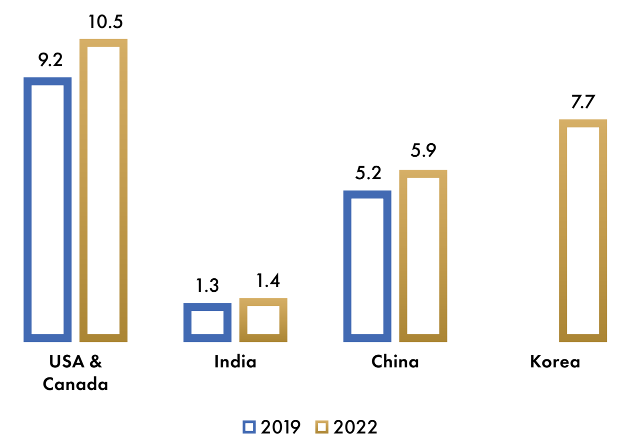
Footfalls (mn) & Recovery



- To catch up with inflation, increase in ticket prices was witnessed in all the markets globally. Still the average ticket prices in India are amongst the lowest globally.

Global Average Ticket Prices

(in USD)

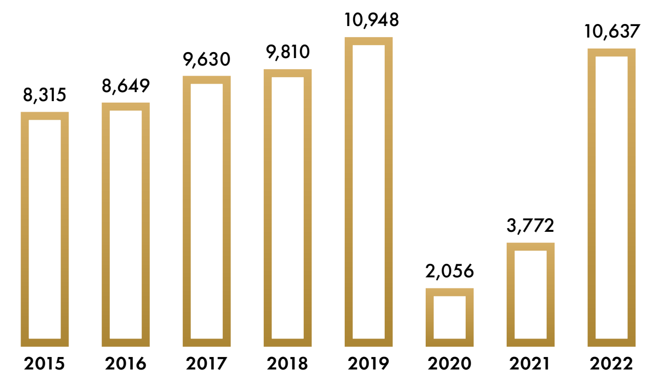


Indian Film Industry's Performance in FY 2022-23

- 2022 became only the second year when the film exhibition industry surpassed the ₹10,000 crores mark at the India box office. Gross box office collections for CY 2022 and FY 2022-23 are almost similar. The industry grossed ₹10,637 crores in CY 2022 and ₹10,655 crores in FY 2022-23.

Indian Gross Box Office

(INR crs)

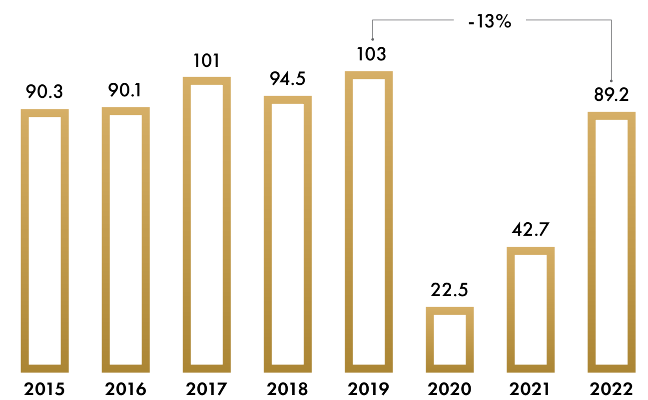


(Source: Ormax Media)

- The recovery in box office was largely led by increase in ticket prices. The admissions at the industry level were lower by 13% in 2022 when compared to the pre-pandemic period.

Domestic Footfalls

(in Crs)



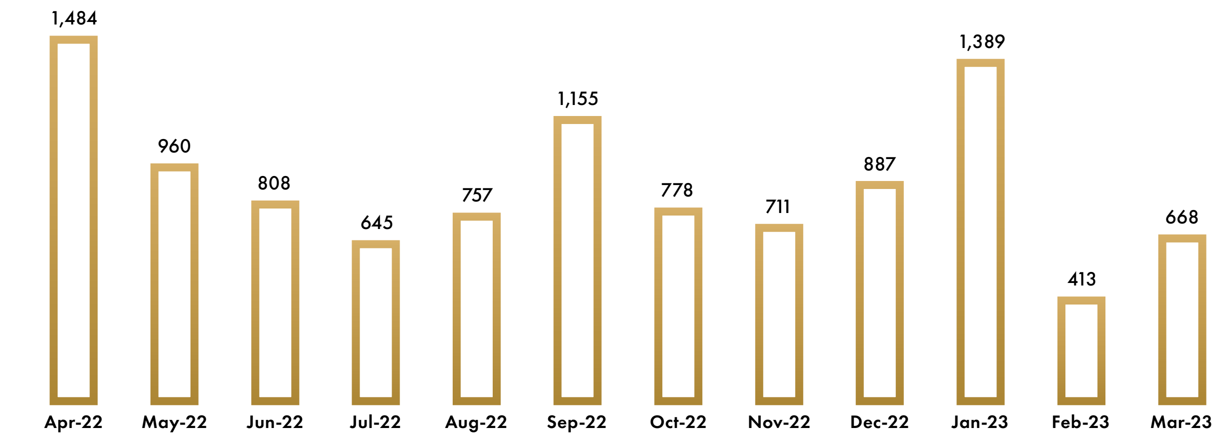
(Source: Ormax Media)

- The 2 best months of FY 2022-23 in terms of gross box office collections were April 2022 and January 2023. Both the months saw the release of the 2 biggest movies of the year. 'KGF 2' released in Apr 2022 went on to become the highest grossing Kannada movie and the second highest grossing Indian movie of all time. 'Pathaan' which was released in January 2023 went on to becoming the highest grossing Hindi movie ever.

Management Discussion and Analysis

Month Wise Domestic Gross BO across Languages in 2023

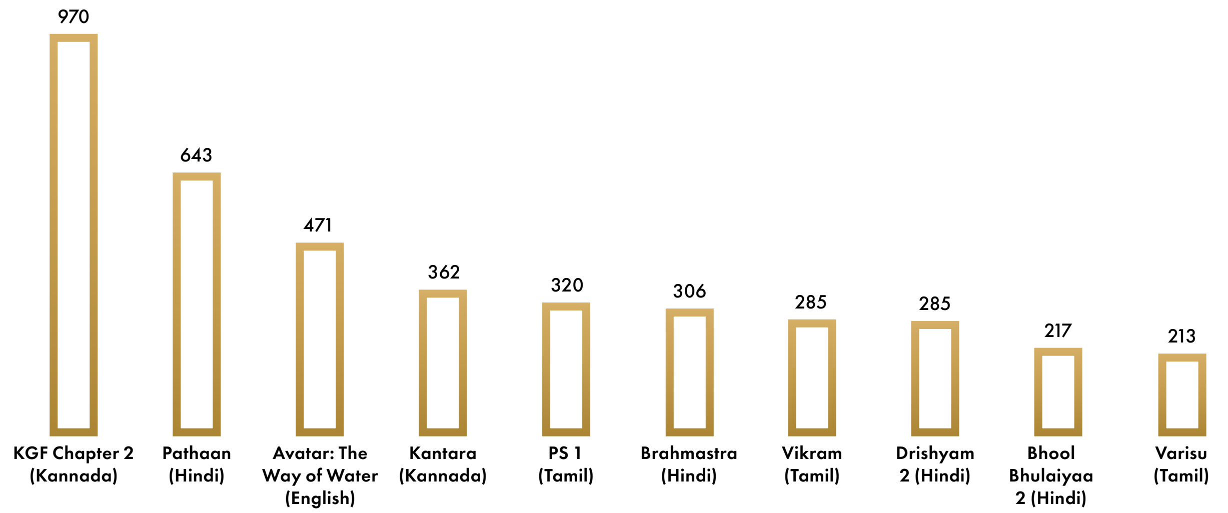
(INR crs)



(Source: Ormax Media)

- The highest grossing movies from all genres (Regional, Bollywood, Hollywood) were released in FY 2022-23. The top 10 movies from FY 2022-23 are:

(INR crs)



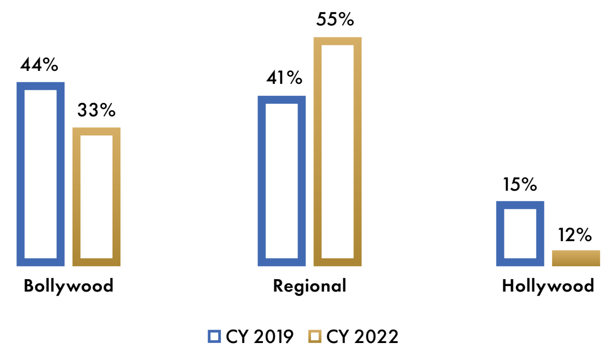
(Source: Ormax Media)

- Of the top 5 movies of FY 2022-23, 3 are from Regional, 1 is from Bollywood and 1 is from Hollywood. Of the top 10, 5 are Regional movies, 4 are from Bollywood and 1 is from Hollywood.

Noticeable Trends at the Indian Box Office

- Change in Consumer Tastes: As consumers turned to OTT during the ~2-year period when cinemas were not allowed to operate fully, they were exposed to a wide variety of content in both their native and foreign languages from different countries. This eventually led to the bar for content acceptability amongst audiences getting raised. People are now indifferent to who the superstar is, what the native language of the content is, if the content is good, they are willing to watch it in dubbed format in a theatre.
- The year gone by will also be remembered as the year when the regional cinema took centre stage. For the first-time box office collections of regional movies exceeded the collection of Hindi movies by a huge margin.

Contribution to India Gross Box Office



(Source: Ormax Media)

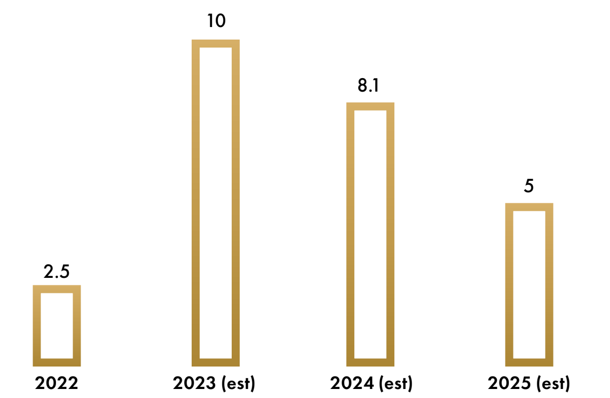
- A negative outcome from this was the adverse performance of movies that were conceptualised pre-pandemic. A lot of big budget movies especially from Bollywood that were written, shot or edited pre-pandemic or where the release was held back due to the pandemic failed to do well at the box office. Notably, Shamshera, Laal Singh Chaddha, Raksha Bandhan, Ram Setu, Samrat Prithviraj, Phone Bhoot, Jersey, Thank God, Heropanti 2, An Action Hero, Runway 34, Jayeshbhai Jordaar, Dhaakad failed to entice audiences back to theatres.
- The 'Big keeps on getting bigger' or in other words 'Content Polarisation is extreme'. If a content is doing well, has good reviews, it is performing extremely well at the box office. On the other hand, if the content is not doing well, it is absolutely crashing at the box office. This trend is also getting amplified by the social media.
- The year was marked by some of the biggest movies ever released performing exceptionally well at the box office. We witnessed the highest collecting movies across major languages all releasing in the same year. KGF 2 (Kannada), RRR (Telugu), Pathaan (Hindi), and Avatar: The way of water (English) led the box office recovery in post-pandemic.

Factors that will Propel the Growth of the Multiplex Industry over the Foreseeable Future

1. **GDP Growth & Per Capita Consumption:** India is the fastest growing economy currently and is expected to grow at the fastest pace for the next few years. By 2030, India could become world's third-largest economy.
2. **Higher Disposable Income:** People have greater discretionary money when their per capita income rises, which raises their standard of living. India's per capita income has doubled from ₹86,647 in FY 2014-15 to ₹1,72,000 in FY 2022-23.
3. **Lack of Out of Home Entertainment Options in India:** Multiplexes continue to remain the cheapest form of out of home leisure activity in India as compared to theme park visits, dining out and vacations.
4. **Improving Lifestyle:** Footfall at multiplexes has increased as the lifestyle choices of a youthful and vast working population have improved. The lack of out-of-home entertainment options in India, combined with excellent audio and visual experiences, a pleasant atmosphere, and comfortable seating, are some of the elements fueling this need.
5. **Increasing Focus on Customer Experience:** Multiplexes are increasingly focused on providing a high-quality customer experience, with comfortable seating, high-quality sound and picture, and a range of food and beverage options. This focus on customer experience is likely to drive demand for multiplexes in the coming years.
6. **Technological Advancements:** Technological advancements such as 3D and 4D screenings, as well as virtual and augmented reality experiences, are likely to drive demand for multiplexes as customers seek out new and immersive entertainment experiences.
7. **Increasing Number of Malls:** Over the last decade, the number of malls has increased dramatically. Previously only found in Metros and Tier-I cities, they are now finding their way into Tier-II cities as well. The expansion of multiplexes will also be aided by this deepening footprint.

Robust Mall supply

(mn sq ft)



(Source: JLL research)

8. **Diversification of Content:** Multiplexes are no longer limited to screening mainstream films but are also showing independent and foreign language films, as well as live events such as concerts and sporting events. This diversification of content is likely to appeal to a broader range of customers and drive demand for multiplexes.

Management Discussion and Analysis

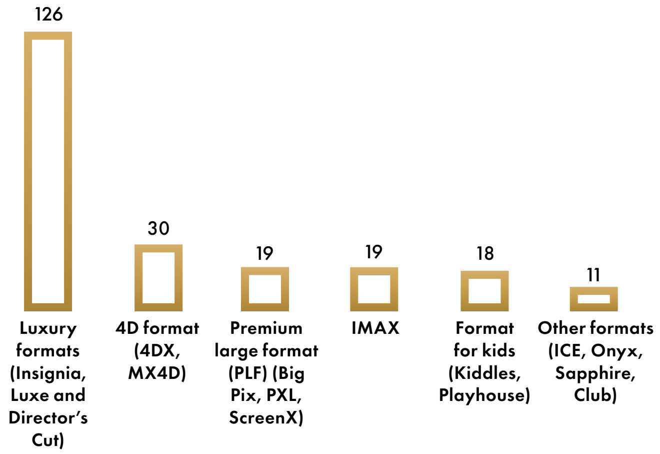
Company Overview & Performance in FY 2022-23

PVR INOX Limited (PVR INOX) is India's largest multiplex player in India operating 1,697 screens across 360 properties in 114 cities in India and Sri Lanka as on 30th June '23.

	Cinemas	Screens	Seats	Cities	States
PVR	187	943	~193k	79	19
INOX	173	754	~166k	72	19
PVR INOX Ltd	360	1,697	~359k	114	20

PVR offers a diversified and premium cinema viewing experience through its formats, including 'PVR Director's Cut', 'ICE', 'PVR LUXE', 'PVR IMAX', 'PVR P[XL]', 'PVR Playhouse', 'PVR 4DX', 'PVR Onyx', 'PVR Cinemas', and pursuant to the merger with INOX Leisure ltd 'Insignia', 'Kiddles', 'Club', 'MX4D', 'BIGPIX' and 'ScreenX'. The Company exhibits a variety of content to cater to the various customer segments in India.

Premium Screens Portfolio as on 30th June '23



Apart from box office revenues, PVR also generates revenue from non-box office sources such as food and beverage sales, advertisement revenue, convenience fees, and income from movie production/ distribution.

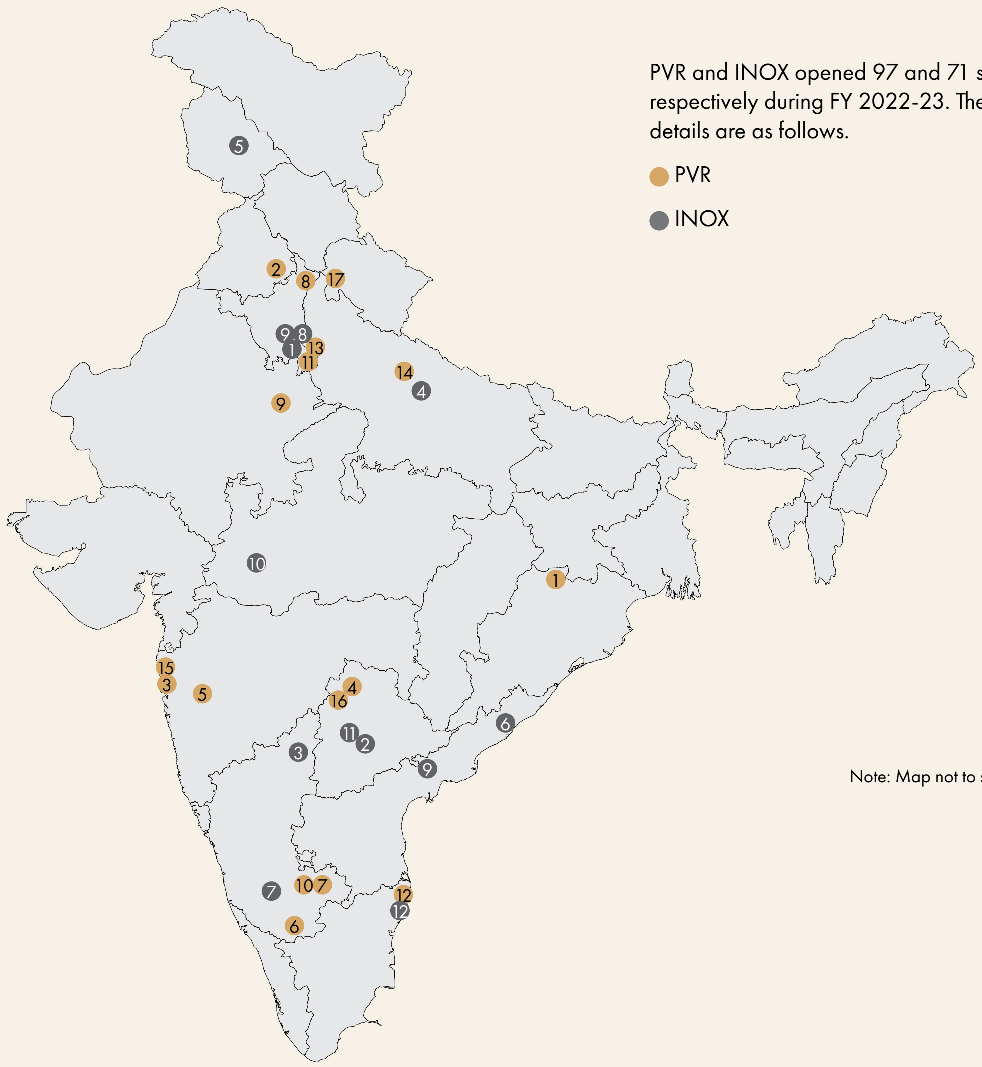
FY 2022-23 was a recovery year for the business. The revenue in FY 2022-23 almost recovered to the pre-pandemic levels of FY 2019-20, but the admissions in FY 2022-23 were lower than the pre-pandemic admissions by almost 16%. Although the South Indian and regional content posted a strong recovery, the performance of mainstream Hindi language content and Hollywood films continued to lag significantly behind pre-pandemic levels thereby impacting theatrical admissions. This was despite a net addition of 200+ screens over the past 3 years between PVR and INOX.

The recovery witnessed in revenue was primarily because of higher ticket prices. The Company increased ticket prices last year after a gap of almost 3 years. The full impact of this increase was witnessed in FY 2022-23, which was the first full year of operations post-pandemic.

There was significant volatility in the q-o-q performance of the Company in FY 2022-23. The first quarter of FY 2022-23 recorded the highest-ever quarterly revenue, EBITDA, and PAT in PVR's history with 25 million patrons visiting our cinemas. The quarter saw the release of KGF 2 which went on to become the second highest-grossing domestic movie of all time with gross collections of ₹970 crores. The second quarter turned out to be a breakeven quarter operationally with the much-anticipated blockbusters like 'Laal Singh Chaddha', 'Raksha Bandhan', and 'Liger' bombing at the box office. The third quarter was significantly better than the second quarter but lower than the first quarter on the back of superlative performance of regional movies like Ponniyin Selvan 1 & Kantara, Drishyam 2 from Bollywood and 'Avatar 2: The Way of Water' and 'Wakanda forever' from Hollywood. Avatar 2 went on to become the highest-grossing English movie in India. The fourth quarter started on a high with the release of 'Pathaan' which went on to become the highest-grossing Bollywood movie ever. Except for the spillover collections of Avatar 2, no other English movie did well which resulted in the quarter again being a breakeven quarter operationally for the Company.

One of the major initiatives that the industry undertook to bring people back to theatres was 'National Cinema Day'. The multiplex exhibition industry celebrated it on September 23, 2022. This was envisaged as an industry-wide initiative to welcome moviegoers back to theatres. More than 11 multiplex chains with 4000+ screens across India participated in this initiative. Customers were offered movie tickets at ₹75 and significant discounts on F&B products. PVR welcomed 6.5 lakhs guests on this day, which proved to be the busiest day for us in FY 2022-23 and the second highest attended day to date with occupancy of ~80%. In addition, INOX entertained 5.57 lacs patrons during the day. It was also one of the highest admissions recorded in a single day for them.

Portfolio Expansion During the Year:



PVR and INOX opened 97 and 71 screens respectively during FY 2022-23. The details are as follows.

PVR

INOX

Note: Map not to scale

PVR

No.	Name of Cinema	Opening Date	Screens	Seats
1	PVR Forum Mall Rourkela	14-Apr-22	6	987
2	PVR VRC Mall, Patiala	17-Jun-22	4	621
3	PVR Ghatkopar	6-Jul-22	4	976
4	PVR Venu Mall, Nizamabad	11-Aug-22	4	1,212
5	PVR Grand Highstreet Mall, Hinjewadi, Pune	26-Sep-22	6	1,244
6	PVR Lulu Mall, Thiruvananthapuram	2-Dec-22	12	1,732
7	PVR Rex Bengaluru	2-Dec-22	5	243
8	PVR Yamunanagar	2-Dec-22	3	590
9	PVR Mall of Jaipur	9-Jan-23	8	944
10	PVR Bhartiya City, Bengaluru	9-Jan-23	7	1,343
11	PVR Elan Town Centre, Gurugram	9-Jan-23	4	561
12	PVR Aerohub (Transit Mall), Chennai	1-Feb-23	5	1,155
13	PVR Pebble Downtown, Faridabad	5-Feb-23	4	786
14	PVR Lulu Lucknow	24-Feb-23	11	1,841
15	PVR Capital Mall, Vasai, Mumbai	3-Mar-23	5	1,070
16	PVR Armoor, Telangana	30-Mar-23	4	1,254
17	PVR Unison Centrio Mall, Dehradun	30-Mar-23	5	819

INOX

No.	Name of Cinema	Opening Date	Screens	Seats
1	INOX AIPL Joystreet Mall, Gurugram	14-Apr-22	6	940
2	INOX Sattva Necklace Mall, Kavadiguda, Hyderabad	6-May-22	7	1,533
3	INOX Orchid Mall, Gulbarga	15-May-22	4	794
4	INOX Emerald Mall, Lucknow	12-Aug-22	10	1,550
5	INOX Shivpora, Srinagar	30-Sep-22	3	522
6	INOX CMR Central Mall, Gajuwaka, Vizag	28-Oct-22	3	803
7	INOX Centro Mall, Mysore	25-Nov-22	4	474
8	INOX R-Cube Monade Mall, Rajouri, Delhi	21-Dec-22	5	216
9	INOX Laila Mall, Vijayawada	21-Dec-22	3	959
10	INOX Odeon, CP, Delhi	19-Jan-23	2	592
11	INOX Phoenix Marketcity Indore	16-Feb-23	8	1,318
12	INOX Ashoka One Mall, Kukatpally, Hyderabad	26-Feb-23	5	1,274
13	INOX Phoenix Marketcity, Chennai	6-Mar-23	11	2,688

Screens shutdown: During the year, the Company shut down 34 screens across 12 cinemas. Leases for most of these screens had ended and the Company was unwilling to renew the same given that the mall in which they were housed had reached the end of their life cycle with little hope of any revival.

Management Discussion and Analysis

Merger with INOX Leisure Limited

The year gone by marks one of the most important milestones in our history. On March 27, 2022, the Board of Directors of PVR Limited and INOX Leisure Limited approved an all-stock amalgamation of INOX with PVR. In January 2023, the NCLT Mumbai Bench approved the proposed scheme of amalgamation of INOX with PVR, and the merger was made effective from February 6, 2023. The 'Appointed date' for the merger was fixed as January 1, 2023, and the consolidation of accounts for both PVR and INOX is effective from this date. As per the scheme of amalgamation, the entity was renamed PVR INOX Limited with effect from April 20, 2023.

PVR INOX is the largest multiplex chain in India with a presence in 114 cities across the country and a collective screen count of 1,697 across 360 cinemas as of 30th June'23. The combined entity has a market share of 18%, based on the number of screens (43% share in multiplexes), and will account for around 30% of total box office collections in India.

As a first step post-merger, the board of the merged company was reconstituted. The Company has an extremely well-qualified and experienced board. As per the terms of the merger, Mr. Ajay Bijli and Mr. Sanjeev Kumar have been appointed as the Managing Director and the Executive Director respectively for 5 years. Mr. Pavan Jain and Mr. Siddharth Jain have been appointed as the Non-Executive Chairman and Non-Executive Director. Other members of the board are:

- Ms. Renuka Ramnath: Non-Executive Director
  - She is also the founder, Managing Director and CEO of Multiples Alternate Asset Management
- Ms. Pallavi Shardul Shroff: Independent Director
  - She is also the Managing Partner of Shardul Amarchand Mangaldas & Co.
- Mr. Sanjai Vohra: Independent Director
  - Ex Managing Director at UBS and JP Morgan
- Mr. Haigreve Khaitan: Independent Director
  - He is also a Partner and heads the Corporate/M&A and Private Equity practice at Khaitan & Co.
- Mr. Vishesh Chander Chandiok: Independent Director
  - He is also the Chief Executive Officer of Grant Thornton Bharat
- Mr. Amit Jatia: Independent Director
  - He is also the Vice Chairman at Westlife Foodworld Ltd., formerly known as Westlife Development, the master franchisee of McDonald's® restaurants in West & South India.

As a next step, the Company announced a day 1 organisation structure and provided clarity on everyone's roles and responsibilities. We hired a leading global HR consulting firm to assist with this process. The new management team supporting Mr. Ajay Bijli as the Managing Director and Mr. Sanjeev Kumar as the Executive Director is as follows:

- Mr. Alok Tandon: Co-CEO (Central, East and West regions)
- Mr. Gautam Dutta: Co-CEO (North & South regions)
- Mr. Nitin Sood: CFO
- Mr. Kailash Gupta: Deputy CFO, PVR INOX Limited and CFO, PVR INOX Pictures
- Mr. Kamal Gianchandani: Chief Business Planning & Strategy Officer, PVR INOX Limited & CEO of PVR INOX Pictures
- Mr. Pramod Arora: Group Chief of Growth & Business Development
- Mr. Jitender Verma: Chief Information Officer
- Mr. Rajender Singh Jyala: Chief Programming Officer
- Mr. Sunil Kumar: Chief Human Resource Officer
- Mr. Mukesh Kumar: Company Secretary and Compliance Officer

The immediate focus of the Company is human resource integration, integration of IT & ERP systems and processes, and operations integration which includes integration of the supply chain. From a medium to long-term perspective the Company's priorities are realising merger synergies and accelerating screen rollout across key markets.

Synergies are expected to emanate both from revenue and the rationalisation of costs. Revenue synergies are expected to accrue from the Box office, food and beverage, and advertisement line items. F&B will be a large focus area where synergies will get generated primarily by plugging product gaps in both portfolios.

Cost synergies will come from both operational and capital expenditures through supply chain integration, leveraging scale for volume discounts, standardisation of pack sizes and packaging specifications, and removal of duplicate costs. The Company intends to realise synergies to the tune of ₹225 crores over the next 12-24 months. A part of these will accrue from FY 2023-24 onwards and the remaining from FY 2024-25 onwards.

SCOT Analysis

Strengths

- Movie exhibition industry leader in India
- Diversified products and services offerings for superior customer experience
- Guest experience
- Strategically located cinemas
- Strong relationships with developers
- Leadership position across key operating metrics
- Experienced promoters and senior management team with in-depth industry know-how
- Usage of superior technology and global cinema formats

Challenges

- Absence of stringent piracy laws
- Sluggish real estate developments
- Long and tedious regulatory processes
- Evolving consumer behaviour
- Lack of good quality content

Opportunities

- Low screens per capita, indicating headroom for growth
- Young demographics driving the entertainment industry
- Private screenings
- Recent box office success of dubbed regional content
- Growing disposable incomes
- Screening of Alternative content options such as online gaming events, musical concerts, sporting events, etc.

Threats

- Any further pandemic-led disruption in operations
- Rising popularity for live events and performances
- Bans, restrictions from the Central Board of Film Certification
- Delays in film production or releases
- The proliferation of content distribution platforms e.g., OTTs, social media, etc.

Financial Performance & Analysis

The revenue in FY 2022-23 recovered to almost the pre-pandemic levels of FY 2019-20 but the admissions were lower by ~16% resulting in significantly lower operating profits when compared to the pre-pandemic numbers of FY 2019-20. This was because of an increase in fixed costs, primarily contributed by the increase in rent and CAM on account of annual contractual inflation and the incremental screens opened over the past 3 years.

The discussion in this section relates to the standalone financial results for the year ended March 31, 2023. The financial statements of the Company have been prepared under the Indian Accounting Standards (Referred to as Ind AS), prescribed under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules as amended from time to time. Significant accounting policies used in the preparation of the financial statements are disclosed in the notes to the standalone financial statements.

The table below gives an overview of the standalone financial and operating results for FY 2022-23 compared with FY 2021-22. Further comparative financials after adjusting for the impact of Ind AS 116 have also been reproduced below for both financial years. Please note that the numbers for FY 2022-23 and FY 2021-22 are not comparable. Given the appointed date of the merger with INOX being January 1, 2023, the numbers for Q4 FY2023 are consolidated for both PVR and INOX. Hence for full year FY'23, the reported numbers consist of 3 quarters of PVR's financials and 1 quarter of PVR INOX's financials. The MD&A section below has been drafted basis of Ind AS 116 adjusted numbers for ease of understanding of the stakeholders.

Particulars (Rs. in lakhs)	FY 2022-23 Reported	IND AS 116 Adjustment	FY 2022-23 Adjusted	% of Revenue	FY 2021-22 Reported	IND AS 116 Adjustment	FY 2021-22 Adjusted	% of Revenue	Growth/ De-growth
Income									
Revenue from operations	3,55,917		3,55,917	98%	1,21,331		1,21,331	95%	193%
Other income	7,686	(938)	6,748	2%	31,074	(24,430)	6,644	5%	2%
Total Income	**3,63,603**	**(938)**	**3,62,665**	**100%**	**1,52,405**	**(24,430)**	**1,27,975**	**100%**	**183%**
Expenses									
Movie exhibition cost	87,287		87,287	24%	31,578		31,578	25%	176%
Consumption of food and beverages	29,176		29,176	8%	9,857		9,857	8%	196%
Employee benefits expense	41,925		41,925	12%	25,182		25,182	20%	66%
Other operating expenses	93,902	72,482	1,66,384	46%	44,132	33,748	77,880	61%	114%
Total expenses	**2,52,290**	**72,482**	**3,24,772**	**90%**	**1,10,749**	**33,748**	**1,44,497**	**113%**	**125%**
EBITDA	1,11,313	(73,420)	37,893		41,656	(58,178)	(16,522)		NM
EBITDA Margin (%)	31%		10%		27%		(13%)		NM
Finance costs	56,862	(41,027)	15,835	4%	49,361	(33,988)	15,373	12%	3%
Depreciation and amortisation expense	74,071	(44,757)	29,314	8%	59,442	(34,649)	24,793	19%	18%
Exceptional items	1,082		1,082						
Profit before tax	(20,702)	12,364	(8,338)		(67,147)	10,459	(56,688)		NM
PBT Margin (%)	(6%)		(2%)		(44%)		(44%)		NM
Tax expense	12,596	3,112	15,708	4%	(19,312)	3,655	(15,657)	(12%)	NM
Profit after tax	(33,298)	9,252	(24,046)		(47,835)	6,804	(41,031)		NM
PAT Margin (%)	(9%)		(7%)		(31%)		(32%)		NM
Operating Numbers									
Locations (Nos.)	358		358		180		180		99%
Screens (Nos.)	1,671		1,671		862		862		94%
Admits (lakhs)	944		944		333		333		184%
Gross ATP	239		239		234		234		2%
Gross SPH	128		128		124		124		3%
Occupancy %	26.3%		26.3%		22%		22%		19%

Management Discussion and Analysis

I. Revenue:

Total Revenue increased by 183% or ₹2,34,690 lakhs during the year ended March 31, 2023, as compared to the year ended March 31, 2022, on account of the business being fully operational during the year when compared to FY 2021-22 which was impacted by the second and the third COVID wave. Also, given the appointed date of the merger with INOX being January 1, 2023, the numbers for Q4 FY2023 are consolidated for both PVR and INOX.

Particulars (Rs. in lakhs)	FY 2022-23	FY 2021-22	% Change
Income from sale of movie tickets	**1,87,828**	66,380	183%
Sale of food and beverages	**1,14,513**	38,082	201%
Advertisement income	**28,964**	7,201	302%
Convenience fees	**18,841**	7,560	149%
Other operating revenue and Other Income	**12,519**	8,752	43%
Total	**3,62,665**	**1,27,975**	**183%**

A. Income from Sale of Movie tickets

Income from the sale of movie tickets increased by 183% or ₹1,21,448 lakhs during the year ended March 31, 2023, as compared to the year ended March 31, 2022. The increase was mainly due to the increase in Gross ATP by 2% and increase in admissions by 184%. This was the first year when cinemas were fully operational post pandemic. Also, given the appointed date of the merger with INOX being January 1, 2023, the numbers for Q4 FY2023 are consolidated for both PVR and INOX. There was some impact from the incremental admissions received from new screens opened during the year.

B. Income from Sale of Food & Beverages

Income from the sale of Food & Beverages increased by 201% or ₹76,431 lakhs during the year ended March 31, 2023, as compared to the year ended March 31, 2022. The increase was mainly due to the increase in SPH by 3% and increase in admissions by 184%. This was the first year when cinemas were fully operational post-pandemic. Also, given the appointed date of the merger with INOX being January 1, 2023, the numbers for Q4 FY2023 are consolidated for both PVR and INOX. There was some impact from the incremental admissions received from new screens opened during the year.

C. Advertising Revenue

Advertising revenue increased by 302% or ₹21,763 lakhs during the year ended March 31, 2023, as compared to the year ended March 31, 2022. This was primarily on account of increase in admissions by 184% due to unrestricted operations during the year and release of more movies theatrically as compared to the previous year. Also, given the appointed date of the merger with INOX being January 1, 2023, the numbers for Q4 FY2023 are consolidated for both PVR and INOX.

D. Convenience Fees

Convenience fees increased by 149% or ₹11,281 lakhs during the year ended March 31, 2023, as compared to the year ended March 31, 2022. The increase was on account of significantly higher online admissions in FY 2022-23 as compared to FY 2021-22. The proportion of online admissions has increased significantly post-pandemic to almost 64% in FY 2022-23 for the PVR set of cinemas alone and ~63% for PVR INOX combined (reported). Also, given the appointed date of the merger with INOX being January 1, 2023, the numbers for Q4 FY2023 are consolidated for both PVR and INOX.

E. Other Operating Revenue and Other Income

Other operating revenue including other income increased by 43% or ₹3,767 lakhs during the year ended March 31, 2023, as compared to the year ended March 31, 2022. It includes income from movie production and distribution, food court income, gaming income, management fees, interest income, and other non-operating Income.

II. Expenses

Total expenses increased by 101% or ₹1,86,340 lakhs during the year ended March 31, 2023, as compared to the year ended March 31, 2022, primarily on account of cinemas being operational for the full period during the year. Also, given the appointed date of the merger with INOX being January 1, 2023, the numbers for Q4 FY2023 are consolidated for both PVR and INOX. Total expense comprised of the following:

Particulars (Rs. in lakhs)	FY 2022-23	FY 2021-22	% Change
Variable Cost			
Movie exhibition cost	**87,287**	31,578	176%
Consumption of food and beverages	**29,176**	9,857	196%
Total Variable Cost	**1,16,463**	**41,435**	**181%**
Fixed Cost			
Employee benefits expense	**41,925**	25,182	66%
Rent and CAM	**76,222**	46,079	65%
Electricity and Water charges	**23,180**	10,013	131%
Other operating expenses	**66,982**	21,788	207%
Total Fixed Cost	**2,08,309**	**1,03,062**	**102%**
Finance Cost & Depreciation			
Finance Cost	**15,835**	15,373	3%
Depreciation & Amortization Expense	**29,314**	24,793	18%
Exceptional Cost	**1,082**	0	
Total Cost	**3,71,003**	**1,84,663**	**101%**

A. Movie Exhibition Cost

Movie exhibition cost increased by 176% or ₹55,709 lakhs during the year ended March 31, 2023, as compared to the year ended March 31, 2022, primarily due to an increase in revenue from the sale of movie tickets. This cost is fully variable and linked to the sale of movie tickets. Also, given the appointed date of the merger with INOX being January 1, 2023, the numbers for Q4 FY2023 are consolidated for both PVR and INOX.

Particulars	FY 2022-23	FY 2021-22
Movie Exhibition cost (as a % to Box office Revenue)	**45.8%**	47.0%

B. Consumption of Food and Beverages

Consumption of food and beverages increased 196% or ₹19,319 lakhs during the year ended March 31, 2023, as compared to the year ended March 31, 2022, primarily due to an increase in revenue from the sale of food and beverages. This cost is fully variable and is linked to the sale of food and beverages. Also, given the appointed date of the merger with INOX being January 1, 2023, the numbers for Q4 FY2023 are consolidated for both PVR and INOX.

Particulars	FY 2022-23	FY 2021-22
Cost of Goods sold (as a % to Food & Beverages Revenue)	**25.5%**	25.9%

C. Employee Benefit Expenses

Employee benefit expenses increased by 66% or ₹16,743 lakhs during the year ended March 31, 2023, as compared to the year ended March 31, 2022, primarily on account of removal of temporary salary cuts instituted for a short period in FY 2021-22 and increments given in FY 2022-23. It has also increased on account of the new screens opened in FY 2022-23. Also, given the appointed date of the merger with INOX being January 1, 2023, the numbers for Q4 FY2023 are consolidated for both PVR and INOX.

D. Rent and Common Area Maintenance ("CAM")

Rent and CAM expenses increased 65% or ₹30,144 lakhs during the year ended March 31, 2023, as compared to the year ended March 31, 2022, primarily due to expiry of rental discounts/waivers extended by the developers during the period when cinemas were shut in FY 2021-22. Rental escalations for 3 years became effective across all properties in FY 2022-23. It has also increased on account of the new screens opened in FY 2022-23. Also, given the appointed date of the merger with INOX being January 1, 2023, the numbers for Q4 FY2023 are consolidated for both PVR and INOX.

E. Electricity & Water Charges

Electricity & Water expenses increased 131% or ₹13,167 lakhs during the year ended March 31, 2023, as compared to the year ended March 31, 2022, primarily due to properties being operational for a longer period during the year as compared to last year. It has also increased on account of the new screens opened in FY 2022-23. Also, given the appointed date of the merger with INOX being January 1, 2023, the numbers for Q4 FY2023 are consolidated for both PVR and INOX.

F. Other Operating Expenses

Other operating expenses primarily include repairs and maintenance, marketing expenses, rates and taxes, security service charges, travelling and conveyance, legal and professional fees, and other expenses. The expense increased by 207% or ₹45,194 lakhs for the year ended March 31, 2023, as compared to March 31, 2022. Increase was on account of merger related expenses and incremental impact from new properties that were opened in FY 2022-23. Also, given the appointed date of the merger with INOX being January 1, 2023, the numbers for Q4 FY2023 are consolidated for both PVR and INOX.

G. Finance Cost

Finance cost includes interest on debentures, term loan, banks, and other financial charges. Finance cost increased by 3% or ₹462 lakhs for the year ended March 31, 2023, as compared to March 31, 2022. Also, given the appointed date of the merger with INOX being January 1, 2023, the numbers for Q4 FY2023 are consolidated for both PVR and INOX.

H. Depreciation and Amortisation Expense

Depreciation and amortisation expense increased by 18% or ₹4,521 lakhs, during the year ended March 31, 2023, as compared to the year ended March 31, 2022, primarily because of the merger with INOX, harmonizing depreciation recognition policies between INOX and PVR, and accelerated depreciation on screens that are loss making and will be shut down. As the appointed date for the merger was January 1, 2023, the numbers for Q4 FY2023 are consolidated for both PVR and INOX.

Balance Sheet

The following table set forth selected items from the standalone Balance sheet:

Particulars (Rs. in lakhs)	March 31, 2023 Ind AS 116 Adjusted	March 31, 2022 Ind AS 116 Adjusted	Growth/ De-growth
Assets			
Non-current assets	**10,33,472**	3,58,537	188%
Current assets	**71,103**	81,105	(12%)
Total	**11,04,575**	**4,39,642**	**151%**
Equity and liabilities			
Equity	**8,20,300**	2,14,784	282%
Non-current liabilities	**1,30,848**	1,10,681	18%
Current liabilities	**1,53,427**	1,14,177	34%
Total	**11,04,575**	**4,39,642**	**151%**

I. Non-Current Assets

Non-Current Assets includes Property, Plant and Equipment, Goodwill, Intangible Assets, Capital work-in-progress, Interest in Joint ventures, Security deposits to mall developers, Deferred tax assets, and other non-current assets.

II. Current Assets

Current Assets include Inventories, Trade Receivables, Cash and cash equivalents, and other current assets. Primarily the increase is on account of increase in cash and equivalents held by the Company.

III. Equity

Equity comprises of Equity share capital and Reserves and surplus.

IV. Non-current Liability

Non-Current liability includes Borrowings, the non-current portion of Gratuity and leave encashment liability, deferred tax liability, and other non-current liabilities.

Management Discussion and Analysis

V. Current Liability

Current liability includes short term Borrowings, Trade payables, other financial liabilities, current portion of Gratuity and leave encashment, and other current liabilities. Primarily the decrease is on account of payments of Trade payables.

Ratios

Particulars	Formula	Units	FY 2022-23	FY 2021-22
Current Ratio	Total Current Assets / Total Current Liabilities	times	0.35	0.57
Debt - Equity Ratio	Total Debt / Total Equity	times	0.24	1.08
Debt Service Coverage Ratio	[Loss Before Tax + Dep & Amort. + Finance costs - Other Income] / [Finance Costs*+Principal Repay. of LT Debt]	times	1.86	0.23
Return on Equity	Loss For The Year / Average Total Equity	%	(8%)	(30%)
Inventory Turnover Ratio	Consumption of F&B / Average Inventory (F&B)	times	9.61	5.87
Trade Receivables Turnover	Revenue From Operations / Average Trade Receivables	times	31.08	26.71
Trade Payables Turnover	[Exhibition Cost + COGS + Other Operating Expenses] / Average Trade Payables	times	5.41	3.56
Net Capital Turnover	Total Income / [Total Current Assets -Total Current Liabilities]	times	(2.81)	(2.51)
Net Profit Ratio	Loss For The Year / Total Income	%	(9%)	(31%)
Return on Capital Employed	EBIT = [Loss Before Tax + Finance Costs] / Capital Employed**	%	11%	(10%)
Return on Investments	Income Generated From Investments / Average Investments	%	5%	5%

Notes:

1) For computing above ratios reported standalone numbers are considered.

2) Ratios include impact of Ind AS 116 'Leases'.

* Interest on debentures, term loans and bank and others

** Total Equity +Total Borrowings-Other Intangible Assets - Goodwill

Governance

PVR's unwavering commitment to corporate governance excellence is evident in the value it has generated for all stakeholders throughout its 25-year history. The Company adheres to a set of policies and procedures established by the Board in consultation with external experts to fulfil its legal and ethical obligations. Its core objective is to achieve sustained business excellence and maximise long-term shareholder value through ethical business practices. Transparency is of utmost importance to PVR, and it places significant emphasis on business ethics in all its operations.

The Company operates with the highest levels of transparency, accountability, and fairness in all its activities and relationships with stakeholders including shareholders, employees, the government, and lenders. Our focus is on increasing the overall value of the Company and maintaining shareholder trust through all our actions and operations.

Internal Control Systems and their Adequacy

We have implemented sufficient controls, procedures, and policies to ensure that our business operates in an orderly and efficient manner. These measures include compliance with policies, protection of assets, prevention and detection of fraud and errors, accuracy and completeness of accounting records, and timely preparation of dependable financial information. Our internal control system is appropriate for the size, scope, and complexity of our operations. Additionally, the Audit Committee collaborates with the statutory auditors, internal auditors, and management to address issues within its scope of responsibilities.

We assessed our controls during the year and determined that there were no significant weaknesses in their design or operation that needed to be reported.

We engaged KPMG to oversee our internal audit activities, which are based on a yearly audit plan that is reviewed in collaboration with the Audit Committee. Our internal audit focuses on reviewing internal controls and risks in areas such as operations, accounting and finance, procurement, advertising, marketing, employee engagement, customer relationship management and other relevant matters. The Audit Committee reviews reports provided by both internal and statutory auditors, and suggestions for improvement are evaluated and followed up with corrective action. The committee also meets with the statutory auditors to obtain their input on the adequacy of our internal control system and periodically updates the Board of Directors on significant observations. In addition to the above, the Company engaged services of Protiviti India to conduct periodic cinema level audits for its properties during the year.

Following an evaluation as defined in Section 177 of the Companies Act, 2013 and Clause 18 of SEBI Regulations 2015, the Audit Committee of the Company has determined that its internal financial controls were sufficient and functioning effectively as of March 31, 2023. This conclusion is also supported by the auditors' report on Internal Financial Control.

Risk Management

Considering the adverse effects of the pandemic, risk management has become a top priority for the Board of the Company. Throughout the review period, the Board of Directors continued to prioritise risk management by overseeing significant business decisions and providing guidance to management on how to mitigate risks associated with the pandemic.

Political and Economic Risk

The profitability of our Company depends on both customer satisfaction and discretionary spending. Any political or economic unrest could have a detrimental effect on these factors, resulting in decreased spending and limiting our potential for revenue growth.

Mitigation: To address these risks, we are closely monitoring the political and economic climate. Additionally, we are implementing strategies such as promotions, deals, and other value propositions to mitigate these risks and maintain customer spending levels.

Reputation Risk

The industry in which we operate is highly focused on the needs and preferences of our customers. Any negative experiences they may have could result in adverse publicity, boycotts, and ultimately lower revenues.

Mitigation: To mitigate these risks, our business model is centred around providing exceptional customer service. We have implemented stringent policies to ensure that our customers always receive the best service possible. For instance, we offer an F&B menu, introduce cutting-edge cinema technology such as IMAX and 4DX to our Indian clients, employ qualified personnel at our theatres, and provide attractive incentives. All these initiatives demonstrate our commitment to maintaining our reputation and prioritising the needs of our customers.

Business Model Change Risk

The rapid emergence of new technologies is altering the way in which consumers consume media and entertainment, which could expose our Company to new competitors. As a result, we must remain flexible and adaptable to stay competitive.

Mitigation: To mitigate these risks, we have invested in modern advancements such as Onyx, 4DX, Playhouse, IMAX screens, Playhouse, ticket cancellation, loyalty program, among others. Additionally, we regularly conduct market studies to keep up with changing industry trends and remain competitive in the market. By embracing innovation and staying attuned to consumer preferences, we aim to maintain our competitive edge in the market.

Litigation Risk

The Company's vast operations may result in legal risks arising from various sources such as commercial disputes, employee-related issues, and tax disputes, among others. These risks not only lead to legal expenses and consume management resources but can also attract negative media attention and harm the Company's reputation.

Mitigation: To mitigate these risks, the Company has implemented internal processes and controls that ensure adherence to contractual obligations and safeguarding of intellectual property. Any potential disputes are promptly reported to the management and dealt with accordingly. Additionally, the Company has a dedicated team of in-house counsels and engages the services of reputable law firms to advise on legal matters. There is also an efficient mechanism to monitor and respond to all notices and defend the Company's position in claims and litigations.

Property Risk

The Company may incur losses due to account risks like earthquakes, fires, floods, terrorism, etc.

Mitigation: To mitigate these risks, we have taken appropriate measures such as obtaining insurance coverage against natural disasters.

Non-compliance Risk

Compliance with laws is crucial for us as each state in India has its own distinct set of regulations on taxation, clearances, approvals, health and safety, environmental concerns, anti-corruption, data privacy and other aspects. Non-compliance can lead to penalties and damage our reputation.

Mitigation: Therefore, we have implemented internal processes and necessary controls to ensure adherence to all applicable regulations and laws.

Interest Rate Risk

The fluctuation in market interest rates can impact the fair value or future cash flows of our financial instruments. As we have long-term debt obligations with variable interest rates, changes in market interest rates are of particular concern.

Mitigation: To mitigate this risk, we maintain a well-balanced portfolio of both fixed and variable rate loans and borrowings.

Currency Risk

Currency fluctuations may have an impact on our earnings.

Mitigation: We earn and spend most of our money in Indian rupees. We do not hedge our currency risk because we believe it is low.

Credit Risk

Credit risk is the possibility of financial loss to the Company in case a client or counterparty fails to fulfil its contractual obligations.

Mitigation: To manage credit risk, we employ a predicted credit loss model to estimate impairment loss or gain. We use a provision matrix that considers our historical experience with customers and other internal credit risk factors, such as the period of default or delay in recovery to calculate the expected credit loss allowance for trade receivables. We create provisions accordingly.

Liquidity Risk

This is the risk we face if we are unable to fulfil our financial obligations.

Mitigation: To address this risk, we utilise a liquidity planning tool to monitor our liquidity position. Our objective is to balance the dependability of bank overdrafts with the flexibility of utilising bank loans, debentures, financing leases, and advance payment arrangements. As a result of the pandemic, the Board has made a conscious decision to always maintain sufficient liquidity.

Corporate Governance Report

Company's philosophy on Corporate Governance

The Company's philosophy on Corporate Governance is driven by its desire towards attainment of highest levels of transparency, accountability and equity, in all the fields of its operations, and in all its dealings with its stakeholders, from shareholders and employees to Government, Lenders etc. The Company believes that all its operations and actions must serve the goal of enhancing overall enterprise value and safeguarding the shareholder's trust.

Salient features of Corporate Governance Philosophy:

- Act in the spirit of law and not just the letter of law;
- Do what is right and not what is convenient;
- Provide complete transparency on operations; and
- Follow openness in communication with all our stakeholders.

The Corporate Governance Structure of the Company can be described through three layers namely:

- Shareholders appoint Board of Directors and entrust them with necessary powers;
- Board leads strategic management and constitutes various committees to handle specific areas of responsibility; and
- The KMP's and the committees take up specific responsibility and day to day affairs as set by the Board and as required by the law.

Corporate Governance is an integral part of PVR INOX in its pursuit of excellence, growth and value creation. It continuously endeavours to leverage available resources for translating opportunities into reality. During the year under review, the Board of Directors, Management and employees continued their pursuit of achieving these objectives through the adoption and monitoring of prudent business plans and by monitoring the major risks of the Company's business. The Company pursues policies and procedures to satisfy its legal and ethical responsibilities. The Company's Philosophy is to achieve business excellence and optimise long-term Shareholders' value on a sustained basis by ethical business conduct. The Company is committed to transparency in all its dealings and places strong emphasis on business ethics.

THE BOARD OF DIRECTORS ("THE BOARD")

Composition of the Board:

As on March 31, 2023, the Company had Ten Directors on the Board. The Board is comprised of two Executive Directors and Eight Non-Executive Directors out of which five are Independent Directors. The Board included two Women Non-Executive Directors and out of which one is Independent Woman Director. The composition of the Board was in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") and Companies Act, 2013.

Mr. Pavan Kumar Jain, Promoter and Non - Executive Director is the Chairman of the Board.

The composition of the Board of Directors, shareholding in the Company, details regarding directorship/membership in Committees of other companies, attendance in last Annual General Meeting & Board Meetings of the Company held during the Financial Year 2022-23 are as under:

Name of the Directors	Category	Shareholding in the Company as on March 31, 2023 (No. of equity shares)	No. of Board Meetings attended during the Financial Year 2022-23	Name of other Listed Entity in which the person is a director and category	Attendance at the last AGM held on July 2022	Relationship between Directors inter-se	*Number of other Directorships as on 31.03.2023	&Number of Committee Memberships and Chairmanship in other public Companies as on 31.03.2023	
								Memberships	Chairmanships
Pavan Kumar Jain$	Promoter, Chairman & Non-Executive Director	2,15,992	1 of 1	GFL Limited – Director	N.A.	Father of Mr. Siddharth Jain	4	3	1
Ajay Bijli@	Promoter and Managing Director	57,72,205	5 of 6	NIL	Yes	No inter-se relationship between Directors	4	NIL	NIL
Sanjeev Kumar@	Promoter and Executive Director	40,95,070	5 of 6	NIL	Yes	No inter-se relationship between Directors	3	NIL	NIL
Siddharth Jain$	Promoter and Non-Executive, Non-Independent	2,82,589	1 of 1	GFL Limited - Director	N.A.	Son of Mr. Pavan Kumar Jain	5	3	1
Renuka Ramnath	Non-Executive, Non-Independent, Woman Director	-	6 of 6	i. Tata Communications Limited- Independent Director ii. TV18 Broadcast Limited- Independent Director iii. Vastu Housing Finance Corporation Limited – Nominee Director	Yes	No inter-se relationship between Directors	8	1	1
Vikram Bakshi~	Non-Executive, Independent Director	-	4 of 5	NIL	Yes	No inter-se relationship between Directors	17	NIL	NIL
Sanjai Vohra	Non-Executive, Independent Director	1,343	5 of 6	NIL	Yes	No inter-se relationship between Directors	1	NIL	NIL
Deepa Misra Harris~	Non-Executive, Independent, Woman Director	-	5 of 5	Independent Director in ADF Foods Limited, Prozone Intu Properties Limited, TCPL Packaging Limited and Jubilant FoodWorks Limited	Yes	No inter-se relationship between Directors	5	4	NIL
Anish Kumar Saraf#	Non-Executive, Non-Independent Director	-	3 of 5	Nominee Director in Kalyan Jewellers Limited and Non Executive Director in MedPlus Health Services Limited	Yes	No inter-se relationship between Directors	10	4	1
Gregory Adam Foster~	Non-Executive, Independent Director	-	4 of 5	NIL	Yes	No inter-se relationship between Directors	NIL	NIL	NIL
Pallavi Shardul Shroff	Non-Executive, Independent Director	-	2 of 6	i. Asian Paints Limited - Independent Director ii. Apollo Tyres Limited- Independent Director iii. One97 Communications Limited- Independent Director iv. InterGlobe Aviation Limited- Independent Director	Yes	No inter-se relationship between Directors	15	6	1
^Haigreve Khaitan	Non-Executive, Independent Director	-	1 of 1	i. CEAT Limited - Independent Director ii. JSW Steel Limited - Independent Director iii. Torrent Pharmaceuticals Limited - Independent Director iv. Tech Mahindra Limited - Independent Director v. Mahindra & Mahindra Limited- Independent Director vi. Borosil Renewables Limited - Independent Director	N.A.	No inter-se relationship between Directors	8	9	3
^Amit Jatia	Non-Executive, Independent Director	-	1 of 1	i. Westlife Foodworld Limited - Executive Director ii. V I P Industries Limited- Non-Executive - Independent Director	N.A.	No inter-se relationship between Directors	6	4	1
^Vishesh Chander Chandiok	Non-Executive, Independent Director	-	1 of 1	NIL	N.A.	No inter-se relationship between Directors	5	NIL	NIL

*Excludes Directorship in Foreign Companies and companies under Section 8 of Companies Act, 2013.

&In accordance with Regulation 26 of Listing Regulations, represents membership/chairmanship of Audit Committee & Stakeholders' Relationship Committee of Indian Public Limited Companies (i.e. other than Foreign Companies, Private Limited Companies, high value debt listed entities and Companies formed under Section 8 of the Companies Act, 2013).

$Pursuant to the provisions of clause 10 of Part III of the Scheme of Amalgamation and Articles of Association of the Company, Mr. Pavan Kumar Jain (DIN: 00030098) has been appointed as Chairman and Non-Executive Director and Mr. Siddharth Jain (DIN: 00030202) has been appointed as Non-Executive Director on the Board of the Company w.e.f. February 6, 2023 for a period of five (5) years i.e. upto February 5, 2028 respectively.

@Mr. Ajay Bijli (DIN: 00531142) has been re-designated and appointed as Managing Director of the Company and Mr. Sanjeev Kumar (DIN: 00208173) has been re-designated and appointed as Executive Director on the Board of the Company w.e.f. February 6, 2023 for a period of five (5) years i.e. upto February 5, 2028 respectively.

#Mr. Anish Kumar Saraf, Non – executive Director of the Company has been resigned w.e.f. closure of business hours on February 6, 2023 on his own accord and confirmed to the Board that there are no other material reasons for other than those mentioned in resignation letter. Further, the status of directorship, chairmanship and committee membership is as on the date of his resignation.

~Mr. Gregory Adam Foster, Mr. Vikram Bakshi and Ms. Deepa Misra Harris, Independent Directors of the Company have been resigned with effect from the closure of business hours on February 9, 2023 on their own accord and confirmed to the Board that there are no other material reasons other than those mentioned in resignation letter. Further, the status of directorship and committee membership is as on the date of their resignation.

In accordance with the approval of the Shareholders dated May 4, 2023, Mr. Haigreve Khaitan and Mr. Amit Jatia have been appointed as an Independent Director with effect from February 10, 2023 for a period of one year and Mr. Vishesh Chander Chandiok has been appointed as an Independent Director with effect from February 10, 2023 for a period of five years.

Corporate Governance Report

Meetings, agenda and proceedings etc. of the Board Meeting

The meetings of the Board have been held at regular intervals with a time gap of not more than 120 days between two consecutive meetings during the financial year 2022-23.

The Board of Directors of the Company met six times during the Financial Year 2022-23 as per the details given below:

- May 9, 2022
- June 1, 2022
- July 21, 2022
- October 17, 2022
- January 19, 2023
- March 16, 2023

Separate Meeting of Independent Directors:

As stipulated under Section 149 of the Companies Act, 2013 read with Schedule IV pertaining to the Code of Independent Directors and Regulation 25 of Listing Regulations, a separate meeting of the Independent Directors of the Company was held on January 18, 2023 to review the performance of Non-Independent Directors (including the Chairman of the Company) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Company Management and the Board of Directors and it's Committees which is necessary to effectively and reasonably perform and discharge their duties

Limit on the number of Directorships:

In compliance with Regulation 17A of Listing Regulations, during the Financial Year ended March 31, 2023, none of the Directors hold directorship including Independent Directorship in more than 7 listed companies or if serving as a Whole Time Director in any other listed Company, does not hold such position in more than 3 listed companies. Further, none of the Directors on the Board of the Company serve as a Director in more than 10 Public Limited Companies. Further, none of the Director is a member of more than ten committees or act as a Chairperson of more than five committees across all listed entities in which he/she is a Director as per Regulation 26(1) of Listing Regulations.

Agenda:

The agenda along with the detailed notes are circulated in advance to the board members. The items in the agenda were backed by comprehensive background information to enable the Board to take informed decisions and to discharge its responsibility effectively. Agenda also includes minutes of the meetings of all the Board Committees as well as of Subsidiary Companies for the information of the Board held between two consecutive Board Meetings. Supplementary agenda in the form of "Other Business" are included with the permission of the Chairman. E-secured agenda is circulated seven days prior to the Board Meeting, unless where the meeting is called at a shorter notice. In addition, for any business exigencies, the resolutions are passed by circulation and later placed in the ensuing Board Meeting for their noting.

Invitees & Proceedings:

Apart from the Board members, Company Secretary and Compliance officer and Chief Financial Officer (CFO) were invited to attend all the Board Meetings. Other senior management executives were also invited as and when necessary, to provide additional inputs for the items concerning them and discussed by the Board. The CFO makes presentation on the quarterly and annual operating & financial performance. The Board periodically reviews the strategy, annual business plan, capital expenditure budget, risk management and safety and environment matters. The Chairman of various Committees brief the Board on all the important matters discussed & decided at their respective committee meetings, which are generally held prior to the Board meeting.

Post Meeting Action:

Post meeting, all important decisions taken at the meeting are communicated to the members of the Board by way of draft minutes for their confirmation/comments within the stipulated time.

Support and Role of Company Secretary:

The Company Secretary is responsible for convening the Board and Committee Meetings, General Meetings and preparation and distribution of Agenda and other documents and recording of the Minutes of the Meetings. He acts as interface between the Board and the Management and provides required information and documents.

Induction and Training of Board Members:

On appointment, the Independent Director is issued a letter of appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments, Remuneration, Training etc. Each newly appointed Independent Director is taken through a familiarisation programme including the presentation from the Managing Director & CEO on the Company's Business, finance performance and other important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director. The details of the familiarisation programme of the Independent Directors is available on the website of the Company at https://originserver-static1-uat.pvrcinemas.com/pvrcms/corporate/familiarisation.pdf

Evaluation of Board's Performance:

The Board has in place a mechanism for evaluating its performance as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise of board evaluation for the Financial Year 2022-23 was duly carried out through a structured evaluation process covering various aspects of the Board's functioning, such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board's Chairman who was evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgement, safeguarding of minority shareholders interest etc. The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

Code of Conduct:

The Board has laid down a Code of Conduct for all Board members and senior management of the Company which is available on the Company's website https://originserver-static1-uat.pvrcinemas.com/pvrcms/financial/INSIDER_TRADING_POLICY.pdf. All Board members and senior management i.e. Company's executives' one level below the Chairman and Managing Director have affirmed compliance with the said Code as per Regulation 26(3) of Listing Regulations. A declaration signed by the Chairman to this effect is annexed as annexure to this Report.

Prevention of Insider Trading Code

The Company has in place a Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons. The Designated Persons and immediate relatives of the Designated Persons in the Company are governed by said code of conduct governing dealing in securities.

The trading window is closed from the end of every quarter till 48 hours after the declaration of financial results and on happening of any other material event which require closing of trading window. The Company Secretary is responsible for setting forth procedures and implementation of the code for trading in Company's securities.

Matrix setting out the Skills/Expertise/Competence of the Board of Directors of the Company:

The Company acts through human agency called Board of Directors. The Board is the governing body of the Company.

Board composition is a broad term that encompasses issues such as who is on the Board and the skills mix of the Board. It involves both structural and cultural issues and Board effectiveness depends on obtaining the right mix of skills and experience. Board composition varies significantly between organisations and is influenced by:

- Legal requirements including the organisation's constitution and purpose;
- Board size;
- The balance of executive and non-executive directors;
- Director competencies;
- Terms of office for directors; and
- The structure of the shareholding or membership

Stable Board with long serving, committed members will have the advantage of thorough knowledge of the organisation and its mission.

The details of core skill/expertise/competence identified by the Board of Directors relating to the business of the Company for it to function effectively are reproduced below:

A. **Industry knowledge/experience:**
   - Industry experience;
   - Knowledge of Sector; and
   - Understanding of government legislation/legislative process.

B. **Technical skills/experience:**
   - Technical and professional Qualification and expertise;
   - Public relations;
   - CEO/senior management experience; and
   - Strategy development and implementation.

C. **Governance competencies:**
   - Director in large organisation;
   - Financial Literacy;
   - Strategic thinking/planning from a governance perspective;
   - Compliance focus; and
   - Profile/reputation.

D. **Behavioral competencies:**
   - Team player/collaborative;
   - Ability and willingness to challenge and probe;
   - Common sense and sound judgement;
   - Integrity and high ethical standards;
   - Mentoring abilities;
   - Interpersonal relations;
   - Listening skills;
   - Verbal communication skills;
   - Understanding of effective decision-making processes; and
   - Willingness and ability to devote time and energy to the role.

For the Financial Year 2022-23, all the board members of your Company have the above set of skills/expertise and are competent to make the judgements in the best interests of the Company and that of its stakeholders.

Following Directors have skills, exposure, expertise and competency by virtue of their long working experience and exposure in the businesses or sectors which brings benefits to the Board by using their collective wisdom for the strategic decision making and for their vision to maintain its leadership.

1. Mr. Pavan Kumar Jain, Chairman, INOX Group, a 1972 Batch, Chemical Engineering graduate from IIT Delhi is a visionary industrialist with over 47 years of prolific experience. As a Founder of one of India's leading conglomerate, INOX Group, Mr. P.K. Jain continues to spearhead the INOX Group companies, having successfully groomed them to secure a place in the top tier of their respective sectors. In his role at the helm of the Group, he has ensured accelerated growth, enhanced stakeholder value and built robust companies, driven by empowered teams. In the process, he has been the architect of numerous successful acquisitions and mergers and has scaled the INOX Group's valuation to more than $ 5 Bn. Mr. P. K. Jain has been a true torchbearer of Make In India, as he envisioned his Companies playing an important part in nation-building and also ensuring responsible and sustainable business operations.
2. Mr. Ajay Bijli is the Founder/Managing Director of the Company. Mr. Bijli transformed the way millions of Indians watch movies for over two and a half decades exposing Indian viewers to world-class movie viewing experience. This led to the beginning of the

growth of the out-of-home entertainment sector with movie going in multiplexes playing an integral role. A visionary and thoughtful leader in the film exhibition industry, Mr. Bijli is spearheading the multiplex industry growth in an under-screened market for the world's largest film producing nation.

Mr. Bijli has served on several influential bodies including the Mumbai Academy of the Moving Image (MAMI), FICCI Multiplex Association (India), The Film and TV Producers Guild (India), Young Presidents' Organization and Central Board of Film Certification, Government of India.

Mr. Bijli is the First Indian Film Industry official to be invited to deliver the Keynote address in CinemaCon 2023 in an 11 year history. CinemaCon is the Largest Global Cinema Industry Event organised by The National Association of Theatre Owners (NATO) the largest exhibition trade organisation in the world.

Mr. Bijli is the recipient of numerous international and national awards including, Images Retail one of the 100 Retail ICONS of INDIA 2019, The "Business Icon of the year" award at the Indywood Film Business Awards at the Indywood Film Market and ALIIFF in 2015 and the "Exhibitor of the year" award at the Cine Asia awards in 2017, Images Retail Most Admired Retailer of the year 2016, CNBC TV 18 Asia Innovator of the Year 2015, The "Most Admired Multiplex Professional of the year" award at the CMO Asia's Multiplex Excellence Awards in the year 2014 and EY Entrepreneur of the year Award for Business Transformation" in 2013.

Mr. Bijli has completed the Owners/President Management programme from the Graduate School of Business Administration, Harvard University. Mr. Bijli is an YPO Gold Fellow of the world's largest leadership community of Chief Executives.

3. Mr. Sanjeev Kumar is the Co-Founder and Executive Director of the Company. As the Co-Founder of PVR Cinemas, Mr. Kumar managed the full spectrum of the Company's business including programming, relationship with Hollywood studios, film distribution, content selection, development & growth strategy. Mr. Kumar is also the Director of PVR Pictures Limited, the motion picture arm of PVR INOX Limited which enjoys a pivotal leadership role in the independent film distribution space.

   Mr. Kumar is a member of Entrepreneurs Organisation (EO), the world's only peer-to-peer network exclusively for entrepreneurs that offers educational opportunities, mentoring and networking opportunities to young business owners. Mr. Kumar also offers mentorship and seed money for grooming young entrepreneurs at the school level in the 'Business Blasters' programme, the school start-up initiative of the Delhi Government. As an experiential evangelist, Mr. Kumar has been honoured with the CSR Journal Excellence Awards 2022 in the Health and Sanitation Category organised at National Stock Exchange of India (NSE), Mumbai, Economic Times Excellence in CX for 2022, Economic Times Employee Excellence Awards 2022, India's Top Multiplex Chain of the Year' in Big Cine Awards 2022, IMAGES Most Admired Multiplex Operator of the Year at Images Retail Awards 2022 and Business World Applause Person of the Year 2020.

   Mr. Kumar holds a Bachelor's degree in Finance and Accounting from Salford University, Manchester and a Master's degree in Business Administration from Imperial College, London University. On receiving professional training in operations and development at the Village Entertainment Centre, Australia, Mr. Kumar excelled in management skills in the cinema industry domain.

4. Mr. Siddharth Jain is a Member of the Board of the INOX Group, a diversified Indian conglomerate with activities spanning manufacturing of Industrial & medical gases, Cryogenic equipment and LNG Storage & Distribution equipment, besides owning one of the largest multiplex chains in India. The Group has a track record of building successful businesses over the past 90 years, distinguished by integrity, delivery & reliability and best practices, accompanied by sustainable growth.
   He is an Alumnus of University of Michigan Ann Arbor, with a degree in Mechanical Engineering and has an MBA from INSEAD. He is a Member at the World Economic Forum at Davos. He is also a Member of Young Presidents' Organisation & President of the Gas Industries Association of India. He is involved in various social work through his Family's foundation and is also an avid golfer.

5. Ms. Renuka Ramnath is the non-executive director of PVR INOX Limited. She is also the Founder, Managing Director and CEO of Multiples Alternate Asset Management, a private equity manager and advisor to funds of ~ USD 1.5 bn. Ms. Ramnath has over 30 years of experience in the Indian financial sector across private equity, investment banking and structured finance. For close to three decades in financial services, Ms. Renuka successfully built several businesses in the ICICI Group including Investment Banking, e-commerce and private equity. As the MD & CEO of ICICI Venture for close to a decade and led that firm to become one of the largest private equity funds in India.

   Ms. Ramnath is a Board member of EMPEA, the global industry association for private capital in emerging markets. She is also the vice-chairperson of the Executive Committee of Indian Venture Capital Association. Ms. Renuka has been featured in many prestigious listings, including the Top 25 Most Powerful Women in Business (Business Today, India); India's most Powerful CEO's (Economic Times), the Top 25 Non Bank Women in Finance (US Banker's global list), Asia's Women in the Mix: The Year's Top 50 for Achievement in Business (Forbes), Top 25 women in Asian asset management (Asian Investor) and most recently has been awarded the AVCJ Special Achievement Award, 2019.

6. Ms. Pallavi Shardul Shroff is the Independent Director of the Company. She is the Managing Partner of Shardul Amarchand Mangaldas & Co. with over 37 years of extensive experience. Her broad and varied representation of public and private corporations and other entities, before various national courts, tribunals and legal institutions has earned her national and international acclaim. She is a member of the Competition Law Review Committee, constituted by the Government of India. Ms. Shroff has been closely involved with some of the most challenging litigation and arbitration matters in India.

7. Mr. Sanjai Vohra has over three decades of rich and relevant experience in the Banking Industry, Private Finance and Risk Management. Mr. Vohra is an Independent Director of the Company. He holds a bachelor's degree in science from the University of Delhi and holds a post graduate diploma in management from the Indian Institute of Management, Ahmedabad. Mr. Vohra has served various banks such as Credit Suisse First Boston, Hongkong, JP Morgan, Hongkong & Singapore, Standard Chartered Bank, Hongkong at senior level position for more than 30 years. Mr. Vohra has also served for more than 10 years for JP Morgan Chase & Co., Hongkong and was also associated with UBS AG, Singapore & Hongkong.

8. Mr. Haigreve Khaitan is a Partner and heads the Corporate/ M&A and Private Equity practice at the Khaitan & Co. He is an elected member of the National Executive Committee of the Firm, which is responsible for the Firm's strategic growth and development. Mr. Khaitan advises companies, boards of directors and financial institutions on a wide range of corporate matters, including mergers and acquisitions, private equity investments, corporate governance, corporate restructuring and other corporate and securities laws matters.

   Mr. Khaitan has been involved in some of the most high-profile and complex M&A and private equity transactions in India and is sought after for his expertise by some of the most prominent Indian promoters, Indian and international companies, Indian regulatory agencies as well as some of the largest global funds investing in India.

9. Mr. Amit Jatia is the Vice Chairman at Westlife Foodworld Ltd, formerly known as Westlife Development, the master franchisee of McDonald's® restaurants in West & South India. In his role as the leader of the world's largest and most loved QSR brand in West & South India, Mr. Jatia is responsible for providing strategic direction to the business and leading the team towards achieving rapid growth and profitability.

   In 2003, Mr. Jatia was bestowed with the 'Young Achievers Award', by the Indo-American Society. Business World, a leading business magazine named McDonald's the 'Most Respected Company in the Food Sector for three consecutive years.

10. Mr. Vishesh Chander Chandiok, as Chief Executive Officer of Grant Thornton Bharat, Mr. Vishesh leads the execution of the Firm's strategy and vision and is responsible for its operations and growth. Mr. Chandiok drives the Firm's relationship with some of the most dynamic private, public, and multinational clients and assists them in unlocking their growth potential. Mr. Chandiok has been involved with UK and US IPOs of several Indian businesses and cross-border acquisitions by Indian companies and has helped global multinationals succeed in India.

    For over 20 years, Mr. Chandiok has been one of the most vocal promoters of the need for Indian family businesses to adopt formal governance structures and succession planning frameworks, thereby preserving business legacy. Mr. Vishesh has been the primary advisor to the World Bank's Report, Observance of Standards and Codes (ROSC), on accounting and auditing. In collaboration with large corporates, the audit profession and regulators, the report set out the action plan on accounting and auditing for India. Mr. Chandiok works closely with the global Grant Thornton network and its member firms. Mr. Chandiok has been associated with several global committees, including the Senior Leadership Programme at SAID Business School, the University of Oxford, and in incubating Global Research and Global Delivery from India for benefit of the network.

    Mr. Chandiok is a Chartered Accountant from the Institute of Chartered Accountants in England and Wales, UK, and holds a Master of Science in Business and Management from the University of Strathclyde, Glasgow, UK.

Opinion of Board and declarations from Independent Directors:

In the opinion of the Board, the independent directors fulfill the conditions specified in the Listing Regulations and are independent of the management. The declaration(s) under Section 149 of the Companies Act, 2013 and Regulation 25 of Listing Regulations has been received from all the Independent Directors.

Committee's recommendation:

The Board of your Company has accepted the recommendations made by various committees of the Board, during the Financial Year 2022-23.

Governance by the Committees of the Board:

Your Board has constituted following statutory committees and each committee has their terms of reference as a Charter. The chairperson of each committee along with the other members of the committee and if required with other members of the Board, decide the agenda, frequency and the duration of each meeting of the committee:

Sr. No.	Name of Committee
1	Audit Committee
2	Nomination and Remuneration Committee (NRC)
3	Stakeholder's Relationship Committee (SRC)
4	Corporate Social Responsibility Committee (CSR)
5	Risk Management Committee (RMC)

Besides the statutory committees, the Board has constituted certain other committees viz. Finance & Operations Committee, etc. and has clearly stipulated the terms of reference. The Board is frequently apprised of the decisions taken by the Members of the abovementioned Committees.

Corporate Governance Report

Composition of statutory committees:

As on February 10, 2023, the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee were reconstituted.

As on March 31, 2023, the composition of statutory committees were as under:

Name of the Members	Category of Members	Audit Committee	Nomination and Remuneration Committee	Stakeholder's Relationship Committee	Corporate Social Responsibility Committee	Risk Management Committee
Mr. Ajay Bijli	Executive Director, Managing Director	Member	-	-	-	-
Mr. Sanjeev Kumar	Executive Director	-	-	Member	Member	Member
Mr. Siddharth Jain	Non-Executive, Non-Independent Director	Member	-	Member	Member	Member
Ms. Renuka Ramnath	Non-Executive Non-Independent Director	-	Member	-	-	-
Mr. Sanjai Vohra	Independent Non-Executive Director	Member	Member	Member	Member	Member
Ms. Pallavi Shardul Shroff	Independent Non-Executive Director	Member	-	-	-	-
Mr. Haigreve Khaitan	Non-Executive, Independent Director	Member	Member	-	-	-
Mr. Amit Jatia*	Non-Executive, Independent Director	-	Member	Member	Member	-
Mr. Vishesh Chander Chandiok	Non-Executive, Independent Director	Member	-	-	-	*Member
Mr. Nitin Sood	Chief Financial Officer (CFO)	-	-	-	-	Member
Mr. Kailash B. Gupta	Deputy Chief Financial Officer (Dy. CFO)	-	-	-	-	Member

*Mr. Amit Jatia has been appointed as Member of Risk Management Committee w.e.f. May 15, 2023 and Mr. Vishesh Chander Chandiok ceases to be member of Risk Management Committee w.e.f. May 15, 2023.

Attendance at Committee meetings during the Financial Year 2022-23:

Name of the Director	Category of Directors	Audit Committee	Nomination and Remuneration Committee	Stakeholder's Relationship Committee	Corporate Social Responsibility Committee	Risk Management Committee
Mr. Ajay Bijli	Executive	1 of 1	NA	1 of 1	0 of 1	1 of 2
Mr. Sanjeev Kumar	Executive	NA	NA	1 of 1	1 of 1	2 of 2
Mr. Siddharth Jain	Non-Executive Non-Independent	1 of 1	NA	NA	NA	NA
Ms. Renuka Ramnath	Non-Executive Non-Independent	NA	2 of 2	NA	NA	NA
Mr. Sanjai Vohra	Independent Non-Executive	4 of 5	2 of 2	NA	1 of 1	1 of 2
Ms. Pallavi Shardul Shroff	Independent Non-Executive	1 of 1	NA	NA	NA	NA
Mr. Haigreve Khaitan	Non-Executive Non-Independent	1 of 1	1 of 1	NA	NA	NA
Mr. Amit Jatia	Non-Executive Non-Independent	N.A	1 of 1	NA	N.A	NA
Mr. Vishesh Chander Chandiok	Non-Executive Non-Independent	0 of 1	NA	NA	NA	NA
Mr. Gautam Dutta	Co-Chief Executive Officer	NA	NA	NA	NA	2 of 2
Mr. Nitin Sood	Chief Financial Officer	NA	NA	NA	NA	1 of 2
Mr. Vikram Bakshi	Independent Non-Executive	4 of 4	NA	1 of 1	NA	NA
Ms. Deepa Misra Harris	Independent Non-Executive	4 of 4	1 of 1	NA	1 of 1	NA
Mr. Anish Kumar Saraf	Non-Executive, Non-Independent	NA	NA	NA	NA	NA
Mr. Gregory Adam Foster	Independent Non-Executive	NA	NA	NA	NA	NA

Audit Committee:

The terms of reference of the Audit Committee are as per the guidelines set out in the Listing Regulations read with Section 177 of the Companies Act, 2013. These broadly includes;

(i) Development of an annual plan;

(ii) Review of financial reporting processes;

(iii) Review of risk management, internal control and governance processes;

(iv) Review of quarterly, half yearly and annual financial statements along with auditors report thereon;

(v) Interaction with statutory and internal auditors;

(vi) Recommendation for appointment, remuneration and terms of appointment of auditors;

(vii) Review of related party transactions;

(viii) Review of Whistle Blower mechanism;

(ix) Scrutiny of inter-corporate loans and investments including utilisation of loans and/or advances from/investment by the holding company in the subsidiary, etc.

As on March 31, 2023 the Audit Committee was comprised of six Members out of which four are Independent, Non-Executive Directors. The Chief Financial Officer, the Statutory Auditors and the Internal Auditors are the invitees in the Committee meetings. The Committee met 5 times in the year under review on (i) May 9, 2022; (ii) July 21, 2022; (iii) October 17, 2022; (iv) January 19, 2023 and (v) March 16, 2023.

The Company Secretary acts as the Secretary of the Audit Committee.

The composition of the Audit Committee is in accordance with Regulation 18 of Listing Regulations read with Section 177 of the Companies Act, 2013.

Nomination and Remuneration Committee:

As on March 31, 2023, the Nomination and Remuneration Committee (NRC) comprised of four Members out of which two-third are Independent Directors. The terms of reference of NRC includes the following:

i. Formulation of criteria for determining qualifications, positive attributes and independence of Directors and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

ii. In case of appointment of an independent director, NRC evaluates the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. For the purpose of identifying suitable candidates, the Committee may:

   a. uses the services of an external agencies, if required;

   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

   c. consider the time commitments of the candidates.

iii. Formulation of criteria for evaluation of performance of independent directors and the board of directors;

iv. Devising a policy on diversity of board of directors;

v. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.

vi. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

vii. Recommendation to the board, all remuneration, in whatever form, payable to senior management.

viii. Administration of Employee Stock Option Scheme (ESOS);

The Committee met two times in the year under review on May 9, 2022 and March 16, 2023. The Company Secretary acts as the Secretary of the NRC.

Remuneration Policy:

The Remuneration policy of the Company is aimed at rewarding performance, based on review of the achievements on a regular basis. The remuneration paid to the Executive Directors and/or Non-Executive Directors, if any, is recommended by the Nomination and Remuneration Committee and approved by the Board of Directors in the Board Meeting, subject to fulfillment of necessary criteria as laid therein and the subsequent approval by the shareholders, as and when required. Detailed Remuneration Policy is provided on the Company's website https://originserver-static1-uat.pvrcinemas.com/pvrcms/corporate/seniormanagement.pdf.

Remuneration paid to Directors during the Financial Year 2022-23:

Executive Directors:

The details of remuneration and perquisites paid/payable to Mr. Ajay Bijli, Managing Director and Mr. Sanjeev Kumar, Executive Director of the Company for the FY 2022-23 are as follows:

(Amount in lakhs)

Remuneration*	Mr. Ajay Bijli	Mr. Sanjeev Kumar
Salary	502	347
HRA	246	170
Total	**748**	**517**

Other perquisites – a) Two (2) chauffer driven cars for Mr. Bijli and One (1) chauffer driven car for Mr. Kumar to carry out their Official functions. b) Contribution to provident fund and Gratuity entitlement as per the rules of the Company. c) Any other memberships as may be taken by the Company from time to time for business purposes.

*No remuneration is drawn by the Executive Directors from any of the subsidiary companies of PVR INOX Limited and the remuneration provided herein above is subject to shareholders' approval at the forthcoming Annual General Meeting.

Remuneration details of Executive Directors for Financial Year 2022-23 are also mentioned in the Notice of ensuing Annual General Meeting. Also, the terms of service contract, notice period and severance fees etc. are governed by the contract of services executed with the respective Executive Directors at the time of their appointment.

Non-Executive Directors:

Further, the remuneration including sitting fees and commission paid/payable to the Non-Executive Directors for the Financial Year 2022-23 are as follows:

Name of the Directors	Sitting Fees (₹)	^Commission (₹)	No. of Equity Shares held
Ms. Renuka Ramnath	NIL	NIL	NIL
Mr. Anish Kumar Saraf*	NIL	NIL	NIL
Mr. Vikram Bakshi**	6,00,000	16,50,000	NIL
Mr. Sanjai Vohra	8,00,000	28,00,000	1,343
Ms. Deepa Misra Harris**	5,50,000	16,50,000	NIL
Ms. Pallavi Shardul Shroff	1,50,000	18,00,000	NIL
Mr. Gregory Adam Foster**	NIL	26,61,974.11 (USD 32,083)	NIL
Mr. Pavan Kumar Jain#	NIL	NIL	2,15,992
Mr. Siddharth Jain#	NIL	NIL	2,82,589
Mr. Haigreve Khaitan##	1,50,000	NIL	NIL
Mr. Amit Jatia##	100,000	NIL	NIL
Mr. Vishesh Chandiok##	50,000	NIL	NIL
Total	**24,00,000**	**1,05,61,974.11**	**4,99,924**

^ Subject to shareholders' approval.

*resigned from the Board w.e.f. February 6, 2023

**resigned from the Board w.e.f. February 10, 2023
#appointed on the Board w.e.f. February 6, 2023
##appointed on the Board w.e.f. February 10, 2023

Except as disclosed above, the Company does not have any direct pecuniary relationship/transaction with any of its Non-Executive Directors. None of the directors have been granted stock options. Further, the criteria for payment of remuneration to Non-Executive Directors is in consonance with the requirements stipulated under Companies Act, 2013 and Listing Regulations.

Stakeholders Relationship Committee:

This Committee is responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services and the terms of reference, inter-alia, includes the following:

(i) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;

(ii) Review of measures taken for effective exercise of voting rights by shareholders.

(iii) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;

(iv) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

The Committee met once on October 17, 2022, during the year under review.

Mr. Mukesh Kumar, Company Secretary and Compliance Officer, is entrusted with the responsibility, to look into the redressal of the shareholders and investors complaints and report the same to the Stakeholders Relationship Committee.

The detailed particulars of investors' complaints handled by the Company and its Registrar & Share Transfer Agent during the Financial Year 2022-23 are as under:

Particulars	Number
Complaints as on April 1, 2022	0
Complaints received during the Financial Year 2022-23	88
Complaints redressed during the Financial Year 2022-23	88
Complaints as on March 31, 2023	0

The Company has received no case of transmission/split etc. of physical share certificates from the Company's Registrar and Share Transfer Agent- M/s. KFin Technologies Limited during the financial year 2022-23. The Investors may lodge their grievances through e-mails at cosec@pvrcinemas.com or through letters addressed to Ms. Shobha Anand, Deputy Vice President, Unit PVR INOX Ltd., KFin Technologies Limited.

Corporate Social Responsibility Committee (CSR):

The Company has constituted a CSR Committee as required under Section 135 of the Companies Act, 2013. The brief terms of reference of the Committee are as follows: -

(i) To frame the CSR Policy and its review from time-to-time;

(ii) To recommend the amount of expenditure to be incurred on the CSR activities;

(iii) To ensure effective implementation and monitoring of the CSR activities as per the approved policy, plans and budget;

(iv) To ensure compliance with the laws, rules & regulations governing the CSR and to periodically report to the Board of Directors.

The Committee met once on August 25, 2022 during the year under review.

The details on amount spend during the Financial Year 2022-23 on CSR along with its utilisation is given in a separate Annexure to Board Report.

Detailed CSR Policy is provided on the Company's Website at https://originserver-static1-uat.pvrcinemas.com/pvrcms/financial/CSR_POLICY.pdf.

Risk Management Committee:

The Company has constituted a Risk Management Committee as required under Regulation 21 of Listing Regulations. The brief terms of reference of the Committee are as follows: -

(i) To formulate detailed risk management policy which shall include:

(a) framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

(b) Measures for risk mitigation including systems and processes for internal control of identified risks.

(c) Business continuity plan.

(ii) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(iii) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(iv) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(v) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

The Committee met twice on August 25, 2022 and January 19, 2023, during the year under review.

Last three AGM's of the Company:

Details of the last three Annual General Meetings (AGM's) of the Company are as under:

Financial Year	Day & Date	Time	Venue	Special Resolutions passed
2019-20	Tuesday, September 29, 2020	03:00 P.M.	Held through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility	1. Payment of remuneration for Financial Year 2019-20 to Mr. Sanjai Vohra, a Non-Executive Independent Director 2. Continuation of payment of managerial remuneration to Mr. Ajay Bijli 3. Continuation of payment of managerial remuneration to Mr. Sanjeev Kumar 4. Computation of net profits of the Company under Section 198 of the Companies Act, 2013 after disregarding the adjustments made pursuant to Indian Accounting standard (IndAS) 116 – 'Leases' for determining the remuneration and limits thereof payable to Mr. Ajay Bijli, Chairman & Managing Director of the Company. 5. Computation of net profits of the Company under Section 198 of the Companies Act, 2013 after disregarding the adjustments made pursuant to Indian Accounting Standard (IndAS) 116 – 'Leases' for determining the remuneration and limits thereof payable to Mr. Sanjeev Kumar, Joint Managing Director of the Company.
2020-21	Tuesday, September 28, 2021	11:00 A.M.	Held through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility	1. Approval of managerial remuneration paid to Mr. Ajay Bijli, Chairman & Managing Director of the Company for the Financial Year 2020-21. 2. Approval of managerial remuneration paid to Mr. Sanjeev Kumar, Joint Managing Director of the Company for the Financial Year 2020-21. 3. Approval for the offer or invitation to subscribe to Non-Convertible Debentures on private placement basis.
2021-22	Thursday, July 21, 2022	11.00 A.M.	Held through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility	1. Managerial remuneration paid to Mr. Ajay Bijli, Chairman and Managing Director of the Company for the Financial Year 2021-22. 2. Managerial remuneration paid to Mr. Sanjeev Kumar, Joint Managing Director of the Company for the Financial Year 2021-22. 3. Special incentive to Mr. Ajay Bijli, Chairman and Managing Director of the Company for the Financial Year 2021-22. 4. Special incentive to Mr. Sanjeev Kumar, Joint Managing Director of the Company for the Financial Year 2021-22.

POSTAL BALLOT

Following resolutions were passed during the Financial Year 2022-23 through Postal Ballot:

S. No.	Resolution	Date of Postal Ballot Notice	Type of resolution	Mode of Voting
1	Shifting of Registered Office of the Company from the NCT of Delhi to the State of Maharashtra.	April 9, 2022	Special	Postal Ballot (Remote E-Voting)
2	To approve the appointment of Mr. Haigreve Khaitan (DIN 00005290) as an Independent Director on the Board of the Company. To approve the appointment of Mr. Vishesh Chander Chandiok (DIN 00016112) as an Independent Director on the Board of the Company. To approve the appointment of Mr. Amit Jatia (DIN 00016871) as an Independent Director on the Board of the Company. Authorising the Board of Directors to mortgage and create charge/hypothecation on assets of the Company for a sum not exceeding ₹ 3,000 Crores.	March 16, 2023	Special	Postal Ballot (Remote E-Voting)

1. Procedure followed for the resolution passed vide Postal Ballot Notice dated April 9, 2022, result whereof was announced on May 13, 2022 was as under:

i. The Board of Directors of the Company, vide resolution dated April 9, 2022 had appointed M/s. Arun Gupta & Associates, Company Secretaries as the Scrutiniser for conducting the Postal Ballot process through remote e-voting;

ii. The Company had completed the dispatch of the Postal Ballot Notice together with the Explanatory Statement on April 13, 2022, to the members whose name(s) appeared on the Register of Members/list of beneficiaries as on April 8, 2022;

iii. The Notice was sent only by way of electronic mode since the requirements of sending the physical copy of notice was dispensed away.

iv. The voting under the postal ballot through remote e-voting was kept open from April 14, 2022 to May 13, 2022 (both for physical and through electronic mode);

v. The remote e-voting module was disabled by NSDL, for remote e-voting after 05:00 p.m. IST on May 13, 2022;

vi. On May 16, 2022, Mr. Mukesh Kumar, Company Secretary and Compliance Officer, so authorised by Chairman announced the results of the postal ballot as per the scrutiniser's report.

The result of the postal ballot along with the scrutiniser's report was hosted on the Company's website at https://originserver-static1-uat.pvrcinemas.com/pvrcms/financial/PVR_Scrutiniser_Report_PB_16.05.2022.pdf and communicated to the stock exchanges where the Company's shares are listed.

Corporate Governance Report

2. Procedure followed for the resolution passed vide Postal Ballot Notice dated March 16, 2023, result whereof was announced on May 5, 2023 is as under.

i. The Board of Directors of the Company, vide resolution dated March 16, 2023 had appointed Mr. Devesh Kumar Vasisht, Managing Partner of M/s DPV & Associates, LLP as the Scrutiniser for conducting the Postal Ballot process through remote e-voting;

ii. The Company had completed the dispatch of the Postal Ballot Notice together with the Explanatory Statement on April 4, 2023, to the members whose name(s) appeared on the Register of Members/list of beneficiaries as on March 31, 2023;

iii. The Notice was sent only by way of electronic mode since the requirements of sending the physical copy of notice was dispensed away.

iv. The voting under the postal ballot through remote e-voting was kept open from April 5, 2023 to May 4, 2023 (both for physical and through electronic mode);

v. The remote e-voting module was disabled by NSDL, for remote e-voting after 05:00 p.m. IST on May 4, 2023;

vi. On May 5, 2023, Mr. Mukesh Kumar, Company Secretary and Compliance Officer, so authorised by Chairman announced the results of the postal ballot as per the scrutiniser's report.

The result of the postal ballot along with the scrutiniser's report was hosted on the Company's website at https://originserver-static1-uat.pvrcinemas.com/pvrcms/financial/PVR_INOX_%E2%80%93_Scrutinizer_Report_PB_05.05.23.05.23.pdf and communicated to the stock exchanges where the Company's shares are listed.

CHANGE IN PROMOTER/PROMOTER GROUP

During the year under review, pursuant to clause 9 of Part III of scheme of amalgamation of erstwhile INOX Leisure Limited with the Company, the following Promoters/Promoter group were added from the effective date of scheme i.e. February 6, 2023 in the Shareholding Pattern of the Company."

A. Promoters

i) Mr. Ajay Bijli;
ii) Mr. Sanjeev Kumar;
iii) Mr. Pavan Kumar Jain;
iv) Mr. Siddharth Jain
v) GFL Limited; and
vi) INOX Infrastructure Limited

B. Promoter Group

i) Ms. Selena Bijli;
ii) Ms. Nayana Bijli;
iii) Ms. Niharika Bijli;
iv) Mr. Aamer Krishan Bijli;
v) Ms. Nayantara Jain

MEANS OF COMMUNICATION:

The Company interacts with its shareholders through multiple forms of corporate and financial communication such as annual reports, result announcement which includes quarterly, half-yearly and annual financial results, conference calls and media releases. The financial results and Investor calls transcripts are also made available at Company's website https://www.pvrcinemas.com/corporate/quarterly-updates and https://www.pvrcinemas.com/corporate

Communication to shareholders on E-mail: Documents like notices, annual reports, ECS advices for dividends, etc. were sent to the shareholders at their email address, as registered with their Depository Participants/Company/Registrar and Transfer Agents (RTA). This helps in prompt delivery of document, reduce paper consumption, save trees and avoid loss of documents in transit.

NEAPS (NSE Electronic Application Processing system) and BSE Listing Centre: NSE and BSE have developed web-based applications for corporates. All compliances like Financial Results, Shareholding Pattern, Official news releases and Presentations made to institutional investors or to the analysts and Corporate Governance Report, etc. are filed electronically through NEAPS/BSE Listing center.

SCORES (SEBI Complaints Redressal System): SEBI processes investor complaints in a centralised web-based Complaints Redressal System i.e. SCORES. Through this system a shareholder can lodge complaint against the Company for his/her grievance. The Company uploads the action taken on the complaint which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI.

Exclusive E-mail ID for investors: The Company has designated E-mail ID investorrelations@pvrcinemas.com exclusively for investor servicing.

The Quarterly and Annual Results of the Company were published in the following newspapers and are available on Company's website https://www.pvrcinemas.com/corporate/newspaper-advertisement:

Newspapers	Language	Region
Business Standard/Loksatta	Hindi/ Marathi	New Delhi/Mumbai
Business Standard	English	All Editions - Delhi, Ahmedabad, Bengaluru, Mumbai, Bhubaneswar, Kolkata, Chandigarh, Cochin, Hyderabad, Lucknow, Chennai and Pune

General Shareholders' Information

1.	Annual General Meeting	September 26, 2023 at 11:00 a.m. through Video Conferencing/ Other Audio Visual Means as set out in the Notice convening the Annual General Meeting
2.	Financial Calendar	Tentative Schedule
	The Company follows the period of April 1 to March 31, as the Financial Year.	
	Meeting of Board of Directors:	
	First quarterly results	on or before August 14, 2023
	Second quarterly/Half yearly results	on or before November 14, 2023
	Third quarterly results	on or before February 14, 2024
	Annual results for the year ending on March 31, 2024	on or before May 30, 2024
	The above schedule is tentative and the exact dates will be duly communicated as per statutory requirements.	
	Annual General Meeting for the year ending on March 31, 2024	on or before September 30, 2024.
3.	Dividend Payment	N.A.
4.	Listing on Stock Exchanges	National Stock Exchange of India Limited (NSE) Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051
		BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
5.	Stock Code	NSE Symbol: PVRINOX; BSE Script Code: 532689 ISIN: INE191H01014

Listing fees has been paid to both the Stock Exchanges where the securities of the Company are listed. Further, none of the securities of the Company has been suspended from trading by any of the stock exchanges, where such securities are listed.

6. Market Price Data

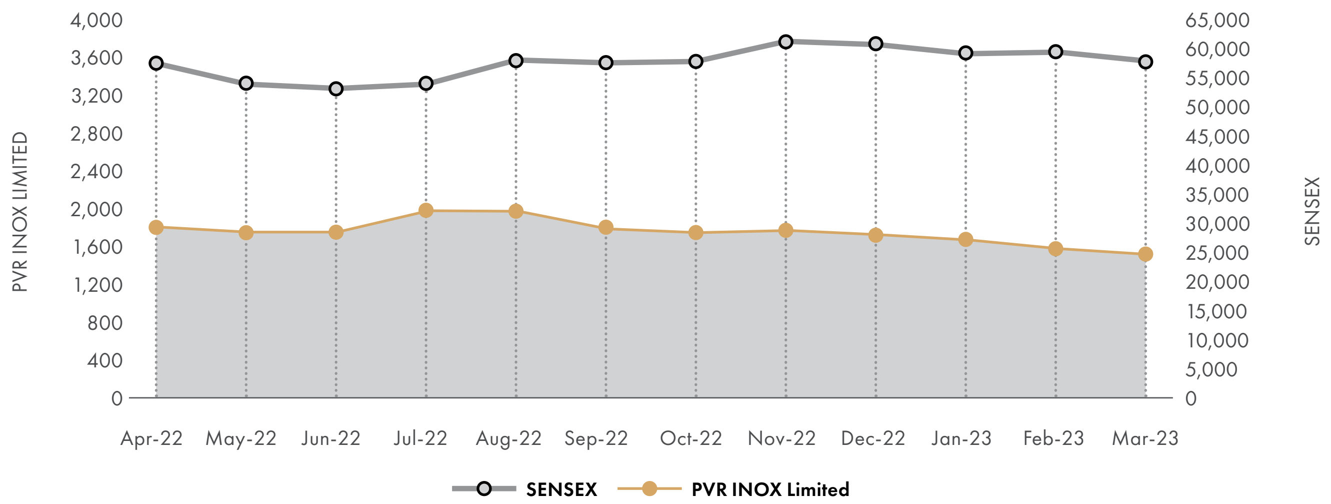
Month	Monthly High Low for the year under review			
	NSE		BSE	
	High	Low	High	Low
Apr-22	1,963.70	1,701.15	1,947.50	1,702.80
May-22	1,893.45	1,651.25	1,892.65	1,651.50
Jun-22	1,902.85	1,666.05	1,902.55	1,665.90
Jul-22	2,153.85	1,828.90	2,167.05	1,829.35
Aug-22	2,214.85	1,770.00	2,211.55	1,760.05
Sep-22	1,975.50	1,630.00	1,974.75	1,630.00
Oct-22	1,829.95	1,661.60	1,829.90	1,662.20
Nov-22	1,875.00	1,711.00	1,887.50	1,711.80
Dec-22	1,925.45	1,607.90	1,925.00	1,600.25
Jan-23	1,771.40	1,591.90	1,768.85	1,594.55
Feb-23	1,726.55	1,501.65	1,725.00	1,501.40
Mar-23	1,597.00	1471.00	1,599.00	1,471.30

Corporate Governance Report

7. Performance of PVR Share Price in Comparison to:

BSE SENSEX

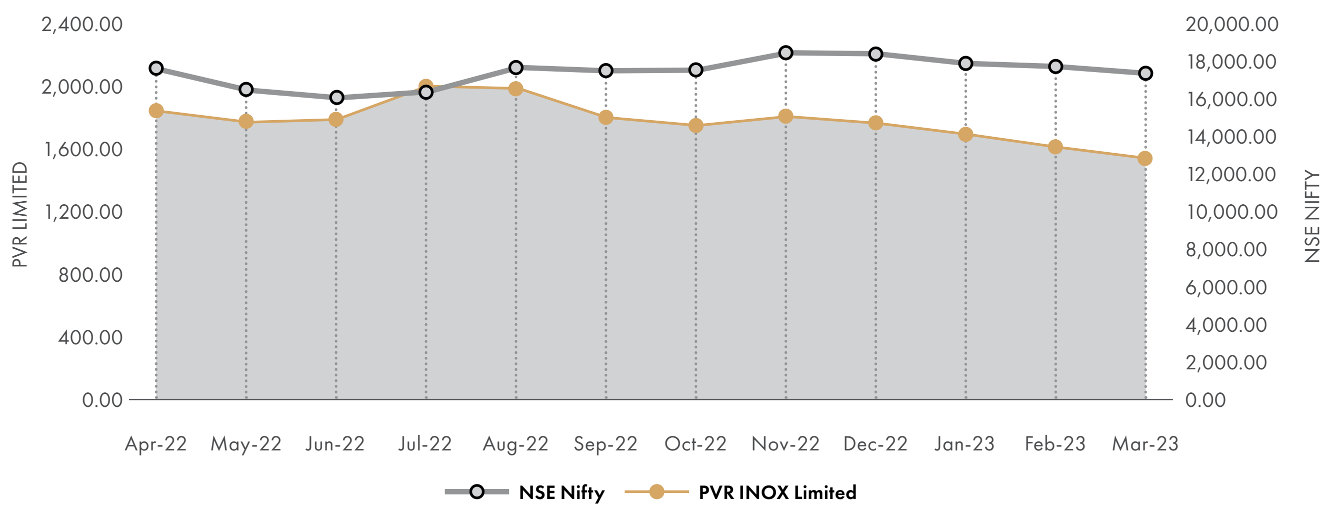
Price Movement at BSE



*PVR INOX and Sensex prices as depicted in the above chart are the average prices for each month.

NSE NIFTY

Price Movement at NSE



*PVR INOX and Nifty prices as depicted in the above chart are the average prices for each month.

8. Registrar and Share Transfer Agent:

KFin Technologies Limited (KTL)
(Formerly known as KFin Technologies Private Limited),
Selenium Tower B, Plot 31-32, Gachibowli
Financial District, Nanakramguda,
Hyderabad- 500 032 Ph. No. 6716 2222
Toll Free Number: 1800 3094 001
Website: www.kfintech.com
Email: einward.ris@kfintech.com

9. Share Transfer System:

SEBI has mandated that, effective April 1, 2019, no share can be transferred in physical mode. Hence, the shareholders holding shares in physical form are advised to avail the facility of dematerialisation. Shares in physical form can be lodged with KTL at the above-mentioned address. Share Transfer Committee was formulated to approve transfer of shares in the physical segment. The Committee had delegated authority for approving transfer and transmission of shares and other related matters to the officers of the Company. The Company obtains from a Company Secretary in Practice, yearly certificate of compliance, as required under Regulation 40(9) of the Listing Regulations, and files a copy of the same with the Stock Exchanges.

10 (a) Distribution Schedule

	Distribution Schedule - Consolidated As on 31-3-2023				
Category (Amount)	**No. of Cases**	**% of Cases**	**Total Shares**	**Amount**	**% of Amount**
1-5000	1,99,976	98.980380	51,70,285	5,17,02,850	5.277561
5001- 10000	995	0.492486	7,05,688	70,56,880	0.720330
10001- 20000	444	0.219763	6,36,297	63,62,970	0.649499
20001- 30000	139	0.068800	3,45,197	34,51,970	0.352359
30001- 40000	54	0.026728	1,87,798	18,77,980	0.191695
40001- 50000	36	0.017819	1,61,070	16,10,700	0.164412
50001- 100000	95	0.047021	6,38,848	63,88,480	0.652103
100001& Above	297	0.147004	9,01,22,131	90,12,21,310	91.992040
Total	**2,02,036**	**100.00**	**9,79,67,314**	**97,96,73,140**	**100.00**

10 (b) Shareholding Pattern

Category	Consolidated Change in Shareholding Pattern As on 31-03-2023		
	As on 31/03/2023		
	Cases	**Holding**	**% To Equity**
PROMOTERS	*6	2,63,51,970	26.898737
FOREIGN PORTFOLIO - CORP	226	2,60,98,833	26.640348
MUTUAL FUNDS	92	1,98,82,871	20.295413
RESIDENT INDIVIDUALS	1,95,594	74,50,528	7.605116
FOREIGN PORTFOLIO INVESTORS	10	44,59,891	4.552428
QUALIFIED INSTITUTIONAL BUYER	14	44,59,086	4.551606
MUTUAL FUNDS	8	41,99,754	4.286893
BODIES CORPORATES	709	16,80,277	1.715140
FOREIGN CORPORATE BODIES	2	11,53,652	1.177589
ALTERNATIVE INVESTMENT FUND	18	7,57,844	0.773568
PROMOTER GROUP	4	5,47,106	0.558458
EMPLOYEES	42	2,83,500	0.289382
NON RESIDENT INDIANS	1,773	1,65,525	0.168959
H U F	2,176	1,51,476	0.154619
NON RESIDENT INDIAN NON REPATRIABLE	1,291	98,337	0.100377
KEY MANAGEMENT PERSONNEL	1	91,076	0.092966
INSURANCE COMPANIES	1	86,912	0.088715
I E P F	1	31,324	0.031974
CLEARING MEMBERS	56	9,638	0.009838
TRUSTS	7	7,568	0.007725
FOREIGN NATIONALS	1	93	0.000095
NBFC	1	34	0.000035
BANKS	1	19	0.000019
Total	2,02,036	9,79,67,314	100.00

*The Company have six promoters as on March 31, 2023 however two of the promoters are having two dematerialisation accounts.

11. Dematerialisation of shares and liquidity

Our Equity Shares are traded in dematerialised form since its listing. We have entered into agreements with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to facilitate trading in dematerialised form in India. Further the Commercial Papers (CPs) are also admitted with NSDL and CDSL.

The breakup of Equity Share capital in dematerialised form held with depositories and in physical form as on March 31, 2023 is as follows:

Summary of Shareholding as on March 31, 2023

Category	No. of Holders	Total Shares	% to Equity
PHYSICAL	41	194	0.00
N S D L	71513	93378842	95.32
C D S L	130482	4588278	4.68
Total	**2,02,036**	**97967314**	**100.00**

Details of Demat Suspense Account

The Company had opened Demat Suspense Account- "PVR LIMITED-UNCLAIMED SHARES DEMAT SUSPENSE ACCOUNT" for the unclaimed shares. During the year, pursuant to Scheme of Amalgamation, INOX Leisure Limited (INOX) merged with PVR Limited w.e.f February 6, 2023. Hence the balance in "INOX Leisure Limited – Unclaimed Suspense Account" has been transferred to "PVR LIMITED-UNCLAIMED SHARES DEMAT SUSPENSE ACCOUNT".

During the year, none of shareholders have approached the Company for transfer of unclaimed shares from the Suspense Account.

Accordingly, the outstanding shares in the Suspense Account as on April 1, 2022 were 25 in number (only 1 shareholder) and as on March 31, 2023 were 1933 in number (26 shareholders).

It is also confirmed that the voting rights on the above shares shall remain frozen till the rightful owner of such shares claims the shares.

12. Details on Outstanding Securities as on March 31, 2023 and details of commodity price risk, foreign exchange risk & hedging activity

As on March 31, 2023, the Company has not issued any GDRs, ADRs, Warrants or any other convertible instruments. Details of commodity price risk, foreign exchange risk & hedging activity (commodity or otherwise), as applicable, during the Financial Year 2022-23 are provided in financial statements. It is hereby confirmed that the Company is not involved in commodity and/or derivative market.

13. Other Information

Service of documents through Email

In terms of provisions of Companies Act, 2013, service of documents to members by a Company is allowed through electronic mode. Further, as per Listing Regulations, listed companies shall provide soft copies of full annual reports to all those shareholders who have registered their e-mail addresses for this purpose. Accordingly, the Company proposes to send documents like shareholders meeting notice/other notices, annual report, Board Report, Auditor's Report or any other document, to its members in electronic form at the email address provided by them and/or made available to the Company by their depositories. This will definitely help prompt receipt of communication, reduce paper consumption and save trees as well as avoid loss of documents in transit.

Members who have not yet registered their email id (including those who wish to change their already registered email id) may get the same registered/updated either with their depositories or by writing to the Company. Members having multiple folios are requested to get them consolidated.

Reconciliation of Share Capital Audit

M/s. S Anand SS Rao, an Independent firm of practicing Company Secretary, carries out the Reconciliation of Share Capital Audit as mandated by SEBI and reports on the reconciliation of total issued and listed capital with that of total share capital admitted/held in dematerialised form with NSDL and CDSL and those held in physical form. This audit is carried out on quarterly basis and the report thereof is submitted to the Stock Exchanges, where the Company's shares are listed.

Compliance with Secretarial Standards

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has materially complied with them.

Further, it is confirmed that there has been no instance of non-compliance by the Company nor any penalty or stricture was imposed on the Company by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years. Also, there are no instances of non-compliance with the requirements as stated in this Report.

Compliance with Regulations 17 to 27 and 46 of Listing Regulations

The Company has complied with all the requirements of provisions of Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of 46 of Listing Regulations.

Further, the Company endeavor to comply with the discretionary requirements laid down under Part E of Schedule II of Listing Regulations, to the extent possible.

Plant Locations

In view of the nature of the Company's business i.e. Movie Exhibition Business, the Company operates through various locations in India and Sri Lanka and the Company does not have any plant.

Address for correspondence	:	Mr. Mukesh Kumar Company Secretary & Compliance Officer
Registered Office	:	7th Floor, Lotus Grandeur Building, Veera Desai Road, Opp. Gundecha Symphony, Andheri (W), Mumbai – 400053
Corporate Office	:	Block A, 4th Floor, Building No. 9A, DLF Cyber City, Phase-III, Gurugram, Haryana – 122002
Investor Grievance Email	:	cosec@pvrcinemas.com investorrelations@pvrcinemas.com Tel: + 91-124-4708100 Fax: + 91-124-4708101 Website: www.pvrcinemas.com

List of all Credit Ratings

The Company has received the credit ratings from various agencies for the Financial Year 2022-23, for its debt instruments, details whereof is given below:

Sr. No.	Company	Name of Agency	Rating	Name of Instrument	Date of Rating	Amount (₹ Cr)
1	PVR	CRISIL*	CRISIL AA-/Watch Positive	Bank Loan Facilities	December 21, 2022	1,133.33
			CRISIL AA-/Watch Positive	Non Convertible Debentures**	December 21, 2022	50.00
			CRISIL PPMLD AA- r/Watch Positive	Principal Protected Market Linked Debentures**	December 21, 2022	100.00
			CRISIL A1+	Commercial Paper	December 21, 2022	50.00
2		India Ratings & Research	IND AA-/RWE/IND A1+/RWE	Principal Protected Market Linked Debentures***	November 10, 2022	230.00
			IND PP-MLD AAemr/RWE	Fund-based facility	November 10, 2022	65.00

*On April 12, 2023, CRISIL Ratings has removed its ratings on the bank facilities of PVR Ltd (PVR) from 'Rating Watch with Positive Implications' and has reaffirmed the rating at 'CRISIL AA-/CRISIL PPMLD AA-/CRISIL A1+' while assigning a 'Positive' outlook on the long-term ratings and debt instruments and assigned its 'CRISIL A1+' rating to the short-term rating transferred from the erstwhile INOX Leisure Ltd (INOX) to PVR Ltd.

**PP-MLD & NCD had yet to be issued.

***On January 5, 2023, PP-MLD were repaid.

Certificates from Practicing Company Secretaries:

(a) A certificate on compliance of Listing Regulations relating to corporate governance. The same also forms part of this Report; and

(b) A certificate confirming the Company that none of the Directors on the Board of the Company, as on March 31, 2023, have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority. The same also forms part of this Report.

Total fees paid to M/s. S.R. Batliboi & Co. LLP, Statutory Auditors of the Company

Total fees for all services paid by the Company and its subsidiaries, during the Financial Year 2022-23, on a consolidated basis, to the statutory auditors of the Company and all entities in the network firm/network entity of which the statutory auditors is a part is given below:

(₹ In Lakhs)

Nature	Total	Amount paid by the Company to M/s. S.R. Batliboi & Co. LLP	Amount paid by the subsidiaries of the Company to M/s. S.R. Batliboi & Co. LLP and its network entities
Audit fee	87	72	15
Limited Review	32	32	0
Other Certifications	4	4	0
Reimbursement of out of pocket expenses	11	11	0
Total	**134**	**119**	**15**

Prevention of Sexual Harassment Policy:

The Company is committed to provide a protective environment at work place for all its women employees to ensure that every woman employee is treated with dignity and respect and as mandated under "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013". The Company has in place a formal policy for prevention of sexual harassment of its women employees and also constituted an Internal Complaints Committee for them. The details of total number of complaints filed, disposed and pending in this regard during the Financial Year 2022-23 are disclosed in the Board Report.

Related Party Transaction Policy

This Policy is intended to ensure due and timely identification, approval, disclosure and reporting of transactions between the Company and any of its Related Parties in compliance with the applicable laws and regulations as may be amended from time to time.

The provisions of this Policy are designed to govern the approval process and disclosure requirements to ensure transparency in the conduct of Related Party Transactions in the best interest of the Company and its shareholders and to comply with the statutory provisions in this regard. Detailed Related Party Transaction Policy is provided on the Company's website https://originserver-static1-uat.pvrcinemas.com/pvrcms/financial/RELATED_PARTY_TRANSACTION_POLICY.pdf

The Company has followed the Indian Accounting Standards, in relation to related party transactions, as notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Account) Rules, 2014 in preparation of the financial statements.

The Company has complied with Listing Regulations in relation to related party transactions. During the Financial Year 2022-23, no materially significant related party transaction has been entered by the Company which may have potential conflict with the interests of the Company at large.

Vigil Mechanism Policy/Whistle Blower Policy:

Section 177(9) of Companies Act, 2013 and Regulation 22 of Listing Regulations requires that the Company shall establish a vigil mechanism for directors and employees for reporting concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The vigil mechanism provides for adequate safeguards against victimisation of persons who use such mechanism. It is confirmed that during the Financial Year 2022-23, no personnel was denied direct access to any member of the Whistle Blower Investigation Committee. Detailed Whistle Blower Policy is provided on the Company's website https://originserver-static1-uat.pvrcinemas.com/pvrcms/financial/WHISTLE_BLOWER_POLICY.pdf

Material Subsidiary

As on March 31, 2023, none of the subsidiaries of the Company qualify as Material Subsidiary as defined in Regulation 24 of Listing Regulations. The Policy for determination of Material Subsidiary is available on the website of the Company https://originserver-static1-uat.pvrcinemas.com/pvrcms/financial/POLICY_ON_MATERIAL_SUBSIDIARY.pdf

Certification by Chief Executive Officer & Chief Financial Officer of the Company

We, Ajay Bijli, Managing Director and Nitin Sood, Chief Financial Officer of PVR INOX Limited, to the best of our knowledge and belief, certify that:

A. We have reviewed financial statements and the cash flow statement of the Company for the Financial Year ended March 31, 2023 and that to the best of our knowledge and belief:

   i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct.

C. We are responsible for establishing and maintaining internal controls for financial reporting and procedures for the Company and that we have evaluated the effectiveness of Company's internal control systems and procedures pertaining to financial reporting.

D. We have indicated based on our most recent evaluation wherever applicable, to the Company's Auditors and through them to the Audit Committee of the Company's Board of Directors:

   1. Deficiencies in the design or operation of internal controls of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
   2. Significant changes in internal control over financial reporting during the year.
   3. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements and
   4. Any fraud of which we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company internal control system over financial reporting.

Place: New Delhi
Date: May 15, 2023

Sd/-
Ajay Bijli
Managing Director

Sd/-
Nitin Sood
Chief Financial Officer

Certification on Compliance with Code of Conduct of the Company

I declare that all Board Members and Senior Management personnel have affirmed compliances with the code of conduct for the Financial Year 2022-23.

Place: New Delhi
Date: May 15, 2023

Sd/-
Ajay Bijli
Managing Director

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
PVR INOX LIMITED
(formerly known as PVR Limited)
(CIN: L74899MH1995PLC387971)
7th Floor Lotus, Grandeur Building,
Veera Desai Road, Opposite Gundecha
Symphony, Andheri (West) Mumbai

1. That the equity shares of PVR INOX Limited (hereinafter referred as "the Company") are listed on BSE Limited and National Stock Exchange of India Limited.

2. I have examined the relevant disclosures received from the directors as well as the registers, records, forms, and returns maintained by the Company and produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. In my opinion and to the best of my information and according to the verifications and examination of the disclosures under section 184/189, 170, 164, 149 of the Companies Act, 2013 (the Act) and DIN status at the portal, www.mca.gov.in, as considered necessary and explanations furnished to us by the Company and its officers, I certify that none of the below named Directors on the Board of the Company as on March 31, 2023 have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority:

Sr. No.	Name of Director	Director Identification Number (DIN)	Date of Appointment in Company
1.	Mr. Ajay Bijli	00531142	24/07/2003
2.	Mr. Sanjeev Kumar	00208173	24/07/2003
3.	Mr. Pavan Kumar Jain	00030098	06/02/2023
4.	Mr. Siddharth Jain	00030202	06/02/2023
5.	Mr. Sanjai Vohra	00700879	30/09/2011
6.	Ms. Renuka Ramnath	00147182	30/01/2013
7.	Ms. Pallavi Shardul Shroff	00013580	22/10/2019
8.	Mr. Vishesh Chander Chandiok	00016112	10/02/2023
9.	Mr. Amit Jatia	00016871	10/02/2023
10.	Mr. Haigreve Khaitan*	00005290	10/02/2023

*Filing of the prescribed e-form DIR-12 with the Registrar of Companies is pending due to technical issue.

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

5. This certificate is based on the information and records available up to this date and I have no responsibility to update this certificate for the events and circumstances occurring after the date of the certificate.

For **DPV & Associates LLP**
Company Secretaries
Firm Reg. No.: L2021DE009500
Peer Review Certificate No. 2792/2022

Sd/-
Devesh Kumar Vasisht
Managing Partner (Scrutiniser)
CP No.:13700/Mem. No. F8488
UDIN: F008488E000298910

Date: May 15, 2023
Place: New Delhi

Certificate Regarding Compliance of Conditions of Corporate Governance

To,
The Members of
PVR INOX LIMITED
(formerly known as PVR Limited)
(CIN: L74899MH1995PLC387971)
7th Floor Lotus, Grandeur Building,
Veera Desai Road, Opposite Gundecha
Symphony, Andheri (West) Mumbai

1. We have examined the compliance of conditions of Corporate Governance by the PVR INOX Limited ("the Company") for the year ended on March 31, 2023, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and paragraph C, D and E of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations").

Management's Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated under the provisions of the LODR Regulations.

Auditors' Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

4. We have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Opinion

5. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and paragraph C, D and E of Schedule V to the LODR Regulations during the year ended March 31, 2023.

6. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **DPV & Associates LLP**
Company Secretaries
Firm Reg. No.: L2021DE009500
Peer Review Certificate No. 2792/2022

Sd/-
Devesh Kumar Vasisht
Managing Partner (Scrutiniser)
CP No.:13700/Mem. No. F8488
UDIN: F008488E000298877

Date: May 15, 2023
Place: New Delhi

Business Responsibility and Sustainability Report

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L74899MH1995PLC387971
2.	Name of the Listed Entity	PVR INOX LIMITED (Formerly known as PVR Limited)*
3.	Year of Incorporation	1995
4.	Registered Office Address	7th Floor, Lotus Grandeur Building, Veera Desai Road, Opposite Gundecha Symphony, Andheri (West), Mumbai – 400 053
5.	Corporate Address	Block-A, 4th Floor, Building No. 9A, DLF Cyber City, Phase III, Gurgaon – 122 002
6.	E-mail id	investorrelations@pvrcinemas.com
7.	Telephone	0124-4708100
8.	Website	www.pvrcinemas.com
9.	Financial year for which reporting is being done	2022-23
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited
		National Stock Exchange of India Limited
11.	Paid up Capital (INR)	₹ 9,796.73 lakhs
12.	Name and contact details (telephone, e-mail address) of the person who may be contacted in case of any queries on the BRSR report	
	Name	Sangeeta Robinson
	Designation	Chief Sustainability Officer
	Telephone number	+91 124 4708100
	E-mail ID	sangeeta.robinson@pvrcinemas.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	Disclosures are made on standalone basis, unless specifically mentioned.

*PVR and INOX merged with effect from February 6, 2023 and the name of the Company was changed to PVR INOX Limited w.e.f. April 20, 2023.

II. Products/Services - As on March 31, 2023

14. Details of business activities (accounting for 100% of the Turnover):

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Motion Picture Exhibition in Cinemas	The Company is in the business of Motion Picture Exhibition in Cinemas	100

Products/Services sold by the entity (accounting for 100% of the entity's Turnover):

Sr. No.	Product/Service	NIC Code	% of total contributed Turnover
1.	Motion Picture Exhibition in Cinemas	59141	52
2.	Sale of Food and beverages in Cinemas	59141	30
3.	Advertisement income, Convenience fees and Other operating revenue and Other Income	59141	18

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	358 Cinemas with 1,671 screens in 114 cities of India	Corporate Office, 10 Regional Offices/Registered Office	365

17. Markets served by the entity:

a) Number of locations

Locations	Number
National (No. of States)	23 States and Union Territories

b) What is the contribution of exports as a percentage of the total turnover of the entity?

PVR INOX Limited has no export earnings on a standalone basis.

c) A brief on types of customers

PVR INOX is India's largest premium film exhibition company and our customers include people who like to experience world-class Motion Picture Exhibition in Cinemas. We cater to a diverse diaspora of movie goers through our various cinema formats namely Director's Cut, ICE, IMAX, Play House, Gold, Luxe, Onyx, Insignia etc.

IV. Employees

18. Details as at the end of Financial Year:

a) Employees and workers (including differently abled):

Sr. No.	Particulars	Total (A)	Male No. (B)	Male % (B/A)	Female No. (C)	Female % (C/A)
EMPLOYEES						
1.	Permanent (D)	4,689	4,243	90.5	446	9.5
2.	Other than Permanent (E)	10,524	8,511	80.9	2,012	19.1
3.	**Total employees (D+E)**	**15,213****	**12,754**	**83.8**	**2,458**	**16.1**

** We also have 1 Transgender employee

*Note: We are not governed by factories act and hence no employee falls in the category of workers by definition.

b) Differently abled Employees and workers:

Sr. No.	Particulars	Total (A)	Male No. (B)	Male % (B/A)	Female No. (C)	Female % (C/A)
EMPLOYEES						
1.	Permanent (D)	9	8	89	1	11
2.	Other than Permanent (E)	19	19	100	0	0
3.	**Total employees (D+E)**	**28**	**27**	**96**	**1**	**3.5**

19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females No. (B)	% (B/A)
Board of Directors	10	2	20
Key Management Personnel	3	0	0

20. Turnover rate for permanent employees and workers

	FY 2022-23			FY 2021-22			FY 2020-21		
	Male	**Female**	**Total**	Male	Female	Total	Male	Female	Total
Permanent Employees	**19%**	**21.5%**	**20%**	22%	34%	24%	42%	62%	44%

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V. Holding, Subsidiary and Associate Companies (including joint ventures)

21. (a) Names of holding/subsidiary/associate companies/joint ventures

The Company has following four subsidiaries:

Sr. No.	Name of the holding/subsidiary/associate companies/joint ventures (A)	Indicate whether holding/Subsidiary/Associate/Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	PVR Pictures Limited	Subsidiary	100	As of now our subsidiary companies do not participate in our Business Responsibility initiatives.
2.	Zea Maize Private Limited	Subsidiary	89.93	
3.	PVR Lanka Limited	Subsidiary	100	
4.	Shouri Properties Private Limited	Subsidiary	100	

VI. CSR Details

22. (i) Whether CSR is applicable as per Section 135 of Companies Act, 2013: (Yes/No) - YES CSR is applicable to the Company. However, since the average net profit of the Company has been negative in 2020-21 and 2021-22 on account of Covid shutting down operations for more than 18 months. We have no budgets for CSR in the year under review.

- Turnover (in ₹) – 3,82,973 Lakhs
- Net worth (in ₹) – 7,32,985 Lakhs

VII. Transparency and Disclosures Compliances

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2022-23			FY 2021-22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Y*	-	-	-	-	-	-
Investors (other than shareholders)	Y**	**0**	**0**	**0**	0	0	
Shareholders	Y**	**88**	**0**		19	0	
Employees and workers	Y***	**42**	**0**		18	1	
Customers	Y****	**26,899**	**18**		7,222	169	
Value Chain Partners	N*****	-	-	-	-	-	-

*No complaints have been received from communities on their various platforms mentioned in Principle 8.

**The Company has appointed Registrar and Share Transfer Agent (RTA) to look into the grievances/complaints of the shareholders. In addition to it the Company has designated e-mail ID "investorrelations@pvrcinemas.com", where the shareholders can send their grievances/complaints. The said grievances/complaints are received directly by the Company and are forwarded to RTA promptly to take necessary actions to resolve the same.

***The details of grievance redressal mechanism for employees and workers/are provided in Principle 3, point No. 6.

**** The details of grievance redressal mechanism for customers are provided in Principle 9.

***** Value Chain partners will be covered in the grievance redressal mechanism to be extended to value chain partners.

24. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Unserved customers: Access to people with disabilities and elderly	Opportunity	As per the World Bank, India has some 40 to 80 million persons with disability.		**Positive:** Even 1% of this customer base would be adding a substantial number to the movie going population.
2.	Infection Control	Risk	Ref. COVID-19	Installation of 2,311 Wolf Air Masks based on ion neutralisation technology; successfully tested on SARS Covid 2 Virus at an ICMR recognised and ILAC accredited lab SGS Certified	**Positive:** With repeated outbursts of Covid; it is imperative that we do not let our guard down to ensure business continuity without disruption and build customer confidence.
3.	Use of Plastic	Risk	Despite eliminating Plastic across our operations, we still have plastic water bottles, garbage bags, PE coated cups and containers.	To offset the minimal use of plastic, we have moved to waste to wear fabric for our mainstream uniforms and will soon be doing the same for the shoes too.	**Positive:** For each Uniform (Shirt and Trouser), So far 40,000 bottles have been recycled in 2022-23.
4.	Safety: Process to record near Misses	Risk	We have more than 300 cinemas that have a huge footfall; small incidents that go unreported can result in big hazards.	We have put in a listening and learning mechanism that creates caution and can help other cinemas avoid those incidences by taking preventive action	**Positive:** Not quantifiable; the cost of an incident can be small or big but we would like to avoid injury or harm to our customers and employees at all costs.
5.	Energy Conservation	Risk	With 359 cinemas and being an energy intensive business	Laser Projection, chillers, Audits, Power factor level, Load optimisation Mechanical Timers, occupancy sensors, LED lights, HVAC plants and sub systems monitored.	**Positive:** These initiatives have resulted in massive energy savings; details in Principle 6

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

We have implemented following policies towards adopting National Guidelines on Responsible Business Conduct (NGRBC):

Principle P1 - Business ethics, integrity & Transparency

- Code of Business Conduct & Ethics Policy
- Code of Conduct for BOD & Senior Management
- Insider Trading Policy
- Whistle-Blower Policy

Principle P2 - Product Responsibility

- Product Responsibility Policy
- Environment Policy

Principle P3 - Employee Well-being

- Code of Business Conduct & Ethics Policy
- Numerous policies related to Employee well-being and other benefits
- DEI Policy

Principle P4 - Stakeholder Engagement

- Corporate Social Responsibility Policy
- Investor Grievance Redressal Policy
- Stakeholder Engagement Policy

Principle P5 - Human Rights

- Human Rights Policy
- DEI Policy

Principle P6 - Environment

- Environment Policy
- Product Responsibility Report

Principle P7 - Policy Advocacy

- Public Advocacy Policy

Principle P8 - Inclusive Growth

- Corporate Social Responsibility Policy
- Stakeholder Engagement Policy

Principle P9 - Customer Value

- Customer Value Policy

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1. a) Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b) Has the policy been approved by the Board? (Yes/No)	Our Policies are approved by MD								
c) Web Link* of the Policies, if available	https://www.pvrcinemas.com/corporate								
2. Whether the entity has translated the policy into procedures. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	N	N	N	N	N	N	N	N	N
4. Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	All the Policies have been formulated as per the National Guidelines on Responsible Business Conduct, 2019 released by the Ministry of Corporate Affairs, GoI.								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Our strategies, business model and operations are devised keeping in mind environment protection, employee and customer safety and strong governance practices.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	NA								

Governance, leadership and oversight

7. Statement by director responsible for the BRSR, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure).

Dear Stakeholders,

The year 2022-23 has been a momentous one for us with the merger of INOX and PVR, making PVR INOX Limited the largest film exhibitor in India with 1,671 screens in 358 cinemas across 114 cities as of March 31, 2023. As a responsible business that touches thousands of lives on a daily basis, we understand and respect the needs of various stakeholder groups that include our guests, colleagues, business partners, investors, vendors and suppliers and the community at large. The way we conduct our business, deliver our services and products, care for our employees, engage with different stakeholder groups (particularly vulnerable ones), and conserve the environment while growing our business; is the true essence of a resilient and sustainable business.

During the year, while we continued to support and strengthen existing and ongoing initiatives, we have also been exploring other opportunities of value creation. Some of these include the adoption of waste2wear fabric for employee uniforms in mainstream cinemas. By replacing uniforms of 1,000 employees with this fabric, we have recycled 40,000 pet bottles. In the coming year, we should be able to double this number. In addition, we are also close to replacing the current uniform shoes worn by our cinema employees with those made from recycled pet bottles.

In an effort to create greater awareness around climate change and its impact and in order to inspire moviegoers in India to take individual action by adopting sustainable practices, we launched a campaign in partnership with Bhumi Pednekar (Climate Warrior and National SDG Advocate for the UN). The video spots created with Bhumi advocating sustainable behaviour are being screened during movies in our theatres to draw the attention of people to the issue of climate change by leveraging the power and reach of cinema.

The Accessible Cinema Programme launched in 2018 continues to expand; both in the number of cinemas as well as the level of facilities we can offer our patrons, we have procured another 20 Power Tracked climbers, taking the total number to 54 to enable patrons on wheelchairs to be safely transported to a suitable row where they can comfortably enjoy films. These have been received very well by patrons across our cinemas. We have also had each of our seat manufacturers design a removable chair option so that going forward, every auditorium in all new cinemas will have one removal chair to accommodate a patrons for whom it is more convenient to continue sitting in their wheelchair. We also propose to create wheelchair spaces. The number of accessible cinemas across PVR INOX is close to touching 200 by June 2023.

Our employees are our greatest asset and a huge reason behind our success. We have undertaken several initiatives and investments to ensure the well-being of our employees and enhancing their skills. PVR INOX has put in place a Diversity, Inclusion and Equity policy and has initiated efforts to consciously hire employees with diverse needs, beginning with people with disabilities.

The safety of our patrons and employees is of paramount importance to us. In our pursuit to continuous improvement, we have put in place a process to record 'near-misses'; and integrate them through a listening and learning mechanism to foster a culture where each individual can pre-empt incidences through preventive action.

Going forward you will see greater integration of ESG focus in our business operations. I look forward to growing a strong and resilient business that contributes to the well-being of all our stakeholders

AJAY BIJLI
Managing Director

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Implementation and oversight of the Business Responsibility Policies and the decision-making on sustainability related issues is the responsibility of the Corporate Social Responsibility Committee of the Board of Directors, which comprises of following members as on March 31, 2023: 1. Mr. Sanjeev Kumar - Chairman 2. Mr. Siddharth Jain 3. Mr. Sanjai Vohra 4. Mr. Amit Jatia
9. Does the entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details.	

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director/ Committee of the Board/Any other Committee									Frequency (Annually/Half yearly/Quarterly/Any other – please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action	The review has been done by MD & CEOs									The frequency of the review is Annual								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Compliance with the laws of land are the first step in responsible business conduct. The compliance review with all the statutory requirements of relevance to the principles of National Guidelines on Responsible Business Conduct has been done by the respective committees of the Board.																	

11. Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide the name of the agency.

    The assessment/evaluation of the working of its policies is being done internally.

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorised as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally, and ethically responsible.

PRINCIPAL 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

PVR INOX lays great priority on adhering to the highest level of corporate integrity and conducts business as per stringent ethical guidelines and governance practices. We have a Code of Conduct in place for the Board of Directors, Senior Management and Employees. Adherence to operating laws and regulations is of paramount importance. There is zero tolerance for acts of ethical misconduct and/or violation of laws of the land. The Code of Conduct is available on the Company's website https://www.pvrcinemas.com/corporate.

The Code describes rules for business conduct and integrity at the workplace that are expected to be followed by Directors and employees in their respective areas of work and in their dealings with all stakeholders.

Essential Indicators

1. **Percentage coverage by training and awareness programmes on any of the Principles during the financial year:**

   All the cinema operational staff are given periodical training on Customer Service, Health & Safety of employees and guests. Board and KMPs are apprised about the changing requirements from time to time in the Board meeting and Management meetings. During the year, the following awareness/training has been conducted for various categories of employees as listed below:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	1	Climate Change	10
Employees other than BoD and KMPs	8	Principle 6: Waste Management - 1 Principles 4/8: Accessibility & Inclusion Operation of Assistive equipment - 2 POSH - 3: Supply Chain Sustainability -1 Principle 1: Ethics and Transparency - 1	80

2. **Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format. (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):**

   No such fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings either by the entity or by directors/KMPs.

   Monetary

	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/Fine	NA	NA	NA	NA	NA
Settlement	NA	NA	NA	NA	NA
Compounding fee	NA	NA	NA	NA	NA

   Non-Monetary

	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	No Non-Monetary imprisonment or punishment has been imposed on the entity or on the directors/KMPs.			
Punishment				

3. **Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.**

   Not applicable (NA).

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

   The Code of Business Conduct & Ethics Policy and the Code of Conduct for BOD & Senior Management covers the concerns regarding anti-corruption or anti-bribery policy. Policies are accessible at https://www.pvrcinemas.com/corporate.

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:**

No disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption against any of the Directors/KMPs/employees.

	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Directors	NA	NA
KMPs	NA	NA
Employees	NA	NA
Workers	NA	NA

6. **Details of complaints with regard to conflict of interest:**

No complaint was received with regard to conflict of interest of the Directors, KMPs or any other employee.

	FY 2022-23 (Current Financial Year)		FY 2021-22 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	NA	NA	NA	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	NA	NA	NA	NA

7. **Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.**

Not Applicable (NA)

PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe.

PVR INOX delivers the following Products and Services to its customers in India and Sri Lanka:

1. Motion Picture Exhibition in Cinemas
2. Sale of Food and beverages in Cinemas
3. In-cinema Advertisement

We have been looking at our entire value chain through a Sustainability/ESG lens and analysing aspects where there is an opportunity to work towards meeting the Sustainable Development Goals.

1. **Motion Picture Exhibition in Cinemas:** Since 2018, we have been working towards making our cinemas accessible for people with disabilities SDGs 10&11
2. **Sale of Food and beverages in Cinemas:** We have been extremely conscious to source sustainably throughout our supply chain through several initiatives such as:
   - Waste-2-wear fabric for uniforms of staff in mainstream cinemas made from pet bottles; the fabric constitutes 65% recycled polyester and 35% cotton. 20 pet bottles are recycled for one set of shirt and trouser. During the year, the uniforms of 1000 employees were replaced with these uniforms (2 sets each X 1000 X 20= 40,000 pet bottles recycled). Going forward, all mainstream uniforms will be replaced by those with waste to wear fabric.

PVR INOX employees wearing uniforms made from waste to wear fabric at the event announcing the company's sustainability initiatives and unveiling the sustainability campaign by Bhumi Pednekar, in the presence of Mr. Sanjeev Kumar, Director PVR INOX Limited

   - Use of Sugarcane Bagasse, PLA, and other biodegradable containers to serve food and beverages in our cinemas.

   - Recyclable garbage bags (as certified by the Central Institute of Plastics, Engineering and Technology under the Ministry of Chemicals and Fertilizers, GoI) are being used
   - 3D glass covers made up of biodegradable corn starch and replaced plastic cover blankets with fabric sleeves across all PVR Gold Cinemas.

   The results of our interventions have been phenomenal wherein by eliminating plastic straws Pan India, we have reduced plastic consumption by more than ~5,000 kg/on an annual basis. As a result of our initiatives in eliminating and reducing single use plastics in our operations, we have succeeded in eliminating ~67,000 kg of plastic per annum from our operations.

   We also focus on sourcing locally as we expand our footprint to smaller cities; thereby creating employment opportunities in smaller towns and cities thus fostering sustainable development.

3. **In-cinema Advertisement:** All advertisement needs a censor certificate prior to airing. During the year, we launched a unique initiative wherein we leveraged the power of cinema to create awareness and sensitisation around Climate Change by creating video spots in partnership with Bhumi Pednekar (Climate Warrior and National SDG Advocate for the UN). We have dedicated a 40-60 sec slot to play these spots during the screening of films in our cinemas to create greater awareness regarding climate change.

Essential Indicators

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

We have taken many initiatives towards improving energy efficiency, which have been detailed under Principle 6.

	Current Financial Year 2022-23	Previous Financial Year 2021-22	Details of improvements in environmental and social impacts
R & D	Not Applicable		
Capex	13.76%		Energy/water saving initiatives SANO PTR 20 Prototypes of removable seats

2. a) Does the entity have procedures in place for sustainable sourcing? (Yes/No)

   b) If yes, what percentage of inputs were sourced sustainably?

   During the last two-three years we have been looking at all our consumables through a sustainability lens and have taken various steps to ensure sustainability in our supply chain. Some of the initiatives, particularly those on eliminating the use of plastic and replacing it with biodegradable material have shown encouraging results during the year. In the coming years we will be looking at other aspects of our supply chain and moving more and more towards sustainable sourcing. Going forward, we are evaluating sustainable options across:

   - Shoes made from pet bottles
   - Sustainable carpets/take back schemes and others.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

   a) Plastics: Having first removed all possible plastic products from our operations, we are now helping recycle plastic by incorporating waste2wear fabric for our uniforms made from yarn woven out of recycled pet bottles. The rest of the recyclable waste is sent to authorised recyclers through Mall Management.

   b) E-waste: We have entered a pan-India tie up to streamline the disposal of e-waste as per the latest Rules released by MoEF&CC through a CPCB certified e-waste recycler. The recycler provides a real time dashboard for us to monitor e-waste disposed and will also provide all required data for meeting reporting requirements.

Business Responsibility and Sustainability Report

c) **Hazardous Waste:** Our operations do not generate any hazardous waste.

d) **Other waste:** Operational waste is disposed by Mall administration as per Waste Management rules applicable to them.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

Extended Producer Responsibility (EPR) is not applicable to PVR INOX's activities.

PRINCIPAL 3 PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

We have a large and diverse workforce at our cinemas and offices, with most of our employees operating in cinemas to provide a movie-going experience at par with the best global standards. We have undertaken several initiatives and investments to ensure the wellbeing of our employees and enhance their skills. We focus on increasing their productivity by redesigning jobs at the cinemas. PVR INOX has put in place a Diversity, Inclusion and Equity policy and is initiating efforts to consciously hire employees with diverse needs.

Upskilling and re-skilling initiatives are undertaken for all employees by leveraging the power of technology to enhance reach and effectiveness through our:

- Learning Management System (PVR Springboard)
- Supervisory development Programmes (Pragati & Parivartan) through hybrid route (Self-study and Virtual Instructor Led Training - VILT),
- Case-study-based training on innovation, operational excellence and benchmarking,
- Cinema Management Excellence Programme through Prakhar etc.

These programmes are designed to ensure our staff is well-equipped with the necessary skills to carry out various tasks.

We have also invested in a robust 'Manager Excellence Learning Program' to upskill managerial staff through Massive Open Online (MOOC) courses, so as to prepare our leaders to be resilient. We have launched two HR-centric apps i.e. Kronos and HRIS that enable ease and efficiency to handle employee related processes like attendance, claims, benefits etc. A Grievance redressal mechanism has been put in place as part of the Code of Business Conduct and Ethics Policy for employees to enable them to report any grievances.

In order to retain and motivate key employees, the company has introduced 3 ESOPs (Employee Stock Option Plan) in 2017, 2020 and 2022 respectively. The employees of our company are also entitled to long-term employee benefits such as compensated absences i.e. employees can carry forward a portion of the unutilised, accumulating compensated absences and utilise it in future periods, or receive cash at retirement or termination of employment.

Essential Indicators

4. a) Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	4,243	4,243	100	4,243	100	0		4,243	100	4,243	100
Female	446	446	100	446	100	446	100	0		446	100
Other	0	0		0		0		0		0	
Total	**4,689**	**4,689**		**4,689**		**446**		**4,243**		**4,689**	
Other than permanent employees											
Male	8,511	8,511	100	8,511	100	0	0	8,511	100	8,511	100
Female	2,012	2,012	100	2,012	100	2,012	100	0	0	2,012	100
Other	1	1	100	1	100	1	100	1	100	1	100
Total	**10,524**	**10,524**	**100**	**10,524**	**100**	**2,013**	**19.13**	**8,512**	**80.88**	**10,524**	**100**

b) Details of measures for the well-being of workers:

Not Applicable since our employees do not fall under this category.

5. **Details of retirement benefits, for Current FY and Previous Financial Year.**

Benefits	FY 2022-23			FY 2021-22		
	No. of employees covered as a % of total employees	**No. of workers covered as a % of total workers**	**Deducted and deposited with the authority (Y/N/NA)**	No. of employees covered as a % of total Employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	**100%**	**NA**	**Y**	100%	NA	Y
Gratuity	**100%**	**NA**	**Y**	100%	NA	Y
ESI*	**18.4%**	**NA**	**NA**	49%	NA	NA
Other - Pls. specify						

*All Applicable employees are covered under ESI

We are not governed by factories act and hence no employee falls in the category of workers by definition.

3. **Accessibility of workplaces**

Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

At PVR INOX, the workplace for 90% of employees are the cinemas. Since 2018, we have been working to make our cinemas accessible for customers and employees alike. In addition, all our offices are accessible and have the required facilities like wheelchair friendly washrooms. We also have provisions to make reasonable accommodation, provide accessible infrastructure, assistive equipment, technology and platforms across mobility, vision, hearing and intellectual disabilities.

As of now more than 60% cinemas are accessible for people with disabilities.

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

We have drafted an Equal Opportunity Policy as per the RPWD Act, 2016; in the wake of the merger, we are reviewing all policies to ensure best practices are adopted across the combined entity and will be uploading the Policy post review and approval of designated authorities.

5. **Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent Employees	
	Return to work rate	Retention rate
Male	100%	100%
Female	100%	100%
Total	**100%**	**100%**

6. **Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.**

Yes/No (If Yes, then give details of the mechanism in brief)

Permanent Workers	The process is aligned to the Code of Conduct and Ethics Policy and receives all complaints and concerns related to ethical conduct, corruption, bribery etc. In addition, safety violations and any other concerns can also be reported. There is a robust mechanism to receive and evaluate the complaints.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

7. **Membership of employees and worker in association(s) or Unions recognised by the listed entity:**

At PVR INOX, we provide ample avenues for employees to communicate their grievances and concerns to the management. The management in turn looks into all reasonable demands and provides appropriate resource. There is no recognised union.

8. **Details of training given to employees and workers:**

For a highly decentralised business like Cinema exhibition with 359 current cinemas (and expanding), ensuring service quality and uniform customer care is a challenging task. Our Learning & development (L&D) team leverages the power of technology to ensure we are able to deliver high service quality and provide a uniform experience to customers that defines our brand.

We do this through:

- Virtual Instructor-led Training (through collaborative platforms) and self-paced learning through our internal LMS (PVR Springboard)
- Various skill development workshops were conduct, which include:
- Embracing Change Workshop – Expanding your potential
- MS Excel Training
- Change Management Workshop
- English Language Skills
- FSSAI Training

Measures like:

- Sessions for IT Team: ITIL, MS Azure
- Skill Development Courses through MOOC (Massive open online courses).

Category	FY 2022-23					FY 2021-22				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	12,754	6,026	47	7,396	58	6,986	3,004	43	4,947	71
Female	2,458	1,131	46	1,317	54	1,293	697	54	1,023	79
Others	1	0	0	0	0	0				
Total	15,213	7,157	47	8,713	57	8,279	3,701	45	5,970	72

9. **Details of performance and Career development reviews of employees:**

Since INOX merged with PVR, a formal appraisal was done for the Permanent employees of Erstwhile INOX. This number stands at 1,488; comprising 1,400 male employees and 88 female employees. At Erstwhile PVR, on the other hand, a formal appraisal was not done due to the impact of Covid. Instead, an average market correction of 6% was done. Therefore, erstwhile PVR has reported no numbers for appraised employees for three year under review.

10. **Health and safety management system:**

a) **Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage of such a system?**

At PVR INOX, having a safe and secure environment is among the most material aspects and we are committed to providing and maintaining a safe and healthy working environment for our customers and employees alike. We have an EHS policy (Environment, and Safety) in place that provides guidance and control measures to ensure the Health & Safety of all Employees and Customers. We have stringent policies and procedures in place, strengthened by a mix of:

- State-of-the-art physical, electronic security surveillance & detection systems and equipment
- Sophisticated systems and equipment that aid fire and safety detection, alarming, suppression and extinguishing a
- Regular evacuation drills at the cinema sites to preparedness to thwart any incident/natural calamity situation
- Periodic third party audits, internal audits, FSSO Audits and mystery audits
- Compliance to all local by-laws, state specific cinematographic acts, rules and regulations applicable to our business.

b) **What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

We have put in place a mechanism to record near-misses which will enable us to improve processes on an on-going basis and be shared across our cinemas as part of training and creating preventive measures to ensure avoidance of any mishap by removing or rectifying the cause.

c) **Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)**

Yes, employees can report work-related hazards as per the outlined process to the Business Manager and the Safety and Security reporting mechanism.

d) **Do the employees/worker of the entity have access to non-occupational medical and healthcare services? (Yes/No)**

Yes, all the employees are covered under accident insurance, health insurance and ESI; as applicable to them.

11. **Details of safety related incidents, in the following format:**

There was no reportable safety related incidents in the current financial year or the previous financial year.

12. **Describe the measures taken by the entity to ensure a safe and healthy workplace.**

For most of PVR INOX employees, our workplace is also the place where we serve our customers. Their safety, security and comfort is most material to us as an organisation. We have stringent protocols to ensure that our employees and customers are safe, secure and healthy. In the wake of the pandemic, we have further enhanced the level of our sanitation, health and hygiene to ensure that our premises are free from bacteria and viruses. In addition, enhanced levels of security ensure that all patrons and employees are safe from accidents, injury or any untoward incidents. We have a process to record near-misses to build a culture of safety so that any unsafe practice is rectified before it can become an incident. Our security team is well trained to handle emergencies such as fire, floods and other eventualities. We conduct regular safety audits to ensure the same. Our staff is trained to handle customers with varying needs and operate assistive equipment to enable access.

13. **Number of Complaints on the following made by employees and workers:**

	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	42	0		18	1	
Health & Safety	-	-	-	-	-	

14. **Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	All properties were assessed for Health, Safety and working conditions as part of the business operating processes.
Working Conditions	

15. **Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/ concerns arising from assessments of health & safety practices and working conditions.**

There was no reportable safety related incidents in the current financial year or the previous financial year. In order to ensure safe practices, we undertake numerous initiatives to ensure the safety and security of our patrons and employees. We conduct regular audits and safety checks to ensure smooth and safe running of our operations. Our staff is given regular fire safety and emergency evacuation training to deal with any kind of emergency where they would need to safely evacuate large numbers of people with varying abilities.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

The success of an effective Sustainability (ESG) strategy hinges on healthy relationships with various stakeholders of the Company. At PVR INOX, our key stakeholders include our huge customer base, vendors and suppliers, real estate developers, content producers, technology service providers, state exchequer, media, prospective customers and above all, the employees. We follow openness in communication with all our stakeholders and engage with them on various aspects including Sustainable Value Creation.

Essential Indicators

1. **Describe the processes for identifying key stakeholder groups of the entity.**

While we have not undertaken a formal Stakeholder identification exercise, we have listed our key stakeholders across various functions on the basis of their direct impact on the operations and working of the Company and where the business can have the greatest impact. PVR INOX recognises existing and potential customers, employees, shareholders, investors and regulatory authorities, media, vendors/ suppliers, public at large as its stakeholders.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/No)	Channels of communication (E-mail, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	Some segments	Customer Feedback, PVR INOX Privilege Loyalty Programme, Website, Social Media Platforms	Ongoing	Customer Satisfaction, Safety & Security
Employees	Some segments	Notice Boards, Intranet, Employee Survey, Annual Performance Review, Meetings, Trainings	Ongoing	Working condition, Employee performance, Employee Satisfaction
Shareholders*	No	AGM, Investor meets, Investor Grievance redressal mechanism	Ongoing	Business Strategies and Performance
Regulatory Authorities	No	Regulatory Filings	Ongoing	Legal Compliance
Media	No	Press Releases, Social Media Platforms, Media interactions	Ongoing	Information dissemination, communicating company's perspective
Prospective Customers	Some	Press Releases, Social Media Platforms, Media interactions	Ongoing	Information dissemination, USPs
Developers	No	Meetings	Ongoing	Standard accessibility requirements
Vendors/ Suppliers	Some	Yet to start	Being planned	Labour laws, Human Rights Sustainable value creation
Community	Yes	Notice Boards, Feedback box and register, Visitor's logbook, Point of contact information, WhatsApp group, FGDs.		Social welfare

*We have a Shareholders' Relationship Committee in place that is responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services.

Based on feedback from customers, we realised the need to create access for people with disabilities in our cinemas. This made us launch the Accessible Cinema programme under which we have put in place assistive equipment like the Power Tracked Climber. We have also developed prototypes of removable seats with all our seat manufacturers.

PRINCIPLE 5: Businesses should respect and promote human rights

Essential Indicators

We have a policy on Human Rights that is applicable to all employees in the Company including subsidiaries in India. The Company also encourages its business partners to follow the policy. We are determined to discontinue dealing with any supplier/contractor if it is in violation of human rights. We also forbid the use of forced or child labour at all our premises/with business associates. All the complaints regarding human rights violations are routed to CHRO (Chief Human Resource Officer), who is responsible for addressing human rights issues. We are also committed to providing training to our employees on our human rights policy and grievance mechanism in place to address human rights issues.

1. Employees who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. employees workers covered (D)	% (D/C)
Permanent	4,689	3,976	85	3,156	2,435	77
Other than permanent	10,524	4,229	40	5,123	1,999	39
Total Employees	**15,213**	**8,205**	**54**	**8,279**	**4,434**	**54**

2. Details of minimum wages paid to employees, in the following format:

Category	Total (A)	FY 2022-23				Total (D)	FY 2021-22			
		Equal to Minimum Wage		More than Minimum Wage			Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Permanent										
Male	4,243	1,375	32.41	2,868	67.59	2,805	315	11	2,490	89
Female	446	129	28.92	317	71.08	351	109	31	242	69
Other than Permanent										
Male	8,511	6,321	74.27	2,190	25.73	4,181	2,473	59	1,708	41
Female	2012	1,651	82.06	361	17.94	942	767	81	175	19
others	1	0	0	1	100	0	0	0	0	

3. Details of remuneration/salary/wages, in the following format:

	Male		Female		Others	
	Number	Median remuneration/ salary/wages of respective category	Number	Median remuneration/ salary/wages of respective category	Number	
Board of Directors (BoD)	8		2			
Key Managerial Personnel	3	2,97,32,880	0	0		
Employees other than BoD and KMP	12,751	2,40,000	2,458	1,97,316	1	2,23,764
Workers	NA	NA	NA	NA		

4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

   Yes, the CHRO (Chief Human Resource Officer) is the focal point for addressing human rights impacts or issues caused or contributed to by the business.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

   PVR's policy on Human Rights is applicable to all employees in the Company including subsidiaries in India. The Company encourages its Business Partners to follow the policy. PVR discourages dealing with any supplier/contractor if it is in violation of human rights and also prohibits the use of forced or child labour at all manufacturing units/with business associates. All the complaints regarding human rights violations are routed to CHRO, who is the focal point for addressing human rights issues.

6. Number of Complaints on the following made by employees and workers:

	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	42	0		13	0	
Discrimination at workplace	-	-		-	-	
Child Labour	-	-		-	-	
Forced Labour/Involuntary Labour	-	-		-	-	
Wages	-	-		-	-	
Other human rights related issues	-	-		-	-	

Business Responsibility and Sustainability Report

7. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

The Code of Ethics and Business Conduct and Whistle Blower Policy provides the mechanism to prevent adverse consequences to the complainant in discrimination and harassment cases.

We have a very robust system in place to address POSH complaints covering each of our locations.

8. **Do human rights requirements form part of your business agreements and contracts? (Yes/No)**

We have added clauses related to protection of human rights in our contractual agreements and will be implementing them with effect from 2023-24.

9. **Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%

All the assessments have been done by the entity during the course of operations of business.

10. **Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 9 above.**

Not Applicable

As mentioned in Principle 4, we have taken into consideration the needs of a large section of people and embarked on the Accessible cinema programme with nearly 60% of our cinemas being accessible for people with disabilities with the aim of having at least one accessible cinema in every city of our presence.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

PVR INOX is a Cinema Exhibition Company and the most material aspects from an environmental perspective are:

- Energy Consumption
- Water Consumption
- Waste Management

As of now, we are only accounting for Scope 1 and 2 emissions. We have undertaken numerous initiatives to improve energy efficiency and have initiated installation of renewable energy such as rooftop solar, waste segregation, sustainable sourcing of consumables etc. We comply with all the applicable environmental laws/regulations/guidelines and make every effort to continually improve our environmental performance.

Essential Indicators

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2022-23	FY 2021-22
Total electricity consumption (A)	**9,83,710 GJ**	2,56,896 GJ*
Total fuel consumption (B)	**12,042 GJ**	20,972 GJ
Energy consumption through other sources (C) (Solar+Wind)	**42,281 GJ**	
Total energy consumption (A+B+C)	**10,38,033 GJ**	**2,77,868 GJ**
Energy intensity per rupee of turnover (Total energy consumption/turnover in rupees)	**271 GJ/Crore**	182 GJ/Crore
Energy intensity (optional) – the relevant metric may be selected by the entity		

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

2. **Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

The operations of the Company are not covered under the Performance, Achieve and Trade (PAT) Scheme of the Government of India

3. **Provide details of the following disclosures related to water, in the following format:**

Water Conservation across PVR INOX sites has been facilitated by Installation of water flow restrictors in wash basin taps. This has helped in reducing tap water consumption by 75% thus reducing the energy consumed in pumping and helping in water conservation.

Some of the Malls in which we have our cinemas have also shown interest towards water conservation and have implemented the same with our assistance. In this way, we have also helped influence our supply chain in water conservation efforts. Going forward, we plan to institutionalise sensitisation of upstream and downstream supply chain to adopt Sustainable practices.

Parameter	FY 2022-23	FY 2021-22
Water withdrawal by source (in kilolitres)		
(i) Surface water		
(ii) Groundwater		
(iii) Third party water*	**7,91,363 KL**	1,96,636 KL
(iv) Seawater/desalinated water		
(v) Others		
Total volume of water withdrawal (in kilolitres) (i+ii+iii+iv+v)	**7,91,363 KL**	1,96,636 KL
Total volume of water consumption (in kilolitres)	**7,91,363 KL**	1,96,636 KL
Water intensity per rupee of turnover (Water consumed/turnover)	**206 KL/Crore**	129 KL/Crore
Water intensity (optional) – the relevant metric may be selected by the entity		

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

*Water has been provided by the property owners

4. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

Not Applicable

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2022-23	FY 2021-22
NOx	mg/Nm^3	**124.35**	-
SOx	mg/Nm^3	**66.09**	-
Particulate matter (PM)	mg/Nm^3	**28.09**	-
Persistent organic pollutants (POP)	-	**-**	-
Volatile organic compounds (VOC)	-	**-**	-
Hazardous air pollutants (HAP)	-	**-**	-
Others -please specify	-	**-**	-

In addition, since infection control in times of Covid, indoor air quality was a critical factor, we installed 2,311 Wolf Air Masks specially designed for cinema halls to curb the spread of the Novel Coronavirus, discharges up to 100 trillion negative ions per cubic cm, which helps bind with the surface protein/spike protein. It emits negative ions which reduces 99% of the Novel Coronavirus within 15 minutes by attaching E Gene and S Gene.

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2022-23	FY 2021-22
Total Scope 1 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	**9,668**	1,360
Total Scope 2 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	**2,21,335**	56,374
Total Scope 1 and Scope 2 emissions per rupee of turnover	Metric tonnes of CO_2 Equivalent/ Crores of Turnover	**57**	38
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

PVR INOX is conscious that energy conservation is material to our operations, both from a carbon emissions perspective as well as from an operations perspective. We have put in place the following initiatives:

- Continued sensitisation of employees at Cinemas: Since the bulk of our energy consumption is at the Cinema level, it is very critical that employees who manage operational day-to-day activities at the ground level are in tune with the Management's objectives.
- A Certified Energy Auditor supervises and leads the implementation of energy conservation initiatives. External consultants have been appointed to provide energy saving measures over and above the existing system in the areas of optimising energy usage, lux level of various areas, design aspects of Electrical and HVAC systems etc. to enable equipment and energy efficiency.
- Third party Energy Audits are conducted periodically in order to ensure that our equipment is operating at optimum efficiency levels and to curb wastage due to leakage and lack of maintenance of Plant and machinery, we actively engage with mall management on Energy Conservation initiatives and auditing by 3rd party to identify inefficiencies at their end as well.

Other initiatives related to energy conservation/reduction of Greenhouse Gases are:

a) Audit of equipment under Mall Management that services PVR and other tenants is conducted on a regular basis, in order to identify inefficiencies and suggest operational and equipment change to reduce wastage of energy.

b) Power factor is maintained above 0.98 with the help of APFCs to ensure that the reactive power in the system remains as low as possible. As a result rebates from the power supply companies are being received in electrical bills.

Load optimisation is being done by following switching On/Off procedure with the help of timers to ensure optimisation. In areas with intermittent usage, Mechanical Timers are being implemented, which also help in ensuring safety against fire due to long un-attended over usage and helps in energy conservation. Also, occupancy sensors have been installed in washrooms to save energy by reducing the lighting load to minimum by switching off lights when washrooms are unoccupied.

c) Laser Projection: Laser Projection for the upcoming projects this will have the following benefits:

- Energy Savings – as the overall consumption for the Laser projection is less as compared to xenon projection expected savings of 5500 Units/ projector per year.
- Sustainability – In laser projectors we do not have to use xenon lamps which have a life of about 1500 hrs and have to be disposed after every use.

d) All major lighting has been replaced with LED lights using retrofits in existing locations. Upcoming sites are primarily using LED. Building Signages are fitted with LED-based technology to save energy and longer life span. Poster Windows have FTLs replaced with LED-based lighting.

e) New and efficient Screw Chillers have been installed resulting in energy savings. These are among the most energy efficient Chiller Plants, equipped with Danfoss Turbocor compressor and the most advanced technology in its category.

f) HVAC plants and sub systems under the Company are being closely monitored and regular PPM is being carried out to ensure decreased breakdown, increased guest comfort, reduced wear and tear; resulting in energy conservation due to maintained efficiency of the complete system. Centralised monitoring of all water-cooled chiller plants is being done from the corporate office.

g) State-of-the-art Energy Monitoring, Temperature Monitoring and Fire Hydrant pressure monitoring systems are in use at 117 locations with the balance sites to be covered during the year. This is a cloud-based remote monitoring system, enabling us to become proactive rather than being reactive.

h) All company owned lifts are V3F Drive equipped. Lifts with V3F drives are the most energy efficient. Automatic start/stop for the escalators in PVR premises/scope implemented to avoid idle running of the escalators and thus conserve energy.

Business Responsibility and Sustainability Report

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2022-23	FY 2021-22
Total Waste generated (in metric tonnes)		
Plastic waste* (A) (Dry Waste)	1,244	
E-waste (B) ***		
Bio-medical waste (C)		
Construction and demolition waste (D)		
Battery waste (E) **	5403 (in numbers)	
Radioactive waste (F)		
Other Hazardous waste. Please Specify, if any. (G)		
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector) (Food Waste)	861	
Total (A+B+C+D+E+F+G+H)	**2,105**	
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	1,244	
(ii) Re-used	5,403 (battery)	
(iii) Other recovery operations	We are using fabric made from pet bottles in uniforms	
Total	**861**	
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration		
(ii) Landfilling		
(iii) Other disposal operations		
Total		

*Includes all kind of dry waste

**Batteries: Quantities given in numbers

***E Waste: We have a pan-India tie-up with a CPCB approved e-waste recycler. They provide all documentation as required under the e-waste Rules 2022 as prescribed by the Ministry of Environment, Forests and Climate Change.

Since 2019, we have been working to eliminate plastic from our operations and have replaced it with recyclable/biodegradable material. As a result of all these initiatives, we have succeeded in eliminating ~67,000 kg of plastic per annum from our operations.

- Biodegradable garbage bags (as certified by the Central Institute of Plastics, Engineering and Technology under the Ministry of Chemicals and Fertilisers GoI) are being used.
- We moved from plastic to paper and then to PLA straws. Polylactic acid or polylactide (PLA) is a biodegradable and bioactive thermoplastic aliphatic polyester derived from renewable biomass, typically from fermented plant starch such as from corn, cassava, sugarcane or sugar beet pulp. While typical petroleum-based plastics can take thousands of years to break down, plant-based PLA plastics can be broken down in a suitable composting facility within 45 to 90 days. ~10 lakh straws are consumed per month in our cinemas. By eliminating Plastic straws Pan India, we have reduced plastic consumption by more than ~5,000 kg/year.
- Plastic blanket covers have been replaced by fabric sleeves across all PVR Gold Cinemas, reducing approximately ~1,000 kg of plastic annually.
- Similarly, plastic covers for 3D glasses have been replaced by covers made from biodegradable corn starch.
- We are committed to be an active participant in the circular economy and this is demonstrated by the following initiatives:
- Uniforms in mainstream cinemas are being replaced with Waste2Wear fabric made from recycled pet bottles
- Food containers are made from Sugarcane bagasse (waste from sugarcane industry)

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Since most of our cinemas are based in Malls, we rely on the Mall authorities to dispose waste as per the Waste (handling and management) Rules 2016 applicable to Mall complexes. We at our end segregate waste and hand it to the Mall Authorities.

- Recyclable materials are sent to authorise recyclers by the Mall administration.
- E-waste disposal process has been put into place, CPCB approved vendors have been selected to dispose of waste as per latest waste disposal rules applicable to bulk users.
- Quantification of dry and wet waste is being done at Cinema level as well as an assessment of disposal mechanisms currently being deployed.
- A waste to wealth programme involving stand-alone cinemas is being evaluated.
- Options for responsible disposal of renovation waste are being explored.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format:

No facilities are in/around ecologically sensitive areas.

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Not Applicable

12. Is the entity compliant with the applicable environmental law/regulations/guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

PVR INOX complies with all applicable environmental Law/regulations/guidelines. There is no non-compliance.

PRINCIPAL 7 PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a) Number of affiliations with trade and industry chambers/associations.

b) List the top 10 trade and industry chambers/associations (determined based on the total members of such a body) the entity is a member of/affiliated to.

Sr. No.	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/associations (State/National)
1	Northern India Motion Pictures Association (NIMPA)	States of Northern India
2	National Association of Motion Pictures & Exhibitors (NAMPE)	National
3	Federation of Karnataka Chambers of Commerce & Industry (FKCCI).	State
4	FICCI Multiplex Association of India (FICCI-MAI)	National
5	Retailers Association of India (RAI)	National
6	National Association of Theatre Owners	National

2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.

Not applicable as no adverse orders from regulatory authorities has been received during the year

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

Cinemas in India were closed for more than 18 months during Covid 19 Pandemic, this hit business in a big way due to which, the Company suffered huge losses in FY 2020-21 and FY 21-22; as a result there is not CSR budget as per Section 135 of the Companies Act, 2013. Nevertheless, the Company has always been committed to giving back to society due to which PVR Nest continued to pursue its work by forging innovative partnerships.

PVR NEST is the CSR arm of PVR INOX Limited. Aligning with the Sustainable Development Goals (SDGs), PVR NEST works through Public Private Partnership models, transforming urban spaces and facilities to make cities more liveable and equitable for women, children and marginalised communities. In its endeavours to build a sustainable society, PVR NEST focusses on projects in the areas of education, poverty alleviation, sanitation and safety, gender equality and environment; thereby impacting SDGs 1, 4, 5, 6, 11 and 17. Since its very inception, women and children from vulnerable backgrounds have been at the core of its efforts and PVR Nest is executing the following Projects with the support of the government and partners with a common vision:

1. **Pink Toilets:** Pink Toilets have served as safe and inclusive spaces for women in 20 locations across Delhi since 2018, currently continue in serving as a space for sanitation, grooming, and resting/reading, changing, breast-feeding and accessing menstrual hygiene products for 5 Lakh users. In the process, more than 100 women workers have been upskilled through capacity building workshops. Having made a humble beginning as an operations and maintenance partner for Pink Toilets, with the support of MCD, Plan India and similar like-minded institutional partners, PVR NEST has been able to redefine a 'Public Toilet' (Pink Toilets) to a 'Beyond-Toilet facility' (Pink Centre); providing all essential amenities and giving the sanitation attendants a new identity as 'WASH Champion'. This has enabled an otherwise humble job to be seen in a new light, commanding respect from the community for their contribution. PVR NEST has thus been able to create a new model of public sanitation in our country, demonstrating how this can lead to the overall development of the community around it.

2. **Garima Grih:** A successor to the Pink Centres model, Garima Grih is a multi-utility public health infrastructure, which provides safe sanitation and skill development programmes to women and children. The programme is being executed is in association with Municipal corporation of Delhi. The 1st centre under this model is

fully functional at Jawahar Camp, Kirti Nagar, New Delhi.

3. **CiSS Childscapes Children at Risk:** CiSS Childscapes is the rehabilitation programme for street children in association with Delhi Govt. and Salaam Baalak Trust. The project brings significant improvements to the health, wellbeing and safety of children; providing them the opportunity of education and enrolment in Government welfare schemes.

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

   The revised guidelines as per Section 135 of the Companies Act require Companies with an average CSR obligation in excess of ₹ 10 crores for the three preceding years to undertake Social Impact Assessments. However, even though, the Company did not fall into that criteria, we conducted a Social Impact Assessment for our Pink Toilet Project in partnership with the Department of Development Communication and Existence at Lady Irwin College. Significant highlights of the assessment study are given below:

   - Over 90% respondents felt that these Toilets have helped them become more efficient at work
   - More than 90% have found these facilities very safe
   - Most of the respondents have found amenities to be adequate
   - Most respondents have rated them very clean.

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

   PVR INOX Limited is a Film Exhibition Company and does not need to acquire land to expand or build its operations. It therefore does not incur any land acquisition purchases or any other involuntary displacement of people that requires R&R as per the National R&R Policy 2007.

3. **Describe the mechanisms to receive and redress grievances of the community.**

   PVR INOX has several formal and informal mechanisms in place to communicate with beneficiaries as well as receive grievances/ queries/concerns from the various target communities of the various CSR Projects. These mechanisms have been put in place owing to the needs and vulnerabilities of the beneficiaries, they include:

   - Notice Boards have been put up at a prominent locations to share it public notices, information on upcoming campaigns, and awareness
   - **Feedback Box:** A suggestion box has been placed at a central location in the centre where community members can drop written grievances, suggestions, or feedback anonymously. This provides a confidential and convenient way for community members to express their grievances without fear of reprisal. The suggestion box is regularly checked, and grievances are acknowledged and addressed in a timely manner. It offers a safe, anonymous method for the public and employees to communicate
   - **Feedback Register:** The wash Champions at our Centres maintain feedback registers that allow our users to provide feedback and grievances. The feedback register captures details such as the nature of the grievance, name of the complainant, contact information, and the date of submission
   - **Visitor's Logbook:** The logbook is maintained to record details of visitors at the centre and their feedback.
   - **Point of Contact Information:** The supervisor's mobile number and organisation's e-mail address have been published at all the centres for easy access and communication.
   - **Important Contact Numbers and WhatsApp Group:** A WhatsApp group has been formed for instant communication and reporting purposes. Additionally, a community WhatsApp group has been created for posting important communications.
   - **Focus Group Discussions (FGDs) and Community Champion Program:** FGDs and Community Champion programmes are organised to receive direct feedback and suggestions from the community.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

   PVR INOX is in the process of evaluating its supply chain of over 3,000 small, medium and large suppliers through a Sustainability lens. Based on the results of this evaluation, the Company will put in place a strategy for Sustainable procurement in FY 2023-24.

   Owing to the nature of its business, the bulk of PVR INOX vendor and supplier base (as per revenue) consists of various categories of large, large global companies that have mature sustainability practices in place. PVR INOX is strengthening its presence in many smaller cities; thereby creating employment and business opportunities in smaller towns and cities like Satna, Jalgaon, Latur, Kota, Pathankot etc. For many of our sustainability initiatives, we are working with local Indian Start-ups.

Business Responsibility and Sustainability Report

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner

It is our constant endeavour to provide best-in-class services to our consumers and value the feedback received through various mechanisms that have been put in place for the purpose. The feedback so received is analysed, corrective action initiated immediately and process changes or preventive mechanisms are put in place to discourage recurrence of negative experiences.

We conduct regular cinema audits through third-party agencies to assess various aspects of service delivery such as issues related to housekeeping, safety and security, electrical and maintenance display of branding and marketing material, structural damage and repair, personal grooming and neatness of staff, ethics and due diligence, cinema sound/light quality, optimal air-conditioning etc.

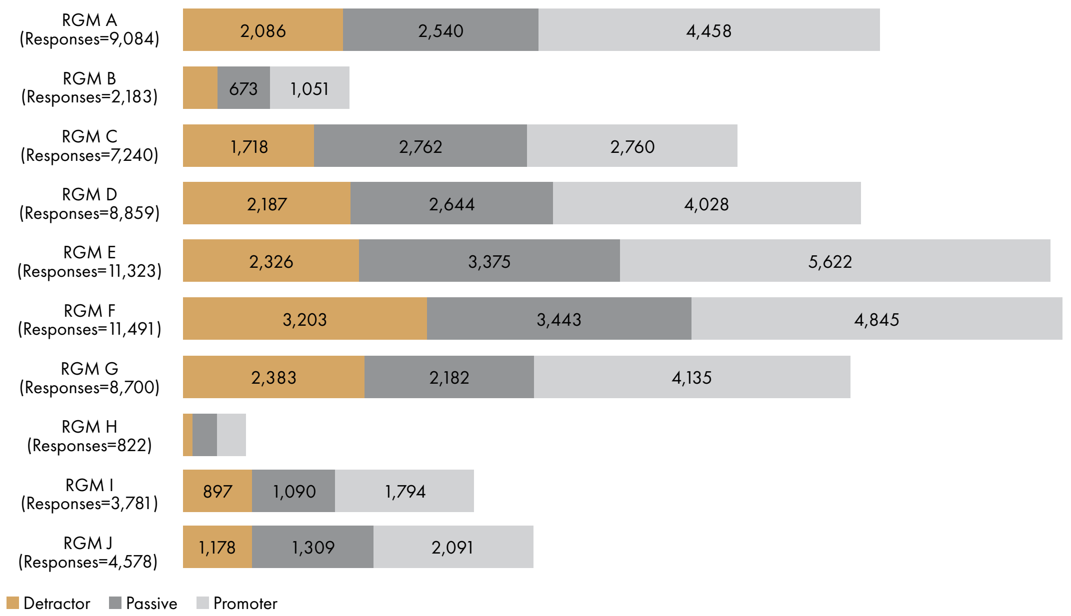
We also display product information on the packaging of our F&B products for the benefit of consumers, over and above what is mandated by local laws. We endeavour to provide additional information to enhance the value consumers can derive from the product and to ensure safe and appropriate use such as proven active ingredients contained, directions for use, safety, caution etc. and varies from product to product.

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

   We conduct regular internal surveys and mystery audits to ensure all aspects of customer experience are as per the defined standards.

   In addition, to capture individual satisfaction levels, every transacted patron gets a feedback message after the show with a link to provide feedback against various aspects on a 5-point scale on issues related to:

Regional performance chart



Note : The numbers above are a sample set for representational purpose only.

- House-keeping issues
- Safety and security issues
- Electrical and maintenance issues
- Display of branding and marketing material
- Structural damage and repair issues
- Personal grooming and neatness of staff
- Ethics issues and due diligence
- Cinema sound/light quality
- Optimal Air Conditioning etc.

Customers also have the option of calling the call centre on +91 8800900009/8 and sharing their grievance or dissatisfaction on feedback@pvrcinemas.com.

2. **Turnover of products and/services as a percentage of turnover from all products/service that carry information about:**

   As mentioned in Principle 2, we deliver the following product/service in our cinemas:

1. **Motion Picture Exhibition in Cinemas: Content is broadcast only after receiving Censor certificate from Central Bureau of Film Certification (CBFC)**

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100%
Safe and responsible usage	100%
Recycling and/or safe disposal	Not applicable

2. **Sale of Food and beverages in Cinemas**

   There are two categories of food items served in our cinemas:

   - Standard branded, ready to eat items: Manufacturer provides requisite information as per legal requirements
   - Prepared in our kitchens: PVR INOX displays product information on the menu of all its F&B products for the benefit of consumers. We provide information on grammage, kilo calories and allergens, as mandated by law.

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100%
Safe and responsible usage	100%
Recycling and/or safe disposal	Not Applicable

   Additional information on the product labels relating to proven active ingredients contained, directions for use, safety, caution etc. varies from product to product.

3. **In-cinema Advertisement: Requires a Censor Certificate from CBFC.**

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100%
Safe and responsible usage	100%
Recycling and/or safe disposal	Not Applicable

3. **Number of consumer complaints in respect of the following:**

	FY 2022-23			FY 2021-22		
	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Data Privacy						
Advertising						
Cyber Security						
Delivery of essential services						
Restrictive Trade Practices						
Unfair Trade Practices						
Others	26,899	18		7,222	169	

4. **Details of instances of product recalls on account of safety issues:**

   Not applicable

5. **Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

   The Company is working toward a policy on cyber security and data privacy.

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.**

   No regulatory action has ever been done regarding advertising, essential services, cyber security, data privacy or product recalls.

Independent Auditor's Report

To the Members of PVR INOX Limited
(formerly known as PVR Limited)

Report on the Audit of the standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of PVR INOX Limited ("the Company"), which comprise the Balance sheet as at March 31 2023, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information

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

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
Impairment of Goodwill (Refer note 4B to the standalone financial statements)	
The Company holds significant amounts of goodwill on the balance sheet amounting to ₹573,361 lakhs. The Company's assessment of impairment of goodwill is complex as it involves significant judgment in determining the assumptions used to estimate the recoverable amount including forward-looking information relating to revenue growth, operating margins and operating cash-flows and determination of discount rate. The impairment tests is considered a key audit matter because the assumptions on which the impairment assessment is based are highly judgmental and are affected by future market and economic conditions which are inherently uncertain, and because of the materiality of the balances to the financial statements as a whole.	Our audit procedures, among others included the following: i) Understanding the control environment, evaluating, and testing the operating effectiveness of the relevant controls over the process for determining the recoverable amounts ii) Assessed the key information used in determining the valuation including the weighted average cost of capital, cash flow forecasts and the implicit growth. iii) Assessed historical accuracy of management's budgets and forecasts by comparing them to actual performance; iv) Assessed the recoverable value headroom by performing sensitivity testing of key assumptions used; v) Involved our valuation expert to assist in evaluating the key assumptions of the valuations. Tested the arithmetical accuracy of the models; vi) Assessed the adequacy of disclosures given in the standalone Ind AS financial statements for compliance with disclosure requirements under the accounting standards.

Key audit matters	How our audit addressed the key audit matter
Identification and valuation of intangible recognised in a business combination (Refer note 44 to the standalone financial statements)	
For the business combinations as detailed in Note 44, the Company has used an expert for the purchase price allocations ('PPA') to determine the fair value of assets acquired. The identification and valuation of intangible assets is inherently subjective and involves significant judgements and assumptions around future cash flows and discount rates and fair value measurement of contingent consideration require management's estimation and significant judgement on post-acquisition performance of acquired business. Considering these we have considered identification and valuation of intangible assets in business combination during the year as a key audit matter.	Our audit procedures, among others included the following: i) Read the scheme of amalgamation approved by NCLT to obtain an understanding of the transactions and tested identification and measurement of fair value of the acquired assets and liabilities and contingent consideration payable, if any. ii) Tested the purchase price allocation determined by the management expert. Evaluated competence, capabilities and objectivity of the management's expert. iii) Involved valuation specialists for evaluating and testing the methodologies used by the management's expert in their valuation report; iv) Evaluated performance forecast and key assumptions used by management for contingent consideration payable. v) Assessed the adequacy of disclosures given in the standalone/consolidated financial statements for compliance with disclosure requirements under the accounting standards.

Other Information

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

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

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

Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference

Independent Auditor's Report

to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The financial statements of the Company for the year ended March 31, 2022, included in these standalone financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion with emphasis of matter paragraph on those statements on May 09, 2022

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

(c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(g) With respect to the matter to be included in the Auditor's Report under section 197 read with Schedule V to the Act:

We draw attention to Note 51 to the standalone financial statements, which explains that the managerial remuneration aggregating to ₹1,265 lakhs paid to two executive directors of the Company for the financial year ended March 31, 2023 was in accordance with the minimum remuneration as was originally approved by the shareholders of the Company vide their resolution dated July 3, 2018 and September 29, 2020. In our opinion, and to the best of our information and according to the explanations given to us, as the Company has inadequate profits for the financial year ended March 31, 2023, it shall seek approval of the shareholders by way of special resolution in its forthcoming annual general meeting in respect of the aforesaid remuneration paid.

Our opinion is not modified in respect of this matter.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 36 to the standalone financial statements;

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, 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 or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Company.

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 **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Vikas Mehra
Partner
Membership Number: 94421
UDIN: 23094421BGYFTT4903

Place of Signature: New Delhi
Date: May 15, 2023

Annexure '1'

referred to in paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date
Re: PVR INOX Limited ("the Company")

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

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangibles assets.

(b) All Property, Plant and Equipment have been physically verified by the management during the year in accordance with a regular programme of verification of its property, plant and equipment in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in note 3 to the financial statements included in property, plant and equipment are held in the name of the Company except for certain properties as elaborated in Note 3.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2023.

(e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedures for such verification is appropriate. Discrepancies of 10% or more in aggregate for each class of inventory were not noticed.

(b) As disclosed in notes 19 to the financial statements, the Company has been sanctioned working capital limits in excess of Rupees five crores in aggregate from banks and financial institutions during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the financial statements, there is no requirement on the Company to submit quarterly returns/statements with the bank.

(iii) (a) During the year the Company has provided loans, advances in the nature of loans, stood guarantee and provided security to companies or firms as follows:

(₹ in lakhs)

	Guarantees	Loans
Aggregate amount granted/ provided during the year		
- Subsidiaries	300	3,050
- Others	-	143
Balance outstanding as at balance sheet date in respect of above cases		
- Subsidiaries	500	2,264
- Others	-	396

(b) During the year the investments made, guarantees provided and the terms and conditions of the grant of all loans and advances in the nature of loans, investments and guarantees to companies, firms, Limited Liability Partnerships or any other parties are not prejudicial to the Company's interest. The Company has not given any security during the year.

(c) The Company has granted loans during the year to employees where the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular. In respect of a loan granted to subsidiary companies, the loan is repayable on demand and the schedule of repayment of principal and payment of interest has not been stipulated in the agreement. Hence, we are unable to make a specific comment on the regularity of repayment of principal and payment of interest in respect of such loan.

(d) There are no amounts of loans granted which are overdue for more than ninety days.

(e) There were no loans or advances in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

(f) As disclosed in note 13 to the financial statements, the Company has granted loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Of these following are the details of the aggregate amount of loans or advances in the nature of loans granted to promoters or related parties as defined in clause (76) of section 2 of the Companies Act, 2013:

	All parties	Related parties
Aggregate amount of loans/ advances in nature of loans		
- Repayable on demand (₹ in lacs)	3,050	3,050
Percentage of loans/ advances in nature of loans to the total loans	96%	96%

(iv) Loans, investments, guarantees and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable, have been complied with by the Company.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the services of the Company.

(vii) (a) The Company is regular in depositing with appropriate authorities 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 statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows:

Name of Status	Nature of Dues	Amount yet to paid (INR Lakhs)	Amount paid (INR Lakhs)	Period to which amount related	Forum where disputes is pending
Income Tax Act, 1961	Income Tax	19.58	10.40	2008-09 2010-11	Hon'ble High Court of Andhra Pradesh
Income Tax Act, 1961	Income Tax	176.39	377.04	2006-07 to 2014-15	Hon'ble Income Tax Appellate Tribunal (ITAT)
Income Tax Act, 1961	Income Tax	1,672.22	363.90	2009-10 2012-13 to 2017-18 2019-20	Hon'ble Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	141.34	-	2015-16	Hon'ble Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	143.32	-	2017-18	Hon'ble Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	87.28	4.30	2012-13 to 2015-2016	Hon'ble Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	23.27	7.00	2020-21	Hon'ble Commissioner of Income Tax (Appeals)
Entertainment Tax	Entertainment Tax	159.32	-	2010-11	Hon'ble Deputy Commissioner, Commercial Tax, Chennai.
Entertainment Tax	Entertainment Tax	823.42	-	2006-07 to 2010-11	Hon'ble High Court of Indore
M.P. Entertainment Duty and Advertisement Tax Act, 1936	Entertainment Tax	619.97	-	2005-06 to 2012-13	Hon'ble High Court of Madhya Pradesh
Entertainment Tax	Entertainment Tax	160.85	-	2014-15 to 2017-18	Hon'ble High Court of Bombay
Maharashtra Entertainments Duty Act ("Act"), 1923	Entertainment Tax	102.32	-	2014-15 to 2015-16	Hon'ble High Court of Bombay
Andhra Pradesh Entertainments Tax ("Act"), 1939	Entertainment Tax	52.71	-	2011-12 to 2013-14	Hon'ble Government of Telangana Commercial Tax Department
The Goa Entertainment Tax Act, 1964	Entertainment Tax	404.69	-	2003-04 to 2009-10	Hon'ble Supreme Court of India
Finance Act, 1994	Service Tax	557.92	38.52	2011-12 to 2017-18	Hon'ble Customs Excise and Service Tax Appellate Tribunal (CESTAT), Chennai
Finance Act, 1994	Service Tax	393.65	54.13	2011-12 to 2014-15	Hon'ble Customs Excise and Service Tax Appellate Tribunal (CESTAT)
Finance Act, 1994	Service Tax	3,483.67	184.83	2013-14 to 2014-15	Hon'ble Customs Excise and Service Tax Appellate Tribunal (CESTAT)

Annexure '1'

Name of Status	Nature of Dues	Amount yet to paid (INR Lakhs)	Amount paid (INR Lakhs)	Period to which amount related	Forum where disputes is pending
Finance Act, 1994	Service Tax	5,915.87	397.35	2013-14 to 2017-18	Hon'ble Customs Excise and Service Tax Appellate Tribunal (CESTAT)
Finance Act, 1994	Service Tax	5,819.92	425.83	2015-16 to 2017-18	Hon'ble Customs Excise and Service Tax Appellate Tribunal (CESTAT)
Finance Act, 1994	Service Tax	354.53	-	2013-14	Hon'ble Delhi Commissionerate
Entertainment Tax	Entertainment Tax	120.04	40.00	2015-16	Hon'ble Deputy Excise and Taxation Commissioner, Amritsar
Employee Provident Fund Act, 1952	Provident Fund	68.45	37.53		Hon'ble Tribunal High Court (Madras)
Kolhapur Municipal Corporation	Municipal Corporation	16.48	3.40	2018-19 to 2019-20	Hon'ble High Court of Bombay
Goods and Service Tax Act, 2017	GST	80.64	-	2017-18	Hon'ble Appellate authority
Goods and Service Tax Act, 2017	GST	73.28	-	2018-19	Assessing Officer
Goods and Service Tax Act, 2017	GST	15.10	-	2017-18 to 2019-20	Hon'ble Appellate Joint Commissioner, (ST), Punjagutta, Telangana
Electricity Act, 2003	Maharashtra Electricity Regulatory Commission (MERC)	-	389.83	2007-08 to 2009-10	Hon'ble Supreme Court of India
The Indian Stamp Act, 1899	Stamp duty matter, Lucknow	263.81	-	2006-07	Hon'ble Board of Revenue at Allahabad
Customs Act, 1962	Customs duty	4.36	-	2003-04 to 2004-05	Hon'ble Asst. Commissioner of Customs, Jawaharlal Nehru Custom House, JNPT, Nhava Sheva
Maharashtra VAT Act, 2002	VAT	262.42	25.80	2012-13	Hon'ble Maharashtra State Tribunal, Mazgaon
Finance Act, 1994	Service Tax	1,035.02	-	2007-08 to 2011-12	Hon'ble Supreme Court of India
Goods and Service Tax Act, 2017	GST	377.54	150.00	2017-18 to 2019-20	Hon'ble High Court of Delhi

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

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

(c) Term loans were applied for the purpose for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or joint ventures.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes 45 to the financial statements, as required by the applicable accounting standards.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses in the current year, however the Company has incurred cash losses amounting to ₹31,895 lakhs in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in note 52 to the financial statements, the ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions and considering the Company's current liabilities exceeds the current assets by ₹129,625 lakhs, nothing has come to our attention, which causes us to believe 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, further state that this is not an assurance as to the future viability of the Company and 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) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 39 to the financial statements.

(b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in note 39 to the financial statements.

For **S. R. BATLIBOI & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **Vikas Mehra**
Partner
Membership No.: 94421
UDIN: 23094421BGYFTV1654

Place: Gurugram
Date: May 15, 2023

Annexure '2'

to the Independent Auditor's Report of even date on the Standalone Financial Statements of PVR INOX Limited

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

We have audited the internal financial controls with reference to standalone financial statements of PVR INOX Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements 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 with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls With Reference to these Standalone Financial Statements

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

Inherent Limitations of Internal Financial Controls With Reference to Standalone Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Vikas Mehra
Partner
Membership Number: 94421
UDIN: 23094421BGYFTT4903

Place of Signature:
Date: May 15, 2023

Standalone Balance Sheet

as at March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

Particulars	Note	March 31, 2023	March 31, 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3	**2,91,958**	1,49,239
Capital work-in-progress	3A	**24,731**	6,442
Right-of-use assets	4A	**5,35,610**	2,65,654
Goodwill	4B	**5,73,361**	1,04,256
Other intangible assets	4B	**13,118**	14,095
Financial assets			
Investments in subsidiaries	5A	**14,840**	9,591
Loans	13	**1,104**	1,164
Other financial assets	6	**47,103**	26,387
Deferred tax assets (net)	7	**47,160**	59,092
Income tax assets (net)	8A	**6,195**	4,448
Other non-current assets	8B	**16,386**	8,280
Total non-current assets (A)		**15,71,566**	**6,48,648**
Current assets			
Inventories	9	**5,967**	3,142
Financial assets			
Investments	10	**21**	47
Trade receivables	11	**15,802**	7,099
Cash and cash equivalents	12A	**30,857**	48,967
Bank balances other than cash and cash equivalents, above	12B	**2,841**	7,700
Loans	13	**1,501**	343
Other financial assets	6	**719**	2,519
Other current assets	8B	**13,395**	11,288
Total current assets (B)		**71,103**	**81,105**
Total assets (A+B)		**16,42,669**	**7,29,753**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	**9,797**	6,100
Other equity	15	**7,25,314**	1,32,748
Total equity (A)		**7,35,111**	**1,38,848**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	16	**1,27,228**	1,03,314
Lease liabilities	17	**5,76,122**	3,38,852
Other financial liabilities	21	**878**	4,968
Provisions	18	**2,602**	856
Other non-current liabilities	22	**-**	1,211
Total non-current liabilities (B)		**7,06,830**	**4,49,201**
Current liabilities			
Financial liabilities			
Borrowings	19	**51,918**	47,050
Lease liabilities	17	**47,301**	27,527
Trade payables	20		
Total outstanding dues of micro enterprises and small enterprises		**1,755**	1,284
Total outstanding dues of creditors other than micro enterprises and small enterprises		**46,946**	27,842
Other financial liabilities	21	**30,307**	11,501
Provisions	18	**3,524**	261
Other current liabilities	22	**18,977**	26,239
Total current liabilities (C)		**2,00,728**	**1,41,704**
Total liabilities (B+C)		**9,07,558**	**5,90,905**
Total equity and liabilities (A+B+C)		**16,42,669**	**7,29,753**
Summary of significant accounting policies	2.2		

The accompanying notes are an integral part of the standalone financial statements
As per our report of even date attached
For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

For and on behalf of the Board of Directors of PVR INOX Limited

Ajay Bijli
Managing Director
DIN: 00531142

Sanjeev Kumar
Executive Director
DIN: 00208173

Vikas Mehra
Partner
ICAI Membership Number: 94421

Mukesh Kumar
Company Secretary
ICSI – M. No. A-17925

Nitin Sood
Chief Financial Officer

Place: New Delhi
Date: May 15, 2023

Place: New Delhi
Date: May 15, 2023

Standalone Statement of Profit and Loss

for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

Particulars	Note	March 31, 2023	March 31, 2022
Income			
Revenue from operations	23	**3,55,917**	1,21,331
Other income	24	**7,686**	31,074
Total income		**3,63,603**	**1,52,405**
Expenses			
Movie exhibition cost		**87,287**	31,578
Consumption of food and beverages	25	**29,176**	9,857
Employee benefits expense	26	**41,925**	25,182
Finance costs	27	**56,862**	49,361
Depreciation and amortisation expense	28	**74,071**	59,442
Other operating expenses	29	**93,902**	44,132
Total expenses		**3,83,223**	**2,19,552**
Loss before exceptional items and tax		**(19,620)**	**(67,147)**
Exceptional items	30	**1,082**	-
Loss before tax		**(20,702)**	**(67,147)**
Tax expense:			
Current tax (refer note 49)		**-**	-
Deferred tax (including MAT credit entitlement) (refer note 7)		**12,596**	(19,312)
Total tax expense		**12,596**	**(19,312)**
Loss for the year (A)		**(33,298)**	**(47,835)**
Other comprehensive income			
Items that will not be reclassified to profit or loss in subsequent year	31	**58**	(40)
Other comprehensive income for the year (net of tax) (B)		**58**	**(40)**
Total comprehensive income for the year (A+B) (comprising profit/(loss) and other comprehensive income for the year)		**(33,240)**	**(47,875)**
Earnings per equity share on Net Profit/(loss) after tax	32		
[Nominal Value of share ₹10 each (March 31, 2022: ₹10 each)]			
Basic		**(51.26)**	(78.60)
Diluted		**(51.26)**	(78.60)
Summary of significant accounting policies	2.2		

The accompanying notes are an integral part of the standalone financial statements
As per our report of even date attached
For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

For and on behalf of the Board of Directors of PVR INOX Limited

Ajay Bijli
Managing Director
DIN: 00531142

Sanjeev Kumar
Executive Director
DIN: 00208173

Vikas Mehra
Partner
ICAI Membership Number: 94421

Mukesh Kumar
Company Secretary
ICSI – M. No. A-17925

Nitin Sood
Chief Financial Officer

Place: New Delhi
Date: May 15, 2023

Place: New Delhi
Date: May 15, 2023

Standalone Statement of Changes in Equity

for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

A. Equity Share Capital

	March 31, 2023	March 31, 2022
Balance at the beginning of the year	6,100	6,076
Issue of equity share capital during the year (refer note 14)	27	24
Issued on account of Business combination (refer note 44)	3,670	-
Balance at the end of the year	**9,797**	**6,100**

B. Other Equity

Particulars	Share application money pending allotment	Reserves and Surplus					Other comprehensive income		Total
		Capital reserve	Securities premium	General reserve	Share options outstanding account	Retained earnings	Re-measurement gains/(loss) on defined benefit plans	Gain/(loss) on equity instruments designated at FVTOCI	
As at March 31, 2021	**-**	**602**	**2,31,467**	**4,030**	**830**	**(55,899)**	**(482)**	**(2,582)**	**1,77,966**
Loss for the year	-	-	-	-	-	(47,835)	-	-	(47,835)
Other comprehensive income (net of tax) (refer note 31)	-	-	-	-	-	-	(40)	-	(40)
	-	**602**	**2,31,467**	**4,030**	**830**	**(1,03,734)**	**(522)**	**(2,582)**	**1,30,091**
Employee stock compensation for options granted	-	-	2,512	-	690	-	-	-	3,202
Transferred from stock options outstanding	-	-	364	-	(395)	-	-	-	(31)
Share Application money pending allotment	49	-	-	-	-	-	-	-	49
Debenture issue expenses (net of deferred tax of ₹191 Lakhs)	-	-	(563)	-	-	-	-	-	(563)
As at March 31, 2022	**49**	**602**	**2,33,780**	**4,030**	**1,125**	**(1,03,734)**	**(522)**	**(2,582)**	**1,32,748**
Loss for the year	-	-	-	-	-	(33,298)	-	-	(33,298)
Other comprehensive income (net of tax) (refer note 31)	-	-	-	-	-	-	58	-	58
	49	**602**	**2,33,780**	**4,030**	**1,125**	**(1,37,032)**	**(464)**	**(2,582)**	**99,508**
Employee stock compensation for options granted	-	-	2,953	-	1,783	-	-	-	4,736
Transferred from stock options outstanding	-	-	641	-	(641)	-	-	-	-
Allotment of equity share capital	(49)	-	49	-	-	-	-	-	-
Adjustment on account of Business combination (refer note 44)	-	-	6,25,996	-	-	-	-	-	6,25,996
Stamp duty on issue of shares on account of Business combination (refer note 44)	-	-	(5,000)	-	-	-	-	-	(5,000)
Share Application money pending allotment	74	-	-	-	-	-	-	-	74
As at March 31, 2023	**74**	**602**	**8,58,419**	**4,030**	**2,267**	**(1,37,032)**	**(464)**	**(2,582)**	**7,25,314**

Summary of significant accounting policies 2.2

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

As per our report of even date attached

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

For and on behalf of the Board of Directors of PVR INOX Limited

Ajay Bijli
Managing Director
DIN: 00531142

Sanjeev Kumar
Executive Director
DIN: 00208173

Vikas Mehra
Partner
ICAI Membership Number: 94421

Mukesh Kumar
Company Secretary
ICSI – M. No. A-17925

Nitin Sood
Chief Financial Officer

Place: New Delhi
Date: May 15, 2023

Place: New Delhi
Date: May 15, 2023

Standalone Statement of Cash Flows

for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

Particulars	March 31, 2023	March 31, 2022
Cash flows from operating activities:		
Loss before tax	**(20,702)**	**(67,147)**
Adjustments to reconcile profit/(loss) before tax to net cash flows:		
Depreciation on tangible assets	27,338	22,774
Amortisation on intangible assets	1,787	1,654
Amortisation on right-of-use assets	44,946	35,014
Allowance for doubtful debts and advances	298	589
Bad debts/advances written off	30	-
Net (gain)/loss on disposal of property, plant and equipment	(99)	(2)
Interest income	(3,070)	(2,585)
Finance costs	55,711	48,990
Share-based payment expense	1,416	550
Inventories written off	-	111
Unrealised foreign exchange (net)	(153)	-
Convenience fees (Time value of money adjustment)	(2,671)	(2,266)
Liabilities written back (including COVID-19 related rent concessions)	(1,126)	(25,883)
Exceptional items	1,082	-
Miscellaneous income	(193)	(462)
	1,04,594	**11,337**
Working capital adjustments:		
Increase/(Decrease) in provisions	27	(1,064)
Increase/(Decrease) in trade and other payables	(7,290)	7,407
Decrease/(Increase) in trade receivables	(5,691)	(4,753)
Decrease/(Increase) in inventories	(785)	(928)
Decrease/(Increase) in loans and advances and other assets	(553)	(397)
Cash generated from operations	**90,302**	**11,602**
Direct taxes paid (net of refunds)	-	836
Net cash flows from/(used in) operating activities (A)	**90,302**	**12,438**
Cash flows from investing activities		
Purchase of PPE, intangible assets, Capital work-in-progress, Security Deposit and capital advances	(62,930)	(12,407)
Proceeds from sale of PPE	201	43
Investment in subsidiaries	(5,150)	(600)
Loans given to subsidiaries	(3,050)	(1,727)
Loans repaid by subsidiaries	2,050	6,450
Interest received on deposits	1,068	1,904
Fixed deposits with banks	4,904	10,035
Net cash flows from/(used in) investing activities (B)	**(62,907)**	**3,698**
Cash flows from financing activities		
Proceeds from issue of equity shares	3,051	1,831
Proceeds from long-term borrowings	38,500	55,500
Repayment of long-term borrowings	(42,163)	(34,162)
Proceeds from short-term borrowings	73,859	1,06,531
Repayment of short-term borrowings	(57,559)	(1,12,331)
Repayment of lease liabilities (includes interest on lease liabilities)	(70,439)	(26,544)
Interest paid on borrowings	(14,492)	(12,441)
Net cash flow from/(used in) financing activities (C)	**(69,243)**	**(21,616)**
Net increase in cash and cash equivalents (A + B + C)	**(41,848)**	**(5,480)**
Cash and cash equivalents at the beginning of the year	48,967	54,447
Add: Cash acquired on Business Combination (refer note 44)	23,738	-
Cash and cash equivalents at the end of the year	**30,857**	**48,967**

Standalone Statement of Cash Flows

for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

Particulars	March 31, 2023	March 31, 2022
Components of cash and cash equivalents		
Cash on hand	**575**	385
Balance with banks:		
On current accounts	**8,357**	12,085
Investment in Mutual fund	**21,925**	36,497
Cash and cash equivalents (refer note 12A)	**30,857**	**48,967**

Note:

- The Standalone Statement of Cash Flows has been prepared in accordance with 'Indirect method' as set out in the Ind AS – 7 'Statement of Cash Flows'.
- Reconciliation between the opening and closing balances in the standalone balance sheet for liabilities arising from financing activities is as below:

Particulars	Long-Term borrowings[1]	Short-Term borrowings
Opening balance as at April 01, 2022[2]	**1,44,997**	**6,000**
Cash flows during the year:		
- Proceeds	38,500	73,859
- Repayments	(42,163)	(57,559)
- Processing fees	(530)	(330)
- Pursuant to Business Combination (refer note 44)	16,902	-
Closing balance as at March 31, 2023[2]	**1,57,706**	**21,970**
[1]Includes current maturities of non-current borrowings.		
[2]Opening and closing balance excludes transaction cost.		
Summary of significant accounting policies	2.2	

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

As per our report of even date attached

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

For and on behalf of the Board of Directors of PVR INOX Limited

Ajay Bijli
Managing Director
DIN: 00531142

Sanjeev Kumar
Executive Director
DIN: 00208173

Vikas Mehra
Partner
ICAI Membership Number: 94421

Mukesh Kumar
Company Secretary
ICSI – M. No. A-17925

Nitin Sood
Chief Financial Officer

Place: New Delhi
Date: May 15, 2023

Place: New Delhi
Date: May 15, 2023

Notes

to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

1 Company overview

PVR INOX Limited (erstwhile known as PVR Limited) ("the Company") is a public limited company domiciled in India and incorporated under the provisions of the Indian Companies Act with its registered office located at "7th Floor, Lotus Grandeur Building, Veera Desai Road, Opposite Gundecha Symphony, Andheri (west) - Mumbai - 400053, India". The Company's equity shares are listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) in India.

The Company is in the business of movie exhibition & production and operates largest cinema network across India. The Company earns revenue from sale of movie tickets, in-cinema advertisements/product displays and sale of food and beverages and restaurant business.

INOX Leisure Limited (INOX) amalgamated with PVR Limited as per the scheme sanctioned by the Hon'ble National Company Law Tribunal (NCLT) vide its order dated January 12, 2023 (Mumbai Bench) with the appointed date of January 01, 2023. Post amalgamation, the Company has been renamed as PVR INOX Limited.

2 Significant accounting policies

2.1 Basis of preparation

(a) Statement of compliance

These Standalone Financial Statements comply with the Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, 2013 (the "Act"), read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

As at the year-end, the Company has net current liabilities and has incurred losses during the year. However, based on future projections, the Company expects a significant increase in sales and cash flows in the next year for its continued operations in the foreseeable future and accordingly, the financial statements have been prepared on a going concern basis.

These Standalone Financial Statements for the year ended March 31, 2023 are approved by the Audit Committee and Board of Directors at its meeting held on May 15, 2023.

(b) Functional and presentation currency

These Standalone Financial Statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

(c) Basis of Measurement

These Standalone Financial Statements have been prepared on an accrual basis and under the historical cost convention, except for Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments, refer note 2.2(v))

(d) Critical accounting estimates and judgements

The preparation of the Standalone Financial Statements in conformity with Ind AS requires the management to make judgements, estimates and assumptions. These judgements, estimates and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the standalone financial statements.

Information about significant areas of estimation and judgements in applying accounting policies that have the most significant effect on the Standalone Financial Statements are as follows:

- Note 2.2 (o) (iii) and 31 – measurement of defined benefit obligations: key actuarial assumptions;
- Note 2.2 (b), (c), (d), 3 and 4B – measurement of useful life and residual values of property, plant and equipment and intangible assets;
- Note 34 – Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/ claim/ litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy;
- Note 2.2 (t) – judgement required to determine ESOP assumptions;
- Note 2.2 (p) – judgement required to determine probability of recognition of current tax, deferred tax assets and MAT credit entitlement;
- Note 2.2 (v) – fair value measurement of financial instruments, and
- Note 2.2 (i)(iii) and 4A – Determination of lease term for computation of lease liabilities and right of use assets and discount rate used for discounting the lease payments to compute the present value of lease liabilities.

There are no assumptions and estimation uncertainties that have a significant risk resulting in a material adjustment within the next financial year.

2.2 Summary of significant accounting policies

(A) Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it satisfies any of the following criteria:

Notes

to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when it satisfies any of the following criteria:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle for the purpose of classification of assets and liabilities as current and non-current.

(B) Property, plant and equipment (PPE)

(i) Recognition and measurement:

PPE are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price (net of trade discounts, rebates and refundable taxes) and any directly attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition or construction of PPE which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready for their intended use. Leasehold improvements represent expenses incurred towards civil works, interior furnishings, etc. on the leased premises at various cinema locations.

Expenditure directly relating to construction activity are capitalised. Indirect expenditure incurred during construction period is capitalised as part of the indirect construction cost to the extent expenditure is directly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period, which is not related to the construction activity nor is incidental thereto is charged to the Statement of Profit and Loss. Expenses those are capitalised are considered as pre-operative expenses and are disclosed under capital work-in-progress until the project is capitalised.

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

The Company identifies any particular component embedded in the main asset having significant value to total cost of asset and also a different life as compared to the main asset.

The residual values, useful lives and methods of depreciation of PPE are reviewed at each financial year end and adjusted prospectively, if appropriate.

Amount paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under Capital advances and Capital work-in-progress respectively.

(ii) Subsequent expenditure:

Subsequent expenditure on additions and betterment of operational properties are capitalised, only if, it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognised in the Statement of Profit and Loss when incurred.

(C) Depreciation on property, plant and equipment (PPE)

Depreciation is calculated on cost of items of PPE less their estimated residual values over their useful lives using straight-line method and is generally recognised in the Statement of Profit and Loss. Estimated useful life of the assets are generally in line with the useful lives as prescribed under Part C of Schedule II to the Companies Act, 2013 except in the following cases, where the management based on technical and internal assessment considers life to be different than prescribed under Schedule II. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Particulars	Useful life as per Schedule II (in years)	Management estimate of Useful life (in years)
Concession equipments	15	8
Gaming equipments	15	13.33
Projectors	13	10
Furniture & fixtures	8	5 to 10.53
Building	60	60
Windmill	22	23.5
Vehicles	8	5
LCD's	5	4

The Company has estimated the residual value @ 5% of original cost for all assets except for sound and projections equipment's which are taken @ 10% of original cost based on technical assessment done by management.

Leasehold improvements are amortised on a straight-line basis over the estimated period of lease including renewals or unexpired period of lease, whichever is shorter. The Company has estimated the residual value @ 20% of original cost for leasehold improvement where the lease term considered is shorter than the agreed lease term as per agreement.

Depreciation is not recorded on capital work-in-progress until construction and installation are complete and the asset is ready for its intended use.

Depreciation on addition (disposal) is provided on a pro-rata basis i.e. from (upto) the date on which assets is ready for use (disposed off). Further, depreciation includes accelerated depreciation of ₹1,058 Lakhs (March 31, 2022: ₹1,232 Lakhs) on account of change in estimate of useful lives of property, plant and equipment resulting from Cinema closure earlier than planned or due to renovation.

(D) Intangible assets

(i) Recognition and Measurement:

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

(ii) Subsequent Expenditure:

Subsequent expenditure is capitalised only when it increase the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in the statement of profit or loss as incurred.

(iii) The useful life and the basis of amortisation and impairment losses are as under:

a) Software

Cost relating to purchased software and software licenses are capitalised and amortised on a straight-line basis over their estimated useful lives of 6 years.

b) Goodwill

Goodwill on acquisitions is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses if any. Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes.

c) Film Right's

The intellectual property rights acquired/created in relation to films are capitalized as film rights and amortised based on management estimates.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

(E) Brands and Beneficial lease rights

Intangible assets resulting from acquisition of INOX Cinemas comprise of 'Beneficial Lease Rights' which are amortised on straight-line basis over remaining lease period and 'Brands' which are amortised on straight-line basis over a period of 20 years and tested for impairment annually.

(F) Borrowing costs

Borrowing cost includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the Statement of Profit and Loss as incurred.

(G) Impairment of non-financial assets

The Company assesses at each reporting date whether, there is an indication that an asset may be impaired. If an indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The Company sees the movie exhibition business as a single cash generating unit (CGU).

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Impairment loss, if any is recognised in the Statement of Profit and Loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine, whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no

Notes
to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

impairment loss been recognised for the asset in prior years. Such reversal is recognised in the Statement of Profit and Loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

(H) Investment

Investment in subsidiaries are carried at cost less accumulated impairment, if any.

(I) Inventories

Inventories are valued as follows:

(a) **Food and beverages**

Lower of cost and net realisable value. Cost is determined on weighted average basis.

(b) **Stores and spares**

Lower of cost and net realisable value. Cost is determined on weighted average basis.

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

The comparison of cost and Net realisable value is made on an item-by-item basis.

(J) Leases

(i) **Determining whether an arrangement contains a lease**

An arrangement is, or contains, a lease if the arrangement conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

(ii) **Assets held under lease**

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of- use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of estimated lease term or useful life of right-of-use asset.

Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Company has elected not to apply the requirements of Ind AS 116 "Leases" to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

(K) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company, and the revenue can be reliably measured regardless of when the payment is being made. Revenue excludes goods and service tax, sales tax and local body taxes if any which are collected by the Company on behalf of the Government and deposited to the credit of respective Governments.

The following specific recognition criteria must also be met before revenue is recognised:

i. **Income from sale of movie tickets (Box office revenue)**

Revenue from sale of movie tickets is recognised as and when the film is exhibited.

ii. **Sale of food and beverages**

Revenue from sale of food and beverages is recognized at a point in time, upon transfer of control of products to customers, which coincides with their delivery to the customer.

iii. **Revenue from gift vouchers and breakage revenue**

Non-refundable Gift cards and vouchers are sold to customers, that give customers the right to receive goods or services in the future. The prepayment amount received from the customer is recognised as unearned revenue liability. If a customer does not exercise their right, this amount is recognised as breakage revenue in proportion to the pattern of rights exercised by the customer as there is an expectation that the Company will be entitled to breakage revenue and that it is considered highly probable and a significant reversal will not occur in the future.

iv. **Advertisement revenue**

Advertisement revenue is recognised as and when advertisement are displayed at the cinema halls and in accordance with the term of the agreement.

v. **Management fee**

Revenue earned from management agreements is recognized on an accrual basis in accordance with the terms of the relevant agreements.

vi. **Convenience fee**

Convenience fee is recognised as and when the movie tickets are sold on digital platforms. Further, in case of fixed contracts with digital ticketing partners, revenue is recognised on accrual basis in accordance with the terms of the agreement.

vii. **Rental and food court income**

Rental Income is recognised on accrual basis for the period the space in cinema and food court is let out as per the lease arrangement.

viii. **Virtual print fees income**

Revenue is recognised on an accrual basis in accordance with the terms of the relevant agreements.

ix. **Interest income**

For all Financial instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the Statement of Profit and Loss.

x. **Loyalty**

The Company operates a loyalty programme "PVR PRIVILIGE" where a customer earn points as and when the customer transacts with the Company, these points can be redeemed in the future for goods and services. Under Ind AS 115, the loyalty programme gives rise to a separate performance obligation as it provides a material right to the customer. The Company allocates a portion of transaction price to the loyalty programme based on relative standalone selling price, instead of allocating using the fair value of points issued.

(L) Government grants

The Company recognises government grants only when there is reasonable assurance that the conditions attached to them will be complied with, and the grants will be received. Government grants related to assets are treated as deferred income and are recognised in the net profit in the Statement of Profit and Loss on a systematic and rational basis over the useful life of the asset. Government grants related to revenue are recognised on a systematic basis in the net profit in the Statement of Profit and Loss over the periods necessary to match them with the related costs which they are intended to compensate.

(M) Foreign currency transaction and translations

Transactions and balances

Transactions in foreign currencies are initially recorded in functional currency's spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies remaining unsettled are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

(N) Business combination and goodwill

Business combinations are accounted for using the acquisition method. At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively;
- Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12;
- Liabilities or equity instruments related to share-based payment arrangements of the acquiree or share – based payments arrangements of the Company entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date;
- Assets (or disposal Company's) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard; and
- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

Notes

to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or Other comprehensive income, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through Other comprehensive income.

As a result from business combination, the Company as whole has gained synergies relating to increase in revenue, decrease of certain operational cost and effective vendor negotiation. The Company as a whole is considered as a CGU, and there are no other CGU's identifiable to which Goodwill from business combinations is allocated.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed off, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

(O) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Standalone Financial Statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

Notes

to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

For assets and liabilities that are recognised in the Standalone Financial Statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuer's are involved for valuation of significant assets, liabilities, such as ESOP, Gratuity etc.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Financial instruments (including those carried at amortised cost) (note 2.2(v))

(P) Employee benefits

The Company participates in various employee benefit plans. Post-employment benefits are classified as either defined contribution plans or defined benefit plans.

The Company has the following employee benefit plans:

i. Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services is provided. A liability is recognised for the amount expected to be paid e.g. under short-term cash bonus, incentives, if the Company has a present legal or constructive obligation to pay this amount as a result of past services provided by the employee, and the amount of obligation can be estimated reliably.

ii. Defined contribution plan

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

iii. Defined Benefit plan

Gratuity is a defined benefit obligation. The Company has approved gratuity funds managed with ICICI Prudential Life Insurance Company Limited and Bajaj Allianz Life Insurance Company Limited, Birla Sunlife Insurance Company Limited and Life Insurance Corporation of India for the payment of gratuity to the employees. The Company's obligation in respect of the gratuity plan, which is a defined benefit plan, is provided for based on actuarial valuation using the projected unit credit method. Actuarial gains or losses are recognised in other comprehensive income.

iv. Other long-term employee benefits

The employees of the Company are entitled to compensated absences. The employees can carry forward a portion of the unutilised accumulating compensated absences and utilise it in future periods or receive cash at retirement or termination of employment. The Company records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Company measures the expected cost of compensated absences as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the end of the reporting period. The Company recognises accumulated compensated absences (current and non-current) based on actuarial valuation. Non-accumulating compensated absences are recognised in the period in which the absences occur.

(Q) Income taxes

Current Tax

Income tax comprises current tax and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. It is recognised in Statement of Profit and Loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in OCI.

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

Deferred Tax

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 utilised, except

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

At each reporting date, the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax asset to the extent that it has become reasonably certain, that sufficient

Notes

to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

future taxable income will be available against which such deferred tax assets can be realised.

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

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.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Company recognises MAT credit entitlement as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e. the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognises MAT credit as an asset, the said asset is created by way of credit to the Statement of Profit and Loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

(R) Earnings per share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

(S) Provisions

General

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best management estimate required to settle the obligation at each Balance Sheet date. These are reviewed at each Balance Sheet date and are adjusted to reflect the current best management estimates.

Contingent liability

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

(T) Cash and Cash equivalents

Cash and cash equivalents comprise cash at bank, cash in hand and short-term investments with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

(U) Share-based payments

In accordance, with the Securities and Exchange Board of India (Share-Based Employee Benefits & Sweat equity) Regulations, 2021 and Ind AS 102 Share-based Payments, the cost of equity-settled transactions is measured using the fair value method. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit recognised in the Statement of Profit and Loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense, together with a corresponding increase in the "Employee Stock options outstanding account" in reserves. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

(V) Dividend

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

(W) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

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to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

Financial assets

Initial recognition and measurement

All financial assets and liabilities are recognised at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). However, the Company recognises interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit & loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortised cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognised in OCI. These gains/loss are not subsequently transferred to statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss. This category generally applies to borrowings.

Trade and other payable

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are generally unsecured. Trade and other payable are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using effective interest method.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g. loans, debt securities, deposits, trade receivables and bank balance;
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18;

The Company impairs its trade receivables basis past experience and trend. Other financial asset, are impaired on case to case basis.

(X) Corporate Social Responsibility ("CSR") expenditure:

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and COVID-19 relief .

A CSR committee has been formed by the Company as per the Act.

(Y) Recent Accounting Pronouncements

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standard) Amendment Rules 2022 dated March 23, 2022, to amend the following Ind AS which are effective from April 01, 2022.

(i) Onerous Contracts – Costs of Fulfilling a Contract – Amendments to Ind AS 37

(ii) Reference to the Conceptual Framework – Amendments to Ind AS 103

(iii) Property, Plant and Equipment: Proceeds before Intended Use – Amendments to Ind AS 16

(iv) Ind AS 109 Financial Instruments – Fees in the '10 per cent' test for derecognition of financial liabilities

The amendments are effective for annual reporting periods beginning on or after 1 April 2022 but had no impact on the financial statements of the Company.

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective from April 01, 2023.

(i) Definition of Accounting Estimates – Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after April 01, 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. The amendments are not expected to have a material impact on the Company financial statements.

(ii) Disclosure of Accounting Policies – Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments to Ind AS 1 are applicable for annual periods beginning on or after April 01, 2023. The amendments are not expected to have a material impact on the Company financial statements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after April 01, 2023. The amendments are not expected to have a material impact on the Company financial statements.

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to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

3 Property, plant and equipment

Particulars	Freehold Land	Building	Leasehold Improvements	Plant & Machinery	Furniture & Fittings	Office Equipments	Vehicles	Total
As at March 31, 2021	2	80	92,190	1,03,045	27,076	5,860	1,168	2,29,421
Additions	-	-	11,815	11,123	2,902	675	355	26,870
Disposals and discard	-	-	(888)	(212)	(424)	(13)	(34)	(1,571)
As at March 31, 2022	**2**	**80**	**1,03,117**	**1,13,956**	**29,554**	**6,522**	**1,489**	**2,54,720**
Additions	-	-	16,898	21,194	7,115	1,496	924	47,627
Adjustment on account of Business Combination (refer note 44)	13,070	20,265	31,872	47,172	8,269	1,860	29	1,22,537
Disposals and discard	-	-	(92)	(965)	(439)	(179)	(91)	(1,766)
As at March 31, 2023	**13,072**	**20,345**	**1,51,795**	**1,81,357**	**44,499**	**9,699**	**2,351**	**4,23,118**
Depreciation								
As at March 31, 2021	-	5	30,889	36,403	12,490	4,023	427	84,237
Charge for the year	-	3	7,498	10,744	3,525	773	231	22,774
Disposals and discard	-	-	(888)	(199)	(418)	(13)	(12)	(1,530)
As at March 31, 2022	**-**	**8**	**37,499**	**46,948**	**15,597**	**4,783**	**646**	**1,05,481**
Charge for the year	-	117	8,041	13,275	4,257	1,325	323	27,338
Disposals and discard	-	-	(87)	(936)	(403)	(177)	(56)	(1,659)
As at March 31, 2023	**-**	**125**	**45,453**	**59,287**	**19,451**	**5,931**	**913**	**1,31,160**
Net Block								
As at March 31, 2022	**2**	**72**	**65,618**	**67,008**	**13,957**	**1,739**	**843**	**1,49,239**
As at March 31, 2023	**13,072**	**20,220**	**1,06,342**	**1,22,070**	**25,048**	**3,768**	**1,438**	**2,91,958**

i. For details regarding charge on property plant and equipment, refer note 16.

ii. **Capitalised borrowing costs**

The amount of borrowing costs capitalised during the year ended March 31, 2023 was ₹578 Lakhs (March 31, 2022: ₹28 Lakhs).

iii. For details regarding adjustment on account of Business Combination (refer note 44).

iv. The Company has neither revalued nor impaired property, plant and equipment during the year ended March 31, 2023 and March 31, 2022.

v. Some of the immoveable properties comprising of land and building thereon, acquired as part of the scheme of amalgamation referred in note 44, which were held in the name of Inox Leisure Limited now stands transferred in the name of PVR INOX Limited (Erstwhile PVR Limited) pursuant to the scheme of amalgamation approved by NCLT.

3A Capital work-in-progress

Particulars	March 31, 2023	March 31, 2022
Capital Work-in-Progress	**25,813**	6,442
Less: Impairment*	**(1,082)**	-
	24,731	6,442

Capital work-in-progress represents leasehold improvements, plant and machinery and other assets under installation and cost relating thereto.

Ageing for Capital work-in-progress as on March 31, 2023:

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	22,017	237	193	1,359	23,806
Projects temporarily suspended	405	343	931	328	2,007
Total	**22,422**	**580**	**1,124**	**1,687**	**25,813**

The details of CWIP outstanding in respect of temporarily suspended projects as on March 31, 2023 is as under:

CWIP	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Projects temporarily suspended				
Hyderabad Oden	-	925	-	-
Mantri Mall*	-	-	-	1,082
Total	**-**	**925**	**-**	**1,082**

*Exceptional item represents impairment of capital work-in-progress (refer note 30).

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(Rupees in lakhs, except for per share data and if otherwise stated)

Ageing for Capital work-in-progress as on March 31, 2022:

For Capital work-in-progress few projects of the Company have been delayed on account of COVID-19 pandemic due to delay/suspension of the work at respective sites. The details of CWIP outstanding in respect of these projects as on March 31, 2022 is as under:

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	2,364	1,065	1,336	302	5,067
Projects temporarily suspended	100	654	599	22	1,375
Total	**2,464**	**1,719**	**1,935**	**324**	**6,442**

There are no projects lying in Capital work-in-progress which has exceeded its cost as compared to the original plan as on March 31, 2023 and March 31, 2022

4A Right-of-use assets

Particulars	Class of assets			
	Cinema properties	Plant and Machinery	Leasehold Land	Right-of-use assets
	A	B	C	A+B+C
As at March 31, 2021	3,32,749	3,195	786	3,36,730
Additions	32,584	-	-	32,584
Disposals and discard	(3,210)	(1,777)	-	(4,987)
As at March 31, 2022	**3,62,123**	**1,418**	**786**	**3,64,327**
Additions	55,252	-	-	55,252
Adjustment on account of Business Combination (refer note 44)*	2,62,513	-	-	2,62,513
Disposals and discard**	(4,254)	(394)	-	(4,648)
As at March 31, 2023	**6,75,634**	**1,024**	**786**	**6,77,444**
Amortisation				
As at March 31, 2021	63,575	825	10	64,410
For the year	34,649	353	12	35,014
Deductions/Adjustments	(77)	(674)	-	(751)
As at March 31, 2022	**98,147**	**504**	**22**	**98,673**
For the year	44,774	160	12	44,946
Deductions/Adjustments	(1,762)	(23)	-	(1,785)
As at March 31, 2023	**1,41,159**	**641**	**34**	**1,41,834**
Net Block				
As at March 31, 2022	**2,63,976**	**914**	**764**	**2,65,654**
As at March 31, 2023	**5,34,475**	**383**	**752**	**5,35,610**

The Company has neither revalued nor impaired its Right to use Assets during the year ended March 31, 2023 and March 31, 2022.

*Addition on account of business combination includes beneficial rights of INOX Leisure Limited.

** Disposal and discard includes Right of Use assets written off as a result of closure of certain cinema properties before expiry of lease term.

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(Rupees in lakhs, except for per share data and if otherwise stated)

4B Intangible assets

Particulars	Goodwill	Other Intangible Assets				
		Software Development	Brand	Beneficial lease rights	Movie Rights	Other Intangible Assets
	A	B	C	D	E	B+C+D+E
As at March 31, 2021	1,04,256	4,489	7,263	9,422	606	21,780
Additions	-	293	-	-	-	293
Disposals and discard	-	(10)	-	-	-	(10)
As at March 31, 2022	**1,04,256**	**4,772**	**7,263**	**9,422**	**606**	**22,063**
Additions	-	512	-	-	-	512
Adjustment on account of Business Combination (refer note 44)	4,69,105	298	-	-	-	298
Disposals and discard	-	-	-	-	-	-
As at March 31, 2023	**5,73,361**	**5,582**	**7,263**	**9,422**	**606**	**22,873**
Amortisation						
As at March 31, 2021	-	2,773	1,060	1,885	606	6,324
For the year	-	578	357	719	-	1,654
Deductions/Adjustments	-	(10)	-	-	-	(10)
As at March 31, 2022	**-**	**3,341**	**1,417**	**2,604**	**606**	**7,968**
For the year	-	711	357	719	-	1,787
As at March 31, 2023	**-**	**4,052**	**1,774**	**3,323**	**606**	**9,755**
Net Block						
As at March 31, 2022	**1,04,256**	**1,431**	**5,846**	**6,818**	**-**	**14,095**
As at March 31, 2023	**5,73,361**	**1,530**	**5,489**	**6,099**	**-**	**13,118**

Note:

Impairment testing of Goodwill:

Goodwill represents excess of consideration paid over the net assets acquired. This is monitored by the management at the level of cash generating unit (CGU) and is tested annually for impairment. Cinemax India Limited (2012-13), Cinema exhibition undertaking of DLF Utilities Limited (2016-17), SPI Cinemas Limited (2018-19) and INOX Leisure Limited and Jazz cinemas (2022-23) acquired/merged during the previous year now completely integrated with the existing cinema business of the Parent Company, and accordingly is monitored together as one CGU. The Parent Company tested goodwill for impairment using a post-tax discounted cash flow methodology with a peer-based, risk-adjusted weighted average cost of capital, using discount rate of 10 to 12.5% p.a. and terminal growth rate of 4%-5%. This long-term growth rate takes into consideration external macroeconomic sources of data. Such long-term growth rate considered does not exceed that of the relevant business and industry sector. We believe use of a discounted cash flow approach is the most reliable indicator of the fair values of the businesses. The Parent Company believes that any reasonably possible change in the key assumptions on which a recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash-generating unit.

No impairment of goodwill was identified as of March 31, 2023.

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to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

5 Non-current investments

5A Investment in subsidiaries (unquoted, valued at cost) (refer note 41)

	March 31, 2023	March 31, 2022
PVR Pictures Limited[1]	8,102	3,102
Equity share of ₹4 each 94,224,463 (March 31, 2022: 67,006,173)		
P V R Lanka Limited	4,198	4,198
Equity share of LKR 100 each 10,945,670 (March 31, 2022: 10,945,670)		
Zea Maize Private Limited[2]	2,290	1,690
Equity share of ₹10 each 72,835 (March 31, 2022: 63,764)		
Zea Maize Private Limited[3]	150	-
Share Application Money Pending Allotment		
Investment in Shouri Properties Private Limited[4]		
Equity share of ₹10 each 14,10,000	141	-
Less: Provision for diminution in the value of Investment	(41)	-
Zea Maize Private Limited[2]		
0.01% Compulsory convertible debentures of ₹10,00,000 each Nil (March 31, 2022: 60)	-	600
SPI Entertainment Project (Tirupati) Private Limited[5]	-	1
Equity share of ₹10 each Nil (March 31, 2022: 10,000)		
	14,840	**9,591**

[1] During the previous year ended March 31, 2023, there was an additional equity investment of ₹5,000 Lakhs in PVR Pictures Limited.

[2] During the year ended March 31, 2023, 60 (March 31, 2022 : Nil) 0.01% Compulsorily Convertible Debentures were converted into 9,071 equity shares of Zea Maize Private Limited.

[3] During the year ended March 31, 2023, there was an additional capital infusion of 150 Lakhs in Zea Maize Private Limited through equity shares and the same is pending for allotment as on March 31, 2023.

[4] **Business Combination (Merger by Absorption)**

Shouri Properties Private Limited (SPPL) is a wholly-owned subsidiary of the Company (consequent to merger of erstwhile INOX Leisure Limited with the Company). SPPL holds a license to operate a multiplex cinema theatre. The Board of Directors of the erstwhile INOX Leisure Limited (INOX), at their meeting held on January 21, 2022, had approved the draft Scheme of Amalgamation (Merger by Absorption) ("the Scheme") under Sections 230 to 232 of the Companies Act, 2013 ("the Act") and other relevant applicable sections of the act for amalgamation of SPPL with the INOX subject to approval of the Scheme by the Shareholders and Creditors of the respective Companies (if required), Hon'ble National Company Law Tribunal, Bench at Mumbai (NCLT Mumbai) and subject to approval of any other statutory authorities as may be required. Further the Board of Directors of the Company at their meeting held on March 16, 2023, has approved the amalgamation of SPPL with Company. Thereafter, the Company has filed an application with Hon'ble NCLT Mumbai on April 06, 2023 for substitution of name of INOX Leisure Limited with PVR INOX Limited in the Company Scheme Petition along with other consequential amendments. The matter was heard on April 13, 2023 and Hon'ble NCLT Mumbai has allowed the application and fixed the final date of hearing on June 07, 2023 formalities. The Company is yet to receive the approval of NCLT on the scheme, accordingly appropriate accounting treatment of the Scheme will be done post receipt of NCLT approval.

[5] During the previous year ended March 31, 2023, SPI Entertainment Project (Tirupati) Private Limited has been struck off as per Companies Act, 2013 & after taking the requisite approvals as required by the law the Company has written off the investment.

5B Other Investments

	March 31, 2023	March 31, 2022
National savings certificates[1]	21	47
(Deposited with various tax authorities)		
	21	**47**
Less: Amount disclosed under current investments (refer note 10) (being due for maturity within next 12 months)	21	47
	-	-
Aggregate amount of unquoted investments	14,902	9,638
Aggregate amount of impairment in value of investments	41	-
[1] The following National Saving Certificates held in the interest of the Company are pledged with various Indirect Tax Authorities.		
Executive Director	20	20
Employees	1	27

Notes
to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

6 Other financial assets

	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Non-current bank balances (refer note 12B)	55	76	-	-
Interest accrued on:				
Fixed deposits	5	6	50	124
National saving certificate	-	-	14	25
Others[1]	948	764	97	34
	1,008	846	161	183
Government grant receivable[2]	2,729	1,994	558	1,431
Security deposits				
Unsecured, considered good	43,366	23,547	-	905
Unsecured, considered doubtful	2,763	1,098	-	-
	46,129	24,645	-	905
Allowance for doubtful security deposits	(2,763)	(1,098)	-	-
	43,366	23,547	-	905
Total	47,103	26,387	719	2,519

[1] Includes interest accrued amounting to ₹1,023 Lakhs (March 31, 2022: ₹796 Lakhs) on loans given to related party.

[2] The Entertainment tax/GST exemption in respect of some of the Multiplexes of the Company has been accounted on the basis of eligibility criteria as laid down in the respective erstwhile/current State Government schemes and applications filed with the authorities.

7 Deferred tax assets/liabilities (net) (includes MAT credit entitlement)

	March 31, 2023	March 31, 2022
Deferred tax liabilities		
Impact of differences in depreciation/amortisation in block of tangible and intangible assets as per tax books and financial books	28,137	26,822
Gross deferred tax liabilities	28,137	26,822
Deferred tax asset		
Impact of expenditure charged to the statement of profit and loss in the current year but allowable for tax purposes on payment basis	1,803	1,135
Allowance for doubtful debts and advances	1,458	1,336
Ind AS 116 impact	22,254	24,031
Business loss carried forward	42,874	46,518
Others	6,908	5,901
Gross deferred tax asset	75,297	78,921
Net deferred tax (liabilities)/assets	47,160	52,099
Add: MAT credit entitlement	-	9,842
Provision created against MAT entitlement	-	(2,849)
MAT credit entitlement (Net of Provisions)[1]	-	6,993
Net deferred tax assets/(liabilities)	47,160	59,092

[1] Pursuant to Section 115BAA of Income Tax Act, 1961, the Company from the current fiscal year has opted for lower tax rates. Consequent to this, the Company has calculated tax for current year and remeasured its deferred tax basis rates prescribed in this section and credited the consequential impact in the deferred taxes for the year ended March 31, 2023 amounting to ₹13,433 Lakhs. Also, an amount of ₹6,993 Lakhs on account of MAT credit entitlement for the previous years has been charged to Profit & Loss account.

In assessing the realisability of deferred tax assets, management considers whether it is probable, that some portion, or all, of the deferred tax assets will be realised. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable incomes over the periods in which the deferred tax assets are deductible, management believes that it is probable that the Company will be able to realise the benefits of those deductible differences in future.

Notes
to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

8A Income tax assets (net)

	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Advance income tax (net of provision)	5,438	3,702	-	-
Income tax paid under protest (refer note 36(a))	757	746	-	-
	6,195	4,448	-	-

8B Other assets

	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Prepaid expenses	2,882	1,999	2,374	1,310
	2,882	1,999	2,374	1,310
Capital advances				
Unsecured, considered good	9,713	4,890	-	-
	9,713	4,890	-	-
Advances recoverable in cash or kind				
Unsecured, considered good	-	208	3,758	749
Unsecured, considered doubtful	-	-	677	677
	-	208	4,435	1,426
Allowance for doubtful advances	-	-	(677)	(677)
	-	208	3,758	749
Others				
Balances with statutory authorities	3,791	1,183	7,263	9,229
	3,791	1,183	7,263	9,229
Total	16,386	8,280	13,395	11,288

9 Inventories (Valued at lower of cost or net realisable value)

	March 31, 2023	March 31, 2022
Food and beverages	3,924	2,146
Stores and spares	2,043	996
	5,967	3,142

10 Investments

	March 31, 2023	March 31, 2022
Investments (unquoted)		
National savings certificates (refer note 5B)	21	47
(Deposited with various State tax authorities)		
	21	47

11 Trade receivables

	March 31, 2023	March 31, 2022
Unsecured, considered good	15,802	7,099
Unsecured, credit impaired	3,702	3,479
	19,504	10,578
Less: Trade receivable credit impaired	(3,702)	(3,479)
	15,802	7,099

Notes
to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

Ageing of Trade Receivables as on March 31, 2023:

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	15,054	736	12	-	-	15,802
Undisputed Trade Receivables – credit impaired	38	376	161	171	800	1,546
Disputed Trade Receivables – credit impaired	-	60	2	16	2,078	2,156
Total	**15,092**	**1,172**	**175**	**187**	**2,878**	**19,504**

Ageing of Trade Receivables as on March 31, 2022:

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	6,550	76	-	315	158	7,099
Undisputed Trade Receivables – credit impaired	-	8	42	688	2,741	3,479
Total	**6,550**	**84**	**42**	**1,003**	**2,899**	**10,578**

12A Cash and cash equivalents

	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Cash on hand	-	-	575	385
Balances with banks:				
On current accounts	-	-	8,357	12,085
Investment in mutual fund	-	-	21,925	36,497
	-	-	30,857	48,967

12B Bank balances other than cash and cash equivalents, above

	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Deposits with remaining maturity for more than 3 months but less than 12 months (refer note (b) below)	-	-	2,831	7,691
Deposits with remaining maturity for more than 12 months (refer note (b) below)	55	76	-	-
Unpaid and unclaimed dividend accounts (refer note (a) below)	-	-	10	9
	55	76	2,841	7,700
Amount disclosed under non-current other financial assets (refer note 6)	(55)	(76)	-	-
	-	-	2,841	7,700

Note:

(a) Earmarked unpaid dividend accounts are restricted in use as it relates to unclaimed dividends or unpaid dividend.

(b) Bank deposits includes deposits under lien as security amounting to ₹1,945 Lakhs (March 31, 2022: ₹1,621 Lakhs) and margin money for issue of bank guarantee amounting to ₹341 Lakhs (March 31, 2022: ₹146 Lakhs)

Notes
to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

13 Loans

	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Loans and advances to related parties				
Unsecured, considered good	1,104	1,018	1,160	160
Total	**1,104**	**1,018**	**1,160**	**160**
Loans to others				
Loans to employees				
Unsecured, considered good	-	146	341	183
Loans to body corporate				
Unsecured, considered doubtful	-	-	55	55
	-	146	396	238
Loans: Credit Impaired	-	-	(55)	(55)
	-	146	341	183
	1,104	1,164	1,501	343
a) Loans and advances to related parties include				
P V R Lanka Limited (unsecured loan)	1,104	1,018	-	-
Zea Maize Private Limited (unsecured loan)	-	-	1,160	160
b) Loans and advances in the nature of loans given to subsidiaries				
PVR Pictures Limited				
Balance at the end of the year	-	-	-	-
Maximum amounts outstanding during the year	-	-	2,047	4,950
P V R Lanka Limited				
Balance at the end of the year	1,104	1,018	-	-
Maximum amounts outstanding during the year	1,104	3,633	-	-
Zea Maize Private Limited				
Balance at the end of the year	-	-	1,160	160
Maximum amounts outstanding during the year	-	-	1,160	160

The loan given to Zea Maize Private Limited and P V R Lanka Limited is repayable within 14 days on demand of PVR INOX Limited after 3 years from the date of disbursement of the loan (refer note 40).

14 Share capital

	March 31, 2023	March 31, 2022
Authorised share capital		
Equity shares of ₹10 each	27,275	12,370
0.001% Non-cumulative convertible preference shares of ₹341.52 each	2,015	2,015
Non-cumulative non-convertible Preference Shares of ₹10 each	1	-
Total	**29,291**	**14,385**
Issued, subscribed and fully paid-up share capital		
Equity shares of ₹10 each fully paid	6,127	6,100
Issued on account of Business combination (refer note 44)	3,670	-
Total	**9,797**	**6,100**

Notes

to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

i. Authorised Equity shares

	March 31, 2023		March 31, 2022	
	Number	Amount	Number	Amount
Balance at the beginning of the year	12,37,00,000	12,370	12,37,00,000	12,370
Increased on account of Business combination	14,90,50,000	14,905	-	-
Balance at the end of the year	**27,27,50,000**	**27,275**	**12,37,00,000**	**12,370**

ii. Authorised Non-cumulative convertible preference shares

	March 31, 2023		March 31, 2022	
	Number	Amount	Number	Amount
Balance at the beginning of the year	5,90,000	2,015	5,90,000	2,015
Balance at the end of the year	**5,90,000**	**2,015**	**5,90,000**	**2,015**

iii. Authorised Non-cumulative non-convertible Preference Shares

	March 31, 2023		March 31, 2022	
	Number	Amount	Number	Amount
Balance at the beginning of the year	-	-	-	-
Increased on account of Business combination	10,000	1	-	-
Balance at the end of the year	**10,000**	**1**	**-**	**-**

iv. Issued, Subscribed and fully paid up equity shares

	March 31, 2023		March 31, 2022	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	6,09,96,587	6,100	6,07,62,172	6,076
Shares issued during the year on account of:				
Employee stock options plan (ESOP) (refer note 34)	2,68,998	27	2,34,415	24
Increased on account of Business combination (refer note 44)	3,67,01,729	3,670	-	-
Shares outstanding at the end of the year	**9,79,67,314**	**9,797**	**6,09,96,587**	**6,100**

b) Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of shareholders holding more than 5% shares in the Company as on year end

Name of Shareholders	March 31, 2023		March 31, 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity shares of ₹10 each fully paid				
GFL Limited	1,58,35,940	16.17%	-	-
Mr. Ajay Bijli	57,72,205	5.90%	57,72,205	9.46%
SBI Magnum Children's Benefit Fund – Investment Pl	75,00,870	7.66%	-	-
ICICI Prudential S&P BSE 500 ETF	60,42,695	6.17%	-	-
Mr. Sanjeev Kumar	-	-	40,92,450	6.71%
Nippon Life India Trustee Ltd.	-	-	35,84,252	5.88%

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

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to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

d) Details of promoters shareholding as at year end:

Equity shares of ₹10 each fully paid	March 31, 2023		March 31, 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Promoter				
GFL Limited	1,58,35,940	16.17%	-	-
Mr. Ajay Bijli	57,72,205	5.90%	57,72,205	9.46%
Mr. Sanjeev Kumar	40,95,070	4.18%	40,92,450	6.71%
Mr. Siddharth Jain	2,82,589	0.29%	-	-
Mr. Pavan Kumar Jain	2,15,992	0.22%	-	-
INOX Infrastructure Limited	1,50,174	0.15%	-	-
Promoter Group				
Ms. Selena Bijli	2,17,323	0.22%	2,12,323	0.35%
Ms. Niharika Bijli	1,84,783	0.19%	1,84,783	0.30%
Ms. Nayana Bijli	1,12,000	0.11%	1,12,000	0.18%
Ms. Nayantara Jain	33,000	0.03%	-	-
Total	**2,68,99,076**	**27.46%**	**1,03,73,761**	**17.00%**

Percentage change in promoter and promoter group holding is given below:

	March 31, 2023	March 31, 2022
GFL Limited	16.16%	-
Mr. Ajay Bijli	-3.57%	-0.39%
Mr. Sanjeev Kumar	-2.53%	-0.02%
Mr. Siddharth Jain	0.29%	-
Mr. Pavan Kumar Jain	0.22%	-
Ms. Selena Bijli	-0.13%	0.00%
Ms. Niharika Bijli	-0.11%	0.30%
Ms. Nayana Bijli	-0.07%	0.18%
Mr. Aamer Krishan Bijli	-	-0.13%
Ms. Nayantara Jain	0.03%	-
INOX Infrastructure Limited	0.15%	-

e) Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date, wherever applicable is given below:

	(Aggregate No. of Shares)				
	March 31, 2022	March 31, 2021	March 31, 2020	March 31, 2019	March 31, 2018
Equity shares allotted as fully paid up pursuant to contracts for consideration other than cash	-	-	15,99,974	-	-

f) Shares reserved for issue under option

For details of equity shares reserved for issue under the employees stock option (ESOP) plan of the Company, refer note 34.

Notes
to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

15 Other equity (refer Standalone statement of changes in equity)

	March 31, 2023	March 31, 2022
Securities premium		
Amount received (on issue of shares) in excess of the face value has been classified as securities premium.	8,58,419	2,33,780
Share option outstanding account (refer note 34)		
The share option outstanding account is used to record value of equity-settled share-based payment transactions with employees. The amount recorded in this account are transferred to securities premium upon exercise of stock options by employees. In case of forfeiture, corresponding balance is transferred to general reserve.	2,267	1,125
Share Application Money Pending Allotment		
Application money received from equity share applicants, whom allotment of shares is pending.	74	49
Capital reserve		
Reserve created under the scheme of arrangement (Business Combination). The reserve is utilised in accordance with the provisions of the Companies Act, 2013.	602	602
General reserve		
The General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General reserve will not be reclassified subsequently to Statement of Profit and Loss.	4,030	4,030
Retained earnings		
Retained earnings comprise of the Company's accumulated undistributed earning after taxes including Other Comprehensive Income(OCI).	(1,40,078)	(1,06,838)
Total other equity	**7,25,314**	**1,32,748**

16 Long-term borrowings

(at amortised cost – net of transaction cost)

	Non-current portion		Current maturities	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Debentures				
Secured Rated Listed Non-Convertible Debentures	-	-	-	28,000
Term loans				
Secured term loans from banks	1,27,228	1,03,314	29,948	13,050
	1,27,228	**1,03,314**	**29,948**	**41,050**
Amount disclosed under the head "Short-term borrowings" (refer note 19)	-	-	(29,948)	(41,050)
	1,27,228	**1,03,314**	-	-

Notes:

(i) Term loan from banks are secured by first *pari passu* charge over all movable (both present and future)properties, plant and equipment, capital work-in-progress, other intangible assets, loans and advances, security deposit, inventories, trade receivables, & capital advances of the Company (Excluding immovable properties situated at Gujarat, Bangalore & Tamil Naidu and Assets on which specific security/ lien exists or is created in favour of any statutory/ regulatory body). Also there is a specific charge on the immovable property situated at Mumbai for a bank loan amounting to ₹3,056 Lakhs.

(ii) Above loans are repayable in equal/ unequal monthly/ quarterly instalments as follows:

Particulars	March 31, 2023	March 31, 2022
Secured Rated Listed Non-Convertible Debentures:		
Repayable within 1 year	-	28,000

Term Loan:

Particulars	March 31, 2023	March 31, 2022
Repayable within 1 year	31,095	13,187
Repayable within 1-3 years	85,016	54,499
Repayable after 3 years	41,595	49,311

Notes
to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

(iii) Term Loan from banks carries variable interest rate based on respective bank benchmark rate, effective rate of interest varying in between 7.70% p.a to 11.05% p.a.

(iv) FY 2022-23 has been a year of recovery post-pandemic, with significant volatility in business that had an adverse effect on the financial performance. This has resulted in the Company being in non-compliance with certain financial covenants agreed with its lenders. The Company has sought and received waiver letters from all its lenders for the financial year 2022-23 wherever these covenants were required to be tested.

(v) All Debentures are secured by mortgage on all movable (both present and future)properties, plant and equipment, capital work-in-progress, other intangible assets, loans and advances, security deposit, inventories, trade receivables, & capital advances of the Company (Excluding immovable properties situated at Gujarat, Bangalore & Tamil Naidu and Assets on which specific security/ lien exists or is created in favour of any statutory/ regulatory body) . All the Debentures have been repaid during the year.

17 Lease liabilities

	Non-current portion		Current portion	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Lease liabilities	5,76,122	3,38,852	47,301	27,527
	5,76,122	**3,38,852**	**47,301**	**27,527**

a) Reconciliation of Lease liabilities:

	March 31, 2023	March 31, 2022
Lease liabilities at the beginning of the year	3,66,379	3,61,436
Add: Lease liabilities addition for new leases entered during the period {(net of lease liabilities reversed amounting to ₹2,155 Lakhs (March 31, 2022: ₹3,020 Lakhs)	49,747	28,338
Add: Lease liabilities added on account of Business Combination (refer note 44)	2,36,998	-
Add: Finance cost charged on lease liabilities during the year	41,043	34,048
Less: Actual rent paid during the year	(70,439)	(26,544)
Less: Rebate received/adjustments during the year	(305)	(30,899)
Lease liabilities at the end of the year	**6,23,423**	**3,66,379**

b) Income relating to subleasing of right to use assets amounting to ₹1,022 Lakhs is clubbed in food court income (Other operating revenue) for the year ended March 31, 2023 (March 31, 2022: ₹491 Lakhs).

c) Maturity analysis of lease liabilities

Particulars	March 31, 2023	March 31, 2022
Lease Liabilities		
Repayable within 1 year	47,301	27,527
Repayable within 1-3 years	1,18,059	61,633
Repayable after 3 years	4,58,063	2,77,219

d) Finance lease obligation is secured by hypothecation of plant and machinery taken on lease. The interest rate implicit in the lease is varying between 11.37% p.a. to 13.99% p.a. The payment is scheduled in 28 equal quarterly instalments from the start of lease agreements.

e) During COVID-19, the Company has initiated discussions with landlords for waiver and rebates in Rental charges during the lockdown period. The Company has been successful in getting relief from most of its landlords.

The Company has elected to apply the practical expedient of not assessing the rent concessions as a lease modification, as per MCA notification dated July 24, 2020 on Ind AS 116 for rent concessions which are granted due to COVID-19 pandemic. As per requirements of MCA notification, total rent concessions recorded during year ended March 31, 2023 amounted to ₹305 Lakhs (March 31, 2022 : ₹26,977 Lakhs). Out of this, ₹24,430 Lakhs is recognised in "Other income" during the year ended March 31, 2022 after adjusting the rent expense of ₹2,547 Lakhs for the year ended March 31, 2022. There was no such income to be classified in other income during the year ended March 31, 2023.

f) Summary of amounts recognised in P&L

Particulars	March 31, 2023	March 31, 2022
Depreciation on Right-of-use assets	44,946	35,014
Interest on lease liabilities	41,043	34,048
Expense related to short-term leases and variable Rent	3,740	-
Liabilities written back	(938)	(25,883)
Net amount recognised in statement of profit and loss	**88,791**	**43,179**

Notes

to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

g) Statement of cash flows

Particulars	March 31, 2023	March 31, 2022
Principal payment	29,505	9,625
Interest payment	40,934	16,919
Cash used in financing activities	**70,439**	**26,544**

h) The Company has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing and aligning with the Company's business needs. The right to use has been recognised in accordance with note 2.2 (i).

18 Provisions

	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Provision for gratuity (net) (refer note 33)	1,671	507	-	-
Provision for leave benefits	931	349	382	261
Other Provisions	-	-	3,142	-
	2,602	856	3,524	261

19 Short-term borrowings (at amortised cost)

Particulars	March 31, 2023	March 31, 2022
Short-term loan	17,300	6,000
Unsecured Commercial paper (net of transaction cost)	4,670	-
Current maturities of long-term borrowings (refer note 16)	29,948	41,050
	51,918	47,050

Notes:

i. In respect of Commercial Paper maximum amount outstanding during the year was ₹5,000 (March 31, 2022: Nil). Unsecured commercial paper carries interest rate of 8.75% and is repayable within 1 year.

ii. In respect of Short-term loan from Banks, maximum amount outstanding during the year was ₹17,300 Lakhs (March 31, 2022: ₹16,100 Lakhs) with a maturity period of 7 days to 1 year, effective rate of interest 5 % p.a. to 9.15 % p.a.

iii. As at March 31, 2023, the Company had ₹8,457 Lakhs (March 31, 2022: ₹16,299 Lakhs) of undrawn committed borrowing facilities.

20 Trade payables

Particulars	March 31, 2023	March 31, 2022
Total outstanding dues of micro enterprises and small enterprises (refer note below)	1,755	1,284
Total outstanding dues of creditors other than micro enterprises and small enterprises	46,946	27,842
	48,701	29,126

Due to Micro, Small and Medium Enterprises:

Particulars	March 31, 2023	March 31, 2022
The amount remaining unpaid to any supplier as at the end of the year.		
- Principal amount	1,731	1,250
- Interest thereon	7	2
The amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006)	122	99
The amount of payments made to Micro and Small Suppliers beyond the appointed day during each accounting year	4,488	3,604
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 MSMED Act, 2006.	17	32
The amount of interest accrued and remaining unpaid at the end of each accounting year	24	34
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act, 2006.	24	34

Notes

to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

Ageing schedule of Trade payables as on March 31, 2023:

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Micro Small and Medium Enterprises	1,755	-	-	-	1,755
Other than Micro Small and Medium Enterprises	41,437	1,593	850	3,066	46,946
Total	**43,192**	**1,593**	**850**	**3,066**	**48,701**

Ageing schedule of Trade payables as on March 31, 2022:

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Micro Small and Medium Enterprises	1,284	-	-	-	1,284
Other than Micro Small and Medium Enterprises	24,186	977	468	2,211	27,842
Total	**25,470**	**977**	**468**	**2,211**	**29,126**

21 Other financial liabilities

	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Payables on purchase of property plant and equipment	-	-	21,742	4,185
Payable for acquisition of business – Deferred consideration	-	-	-	5,694
Security deposits	878	4,968	8,551	517
Interest accrued but not due on borrowings				
- Debentures and others	-	-	4	1,096
Unpaid dividends[1]	-	-	10	9
	878	4,968	30,307	11,501

[1] Unclaimed amounts are transferred to Investor Education and Protection Fund after seven years from the due date.

22 Other liabilities

	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Advances from customers	-	1,211	9,820	18,564
Employee benefits payables	-	-	1,366	679
Statutory dues payable	-	-	7,791	6,996
	-	1,211	18,977	26,239

23 Revenue from operations

	March 31, 2023	March 31, 2022
Sale of services [refer (a) below]	2,40,070	82,370
Sale of food and beverages	1,14,513	38,082
Other operating revenue [refer (b) below]	1,334	879
	3,55,917	1,21,331

(a) Sale of services

	March 31, 2023	March 31, 2022
Income from sale of movie tickets	1,87,828	66,380
Advertisement income	28,964	7,201
Convenience fees	18,841	7,560
Virtual print fees	4,416	1,124
Income from film production and distribution	21	105
	2,40,070	82,370

Notes

to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

i) During the year ended March 31, 2023 ₹799 Lakhs (March 31, 2022: ₹494 Lakhs) of opening unbilled revenue has been reclassified to Trade receivables upon billing to customers.

ii) The detail related to Contract assets and liabilities has been disclosed under note 11 and note 22 respectively .

iii) During the year ended March 31, 2023, the Company recognised revenue of ₹14,336 Lakhs (March 31, 2022: ₹4,537 Lakhs) from opening unearned revenue.

iv) Revenue is recognised at a point in time in India.

(b) Details of other operating revenue

	March 31, 2023	March 31, 2022
Rental Income	1,022	852
Gaming income	-	11
Management fees	133	16
Others	179	-
	1,334	879

24 Other income

	March 31, 2023	March 31, 2022
Government grant	77	-
Net gain on redemption of mutual fund investments	1,177	1,819
Interest earned on		
Bank deposits	648	719
NSC's Investments	1	19
Interest Income from financial assets at amortised cost	2,010	1,032
Others	411	815
Liabilities written back*	1,126	25,883
Exchange differences (net)	163	80
Net gain on disposal of property, plant and equipment	99	2
Other non-operating income (net)	1,974	705
	7,686	31,074

* Includes COVID-19 related rent concessions of ₹ Nil Lakhs (March 31, 2022: ₹24,430) and liability written back on termination of lease.

25 Consumption of food and beverages

	March 31, 2023	March 31, 2022
Opening Inventory	2,146	1,211
Purchase including Inventory acquired due to Business Combination	30,954	10,792
Closing Inventory	(3,924)	2,146
Consumption of food and beverages	29,176	9,857

26 Employee benefits expense

	March 31, 2023	March 31, 2022
Salaries, wages, allowances and bonus	37,106	22,573
Contribution to provident fund, gratuity and other funds	1,697	1,390
Employee stock option scheme (refer note 34)	1,416	550
Staff welfare expenses	1,706	669
	41,925	25,182

Notes

to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

27 Finance costs

	March 31, 2023	March 31, 2022
Interest on		
Debentures	1,772	2,906
Term loans	10,649	8,992
Banks and others (including MSME)	446	779
Interest on lease liabilities (refer note 17)	41,043	34,048
Other financial charges	2,952	2,636
	56,862	49,361

28 Depreciation and amortisation expense

	March 31, 2023	March 31, 2022
Depreciation on Right-of-use assets	44,946	35,014
Depreciation on Tangible assets	27,338	22,774
Amortisation on Intangible assets	1,787	1,654
	74,071	59,442

29 Other operating expenses

	March 31, 2023		March 31, 2022	
Rent		3,740		-
Electricity and water charges (net of recovery)		23,180		10,012
Common area maintenance (net of recovery)		19,728		12,331
Repairs and maintenance		11,603		5,927
Movie production, distribution and print charges		3		-
Marketing expenses		2,715		1,935
Rates and taxes		2,090		1,280
Housekeeping charges		6,737		2,553
Security service charges		3,696		1,274
Travelling and conveyance		2,549		796
Legal and professional fees[1]		3,867		2,138
Communication costs		1,992		1,210
Printing and stationery		320		133
Insurance		1,269		956
Allowance for doubtful debts and advances		298		589
Bad debts written off	30		239	
Less: Utilised from provisions	-	30	(239)	-
Inventories written off [2]		-		111
Directors' sitting fees		25		21
Miscellaneous expenses		10,060		2,866
		93,902		44,132
[1] Payment to auditors (included in legal and professional fees above)*				
As auditor:				
Audit fees		72		40
Limited Review		32		31
Other certifications		4		8
Reimbursement of out of pocket expenses		11		3
		119		82

[2] Due to COVID-19 outbreak, all perishable inventories expiring in short span of time has been written off.

Notes

to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

30 Exceptional Items

	March 31, 2023	March 31, 2022
Write off of Capital Work-in-Progress*	1,082	-
	1,082	-

*Exceptional item represents impairment of capital work in progress.

31 Other comprehensive income

	March 31, 2023	March 31, 2022
The disaggregation of changes to OCI by each type of reserve in equity is shown below:		
Items that will not be reclassified to profit or loss in subsequent period:		
Re-measurement gains/(loss) on defined benefit plans	78	(62)
Tax impact on re-measurement loss on defined benefit plans	(20)	22
	58	(40)

32 Earnings per share (EPS)

	March 31, 2023	March 31, 2022
The following reflects the profit/(loss) and shares data used in the basic and diluted		
EPS computations:		
Loss for the year	(33,298)	(47,835)
Weighted average number of equity shares outstanding during the year for computation of Basic EPS	6,49,54,147	6,08,56,427
Add: Weighted average number of potential equity shares on account of employee stock options	8,57,927	6,00,732
Weighted average number of equity shares (including dilutive shares) outstanding during the year for computation of Diluted EPS	6,58,12,074	6,14,57,159
Basic earnings per equity share (in ₹) (Face value of ₹10 per equity share)	(51.26)	(78.60)
Diluted earnings per equity share (in ₹) (Face value of ₹10 per equity share)*	(51.26)	(78.60)

*As the Company has incurred loss during the year ended March 31, 2023 and March 31, 2022, dilutive effect on weighted average number of shares would have an anti-dilutive impact and hence, not considered in diluted EPS computation.

33 Gratuity plan:

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure @15 days last drawn salary for each completed year of service, in terms of Payment of Gratuity Act, 1972. The scheme is funded with four insurance companies in the form of a qualifying insurance policies. The fund has the form of a trust and it is governed by the Board of Trustees. The Board of Trustees is responsible for the administration of the plan assets. Each year, the Board of Trustees reviews the level of funding in the India gratuity plan. This includes employing the use of annuities and longevity swaps to manage the risks. The Board of Trustees decides its contribution based on the results of this annual review. Generally, it aims to have a portfolio mix of equity instruments and debt instruments. The Board of Trustees aim to keep annual contributions relatively stable at a level such that no plan deficits (based on valuation performed) will arise.

As the plan assets include investments in quoted mutual funds, the Company has diversified the market risk.

The following tables summarise the components of net benefit expense recognised in the Statement of Profit and Loss and the funded status and amounts recognised in the balance sheet for the gratuity plan.

Statement of Profit and Loss

Net employee benefit expense recognised in employee benefits expense

Particulars	March 31, 2023	March 31, 2022
Current service cost	439	343
Past service cost	1	-
Interest cost on benefit obligation	21	52
Net benefit expense	461	395

Notes

to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

The estimates of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. The expected return on plan assets is based on expectation of the average long-term rate of return expected on investments of the fund during the estimated term of the obligations.

Balance sheet

Benefit Assets/liabilities

Particulars	March 31, 2023	March 31, 2022
Defined benefit obligation	5,400	3,817
Fair value of plan assets	3,729	3,310
Plan asset/(liability)	(1,671)	(507)

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

Particulars	March 31, 2023	March 31, 2022
Opening defined benefit obligation	3,817	3,499
Adjustment on account of merger with Inox Leisure Limited (refer note 44)	1,501	-
Interest cost	216	183
Current service cost	440	343
Past service cost	1	-
Benefits paid	(432)	(340)
Actuarial losses/(gain) – experience	56	141
Actuarial losses/(gain) – demographic assumptions	(52)	(26)
Actuarial losses/(gain) – financial assumptions	(146)	17
Closing defined benefit obligation	5,400	3,817

Amount routed through OCI ₹78 Lakhs (March 31, 2022: ₹(62) Lakhs)

Changes in the fair value of plan assets are as follows:

Particulars	March 31, 2023	March 31, 2022
Opening fair value of plan assets	3,310	2,549
Return on plan assets greater/(lesser) than discount rate	(64)	71
Interest income on plan assets	195	130
Benefits paid	(212)	(340)
Contribution by employer	500	900
Closing fair value of plan assets	3,729	3,310

The Company expects to contribute ₹1,476 Lakhs (March 31, 2022 ₹1,125 Lakhs) to gratuity fund in the financial year 2022-23

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	March 31, 2023	March 31, 2022
Funds managed by Insurer*	99.21	96.74
Bank balances	0.79	3.26

* Plan assets are held by "ICICI Prudential Life Insurance Company Limited" primarily into Group Balanced fund & Group Debt fund, "Bajaj Allianz Life Insurance Company Limited" into Bajaj Secure gain fund , "Birla Sunlife Insurance Company Limited" into Group secure fund and Group bond fund and Life Insurance Corporation of India.

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

Particulars	March 31, 2023 (%)	March 31, 2022 (%)
Discount rate (p.a.)	7.30	5.90
Expected rate of return on plan assets (p.a)	7.30	5.90
Increase in compensation cost (p.a)	8.00	8.00
Employee turnover		
Manager Grade	21	16
Executive Grade	32	50

Notes
to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

Demographic assumption

Particulars	March 31, 2023	March 31, 2022
Retirement age	60 Years	60 Years
Mortality rate	IALM (20012-14)	IALM (2006-08)

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

Historical information:

Particulars	2022-23	2021-22	2020-21	2019-20	2018-19
Present value of defined benefit obligation	5,400	3,817	3,499	3,240	3,066
Fair value of plan assets	3,729	3,310	2,549	2,655	2,160
Asset/(liability) recognised	(1,671)	(507)	(950)	(585)	(906)

The experience adjustments, meaning difference between changes in plan assets and obligations expected on the basis of actuarial assumption and actual changes in those assets and obligations are as follows:

Particulars	March 31, 2023	March 31, 2022
Experience adjustment on plan liabilities	7.30	5.90
Experience adjustment on plan assets	7.30	5.90

Sensitivity analysis

A quantitative sensitivity analysis for significant assumptions as at March 31, 2023 is as follows:

Particulars	Increase effect	Decrease effect
Effect of Increase/decrease in discount rate by 1% on Defined benefit obligations	(165.05)	176.96
Effect of Increase/decrease in Salary escalation by 1% on Defined benefit obligations	199.85	(189.78)
Effect of Increase/decrease in withdrawal rate by 5% on Defined benefit obligations	(49.57)	60.90

A quantitative sensitivity analysis for significant assumptions as at March 31, 2022 is as follows:

Particulars	Increase effect	Decrease effect
Effect of Increase/decrease in discount rate by 1% on Defined benefit obligations	(131.17)	142.60
Effect of Increase/decrease in Salary escalation by 1% on Defined benefit obligations	148.13	(138.97)
Effect of Increase/decrease in withdrawal rate by 5% on Defined benefit obligations	(72.87)	100.02

Maturity profile of defined benefit obligation:

Expected benefit payments for the year ended March 31, 2023	Amount
March 31, 2024	1,476
March 31, 2025	1029
March 31, 2026	859
March 31, 2027	887
March 31, 2028	550
March 31, 2028 to March 31, 2032	1,604

Expected benefit payments for the year ended March 31, 2022	Amount
March 31, 2023	1,125
March 31, 2024	775
March 31, 2025	641
March 31, 2026	536
March 31, 2027	482
March 31, 2028 to March 31, 2032	2,047

The sensitivity analysis above has been determined on the basis of actuarial certificate.

Notes
to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

Defined Contribution Plan:

Particulars	March 31, 2023	March 31, 2022
Charged to Statement of Profit and Loss (including Capital work-in-progress of ₹67 Lakhs (March 31, 2022: ₹37 Lakhs)	1,248	995

34 Employee Stock Option Plans

The Company has provided stock options to its employees. During the year 2022-23, the following schemes were in operation:

PVR ESOS 2017 modified:

Particulars	Description
Date of grant	July 26, 2017
Date of Shareholder's approval	July 24, 2017
Date of Board approval	May 30, 2017
Date of Modification	April 12, 2021
Date of Board approval	April 12, 2021
Number of options granted	240,000
Method of Settlement (Cash/Equity)	Equity
Vesting Period	Not less than one year and not more than three years from the date of grant of options.
Exercise Period	Within a period of two years from the date of vesting
Exercise Period – Modified	Due to COVID-19, exercise date for 64000 options were modified & extended by another one year which were getting lapse during 2021.
Vesting Conditions	Subject to continued employment with the Company.
Market value on grant date	₹1,381.70
Weighted average fair value of options granted on the date of grant	₹252.48
Weighted average fair value of options modified	₹76.40

The details of activity under PVR ESOS 2017 have been summarised below:

Particulars	2022-23		2021-22	
	Number of Options	Weighted Average Exercise Price (₹)	Number of Options	Weighted Average Exercise Price (₹)
Outstanding at the beginning of the year	64,000	1,400	1,12,000	1,400
Granted during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	64,000	1,400	48,000	1,400
Expired during the year	-	-	-	-
Outstanding at the end of the year	-	-	64,000	1,400
Exercisable at the end of the year	-	-	64,000	1,400

The Black-Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	March 31, 2023	March 31, 2022
Dividend yield (%)	0.12%	0.12%
Expected volatility	24.59%	24.59%
Risk-free interest rate	6.33%	6.33%
Exercise price (₹)	1,400	1,400
Expected life of option granted in years	3.17	3.17

The Company measures the cost of ESOP using the fair value method. The option has been granted on an exercise price of ₹1,400.

Notes

to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

The Black-Scholes valuation model has been used for computing the weighted average fair value considering the following inputs for the modification made during current financial year:

Particulars (Modified)	March 31, 2023	March 31, 2022
Dividend yield (%)	**0.52%**	0.52%
Expected volatility	**27.90%**	27.90%
Risk-free interest rate	**4.15%**	4.15%
Exercise price (₹)	**1,400**	1,400
Expected life of option granted in years	**1.28**	1.28

The Company measures the cost of ESOP using the fair value method. The option has been granted on an exercise price of ₹1,400. As a result, an expense of ₹Nil (March 31, 2022: ₹49 Lakhs) is recorded in Statement of Profit and Loss in the current year.

PVR ESOS 2017 modified:

Particulars	Description
Date of grant	August 11, 2017
Date of Shareholder's approval	July 24, 2017
Date of Board approval	May 30, 2017
Date of Modification	April 12, 2021
Date of Board approval	April 12, 2021
Number of options granted	60,000
Method of Settlement (Cash/Equity)	Equity
Vesting Period	Not less than one year and not more than three years from the date of grant of options.
Exercise Period	Within a period of two years from the date of vesting
Exercise Period – Modified	Due to COVID-19, exercise date for 5,000 options were modified & extended by another one year which were getting lapse during 2021.
Vesting Conditions	Subject to continued employment with the Company.
Market value on grant date	₹1,381.7
Weighted average fair value of options granted on the date of grant	₹252.48
Weighted average fair value of options granted on the date of grant modified	₹78.34

The details of activity under PVR ESOS 2017 have been summarised below:

Particulars	2022-23		2021-22	
	Number of Options	Weighted Average Exercise Price (₹)	Number of Options	Weighted Average Exercise Price (₹)
Outstanding at the beginning of the year	**3,215**	**1,400**	11,400	1,400
Granted during the year	**-**	**-**	-	-
Forfeited during the year	**-**	**-**	-	-
Exercised during the year	**1,300**	**1,400**	8,185	1,400
Expired during the year	**-**	**-**	-	-
Outstanding at the end of the year	**1,915**	**1,400**	3,215	1,400
Exercisable at the end of the year	**1,915**	**1,400**	3,215	1,400

The Black-Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	March 31, 2023	March 31, 2022
Dividend yield (%)	**0.12%**	0.12%
Expected volatility	**24.59%**	24.59%
Risk-free interest rate	**6.33%**	6.33%
Exercise price (₹)	**1,400**	1,400
Expected life of option granted in years	**3.17**	3.17

The Company measures the cost of ESOP using the fair value method. The option has been granted on an exercise price of ₹1,400.

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to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

The Black-Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	March 31, 2023	March 31, 2022
Dividend yield (%)	**0.52%**	0.52%
Expected volatility	**27.89%**	27.89%
Risk-free interest rate	**4.15%**	4.15%
Exercise price (₹)	**1,400**	1,400
Expected life of option granted in years	**1.33**	1.33

The Company measures the cost of ESOP using the fair value method. The option has been granted on an exercise price of ₹1,400. As a result, an expense of ₹Nil (March 31, 2022: ₹4 Lakhs) is recorded in financial statements in current year of which ₹Nil (March 31, 2022: ₹3 Lakhs) is capitalised under Capital work-in progress and balance ₹Nil (March 31, 2022: ₹1 Lakhs) is (credited)/debited in Statement of Profit and Loss.

PVR ESOS 2017:

Particulars	Description
Date of grant	April 12, 2021
Date of Shareholder's approval	July 24, 2017
Date of Board approval	May 30, 2017
Number of options granted	31,000
Method of Settlement (Cash/Equity)	Equity
Vesting Period	Not more than one year from the date of grant of options.
Exercise Period	Within a period of two years from the date of vesting
Vesting Conditions	Subject to continued employment with the Company.
Market value on grant date	₹1,148.70
Weighted average fair value of options granted on the date of grant	₹63.05

The details of activity under PVR ESOS 2017 have been summarised below:

Particulars	2022-23		2021-22	
	Number of Options	Weighted Average Exercise Price (₹)	Number of Options	Weighted Average Exercise Price (₹)
Outstanding at the beginning of the year	**31,000**	**1,400**	-	-
Granted during the year	**-**	**-**	31,000	1,400
Forfeited during the year	**-**	**-**	-	-
Exercised during the year	**27,200**	**1,400**	-	-
Expired during the year	**-**	**-**	-	-
Outstanding at the end of the year	**3,800**	**1,400**	31,000	1,400
Exercisable at the end of the year	**-**	**-**	-	-

The Black-Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	March 31, 2023	March 31, 2022
Dividend yield (%)	**0.52%**	0.52%
Expected volatility	**30.79%**	28.67%
Risk-free interest rate	**4.22%**	4.12%
Exercise price (₹)	**1,400**	1,400
Expected life of option granted in years	**2**	1

The Company measures the cost of ESOP using the fair value method. The option has been granted on an exercise price of ₹1,400. As a result, an expense of ₹0.6 Lakhs (March 31, 2022: ₹19 Lakhs) is recorded in financial statements in current year of which ₹Nil (March 31, 2022: ₹1 Lakhs) is capitalised under Capital work-in progress and balance ₹0.6 Lakhs (March 31, 2022: ₹18 Lakhs) is (credited)/debited in Statement of Profit and Loss.

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to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

PVR ESOS 2017:

Particulars	Description
Date of grant	April 12, 2021
Date of Shareholder's approval	July 24, 2017
Date of Board approval	May 30, 2017
Number of options granted	10,000
Method of Settlement (Cash/Equity)	Equity
Vesting Period	Not more than one year from the date of grant of options.
Exercise Period	Within a period of two years from the date of vesting
Vesting Conditions	Subject to continued employment with the Company.
Market value on grant date	₹1,148.70
Weighted average fair value of options granted on the date of grant	₹102.52

The details of activity under PVR ESOS 2017 have been summarised below:

Particulars	2022-23		2021-22	
	Number of Options	Weighted Average Exercise Price (₹)	Number of Options	Weighted Average Exercise Price (₹)
Outstanding at the beginning of the year	-	-	-	-
Granted during the year	-	-	10,000	1,400
Forfeited during the year	-	-	10,000	1,400
Exercised during the year	-	-	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	-	-	-	-
Exercisable at the end of the year	-	-	-	-

The Black-Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	March 31, 2023	March 31, 2022
Dividend yield (%)	-	0.52%
Expected volatility	-	28.67%
Risk-free interest rate	-	4.12%
Exercise price (₹)	-	1,400
Expected life of option granted in years	-	1

The Company measures the cost of ESOP using the fair value method. The option has been granted on an exercise price of ₹1,400.

PVR ESOS 2020 Modified:

Particulars	Description
Date of grant	July 15, 2020
Date of Shareholder's approval	March 07, 2020
Date of Board approval	January 23, 2020
Date of Modification	April 12, 2021
Number of options granted	5,20,000
Method of Settlement (Cash/Equity)	Equity
Vesting Period	Not less than one year and not more than two years from the date of grant of options.
Exercise Period – Modified	Within a period of two years from the date of vesting
Vesting Conditions	Subject to continued employment with the Company.
Market value on grant date	₹1,026.80
Weighted average fair value of options granted on the date of grant	₹220.79
Weighted average fair value of options granted on the date of modification	₹219.20

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to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

The details of activity under PVR ESOS 2020 have been summarised below:

Particulars	2022-23		2021-22	
	Number of Options	Weighted Average Exercise Price (₹)	Number of Options	Weighted Average Exercise Price (₹)
Outstanding at the beginning of the year	3,23,770	981	5,16,000	981
Granted during the year	-	-	-	-
Forfeited during the year	-	-	14,000	981
Exercised during the year	1,76,498	981	1,78,230	981
Expired during the year	-	-	-	-
Outstanding at the end of the year	1,47,272	981	3,23,770	981
Exercisable at the end of the year	-	-	-	-

The Black-Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	March 31, 2023	March 31, 2022
Dividend yield (%)	0.52%	0.52%
Expected volatility	21.21%	21.21%
Risk-free interest rate	3.62%	3.62%
Exercise price (₹)	981	981
Expected life of option granted in years	0.26	0.26

The Company measures the cost of ESOP using the fair value method. The option has been granted on an exercise price of ₹981. As a result, an expense of ₹167 Lakhs (March 31, 2022: ₹482 Lakhs) is recorded in financial statements in current year of which ₹32 Lakhs (March 31, 2022: ₹83 Lakhs) is capitalised under Capital work-in progress and balance ₹135 Lakhs (March 31, 2022: ₹399 Lakhs) is debited in Statement of Profit and Loss.

PVR ESOS 2020 Modified:

Particulars	Description
Date of grant	September 08, 2020
Date of Shareholder's approval	March 07, 2020
Date of Board approval	January 23, 2020
Date of Modification	April 12, 2021
Number of options granted	4,000
Method of Settlement (Cash/Equity)	Equity
Vesting Period – Modified	Not less than one year and not more than two years from the date of grant of options.
Exercise Period	Within a period of two years from the date of vesting
Vesting Conditions	Subject to continued employment with the Company.
Market value on grant date	₹1,354.20
Weighted average fair value of options granted on the date of grant	₹295.39
Weighted average fair value of options granted on the date of modification	₹73.04

The details of activity under PVR ESOS 2020 have been summarised below:

Particulars	2022-23		2021-22	
	Number of Options	Weighted Average Exercise Price (₹)	Number of Options	Weighted Average Exercise Price (₹)
Outstanding at the beginning of the year	4,000	1,287	4,000	1,287
Granted during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	4,000	1,287	4,000	1,287
Exercisable at the end of the year	-	-	-	-

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(Rupees in lakhs, except for per share data and if otherwise stated)

The Black-Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	March 31, 2023	March 31, 2022
Dividend yield (%)	0.52%	0.52%
Expected volatility	21.21%	21.21%
Risk-free interest rate	3.62%	3.62%
Exercise price (₹)	1,287	1,287
Expected life of option granted in years	0.26	0.26

The Company measures the cost of ESOP using the fair value method. The option has been granted on an exercise price of ₹1,287.

PVR ESOS 2022:

Particulars	Description
Date of grant	March 09, 2022
Date of Shareholder's approval	March 07, 2022
Date of Board approval	January 21, 2022
Number of options granted	5,68,500
Method of Settlement (Cash/Equity)	Equity
Vesting Period	Not less than one year and not more than three years from the date of grant of options.
Exercise Period	Within a period of three years from the date of vesting
Vesting Conditions	Subject to continued employment with the Company.
Market value on grant date	₹1,597.70
Weighted average fair value of options granted on the date of grant	₹510.02

The details of activity under PVR ESOS 2020 have been summarised below:

Particulars	2022-23		2021-22	
	Number of Options	Weighted Average Exercise Price (₹)	Number of Options	Weighted Average Exercise Price (₹)
Outstanding at the beginning of the year	5,68,500	1,347	-	-
Granted during the year	-	-	5,68,500	1,347
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	5,68,500	1,347	5,68,500	1,347
Exercisable at the end of the year			-	-

The Black-Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	March 31, 2023	March 31, 2022
Dividend yield (%)	0.38%	0.38%
Expected volatility	42.07%	42.07%
Risk-free interest rate	4.85%	4.85%
Exercise price (₹)	1,347	1,347
Expected life of option granted in years	1	1

The Company measures the cost of ESOP using the fair value method. The option has been granted on an exercise price of ₹1,347. As a result, an expense of ₹1,613 Lakhs (March 31, 2022: ₹105 Lakhs) is recorded in financial statements in current year of which ₹332 Lakhs (March 31, 2022: ₹22 Lakhs) is capitalised under Capital work-in progress and balance ₹1,281 Lakhs (March 31, 2022: ₹83 Lakhs) is debited in Statement of Profit and Loss.

Notes
to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

35 Capital & Other Commitments

(a) Capital Commitments

Particulars	March 31, 2023	March 31, 2022
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	23,106	7,186

(b) Other Commitments

The Company was availing Entertainment tax/GST exemptions, in respect of certain Multiplexes as per the erstwhile State Government schemes & is under obligation to operate respective Multiplexes for a certain number of years.

36 Contingent liabilities

Sr. No.	Particulars	March 31, 2023	March 31, 2022
a)	Estimated tax exposure against various appeals filed by the Company against the demand with Commissioner of Income Tax (Appeals), Income Tax Appellate Tribunal and High Court with regard to certain expenses disallowed by the assessing officer in respect of financial year 2005-06 to 2017-18. (The Company has paid an amount of ₹757 Lakhs (March 31, 2022: ₹746 Lakhs).	2,738	2,607
b)	Demand of Entertainment tax under Assam Amusement and Betting Tax Act, 1939.	-	334
c)	Notice from Entertainment tax department Chennai against short deposit of entertainment tax on regional movies	159	43
d)	Notice from Commercial Tax Department, Indore against alleged collection of Entertainment tax during exemption period.	1,443	823
e)	Notice from Entertainment tax department Maharashtra in respect of levy of entertainment tax on convenience fees	263	161
f)	Show cause notices raised by Service tax authorities on levy of service tax on 3D glass charges, TM charges, convenience fee, activity of movie distribution/exhibition, admission to alleged bowling alleys (The Company has already deposited under protest an amount of ₹93 Lakhs (March 31, 2022: 249 Lakhs))	1,044	1,044
g)	Demand raised with regard to service tax on food and beverages (The Company has already deposited under protest an amount of ₹582 Lakhs (March 31, 2022: ₹185 Lakhs))	9,982	3,668
h)	Estimated tax exposure of service tax on sale of food and beverages (The Company has already deposited under protest an amount of ₹426 Lakhs (March 31, 2022: ₹426 Lakhs))	6,600	6,600
i)	Demand of VAT under various states VAT Acts where appeal is pending before competent authority (The Company has decided to close the matter under MVAT amnesty scheme 2023. The Company has already deposited under protest an amount of ₹26 Lakhs (March 31, 2022: ₹18 Lakhs))	-	306
j)	Demand of Entertainment tax under Rule 22 of Punjab Entertainment Tax (Cinematographs shows) Rules, 1954 (The Company has already deposited under protest an amount of ₹40 Lakhs (March 31, 2022: ₹40 Lakhs))	160	160
k)	Demand under Employees Provident Fund Act, 1952 (The Company has already deposited under protest an amount of ₹38 Lakhs (March 31, 2022: ₹38 Lakhs))	106	106
l)	Tax assessment & Demand bill issued by Superintendent of Tax Kolhapur Municipal Corporation. (The Company has already deposited under protest an amount of ₹3 Lakhs (March 31, 2022: ₹3 Lakhs))	20	20
m)	Demand under Goods and Service tax Act, 2017 from state GST authorities	169	-
n)	Claims against the Company by parties allowed in the Arbitration.	7,200	-
o)	Corporate Guarantee given to bank against credit facility availed by a subsidiary company	500	200
p)	Demand under other statutory Acts.	774	-
q)	Labour cases pending*	Amount not ascertainable	Amount not ascertainable

* In view of the several number of cases, pending at various forums/courts, it is not practicable to furnish the details of each case, however as per management estimate, the amount in aggregate is not material. Based on the discussions with the solicitors, the management believes that the Company has strong chances of success in the cases and hence no provision is considered necessary.

Notes
to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

37 Un-hedged Foreign Currency exposure

Particulars of un-hedged foreign currency exposure as at the balance sheet date:

Particulars		Currency	March 31, 2023	March 31, 2022
a)	Cash on Hand	Thai Bhat	**0.79**	0.85
		Hong Kong Dollar	**0.23**	0.21
		Korean Won	**0.00**	0.00
		UK Pound	**0.28**	0.21
		Singapore Dollar	**0.09**	0.72
		US Dollar	**0.03**	4.16
		Euro	**3.95**	4.06
		Dirham	**1.27**	1.16
		Malaysian Ringgit	**0.24**	0.34
		Canadian dollar	**0.66**	-
		LKR	**0.02**	0.17
	Total		**7.56**	**11.88**
b)	Balances with bank	US Dollar	**44**	40
c)	Payable for purchase of Property, Plant and Equipment (net of advances)	US Dollar	**3,253**	134
d)	Loan given to a subsidiary company	US Dollar	**1,104**	1,018
e)	Interest receivable from a subsidiary company	US Dollar	**928**	764

38

The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under Sections 92-92F of the Income-tax Act, 1961. Since the law requires such information and documentation to be contemporaneous in nature, the Company is in the process of updating the documentation of international transactions with the associated enterprises during the financial year and expects such records to be in existence latest by the due date of filing the return of income. The management is of the opinion that its international transactions with the associated enterprises are at arm's length so that the aforesaid legislation will not have any impact on these standalone financial statements, particularly on the amount of tax expense and that of provision for taxation.

39 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a Company meeting the applicability threshold, is required to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, care for destitute women and rehabilitation of under privileged person, environment sustainability, disaster relief and COVID-19 relief. A CSR committee has been formed by the Company as per the Companies Act, 2013.

During the year ended March 31, 2023 and the previous year March 31, 2022 the Company did not have any obligation for spending money on CSR activities.

40 Disclosure required under Section 186(4) of the Companies Act, 2013

Full particulars of loans given, investment made, guarantee given, security provided together with purpose in terms of Section 186(4) of the Companies Act, 2013

Particulars	Rate of Interest (p.a)	Due Date	Secured/ Unsecured	March 31, 2023	March 31, 2022
PVR Pictures Limited[1]	9% p.a.	Repayable on demand, within a period of 14 days from such demand.	Unsecured	**-**	-
Zea Maize Private Limited[1]	9% p.a.	Repayable on or after 3 year from the date of disbursement, within a period of 14 days from such demand.	Unsecured	**1,160**	160
P V R Lanka Limited [1]	9% p.a.	Repayable on or after 3 year from the date of disbursement, within a period of 14 days from such demand.	Unsecured	**1,104**	1,018
Sandhya Prakash Limited [2]	18% p.a.	13 monthly instalments adjusted with lease rentals till April 2018.	Unsecured	55	55

[1] The loan had been given to PVR Pictures Limited, Zea Maize Private Limited and P V R Lanka Limited subsidiary companies, for meeting their working capital requirements.

[2] The loan had been given to Sandhya Prakash Limited (Mall Developer) for their capital expenditure requirement, where the Company has an existing operational cinema. The Company is carrying a provision against the outstanding loan amount.

41 Significant investments in subsidiaries, joint ventures and associates (refer note 5A):

The Company has following investments in subsidiaries as at March 31, 2023

Particulars	Nature	Country of Incorporation	Percentage of holding	
			March 31, 2023	March 31, 2022
PVR Pictures Limited	Subsidiary	India	**100%**	100%
Shouri Properties Private Limited	Subsidiary	India	**100%**	-
SPI Entertainment Projects (Tirupati) Pvt. Ltd.*	Subsidiary	India	**-**	100%
Zea Maize Private Limited	Subsidiary	India	**89.93%**	88.66%
P V R Lanka Limited	Subsidiary	Sri Lanka	**100%**	100%

* During the previous year ended March 31, 2023, SPI Entertainment Project (Tirupati) Private Limited has been strike off as per Companies Act, 2013 & after taking the requisite approvals as required by the law the Company has written off the investment.

42 Fair Value

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair value.

The carrying value & fair value of financial instruments by categories as of March 31, 2023 were as follows:

Particulars	Note	Level of hierarchy	Carrying Amount		
			Amortised Cost	Financial Assets/ liabilities at fair value through profit or loss	Financial Assets/ liabilities at fair value through OCI
Financial Assets					
Investments – FVTOCI	5B	-	-	-	-
Investments – Amortised cost	5B	-	21	-	-
Trade receivables	11	-	15,802	-	-
Cash and cash equivalents	12A	1	575	30,282	-
Bank balances other than cash and cash equivalents, above	12B	-	2,841	-	-
Loans	13	3	2,605	-	-
Other financial assets	6	-	47,822	-	-
Total			**69,666**	**30,282**	**-**
Financial Liabilities					
Borrowings (including current maturities)					
- Secured Rated Listed Non-Convertible Debentures	16	1	-	-	-
- Other borrowings	16 and 19	3	1,79,146	-	-
Trade payables	20	-	48,701	-	-
Lease liabilities	17	3	6,23,423	-	-
Other financial liabilities – Deferred consideration	21	3	-	-	-
Other financial liabilities	21	-	31,185	-	-
Total			**8,82,455**	**-**	**-**

Notes
to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

The carrying value & fair value of financial instruments by categories as of March 31, 2022 were as follows:

Particulars	Note	Level of hierarchy	Carrying Amount		
			Amortised Cost	Financial Assets/ liabilities at fair value through profit or loss	Financial Assets/ liabilities at fair value through OCI
Financial Assets					
Investments – FVTOCI	5B	-	-	-	-
Investments – Amortised cost	5B	-	47	-	-
Trade receivables	11	-	7,099	-	-
Cash and cash equivalents	12A	1	385	48,582	-
Bank balances other than cash and cash equivalents, above	12B	-	7,700	-	-
Loans	13	3	1,507	-	-
Other financial assets	6	-	28,906	-	-
Total			**45,644**	**48,582**	**-**
Financial Liabilities					
Borrowings (including current maturities)					
- Secured Rated Listed Non-Convertible Debentures	16	1	28,000	-	-
- Other borrowings	16 and 19	3	1,22,364	-	-
Trade payables	20	-	29,126	-	-
Lease liabilities	17	3	3,66,379		
Other financial liabilities – Deferred consideration	21	3	5,694	-	-
Other financial liabilities	21	-	10,775	-	-
Total			**5,62,338**	**-**	**-**

The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current financial liabilities and assets approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Long-term fixed-rate and variable-rate receivables/deposit are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables/deposits.

The fair values of the quoted instruments are based on price quotations at the reporting date. The fair value of unquoted instruments, loans from banks and other financial liabilities, obligations under leases, as well as other non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.

There is no significant estimate involved in level 3. Further, the deferred consideration is based on the present value of the expected cash outflows discounted using risk adjusted discount rate i.e 9.50% p.a. The estimated fair value of deferred consideration would increase/decrease if the expected cash outflows were higher/lower or the risk adjusted discount rate was higher/lower.

43 Segment

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Managing Director of the Company has been identified as being the chief operating decision maker to assess the financial performance and position of the Company and make strategic decisions. The Company is engaged primarily in the business of theatrical exhibition and allied activities under the brand "PVR INOX". Accordingly, in the context of Indian Accounting Standard 108 – Operating Segments, it is considered to constitute single reportable segment.

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to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

44 Business Combination

(i) Amalgamation of Inox Leisure Limited with PVR INOX Limited:

During the previous year, the Board of Directors of PVR INOX Limited (formerly known as PVR LIMITED) ("Company" or "Transferee Company"), in their meeting held on March 27, 2022, considered and approved a scheme of amalgamation of INOX Leisure Limited ("Transferor Company") into and with the Company and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules and regulations framed thereunder ("Scheme").

During the current year, the Company has received requisite approvals and the scheme has been sanctioned by the Hon'ble National Company Law Tribunal (NCLT) vide its order dated January 12, 2023 ((Mumbai Bench) with the appointed date of January 01, 2023. The Certified true copy of the said order sanctioning the scheme has been filed with the Registrar of Companies, New Delhi. In accordance with the order of NCLT, the Company has given effect to the scheme in the standalone financial statements w.e.f. appointed date i.e. January 01, 2023. Management has determined that the effect of the difference in appointed date between the requirements of the Scheme and of Ind AS 103 – Business Combinations, is not material to these financial statements. The merger has been accounted for using the acquisition accounting method under Ind AS 103 – Business Combinations and the difference between the fair value of net identifiable assets acquired and consideration paid on the merger has been accounted for as Goodwill of ₹4,63,379 Lakhs. In accordance with the Scheme, the purchase consideration of ₹6,29,666 Lakhs has been discharged by issue and allotment of 36,701,729 equity shares of the Company to the shareholders of INOX Leisure Limited.

The stamp duty payable on such issue amounting to INR 5,000 Lakhs has been debited to Securities Premium Account.

The amalgamation of PVR INOX Limited and INOX Leisure Limited is of significant strategic value for the Company and will further cement the Company's market leadership position in India. The Company expects to realise synergies and cost savings related to this acquisition as a result of purchasing and procurement economies of scale and general and administrative expense savings, particularly with respect to the consolidation of corporate related functions and elimination of redundancies.

A Fair value of consideration transferred:-

Particulars	Amount in lakhs
Value of Equity shares to be issued	6,29,666
Total consideration for business combination	**6,29,666**

B Fair value of identifiable assets acquired and liabilities assumed (as adjusted for measurement period adjustment) as on the date of acquisition is as below:

Particulars	Transferor Company	Impact of Fair Valuation	Adjustments	Total
Property, plant and equipment	92,644	12,915	-	1,05,559
Land	2,670	10,401	-	13,070
ROU	2,21,310	27,671	-	2,48,981
Capital work-in-progress	9,413	-	-	9,413
Intangible assets	309	(11)	-	298
Goodwill	1,750	-	(1,750)	-
Deferred tax assets (net)	30,683	(29,911)	-	771
Investments	14,569	-	-	14,569
Other non-current assets	8,555	-	-	8,555
Inventories	2,040	-	-	2,040
Trade receivables	5,428	-	-	5,428
Other financial assets	21,489	(1,903)	-	19,585
Other current assets	8,121	-	-	8,121
Income tax assets (net)	1,653	-	-	1,653
Total assets	**4,20,632**	**19,161**	**(1,750)**	**4,38,043**
Borrowings	16,399	-	-	16,399
Trade payables	15,120	-	-	15,120
Lease Liabilities	3,01,029	(64,031)	-	2,36,998
Other financial liabilities	7,908	-	-	7,908
Other current liabilities & provisions (includes provision created against contingent liabilities)	13,045	1,703	(5,883)	8,864
Total Liabilities	**3,53,500**	**(62,328)**	**(5,883)**	**2,85,289**
Total Fair Value of the Net Assets **				**1,52,754**

Note: The adjustment between the measurement period and final valuation was not significant.

** Adjustments have been made to the book balance to give effects of alignment of accounting policies and practices, transaction between Transferor Companies and the Company.

Notes
to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

C Amount recognised as goodwill

Particulars	Amount in lakhs
Total consideration for business combination (Refer A above)	6,29,666
Less: Fair value of net assets acquired (Refer B above)	1,52,754
Less: Beneficial lease rights	13,533
Goodwill **	**4,63,379**

** Basis purchase price allocation to various identifiable acquired assets and assumed liabilities, Goodwill has been recognised.

D Revenue and profit contribution

The acquired business contributed revenues of ₹41,269 Lakhs and loss before tax of ₹5,644 Lakhs for the period between January 01, 2023 to March 31, 2023.

If the acquisitions had occurred on April 01, 2022, consolidated pro-forma revenue and profit before tax for the year ended March 31, 2023 would have been ₹1,90,438 Lakhs and ₹9,479 Lakhs, respectively.

(ii) Acquisition of Cinema exhibition undertaking of Jazz Cinemas Pvt. Ltd.:

During the quarter, the Company acquired the cinema exhibition undertaking situated at Chennai of Jazz Cinemas Pvt. Ltd. on a slump sale basis. The sale and transfer of the said Cinema exhibition undertaking has been completed on March 03, 2023 and the same has been accounted as per Ind AS 103, "Business combination". The same has resulted in goodwill of ₹5,725 Lakhs.

Fair value of consideration transferred:

Particulars		Amount
Total Consideration payable		10,300
Less: Deduction on account of Liability		(140)
Net Purchase consideration (A)		**10,160**
Current Replacement Value of Tangible Assets (B)	3,908	
Security Deposit for Leasehold Property (C)	758	
Working Capital Liabilities (D)	(140)	
Deferred Tax Liability	(91)	
Assets and Liabilities Acquired: (E) = (B+C-D)		**4,435**
Balancing figure recognised as Goodwill		**5,725**

Out of the total consideration payable to Jazz Cinemas Pvt. Ltd. as mentioned above, ₹100 Lakhs is kept in the Escrow Agreement, which shall be released to the Seller after the expiry of 2 (two) years from the closing date in accordance with the terms of the Business Transfer Agreement and shall be subject to such adjustments or deductions as the buyer may undertake in terms of the agreement.

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45 Related Party Disclosures

Names of related parties and related party relationship	
Subsidiaries	PVR Pictures Limited
	Zea Maize Private Limited
	P V R Lanka Limited
	SPI Entertainment Projects (Tirupati) Private Ltd. (up to August 26, 2022)
	Shouri Properties Private Limited (w.e.f. January 01, 2023)
Key management personnel	Mr. Ajay Bijli, Managing Director
	Mr. Sanjeev Kumar, Executive Director
	Mr. Pawan Kumar Jain, Chairman and Non-Executive Director (w.e.f. February 06, 2023)
	Mr. Siddharth Jain, Non-Executive Director (w.e.f. February 06, 2023)
	Ms. Renuka Ramnath, Director
	Mr. Sanjai Vohra – Independent Director
	Ms. Pallavi Shardul Shroff – Independent Director
	Mr. Haigreve Khaitan – Independent Director (w.e.f. February 10, 2023)
	Mr. Vishesh Chander Chandiok – Independent Director (w.e.f. February 10, 2023)
	Mr. Amit Jatia – Independent Director (w.e.f. February 10, 2023)
	Mr. Vikram Bakshi – Independent Director (till February 10, 2023)
	Mr. Anish Kumar Saraf – Director (till February 06, 2023)
	Mr. Gregory Adam Foster – Independent Director (till February 10, 2023)
	Ms. Deepa Misra Harris – Independent Director (till February 10, 2023)
Relatives of Key Management Personnel	Mr. Aamer Krishan Bijli, Son of Mr. Ajay Bijli
	Ms. Nayana Bijli, Daughter of Mr. Ajay Bijli
Joint Ventures	Vkaao Entertainment Private Limited (50% each held by PVR Pictures Limited and Big tree Entertainment Private Limited)
Enterprises over which Key management personnel and their relatives are able to exercise significant influence	PVR Nest
	Priya Exhibitors Private Limited
	Shardul Amarchand Mangaldas & Co.
	INOX India Private Limited (w.e.f February 06, 2023)
	GFL Limited (w.e.f February 06, 2023)
	Multiples Alternate Asset Management Pvt. Ltd.
	Khaitan & Co. LLP (w.e.f February 10, 2023)

Notes

to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

Particulars	Subsidiary Companies		Enterprises having significant influence over the Company		Key Management Personnel and their relatives		Joint Ventures		Enterprises owned or significantly influenced by key management personnel or their relatives	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
Transactions during the year										
Remuneration paid										
Ajay Bijli	-	-	-	-	748	642	-	-	-	-
Sanjeev Kumar	-	-	-	-	517	443	-	-	-	-
Nayana Bijli	-	-	-	-	-	10	-	-	-	-
Sitting fees and commission										
Deepa Misra Harris	-	-	-	-	28	33	-	-	-	-
Pallavi Shardul Shroff	-	-	-	-	20	21	-	-	-	-
Gregory Adam Foster	-	-	-	-	28	25	-	-	-	-
Sanjai Vohra	-	-	-	-	33	30	-	-	-	-
Vikram Bakshi	-	-	-	-	27	27	-	-	-	-
Amit Jatia	-	-	-	-	1	-	-	-	-	-
Haigreve Khaitan	-	-	-	-	2	-	-	-	-	-
Vishesh Chander Chandiok	-	-	-	-	1	-	-	-	-	-
Rent Expense										
Shouri Properties Private Limited	83	-	-	-	-	-	-	-	-	-
Priya Exhibitors Private Limited	-	-	-	-	-	-	-	-	430	402
Professional Fees										
Aamer Krishan Bijli	-	-	19	-	-	-	-	-	-	-
Shardul Amarchand Mangaldas & Co.	-	-	-	-	-	-	-	-	107	125
Khaitan & Co. LLP	-	-	-	-	-	-	-	-	26	-
Film Distributors Share expense										
PVR Pictures Limited	6,235	2,914	-	-	-	-	-	-	-	-
Purchases of Goods										
Zea Maize Private Limited	935	453	-	-	-	-	-	-	-	-
Income From Film Production										
PVR Pictures Limited	21	105	-	-	-	-	-	-	-	-
Income From Sales of Tickets of Films										
PVR Pictures Limited	16	34	-	-	-	-	-	-	-	-
Advertisement Income										
PVR Pictures Limited	25	-	-	-	-	-	-	-	-	-
VPF Income										
PVR Pictures Limited	296	43	-	-	-	-	-	-	-	-
Interest Received										
PVR Pictures Limited	35	360	-	-	-	-	-	-	-	-
Zea Maize Private Limited	67	18	-	-	-	-	-	-	-	-
P V R Lanka Limited	164	173	-	-	-	-	-	-	-	-
Loans given										
Ajay Bijli	-	-	-	-	-	800	-	-	-	-
Loans refunded										
Ajay Bijli	-	-	-	-	-	800	-	-	-	-
Inter Corporate Loans Given										
PVR Pictures Limited	2,050	1,500	-	-	-	-	-	-	-	-
Zea Maize Private Limited	1,000	-	-	-	-	-	-	-	-	-
P V R Lanka Limited	86	281	-	-	-	-	-	-	-	-
Inter Corporate Loans Refund										
Zea Maize Private Limited	-	-	-	-	-	-	-	-	-	-
PVR Pictures Limited	2,050	6,450	-	-	-	-	-	-	-	-

Notes

to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

Particulars	Subsidiary Companies		Enterprises having significant influence over the Company		Key Management Personnel and their relatives		Joint Ventures		Enterprises owned or significantly influenced by key management personnel or their relatives	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
Inter Corporate Loans converted into share capital										
P V R Lanka Limited	-	2,792	-	-	-	-	-	-	-	-
Investment during the year										
PVR Pictures Limited	5,000	-	-	-	-	-	-	-	-	-
Zea Maize Private Limited	150	600	-	-	-	-	-	-	-	-
Investment in Compulsorily Convertible Debentures converted to share capital										
Zea Maize Private Limited	600	-	-	-	-	-	-	-	-	-
Balance outstanding at the end of the year										
Trade Payable										
PVR Pictures Limited	1,294	22	-	-	-	-	-	-	-	-
Zea Maize Private Limited	18	40	-	-	-	-	-	-	-	-
Priya Exhibitors Private Limited	-	-	-	-	-	-	-	-	6	5
Shouri Properties Private Limited	91	-	-	-	-	-	-	-	-	-
Shardul Amarchand Mangaldas & Co.	-	-	-	-	-	-	-	-	-	100
Khaitan & Co. LLP	-	-	-	-	-	-	-	-	5	-
Vkaao Entertainment Private Limited	-	-	-	-	-	-	0	0	-	-
Trade Receivable										
Multiples Alternate Asset Management Pvt. Ltd.	-	-	-	-	-	-	-	-	1	-
Interest Accrued on Loan										
PVR Pictures Limited	-	-	-	-	-	-	-	-	-	-
Zea Maize Private Limited	95	32	-	-	-	-	-	-	-	-
P V R Lanka Limited	928	764	-	-	-	-	-	-	-	-
Advance Recoverable										
PVR Pictures Limited	-	-	-	-	-	-	-	-	-	-
Zea Maize Private Limited	-	-	-	-	-	-	-	-	-	-
Priya Exhibitors Private Limited	-	-	-	-	-	-	-	-	21	62
Security Deposits Given										
Priya Exhibitors Private Limited	-	-	-	-	-	-	-	-	166	166
Shouri Properties Private Limited	104	-	-	-	-	-	-	-	-	-
Inter Corporate Loans Given										
Zea Maize Private Limited	1,160	160	-	-	-	-	-	-	-	-
P V R Lanka Limited	1,104	1,018	-	-	-	-	-	-	-	-
Investment in Equity Share Capital										
P V R Lanka Limited	4,198	4,198	-	-	-	-	-	-	-	-
PVR Pictures Limited	8,102	3,102	-	-	-	-	-	-	-	-
Zea Maize Private Limited	2,440	1,690	-	-	-	-	-	-	-	-
SPI Entertainment Project (Tirupati) Private Limited	-	1	-	-	-	-	-	-	-	-
Shouri Properties Private Limited	141	-	-	-	-	-	-	-	-	-
Investment in Compulsorily Convertible Debentures										
Zea Maize Private Limited	-	600	-	-	-	-	-	-	-	-

Notes:

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

Notes
to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

(b) The financial figures in above note exclude expenses reimbursed to/by related parties.

(c) The financial figures in above note excludes GST/Sales tax/Local body taxes as applicable.

(d) For Zea Maize Private Limited, share capital movement refer note 5.

(e) Corporate Guarantee given to bank against credit facility availed by Zea Maize Private Limited amounting to ₹500 Lakhs (March 31, 2022 ₹200 Lakhs).

('f) All transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions and within the ordinary course of business. Outstanding balances at the year end are unsecured and settlement occurs in cash. Transactions relating to dividend, subscriptions for new equity shares are on the same terms and conditions that are offered to other shareholders.

46 Financial Risk Management objective and policies

The Company's principal financial liabilities comprise of loans and borrowings, lease liabilities, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk, legal, taxation and accounting risk and liquidity risk. The Company's treasury team overseas the management of these risks supported by senior management.

(a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and FVTOCI investments.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on loans and borrowings. With all other variables held constant, the Company's loss before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Increase effect		Decrease effect	
	March 31, 2023	March 31, 2022	**March 31, 2023**	March 31, 2022
Effect of Increase/decrease in floating Interest rate by 100 basis points (1%) for term loans	**1,292**	1,105	**(1,311)**	(1,105)

(ii) Currency risk

Currency risk is the risk that the fair value of future cash flows of financial instruments will fluctuate because of the change in foreign currency exchange rates.

The majority of the Company's revenue and expenses are in Indian Rupees, with the remainder denominated in US Dollars. Management considers currency risk to be low and does not hedge its currency risk. As variations in foreign currency exchange rates are not expected to have a significant impact on the results of operations, a sensitivity analysis is not presented.

(b) Legal, taxation and accounting risk

The Company is presently involved into various judicial, administrative, regulatory and litigation proceedings concerning matters arising in the ordinary course of business operations including but not limited to personal injury claims, landlord-tenant disputes, commercials disputes, tax disputes (including entertainment tax subsidy and other direct and indirect tax matters like GST, Service tax, Sales tax etc.), employment disputes and other contractual disputes. Many of these proceedings seek an indeterminate amount of damages. In situations where management believes that a loss arising from a proceeding is probable and can reasonably be estimated, the Company records the amount of the probable loss. As additional information becomes available, any potential liability related to these proceedings is assessed and the estimates are revised, if necessary.

To mitigate these risks, the Company employs in-house counsel and uses third party tax & legal experts to assist in structuring significant transactions and contracts. PVR also has systems and controls that ensure the timely delivery of financial information in order to meet contractual and regulatory requirements and has implemented disclosure controls and internal controls over financial reporting which are tested for effectiveness on an ongoing basis.

(c) Credit risk

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the Standalone Balance Sheet

Particulars	March 31, 2023	March 31, 2022
Trade receivables	**15,802**	7,099
Loans	**2,605**	1,507
Cash and cash equivalents	**30,857**	48,967
Other bank balances other than cash and cash equivalents	**2,841**	7,700
Other financial assets	**47,822**	28,906

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

Credit risk on cash and cash equivalents and bank deposits is limited as the Company generally invests in deposits with banks with high credit ratings assigned by domestic credit rating agencies. Loans primarily represents security deposits given to Mall Developers/lessors. Such deposit will be returned to the Company on expiry of lease entered with Mall developers/lessors. The credit risk associated with such security deposits is relatively low.

Trade receivables are typically unsecured and are derived from revenue earned from customers located in India. Trade receivables also includes receivables from Debit/credit card companies and online movie ticketing partners which are realisable within a period 1 to 3 working days. The Company monitors the economic environment in which it operates. The Company manages its credit risk through establishing credit limits and continuously monitoring credit worthiness of customers to which the Company grants credit terms in the normal course of business.

The Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available internal credit risk factors as the Company's historical experience for customer. Accordingly, based on the business environment in which the Company operates, management considers that the trade receivables (other than Government dues) are in default/doubtful if the payment is outstanding for more than 270 days and more than 365 days in case of government dues. Basis above, as at March 31, 2023, Company has impaired Trade receivables of ₹3,702 Lakhs (March 31, 2022: ₹3,479 Lakhs). Further, the management believes that the unimpaired amounts that are past due by more than 270 days continue to be collectible in full, based on historical payment behaviour and analysis of customer credit risk.

Majority of trade receivables are from domestic customers, which are fragmented and are not concentrated to individual customers.

Movement in the allowance for impairment in respect of trade receivables

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Balance at the beginning of the year	**3,479**	3,770
Impairment loss recognised/(reversed)	**253**	(52)
Amount written off	**(30)**	(239)
Balance at the end of the year	**3,702**	3,479

(d) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. The Company's approach to manage liquidity is to have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed circumstances, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, debentures, lease liabilities and advance payment terms.

The Company's liquidity management process as monitored by management, includes the following:

- Day to Day funding, managed by monitoring future cash flows to ensure that requirements can be met.
- Maintaining rolling forecasts of the Company's liquidity position on the basis of expected cash flows.
- Maintaining diversified credit lines.

Notes
to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

Particulars	Borrowings (including current maturities)*		Trade and other payables	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
On demand	17,300	-	-	-
Less than 3 months	5,397	9,032	76,075	34,935
3 to 12 months	29,698	38,155	2,933	5,694
1 to 5 years	1,27,611	96,717	878	4,966
More than 5 years	-	7,093	-	-
Total	**1,80,006**	**1,50,997**	**79,886**	**45,595**

*Borrowing includes Non-Convertible Debentures, Term loans, Bank overdraft, Short term borrowings and commercial papers excluding transaction cost.

The Company has also significant contractual obligations in the form of lease liabilities (Note 17) and capital & other commitments (Note 35).

47 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return on capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is long-term debts plus amount payable for purchase of property plant and equipment divided by total equity.

Particulars		March 31, 2023	March 31, 2022
Long-term debt (includes current maturities)		1,57,176	1,44,364
Payables on purchase of property plant and equipment		21,742	4,185
Total	(A)	**1,78,918**	**1,48,549**
Equity	(B)	**7,35,111**	1,38,848
Gearing ratio	(A/B)	**24%**	107%

48 Expenses capitalised

The Company has capitalised following expenses through capital work-in-progress (CWIP) which directly or indirectly relates to setting up of cinemas. Consequently, expenses disclosed under the respective notes are net of amounts capitalised by the Company.

Particulars	March 31, 2023	March 31, 2022
Salaries, wages, allowances and bonus	1,936	804
Contribution to provident and other funds	67	37
Rent	310	1
Electricity and water charges	(29)	24
Repairs and maintenance	148	32
Rates and taxes	(12)	51
Travelling and conveyance	74	-
Architects & professional	1,352	297
Insurance	29	2
Security service charges	214	68
Finance costs	578	28
Housekeeping charges	9	-
Other miscellaneous expenses	177	7
Total	**4,853**	**1,351**

49 Income tax expense

	Particulars	March 31, 2023	March 31, 2022
(a)	**Income tax expense reported in the Statement of Profit and Loss comprises:**		
	Current income tax:		
	Current tax	-	-
	Adjustments in respect of current income tax of previous years	-	-
	Deferred tax:		
	Relating to origination and reversal of temporary differences	5,603	(22,161)
	Tax impact related to change in tax rate and law (refer note 7)	0	-
	MAT credit (entitlement)/reversal for earlier years	6,993	2,849
	Total deferred tax	**12,596**	**(19,312)**
	Income tax expense reported in the statement of profit and loss	**12,596**	**(19,312)**
	Effective Income tax rate	**-60.8%**	**28.8%**
(b)	**Statement of Other Comprehensive Income**		
	Net loss/(gain) on remeasurements of defined benefit plans	(20)	22
(c)	**Reconciliation of effective tax rate**		
	Reconciliation of tax expense and the accounting profit multiplied by statutory income tax rate for the year indicated are as follows:		
	Accounting loss before tax	(20,702)	(67,147)
	Statutory income tax rate	25.17%	34.94%
	Computed tax expense	(5,211)	(23,464)
	Adjustments in respect of current income tax and MAT of previous years	6,993	2,849
	Adjustments in respect of deferred tax of previous years	-	(106)
	Non-deductible expenses for tax purposes	(2,619)	19
	Tax impact related to others	-	1,389
	Tax impact related to change in tax rate	13,433	-
	Income tax charged to statement of profit and loss	**12,596**	**(19,312)**
(d)	**MAT credit entitlement**		
	Opening Balance	6,993	9,842
	Add: MAT credit entitlement/(reversal) for earlier years	(6,993)	(2,849)
	Add: Amount adjusted with provision for taxes	-	-
	Add: MAT credit entitlement for current year	-	-
	Less: MAT credit utilisation during the year	-	-
	Closing Balance	**-**	**6,993**
(e)	**Deferred tax asset / (liability)**		
	Opening Balance	52,099	29,725
	Less: Impact of differences in W.D.V. block under Income Tax and Books of Account	(1,315)	482
	Add: Tax income/(expenses) on other timing differences	(3,624)	21,892
	Closing balance	**47,160**	**52,099**

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

50 The Company has paid remuneration to Mr. Ajay Bijli, Managing Director and Mr. Sanjeev Kumar, Executive Director respectively for the year ended March 31, 2022 which was already approved by the Nomination and Remuneration Committee and the Board of Directors in their respective meetings. The same is in accordance with the minimum remuneration as was originally approved by the shareholders vide their resolutions dated July 03, 2018 and September 29, 2020. In view of the inadequacy of profits, the Company had also obtained approval of the shareholders by way of special resolution in Annual General Meeting of the Company held on July 21st 2022, pursuant to the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

Notes

to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

51 The Company has paid remuneration to Mr. Ajay Bijli, Managing Director and Mr. Sanjeev Kumar, Executive Director respectively for the year ended March 31, 2023 which was already approved by the Nomination and Remuneration Committee and the Board of Directors in their respective meetings. The same is in accordance with the minimum remuneration as was originally approved by the shareholders vide their resolutions dated July 03, 2018 and September 29, 2020. The Company shall seek approval of the shareholders by way of special resolution in its forthcoming Annual General Meeting of the Company pursuant to the provisions of Section 197 read with Schedule V to the Companies Act, 2013 and in view of the inadequacy of profits.

52 Ratios as required by Schedule III to the Companies Act, 2013:

Ratio	Numerator	Denominator	March 31, 2023	March 31, 2022	% Change	Reasons for variance
Current Ratio	Total current assets	Total current liabilities	**0.35**	0.57	-38%	All the ratios are not directly comparable with the previous year on account of merger of INOX Leisure Limited w.e.f January 01, 2023 (refer note 44).
Debt - Equity Ratio	Total Borrowings	Total Equity	**0.24**	1.08	-77%	
Debt Service Coverage Ratio	Loss before tax + Depreciation and amortisation expense + Finance costs - Other income	Interest on debentures, term loans and bank and others+Principal repayment of Long Term Borrowings excluding prepayments	**1.86**	0.23	710%	
Return on Equity	Loss for the year	Average Total Equity	**-8%**	-30%	-74%	
Inventory turnover ratio	Consumption of food and beverages	Average Inventory (Food and beverages)	**9.61**	5.87	64%	
Trade receivables turnover (times)	Revenue from operations	Average Trade Receivables	**31.08**	26.71	16%	
Trade payables turnover (times)	Movie exhibition cost + Consumption of food and beverages + Other operating expenses	Average Trade Payables	**5.41**	3.56	52%	
Net capital turnover (times)	Total income	Total current assets -Total current liabilities	**-2.81**	-2.51	12%	
Net Profit Ratio	Loss for the year	Total income	**-9.16%**	-31.39%	-71%	
Return on Capital Employed	EBIT = Loss before tax + Finance costs	Capital Employed = Total Equity +Total Borrowings- Other intangible assets - Goodwill	**11%**	-10%	-206%	
Return on investments	Income generated from investments	Average investments	**5%**	5%	15%	

53 Other statutory information :

(i) The Company do not have any transactions with companies struck off.

(ii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iii) The Company have not 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).

(iv) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

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

(vi) The Company have 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

Notes

to the Standalone Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

(vii) The Company have 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.

(viii) The title deeds/legal ownership of immovable properties including the leased properties as disclosed in the standalone financial statements are held in the name of the Company.

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

54 Previous year figures have been audited by a firm of Chartered Accountants other than S.R. Batliboi & Co. LLP and have been regrouped and re-arranged wherever necessary.

As per our report of even date attached
For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

Vikas Mehra
Partner
ICAI Membership Number: 94421

Place: New Delhi
Date: May 15, 2023

For and on behalf of the Board of Directors of PVR INOX Limited

Ajay Bijli
Managing Director
DIN: 00531142

Sanjeev Kumar
Executive Director
DIN: 00208173

Mukesh Kumar
Company Secretary
ICSI – M. No. A-17925

Nitin Sood
Chief Financial Officer

Place: New Delhi
Date: May 15, 2023

Independent Auditor's Report

To the Members of PVR INOX Limited
(formerly known as PVR Limited)

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of PVR INOX Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), and its joint venture comprising of the consolidated Balance sheet as at March 31 2023, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and joint venture, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its joint venture as at March 31, 2023, their consolidated loss including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters	How our audit addressed the key audit matter
Impairment of Goodwill (Refer note 4A to the consolidated financial statements)	
The Group has recognised goodwill of ₹574,280 lakhs as at the balance sheet date. The Group's assessment of impairment of goodwill is complex as it involves significant judgment in determining the assumptions used to estimate the recoverable amount including forward-looking information relating to revenue growth, operating margins and operating cash-flows and determination of discount rate. The impairment tests is considered a key audit matter because the assumptions on which the impairment assessment is based are highly judgmental and are affected by future market and economic conditions which are inherently uncertain, and because of the materiality of the balances to the financial statements as a whole.	Our audit procedures, among others included the following: i) Understanding the control environment, evaluating, and testing the operating effectiveness of the relevant controls over the process for determining the recoverable amounts. ii) Assessed the key information used in determining the recoverable value including the weighted average cost of capital, cash flow forecasts and the growth rate. iii) Assessed historical accuracy of management's budgets and forecasts by comparing them to actual performance. iv) Assessed the recoverable value headroom by performing sensitivity testing of key assumptions used. v) Involved our valuation expert to assist in evaluating the key assumptions of the valuations. vi) Tested the arithmetical accuracy of the models. vii) Assessed the adequacy of disclosures given in the consolidated Ind AS financial statements for compliance with disclosure requirements under the accounting standards.
Identification and valuation of intangible recognised in a business combination (Refer note 42 to the standalone financial statements)	
For the business combination as detailed in Note 42, the Group has recognised intangible assets amounting to ₹473,578 lakhs at fair value. The identification and valuation of intangible assets is inherently subjective and involves significant judgements and assumptions around future cash flows and discount rates and fair value measurement of contingent consideration require management's estimation and significant judgement on post-acquisition performance of acquired business. Considering these we have considered identification and valuation of intangible assets in business combination during the year as a key audit matter.	Our audit procedures, among others included the following: i) Read the scheme of amalgamation approved by NCLT to obtain an understanding of the transactions and tested identification and measurement of fair value of the acquired assets and liabilities and contingent consideration payable, if any. ii) Tested the purchase price allocation determined by the management expert. Evaluated competence, capabilities and objectivity of the management's expert. iii) Involved valuation specialists for evaluating and testing the methodologies used by the management's expert in their valuation report; iv) Evaluated performance forecast and key assumptions used by management for contingent consideration payable. v) Assessed the adequacy of disclosures given in the consolidated financial statements for compliance with disclosure requirements under the accounting standards.

Other Information

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

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

Independent Auditor's Report

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in /the Group and of its joint venture are responsible for assessing the ability of their respective companies 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 Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its joint venture are also responsible for overseeing the financial reporting process of their respective companies.

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

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

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

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

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

(a) We did not audit the financial statements and other financial information, in respect of 2 subsidiaries, and 1 joint venture, whose financial statements include total assets of ₹6,402 lakhs as at March 31, 2023, total revenues of ₹2,615 lakhs and net cash inflows of ₹730 lakhs for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. The consolidated financial statements also include the Group's share of net loss of ₹ Nil for the year ended March 31, 2023, as considered in the consolidated financial statements, in respect of 1 joint venture, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and joint venture is based solely on the reports of such other auditors.

(b) The consolidated financial statements of the Company for the year ended March 31, 2022, included in these consolidated financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on those statements on May 09, 2022.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

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, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies and joint venture companies, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and joint venture, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

   (a) We/the other auditors whose report we have relied upon 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 of the aforesaid consolidated financial statements;

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

Independent Auditor's Report

(Rupees in lakhs, except for per share data and if otherwise stated)

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies and joint venture, none of the directors of the Group's companies, its joint venture, incorporated in India, is disqualified as on March 31, 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 with reference to consolidated financial statements of the Holding Company and its subsidiary companies and joint venture, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(g) With respect to the matter to be included in the Auditor's Report under section 197 read with Schedule V to the Act:

We draw attention to Note 53 to the consolidated financial statements, which explains that the managerial remuneration aggregating to ₹1,265 lakhs paid to two executive directors of the Holding Company for the financial year ended March 31, 2023 was in accordance with the minimum remuneration as was originally approved by the shareholders of the Holding Company vide their resolution dated July 3, 2018 and September 29, 2020. In our opinion, and to the best of our information and according to the explanations given to us, as the Holding Company has inadequate profits for the financial year ended March 31, 2023, it shall seek approval of the shareholders by way of special resolution in its forthcoming annual general meeting in respect of the aforesaid remuneration paid.

Our opinion is not modified in respect of this matter.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and joint venture, as noted in the 'Other matter' paragraph:

i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and its joint venture in its consolidated financial statements – Refer Note 36 to the consolidated financial statements;

ii. The Group and its joint venture did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2023;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries and joint venture, incorporated in India during the year ended March 31, 2023.

iv. a) The respective managements of the Holding Company and its subsidiaries and joint venture which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and joint venture respectively that, to the best of its knowledge and belief, 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 Holding Company or any of such subsidiaries and joint venture to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries and joint venture ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The respective managements of the Holding Company and its subsidiaries and joint venture which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and joint venture respectively that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or any of such subsidiaries and joint venture from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries and joint venture shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries, joint venture which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v) No dividend has been declared or paid during the year by the Holding Company, its subsidiaries and joint venture companies, incorporated in India.

vi) As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable only w.e.f. April 1, 2023 for the Holding Company, its subsidiaries and joint venture companies incorporated in India, hence reporting under this clause is not applicable.

Annexure '1'

referred to in paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date

(Rupees in lakhs, except for per share data and if otherwise stated)

Re: PVR INOX Limited (''the Group'')

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

Qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements are:

S. No.	Name	CIN	Holding company/ subsidiary	Clause number of the CARO report which is qualified or is adverse
1	PVR INOX Limited	L74899MH1995PLC387971	Holding Company	Clause iii (c)
2	PVR Pictures Limited	U74899DL2001PLC111997	Subsidiary	Clause vii (a)
3	Zea Maize Private Limited	U15494DL2013PTC255802	Subsidiary	Clause vii (a)

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Vikas Mehra
Partner
Membership Number: 94421
UDIN: 23094421BGYFTV1654

Place of Signature: New Delhi
Date: May 15, 2023

Annexure '2'

to the Independent Auditor's Report of even date on the Consolidated Financial Statements of PVR INOX Limited

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

In conjunction with our audit of the consolidated financial statements of PVR INOX Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its joint venture, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group and its joint venture, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective 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 Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements 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 with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

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

Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

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

Opinion

In our opinion, the Group and its joint venture, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to two subsidiaries and one joint venture, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries and joint venture incorporated in India.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Vikas Mehra
Partner
Membership Number: 94421
UDIN: 23094421BGYFTV1654

Place of Signature: New Delhi
Date: May 15, 2023

Consolidated Balance Sheet

as at March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

Particulars	Note	March 31, 2023	March 31, 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3	**294,314**	151,800
Capital work-in-progress	3A	**24,734**	6,449
Right-of-use assets	4B	**537,457**	267,834
Goodwill	4A	**574,280**	105,204
Other intangible assets	4A	**14,804**	15,900
Financial assets			
Equity accounted investees	5A	**-**	-
Investments	5B	**-**	-
Loans	14	**-**	146
Other financial assets	6	**46,283**	25,716
Deferred tax assets (net)	7A	**47,672**	59,509
Income tax assets (net)	8	**6,595**	5,015
Other non current assets	9	**16,525**	8,404
Total non-current assets (A)		**1,562,664**	**645,977**
Current assets			
Inventories	10	**6,637**	3,420
Financial assets			
Investments	11	**21**	47
Trade receivables	12	**18,248**	8,176
Cash and cash equivalents	13A	**33,308**	50,076
Bank balances other than cash and cash equivalents, above	13B	**2,852**	7,735
Loans	14	**341**	183
Other financial assets	6	**643**	2,504
Other current assets	9	**22,929**	14,466
Total current assets (B)		**84,979**	**86,607**
Total assets (A+B)		**1,647,643**	**732,584**
Equity and liabilities			
Equity			
Equity share capital	15	**9,797**	6,100
Other equity	16	**723,188**	130,937
Equity attributable to equity holders of the Parent Company		**732,985**	**137,037**
Non-controlling interests	17	**(67)**	(26)
Total equity (A)		**732,918**	**137,011**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	18	**127,228**	103,333
Lease liabilities	19	**578,405**	341,384
Other Financial liabilities	23	**883**	4,973
Provisions	20	**2,759**	974
Deferred tax liabilities (net)	7B	**319**	252
Other non-current liabilities	24	**-**	1,210
Total non-current liabilities (B)		**709,594**	**452,126**
Current liabilities			
Financial liabilities			
Borrowings	21	**52,036**	47,183
Lease liabilities	19	**47,522**	27,687
Trade payables	22		
Total outstanding dues of micro enterprises and small enterprises		**1,868**	1,287
Total outstanding dues of creditors other than micro enterprises and small enterprises		**49,565**	28,727
Other financial liabilities	23	**30,435**	11,624
Provisions	20	**3,547**	283
Other current liabilities	24	**20,158**	26,656
Total current liabilities (C)		**205,131**	**143,447**
Total liabilities (B+C)		**914,725**	**595,573**
Total equity and liabilities (A+B+C)	**A+B+C**	**1,647,643**	**732,584**
Summary of significant accounting policies	2.3		

The accompanying notes are an integral part of the Consolidated Financial Statements
As per our report of even date attached

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

Vikas Mehra
Partner
ICAI Membership Number: 94421

Place: New Delhi
Date: May 15, 2023

For and on behalf of the Board of Directors of PVR INOX Limited

Ajay Bijli
Managing Director
DIN: 00531142

Sanjeev Kumar
Executive Director
DIN: 00208173

Mukesh Kumar
Company Secretary
ICSI – M. No. A-17925

Nitin Sood
Chief Financial Officer

Place: New Delhi
Date: May 15, 2023

Consolidated Statement of Profit and Loss

for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

Particulars	Note	March 31, 2023	March 31, 2022
Income			
Revenue from operations	25	**375,065**	132,940
Other income	26	**7,908**	32,613
Total income		**382,973**	**165,553**
Expenses			
Movie exhibition cost		**81,842**	28,980
Consumption of food and beverages		**31,018**	11,149
Employee benefits expense	27	**43,890**	26,505
Finance costs	28	**57,162**	49,784
Depreciation and amortization expense	29	**75,332**	61,440
Other operating expenses	30	**113,546**	55,766
Total expenses		**402,790**	**233,624**
Loss before share of (loss) of equity accounted investees and tax		**(19,817)**	**(68,071)**
Share of (loss) of equity accounted investees (net of tax)	5A	**-**	-
Loss before exceptional items and tax		**(19,817)**	**(68,071)**
Exceptional items	31	**1,082**	-
Loss before tax		**(20,899)**	**(68,071)**
Tax expense:			
Current tax		**201**	134
MAT credit entitlement		**-**	
MAT credit entitlement for earlier years		**-**	
Adjustment of tax relating to earlier periods		**(1)**	-
Deferred tax (including MAT credit entitlement) (refer note 7A)		**12,541**	(19,354)
Total tax expenses		**12,741**	**(19,220)**
Loss after tax		**(33,640)**	**(48,851)**
Non-controlling interests		**133**	27
Net profit/ (loss) after tax and after adjustment of non controlling interests (A)		**(33,507)**	(48,824)
Other Comprehensive Income			
Items that will not be reclassified to profit or loss in subsequent period	32	**62**	(48)
Items that will be reclassified to profit or loss in subsequent period		**77**	(172)
Other comprehensive income for the period (net of tax) (B)		**139**	**(220)**
Total comprehensive income for the period (comprising profit and other comprehensive income) (A+B)		**(33,368)**	**(49,044)**
Net Profit/ (loss) attributable to:			
Owners of the Company		**(33,507)**	(48,824)
Non-controlling interests		**(133)**	(27)
Other Comprehensive Income attributable to:			
Owners of the Company		**139**	(220)
Non-controlling interests [#]		**-**	-
Total Comprehensive Income attributable to:			
Owners of the Company		**(33,368)**	(49,044)
Non-controlling interests		**(133)**	(27)
Earnings per equity share on Net profit/ (loss) after tax	33		
[Nominal Value of share ₹ 10 (March 31, 2022: ₹10)]			
Basic		**(51.59)**	(80.23)
Diluted		**(51.59)**	(80.23)
[#] Amount below ₹ 1 lakh			
Summary of significant accounting policies	2.3		

The accompanying notes are an integral part of the Consolidated Financial Statements
As per our report of even date attached

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

Vikas Mehra
Partner
ICAI Membership Number: 94421

Place: New Delhi
Date: May 15, 2023

For and on behalf of the Board of Directors of PVR INOX Limited

Ajay Bijli
Managing Director
DIN: 00531142

Sanjeev Kumar
Executive Director
DIN: 00208173

Mukesh Kumar
Company Secretary
ICSI – M. No. A-17925

Nitin Sood
Chief Financial Officer

Place: New Delhi
Date: May 15, 2023

Consolidated Statement of Changes in Equity

for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

A. Equity Share Capital

	March 31, 2023	March 31, 2022
Balance at the beginning of the period	6,100	6,076
Issue of equity share capital during the year (refer note 14)	27	24
Issued on account of Business combination (refer note 44)	3,670	-
Balance at the end of the period	**9,797**	**6,100**

B. Other Equity

Particulars	Reserves and Surplus						Other comprehensive income			Total
	Capital Reserve	Securities Premium	General reserve	Share options outstanding account	Share pending issuance	Retained Earnings	Re-measurement gains/(loss) on defined benefit plans	Exchange difference in translating foreign subsidiary	Gain/(loss) on equity instruments designated at FVTOCI	
At March 31, 2021	**602**	**231,467**	**4,673**	**830**	**-**	**-57,271**	**(481)**	**25**	**(2,582)**	**177,263**
Loss for the year	-	-	-	-	-	(48,824)	-	-	-	(48,824)
Other comprehensive income (net of taxes)	-	-	-	-	-	-	(48)	(172)	-	(220)
Total Comprehensive Income	**602**	**231,467**	**4,673**	**830**	**-**	**(106,095)**	**(529)**	**(147)**	**(2,582)**	**128,219**
Employee stock compensation for options granted	-	2,512	-	690	-	-	-	-	-	3,202
Transferred from stock options outstanding	-	364	-	(395)	-	-	-	-	-	(31)
Debenture issue expenses (net of deferred tax of ₹ 191 Lakhs)	-	(563)	-	-	-	-	-	-	-	(563)
Exchange differences on translation of PVR Lanka Limited	-	-	-	-	-	-	-	61	-	61
Share Application money pending allotment	-	-	-	-	49	-	-	-	-	49
At March 31, 2022	**602**	**233,780**	**4,673**	**1,125**	**49**	**(106,095)**	**(529)**	**(86)**	**(2,582)**	**130,937**
Loss for the year	-	-	-	-	-	(33,507)	-	-	-	(33,507)
Other comprehensive income (net of taxes)	-	-	-	-	-	-	62	77	-	139
Total Comprehensive Income	**602**	**233,780**	**4,673**	**1,125**	**49**	**(1,39,603)**	**(467)**	**(9)**	**(2,582)**	**97,569**
Employee stock compensation for options granted	-	2,953	-	1,781	-	-	-	-	-	4,736
Transferred from stock options outstanding	-	641	-	(641)	-	-	-	-	-	-
Allotment of equity share capital	-	49	-	-	(49)	-	-	-	-	-
Adjustment on account of Business combination (refer note 42)	-	625,996	-	-	-	-	-	-	-	625,996
Shouri Properties Private Limited	-	-	-	-	-	(55)	-	-	-	(55)
Exchange differences on translation of PVR Lanka Limited	-	-	-	-	-	-	-	(40)	-	(40)
Stamp duty on issue of shares on account of Business combination (refer note 42)	-	(5,000)	-	-	-	-	-	-	-	(5,000)
Adjustment on account of change in ownership in Zea Maize Private Limited	-	-	(92)	-	-	-				(92)
Share Application money pending allotment	-	-	-	-	74	-	-	-	-	74
At March 31, 2023	**602**	**858,419**	**4,581**	**2,267**	**74**	**(139,657)**	**(467)**	**(49)**	**(2,582)**	**723,188**

Summary of significant accounting policies

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date attached

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

For and on behalf of the Board of Directors of PVR INOX Limited

Ajay Bijli
Managing Director
DIN: 00531142

Sanjeev Kumar
Executive Director
DIN: 00208173

Vikas Mehra
Partner
ICAI Membership Number: 94421

Mukesh Kumar
Company Secretary
ICSI – M. No. A-17925

Nitin Sood
Chief Financial Officer

Place: New Delhi
Date: May 15, 2023

Place: New Delhi
Date: May 15, 2023

Consolidated Statement of Cash Flows

for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

Particulars	March 31, 2023	March 31, 2022
Cash flows from operating activities:		
Loss before tax	**(20,899)**	**(68,071)**
Adjustments to reconcile profit/ (loss) before tax to net cash flows:		
Depreciation of tangible assets	27,628	23,196
Amortisation of intangible assets	2,473	2,856
Amortisation of right of use assets	45,231	35,388
Net (gain) on disposal of property, plant and equipment	(99)	(3)
Interest income	(2,848)	(3,707)
Allowance for doubtful debts and advances	290	616
Bad debts/advances written off	30	64
Finance costs	56,000	49,383
Share based payment expense	1,416	550
Liabilities written back (including COVID-19 related rent concessions)	(1,402)	(26,300)
Miscellaneous income	(193)	(462)
Unrealised foreign exchange net	(5)	-
Inventories written off	-	111
Net gain on financial assets measured at FVTPL	(2)	
Foreign currency translation reserve	37	
Exceptional items	1,082	
Convenience fees (Time value of money adjustment)	(2,671)	(2,266)
	106,068	**11,355**
Working capital adjustments:		
Increase/(Decrease) in provisions	553	(1,058)
Increase/(Decrease) in trade & other payables	(2,487)	7,678
Decrease/(Increase) in trade receivables	(9,680)	(4,804)
Decrease/(Increase) in inventories	(1,177)	(1,036)
Decrease/(Increase) in loans and advances and other assets	(6,896)	3,558
Cash generated/ (used in) from operations	**86,381**	**15,693**
Direct taxes paid (net of refunds)	9	986
Net cash flows from/(used in) operating activities (A)	**86,390**	**16,679**
Cash flows from investing activities		
Purchase of PPE, Intangible assets, Capital work-in-progress and capital advances	(63,595)	(12,490)
Security deposits given to Mall Developers	-	(531)
Proceeds from sale of PPE	201	43
Interest received on deposits	880	2,696
Fixed deposits with banks	4,928	10,001
Net cash flows from/(used in) investing activities (B)	**(57,586)**	**(281)**
Cash flows from financing activities		
Proceeds from issue equity shares	3,051	1,831
Proceeds from long-term borrowings	38,500	55,500
Repayment of long-term borrowings	(42,195)	(34,170)
Proceeds from short-term borrowings	73,859	106,531
Repayment of short-term borrowings	(57,560)	(112,331)
Repayment of lease liabilities (includes interest on lease liabilities)	(70,589)	(26,582)
Interest paid on borrowings	(14,416)	(12,460)
Net cash flows from/(used in) financing activities (C)	**(69,350)**	**(21,681)**

Consolidated Statement of Cash Flows

for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

Particulars	March 31, 2023	March 31, 2022
Net increase in cash and cash equivalents (A+B+C)	**(40,546)**	(5,283)
Cash and cash equivalents at the beginning of the period	**50,076**	55,240
Less: Secured bank overdraft	**(119)**	
Add: Cash acquired on acquisition of INOX Leisure Limited (refer note 42)	**23,779**	-
Cash and cash equivalents at the end of the period	**33,190**	**49,957**

Particulars	March 31, 2023	March 31, 2022
Cash and cash equivalents		
Cash on hand	582	391
Balance with banks:		
On current accounts	10,065	13,188
On deposits with original maturity of less than three months	702	-
Investment in Mutual fund	21,959	36,497
Cash and cash equivalents	**33,308**	**50,076**
Less: Secured bank overdraft (refer note 21)	(118)	(119)
Total cash and cash equivalents	**33,190**	**49,957**

Note:

-Consolidated Statement of Cash Flows has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows".

-Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities is as below:

Particulars	Long Term borrowings[1]	Short Term borrowings
Opening balance as at April 01, 2022[2]	145,029	6,000
Cash flows during the year:		
- Proceeds	38,500	73,859
- Repayment	(42,195)	(57,560)
- Processing fees	(530)	(330)
- Pursuant to Business Combination (refer note 42)	16,902	-
Closing balance as at March 31, 2023[2]	**157,706**	**21,969**

[1]Includes current maturities of non-current borrowings.

[2]Opening and closing balance excludes transaction cost.

Summary of significant accounting policies 2.3

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

As per our report of even date attached

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

For and on behalf of the Board of Directors of PVR INOX Limited

Ajay Bijli
Managing Director
DIN: 00531142

Sanjeev Kumar
Executive Director
DIN: 00208173

Vikas Mehra
Partner
ICAI Membership Number: 94421

Mukesh Kumar
Company Secretary
ICSI – M. No. A-17925

Nitin Sood
Chief Financial Officer

Place: New Delhi
Date: May 15, 2023

Place: New Delhi
Date: May 15, 2023

Notes

to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

1 Company overview

PVR INOX Limited (erstwhile known as PVR Limited) ("the Company" or the "Parent Company" is a public limited Company domiciled in India and incorporated under the provisions of the Indian Companies Act and its equity shares are listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) in India. The Consolidated Financial Statements of the Company as at and for the year ended on March 31, 2023 comprise the Company and its subsidiaries (collectively referred to as "the Group") and the group interest in joint ventures. The Group is engaged in the business of Movie exhibition, distribution & production and also earns revenue from in-house advertisement, sale of food & beverages, gaming and restaurant business.

(i) The Subsidiaries which are considered in the consolidation and the Group's holdings therein is as under:

S. No.	Subsidiary Company	Country of Incorporation	Parent Company	Percentage of ownership as on March 31, 2023
1	PVR Pictures Limited	India	PVR INOX Limited	100%
2	Zea Maize Private Limited	India	PVR INOX Limited	89.9%
3	P V R Lanka Limited	Sri Lanka	PVR INOX Limited	100%
4	Shouri Properties Private Limited	India	PVR INOX Limited	**100%**

(ii) The joint ventures which are considered in the consolidation and the Group's holdings therein is as under:

S.No.	Joint Venture	Country of Incorporation	Shareholder	Percentage of ownership as on March 31, 2023
1	Vkaao Entertainment Private Limited (refer note 5A)	India	PVR Pictures Limited	**50%**

The audited financial statements of the subsidiary companies and joint ventures which are included in the consolidation are drawn upto the same reporting date as that of the Company i.e. March 31, 2023.

2.1 Basis of preparation

(a) Statement of compliance

These Consolidated Financial Statements of Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

As at the year-end, the Group has net current liabilities and has incurred losses during the year. However, based on future projections, the Company expects a significant increase in sales and cash flows in the next year for its continued operations in the foreseeable future and accordingly, the financial statements have been prepared on a going concern basis.

These Consolidated Financial Statements for the year ended March 31, 2023 are approved by the Audit Committee and Board of Directors at its meeting held on May 15, 2023.

(b) Functional and presentation currency

These Consolidated Financial Statements are presented in Indian Rupees (INR), which is also the Group's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

(c) Basis of Measurement

These Consolidated Financial Statements have been prepared on an accrual basis and under the historical cost convention, except for Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments, refer note 2.3 (x))

(d) Critical accounting estimates and judgements

The preparation of the Consolidated Financial Statements in conformity with Ind AS requires the management to make judgements, estimates and assumptions. These judgements, estimates and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the standalone financial.

- Note 2.3 (o) (iii) and 33 - measurement of defined benefit obligations: key actuarial assumptions;

Notes

to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

- Note 2.3 (b), (c), (d), 3 and 4 - measurement of useful life and residual values of property, plant and equipment and useful life of intangible assets;
- Note 36 - Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Group as it is not possible to predict the outcome of pending matters with accuracy;
- Note 2.3 (u) - judgement required to determine ESOP assumptions;
- Note 2.3 (q) - judgement required to determine probability of recognition of current tax, deferred tax assets and MAT credit entitlement;
- Note 2.3 (x)- fair value measurement of financial instruments: and
- Note 2.3 (i)(iii) and 4B- Determination of lease term for computation of lease liabilities and right of use assets and discount rate used for discounting the lease payments to compute the present value of lease liabilities.

There are no assumptions and estimation that have a significant risk of resulting in a material adjustment within the next financial year.

2.2 Basis of consolidation

(i) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the Consolidated Financial Statements from the date on which control commences until the date on which control ceases.

(ii) Non-controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition.

(iii) Loss of control

When the Group loses control over subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date of control is lost. Any resulting gain or loss is recognised in the statement of profit or loss.

(iv) Equity accounted investees

The Group's interest in equity accounted investees comprise interests in joint ventures. A Joint venture is an arrangement in which the Group has joint control and has rights to the net assets of the arrangements, rather than rights to its assets and obligations for its liabilities.
Interest in Joint Venture is accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the Consolidated Financial Statements include the Group's share of profit or loss and OCI of equity-accounted investees untill the date on which significant influence or joint control ceases."

(v) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investees. unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

2.3 Summary of Significant accounting policies

(A) Current and non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it satisfies any of the following criteria:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period;, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

Group classifies all other assets as non-current.

A liability is current when it satisfies any of the following criteria:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period;, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle for the purpose of classification of assets and liabilities as current and non-current.

(B) Property, plant and equipment (PPE)

(i) Recognition and Measurement:

PPE are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price (net of trade discounts, rebates and refundable taxes) and any directly attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition or construction of PPE which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready for their intended use. Leasehold improvements represent expenses incurred towards civil works, interior furnishings, etc. on the leased premises at various cinema locations.

Expenditure directly relating to construction activity are capitalized. Indirect expenditure incurred during construction period is capitalized as part of the indirect construction cost to the extent expenditure is directly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period, which is not related to the construction activity nor is incidental thereto is charged to the statement of profit and loss. Expenses those are capitalised are considered as pre-operative expenses and are disclosed under capital work-in-progress until the project is capitalized.

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognized.

The Group identifies any particular component embedded in the main asset having significant value to total cost of asset and also a different life as compared to the main asset.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Amount paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under Capital advances and Capital work in progress respectively.

(ii) Subsequent expenditure:

Subsequent expenditure on additions and betterment of operational properties are capitalized, only if, it is probable that the future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred.

(C) Depreciation on Property, plant and equipment

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their useful lives using Straight-line method. Estimated useful life of the assets are generally in line with the useful lives as prescribed under Part C of Schedule II to the Companies Act, 2013 except in the following cases, where the management based on technical and internal assessment considers life to be different than prescribed under Schedule II. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Particulars	Useful life as per Schedule II (in years)	Management estimate of Useful life (in years)
Concession equipments	15	8
Gaming equipments	15	13.33
Projectors	13	10
Furniture & fixtures	8	5 to 10.53
Vehicles	8	5
LCD's	5	4

The Parent Company has estimated the residual value @ 5% of original cost for all assets except for sound and projections equipment's which are taken @ 10% of original cost based on technical assessment done by management.

Leasehold improvements are amortised on a straight-line basis over the total period of lease including renewals or unexpired period of lease, whichever is shorter. The Group has estimated the residual value @ 20% of original cost for leasehold improvement where the lease term considered is shorter than the agreed lease term as per agreement.

Depreciation is not recorded on capital work in progress until construction and installation are complete and the asset is ready for its intended use.

Depreciation on addition (disposal) is provided on a pro-rata basis i.e. from (upto) the date on which assets is ready for use (disposed of). Further, depreciation includes accelerated depreciation of ₹ 1,058 lakhs (March 31, 2022 : ₹ 1,232 lakhs) on account of change in estimate of useful lives of property, plant and equipment resulting from Cinema closure earlier than planned or due to renovation.

(D) Intangible assets

(i) Recognition and Measurement:

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

Notes

to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

(ii) Subsequent Expenditure:

Subsequent expenditure is capitalized only when it increase the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in the statement of profit or loss as incurred.

(iii) The useful life and the basis of amortization and impairment losses are as under:

a. **Software**

Cost relating to purchased software and software licenses are capitalized and amortized on a straight-line basis over their estimated useful lives of 6 years.

b. **Goodwill**

Goodwill on acquisitions is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses if any. Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes.

c. **Trademarks and copyrights**

Trademark and copyrights for the brand name acquired and registered by the Group are capitalised and are amortised over an estimated life of five years.

d. **Patents/Rights/Technical Know How**

Cost incurred in relation to purchase of Patent/Rights/Technical Know how are capitalized and amortized on a straight-line basis over the useful life of the assets.

e. **Film Right's**

The intellectual property rights acquired/created in relation to films are capitalized as film rights. The amortization policy is as below:

(a) In respect of films which have been co-produced /co owned/acquired and in which the Group holds rights for a period of 5 years and above as below:

- 60% to 80% of the cost of film rights on first domestic theatrical release of the film based on the management estimates. The said amortization relates to domestic theatrical rights, international theatrical rights, television rights, music rights and video rights etc.

In case these rights are not exploited along with or prior to their first domestic theatrical release, proportionate cost of such right is carried forward to be written off as and when such right is commercially exploited or at the end of 1 year from the date of first domestic theatrical release, whichever occurs earlier.

- Balance 40% to 20% is amortized over the remaining license period based on an estimate of future revenue potential subject to a maximum period of 10 years.

(b) In respect of films, where the Group holds rights for a limited period of 1 to 5 years, entire cost of movies rights acquired or produced by the Group is amortized on first theatrical release of the movie. The said amortization relates to domestic theatrical rights, international theatrical rights, television rights, music rights and video rights and others.

In case these rights are not exploited along with or prior to the first domestic theatrical release, proportionate cost of such right is carried forward to be written off as and when such right is commercially exploited or at the end of 1 year from the date of first theatrical release, whichever occurs earlier.

(c) In one of the subsidiary Company, PVR Pictures Limited, acquiring films and associated rights are recorded at their acquisition costs less accumulated amortization and impairment losses, if any. Cost includes acquisition cost. When ready for exploitation, advances granted to secure rights are transferred to film rights. These rights are amortised over the period of useful life of the content rights. Amortization of film rights is presented under line item "Depreciation and amortisation expense" in the statement of profit and loss.

The intellectual property rights acquired in relation to films are capitalized as Film rights. The amortization policy is as below:

- In case where theatrical rights/ satellite rights/ home video rights are acquired (primarily for foreign films)

- Cost of theatrical rights is amortised on domestic theatrical release of the movie as per allocation mentioned in the agreement, in cases where allocation is not mentioned then 25% of the cost is amortised.

- 40% of the cost amortised on the sale of Satellite rights.

  In cases where there is no theatrical release, 65% of the cost is amortised at time of sale of satellite rights.

- 10% of the cost is amortised on the outright sale of Home Video rights.

- balance 25% cost is amortised on the second sale of satellite rights.

a. In cases where the sale is on Minimum Guarantee Basis, such 10% is amortised at the time of sale.

b. In cases where the sale is on Consignment basis, an estimate of future revenue potential is expected up to 3 years from the date of release on Home Video. In such cases 7.5% of the total cost (75% of 10% cost) is amortised in the First year of sale and balance 1.25% (12.5% of 10%) is amortised equally for Second and Third year.

- (b) In case where theatrical rights/ satellite rights/ home video rights are acquired for a limited period of 1 to 5 years entire cost of movie rights acquired is amortised on first theatrical release of the movie. The said amortisation relates to domestic theatrical rights, international theatrical rights, television rights, music rights, video rights and others.

  In case these rights are not exploited along with or prior to the first domestic theatrical release, proportionate cost of such right is carried forward to be written off as and when such right is commercially exploited or at the end of 1 year from the date of first theatrical release, whichever occurs earlier.

  In case circumstances indicate that the realizable value of a right is less than its unamortised cost, an impairment loss is recognised for the excess of unamortised cost over the management estimate of film rights realizable value.

  In respect of unreleased films, payments towards film rights are classified under "Long term loans and advances" as Capital advances.

(E) Brands and Beneficial Lease Rights

Intangible assets resulting from acquisition of SPI Cinemas comprise of 'Beneficial Lease Rights' which are amortised on straight-line basis over remaining lease period and 'Brands' which are amortised on straight-line basis over a period of 20 years and tested for impairment annually.

(F) Borrowing Costs

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings . Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they are incurred.

(G) Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Group's of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The Group sees the movie exhibition business as a single cash generating unit (CGU).

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses, if any are recognised in the statement of profit and loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so

Notes

to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

(H) Inventories

Inventories are valued as follows:

(a) Food and beverages

Lower of cost and net realizable value. Cost is determined on weighted average basis.

(b) Stores and spares

Lower of cost and net realizable value. Cost is determined on weighted average basis.

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition;

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

The comparison of cost and Net realizable value is made on an item-by-item basis.

(I) Leases

(i) Determining whether an arrangement contains a lease

An arrangement is, or contains, a lease if the arrangement conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

(ii) Assets held under lease

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right of- use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of estimated lease term or useful life of right-of-use asset.

Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group has elected not to apply the requirements of Ind AS 116 "Leases" to short term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term."

(J) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group, and the revenue can be reliably measured regardless of when the payment is being made. Revenue excludes goods and service tax, sales tax and local body taxes if any which are collected by the Group on behalf of the Government and deposited to the credit of respective Governments.

The following specific recognition criteria must also be met before revenue is recognised:

i Income from sale of movie tickets (Box office revenue)

Revenue from sale of movie tickets is recognized as and when the film is exhibited.

ii Sale of food and beverages

Revenue from sale of food and beverages is recognized at a point in time, upon transfer of control of products to customers, which coincides with their delivery to the customer.

iii Revenue from Gift vouchers and Breakage revenue

Non-refundable Gift cards and vouchers are sold to customers, that give customers the right to receive goods or services in the future. The prepayment amount received from the customer is recognised as unearned revenue liability. If a customer does not exercise their right, this amount is recognised as breakage revenue in proportion to the pattern of rights exercised by the customer as there is an expectation that the Group will be entitled to breakage revenue and that it is considered highly probably a significant reversal will not occur in the future.

iv Advertisement revenue

Advertisement revenue is recognized as and when advertisement are displayed at the cinema halls and in accordance with the term of the agreement.

v Income from movie production and distribution

Revenues from film produced, co –produced/co -owned are accounted for based on the terms of the agreement.

vi Convenience Fee

Convenience fee is recognized as and when the movie tickets are sold on digital platforms. Further, in case of fixed contracts with digital ticketing partners, revenue is recognized on accrual basis in accordance with the terms of the agreement.

vii Virtual Print fees (VPF)

Revenue is recognized on an accrual basis in accordance with the terms of the relevant agreements.

viii Management fee

Revenue is recognized on an accrual basis in accordance with the terms of the relevant agreements.

ix Rental and food court income

Rental Income is recognized on accrual basis for the period the space in cinema and food court is let out under the operating lease arrangement.

x Interest income

For all financial instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

xi Dividend income

Dividend Income is recognized when the Group's right to receive dividend is established by the reporting date, which is generally when shareholders approve the dividend.

xii Loyalty

The Group operates a loyalty programme "PVR PRIVILIGE" where a customer earn points as and when the customer transacts with the Group, these points can be redeemed in the future for goods and services. Under Ind AS 115, the loyalty programme gives rise to a separate performance obligation as it provides a material right to the customer. The Group allocates a portion of transaction price to the loyalty programme based on relative standalone selling price, instead of allocating using the fair value of points issued.

(K) Government grants

Grants and subsidies from the government are recognized when there is reasonable assurance that the grant/ subsidy will be received and all attaching conditions will be complied with. When the grant or subsidy relates to an expense item, it is recognized as income over the periods necessary to match them on a systematic basis to the costs, which it is intended to compensate. Similarly, where the grant relates to an asset, it is recognised as deferred income and released to income in equal installments over the expected useful life of the related assets.

(L) Cost Recognition

Cost and expenses are recognised when incurred and have been classified according to their nature.
The costs of the Group are broadly categorized in Movie exhibition, distribution cost, consumption of food and beverages, Employee benefit expenses, depreciation and amortization expenses, finance cost and other operating expenses. Other operating expense mainly includes, Rent, common area maintenance, Electricity, legal and professional fees, travel expenses, Repair and Maintenance and other expenses. Other expenses is an aggregation of costs which are individually not material.

(M) Business Combination and Goodwill

Business combinations are accounted for using the acquisition method. At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with

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Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively;

- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date;
- Assets (or disposal Group's) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard; and
- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or Other comprehensive income, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through Other comprehensive income.

As a result from business combination the Group as whole has gained synergies relating to increase in revenue, decrease of certain operational cost and effective vendor negotiation. The Group as a whole is considered as a CGU, and there are no other CGU's identifiable to which Goodwill from business combinations is allocated, unless mentioned separately.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

(N) Foreign currency

i Foreign currency transaction

Transactions in foreign currencies are translated into the respective functional currencies of Group Companies at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined.

ii Foreign operations

The assets and liabilities of foreign operations (subsidiaries and joint ventures) including goodwill and fair value adjustments arising on acquisition, are translated into INR, the functional currency of the Group, at the exchange rates at the reporting date. The Income and expenses of foreign operations are translated into INR at the exchange rates at the dates of the transactions or an average rate approximates the actual rate at the date of the transaction.

(O) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Consolidated Financial Statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the Consolidated Financial Statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuer's are involved for valuation of significant assets, liabilities, such as ESOP, Gratuity etc.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Financial instruments (including those carried at amortised cost) (note 2.2(x))

(P) Employee benefits

The Group participates in various employee benefit plans. Post-employment benefits are classified as either defined contribution plans or defined benefit plans.

The Group has the following employee benefit plans:

i Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services is provided. A liability is recognised for the amount expected to be paid e.g. under short-term cash bonus, incentives, if the Company has a present legal or constructive obligation to pay this amount as a result of past services provided by the employee, and the amount of obligation can be estimated reliably.

ii Defined contribution Plan

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

iii Defined Benefit Plan

Gratuity is a defined benefit obligation. The Company has approved gratuity funds managed with ICICI Prudential Life Insurance Company Limited and Bajaj Allianz Life Insurance Company Limited, Birla Sunlife Insurance Company Limited and Life Insurance Company for the payment of gratuity to the employees. The Company's obligation in respect of the gratuity plan, which is a defined benefit plan, is provided for based on actuarial valuation using the projected unit credit method. Actuarial gains or losses are recognized in other comprehensive income.

iv Other long term Employee benefits

The employees of the Group are entitled to compensated absences. The employees can carry

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forward a portion of the unutilised accumulating compensated absences and utilise it in future periods or receive cash at retirement or termination of employment. The Group records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Group measures the expected cost of compensated absences as the additional amount that the Group expects to pay as a result of the unused entitlement that has accumulated at the end of the reporting period. The Group recognizes accumulated compensated absences based on actuarial valuation. Non-accumulating compensated absences (current and non- current) are recognized in the period in which the absences occur. The Group recognizes actuarial gains and losses immediately in the statement of profit and loss.

(Q) Income taxes

Income Tax comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. It is recognized in profit or loss except to the extent that it relates to a business combination or to an item recognized directly in equity or in OCI.

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

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 utilised, except

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

At each reporting date, the Group re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

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

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.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Group recognizes MAT credit entitlement as an asset only to the extent that there is convincing evidence that the Group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Group recognizes MAT credit as an asset, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period.

(R) Earnings Per share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors."

(S) Provisions

General

A provision is recognized when the Group has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best management estimate required to settle the obligation at each Balance Sheet date. These are reviewed at each Balance Sheet date and are adjusted to reflect the current best management estimates.

Contingent liability

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

(T) Cash and Cash equivalents

Cash and cash equivalents comprise cash at bank, cash in hand and short term investments with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

(U) Share based payments

In accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and IndAS 102 Share-based Payments, the cost of equity-settled transactions is measured using the fair value method. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit recognized in the statement of profit and loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense, together with a corresponding increase in the "Employee Stock options outstanding account" in reserves. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the company's best estimate of the number of equity instruments that will ultimately vest.

(V) Dividend

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

(W) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Chairman of the Company is responsible for allocating resources and assessing performance of the operating segments and accordingly identified as the chief operating decision maker. Revenues, expenses, assets and liabilities, which are common to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been treated as "unallocated revenues/ expenses/ assets/ liabilities", as the case may be.

(X) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

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a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Statement of Profit & Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Group has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Proft & Loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

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Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Group has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Trade and other payable

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are generally unsecured. Trade and other payable are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using effective interest method.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits, trade receivables and bank balance;
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18;

The Group impairs its trade receivables basis past experience and trend. Other financial asset, are impaired on case to case basis.

(Y) Corporate Social Responsibility ("CSR") expenditure:

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, COVID-19 relief and rural development projects. A CSR committee has been formed by the Company as per the Act.

(Z) Recent Accounting Pronouncements

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standard) Amendment Rules 2022 dated March 23, 2022, to amend the following Ind AS which are effective from April 01, 2022.

(i) Onerous Contracts – Costs of Fulfilling a Contract – Amendments to Ind AS 37

(ii) Reference to the Conceptual Framework – Amendments to Ind AS 103

(iii) Property, Plant and Equipment: Proceeds before Intended Use – Amendments to Ind AS 16

(iv) Ind AS 109 Financial Instruments – Fees in the '10 per cent' test for derecognition of financial liabilities

The amendments are effective for annual reporting periods beginning on or after 1 April 2022 but had no impact on the financial statements of the Group.

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards)

Notes

to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective from April 01, 2023.

(i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. The amendments are not expected to have a material impact on the Group financial statements.

(ii) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023.The amendments are not expected to have a material impact on the Company financial statements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023.The amendments are not expected to have a material impact on the Company financial statements.

Notes

to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

3 Property, plant and equipment

Particulars	Freehold Land	Leasehold Land	Building	Plant and Machinery	Furniture and Fittings	Office Equipments	Vehicles	Leasehold Improvements	Total
As at March 31, 2021	2	-	80	105,077	27,532	5,986	1,194	94,225	234,096
Additions	-	-	-	11,166	2,914	678	355	11,816	26,929
Disposals and discard	-	-	-	(213)	(424)	(13)	(40)	(888)	(1,578)
Translation difference	-	-	-	(494)	(106)	(23)	-	(547)	(1,170)
As at March 31, 2022	**2**	**-**	**80**	**115,536**	**29,916**	**6,628**	**1,509**	**104,606**	**258,277**
Additions	-	-	-	21,344	7,129	1,502	925	16,898	47,798
Adjustment on account Business Combination (refer note 42)	13,070	-	20,265	47,172	8,269	1,860	29	31,872	122,537
Disposals and discard	-	-	-	(979)	(481)	(223)	(91)	(92)	(1,866)
Translation difference	-	-	-	(32)	(7)	(1)	-	(38)	(78)
As at March 31, 2023	**13,072**	**-**	**20,345**	**183,041**	**44,826**	**9,766**	**2,372**	**153,246**	**426,668**
Depreciation									
As at March 31, 2021	**-**	**-**	**5**	**36,729**	**12,619**	**4,091**	**444**	**31,172**	**85,060**
Charge for the year	-	-	3	10,922	3,578	795	232	7,666	23,196
Disposals and discard	-	-	-	(200)	(418)	(13)	(13)	(888)	(1,532)
Translation difference	-	-	-	(101)	(30)	(12)	-	(104)	(247)
As at March 31, 2022	**-**	**-**	**8**	**47,350**	**15,749**	**4,861**	**663**	**37,846**	**106,477**
Charge for the period	-	-	117	13,403	4,295	1,339	324	8,150	27,628
Disposals and discard	-	-	-	(949)	(445)	(220)	(56)	(87)	(1,757)
Translation difference	-	-	-	2	1	-	-	3	6
As at March 31, 2023	**-**	**-**	**125**	**59,806**	**19,600**	**5,980**	**931**	**45,912**	**132,354**
Net Block									
As at March 31, 2022	**2**	**-**	**72**	**68,186**	**14,167**	**1,767**	**846**	**66,760**	**151,800**
As at March 31, 2023	**13,072**	**-**	**20,220**	**123,235**	**25,226**	**3,786**	**1,441**	**107,334**	**294,314**

Note:

i. For details regarding charge on property plant and equipment, refer note 18.

ii. Capitalised borrowing cost

The amount of borrowing costs capitalised during the year ended March 31,2023 was ₹ 578 lakhs (March 31, 2022: ₹ 28 lakhs).

iii For details regarding adjustment on account of Business Combination (refer note 42).

iv The Group has neither revalued nor impaired its Property, Plant and equipment during the year ended March 31, 2023 and March 31, 2022.

v. Some of the immoveable properties comprising of land and building thereon, acquired as part of the scheme of amalgamation referred in note 44, which were held in the name of Inox Leisure Limited now stands transferred in the name of PVR INOX Limited (Erstwhile PVR Limited) pursuant to the scheme of amalgamation approved by NCLT.

3A Capital work-in-progress

	March 31, 2023	March 31, 2022
Capital Work in Progress	25,816	6,449
Less: Impairment	(1,082)	-
	24,734	**6,449**

Capital work in progress represents leasehold improvements, plant and machinery and other assets under installation and cost relating thereto.

Ageing for Capital work in progress as on March 31, 2023 :

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total*
Projects in progress	22,015	237	197	1,360	23,809
Projects temporarily suspended	405	343	932	328	2,007
Total	**22,420**	**580**	**1,129**	**1,688**	**25,816**

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(Rupees in lakhs, except for per share data and if otherwise stated)

The details of CWIP outstanding in respect of temporarily suspended projects as on March 31, 2023 is as under :

CWIP	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Hyderabad Oden	-	925	-	-
Mantri Mall*	-	-	-	1,082
Total	**-**	**925**	**-**	**1,082**

*Exceptional item represents impairment of capital work in progress (refer note 31).

Ageing for Capital work in progress as on March 31, 2022 :

For Capital work in progress few projects of the Group have been delayed on account of COVID 19 pandemic due to delay/suspension of the work at respective sites. The details of CWIP outstanding in respect of these projects as on March 31, 2022 is as under:

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total*
Projects in progress	2,368	1,068	1,336	302	5,074
Projects temporarily suspended	100	654	599	22	1,375
Total	**2,468**	**1,722**	**1,935**	**324**	**6,449**

There are no projects lying in Capital work in progress which has exceeded its cost as compared to the original plan as on March 31, 2023 and March 31, 2022

4A Intangible assets

Particulars	Goodwill* (Including Goodwill on consolidation)	Other Intangible Assets					
		Software Development	Patent	Brand*	Beneficial Lease Rights	Film Rights	Total
	A	B	C	D	E	F	C+D+E+F
As at March 31, 2021	105,204	4,497	-	7,263	9,422	5,753	26,935
Additions	-	304	24	-	-	698	1,026
Disposals and discard	-	(10)	-	-	-	(198)	(208)
Translation difference	-	(4)	-	-	-	-	(4)
As at March 31, 2022	**105,204**	**4,787**	**24**	**7,263**	**9,422**	**6,253**	**27,749**
Adjustment on account of Business Combination (refer note 42)	469,076	298		-	-	-	298
Additions	-	518	-	-	-	561	1,079
Disposals and discard	-	-	-	-	-	(330)	(330)
Translation difference	-	-	-	-	-	-	-
As at March 31, 2023	**574,280**	**5,603**	**24**	**7,263**	**9,422**	**6,484**	**28,796**
Amortisation							
As at April 1, 2021	**-**	**2,776**	**-**	**1,060**	**1,885**	**3,483**	**9,204**
Charge for the year	-	582	-	357	719	1,198	2,856
Deductions/ Adjustments	-	(10)	-	-	-	(198)	(208)
As at March 31, 2022	**-**	**3,345**	**-**	**1,417**	**2,604**	**4,483**	**11,849**
Charge for the period	-	716	2	357	719	679	2,473
Deductions/ Adjustments	-	-	-	-	-	(330)	(330)
As at March 31, 2023	**-**	**4,061**	**2**	**1,774**	**3,323**	**4,832**	**13,992**
Net Block							
As at March 31, 2022	**105,204**	**1,442**	**24**	**5,846**	**6,818**	**1,770**	**15,900**
As at March 31, 2023	**574,280**	**1,542**	**22**	**5,489**	**6,099**	**1,652**	**14,804**

*Includes Goodwill on consolidation amounting to ₹ 919 lakhs (March 20, 2022: ₹ 948 lakhs)

Notes

to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

Note:

Impairment testing of Goodwill:

Goodwill represents excess of consideration paid over the net assets acquired. This is monitored by the management at the level of cash generating unit (CGU) and is tested annually for impairment. Cinemax India Limited (2012-13), Cinema exhibition undertaking of DLF Utilities Limited (2016-17), SPI Cinemas Limited (2018-19) and INOX Leisure Limited and Jazz cinemas (2022-23) acquired/merged during the previous year now completely integrated with the existing cinema business of the Company, and accordingly is monitored together as one CGU. The Company tested goodwill for impairment using a post-tax discounted cash flow methodology with a peer-based, risk-adjusted weighted average cost of capital, using discount rate of 10 to 12.5% p.a. and terminal growth rate of 4% - 5%. This long-term growth rate takes into consideration external macroeconomic sources of data. Such long-term growth rate considered does not exceed that of the relevant business and industry sector. We believe use of a discounted cash flow approach is the most reliable indicator of the fair values of the businesses. The Company believes that any reasonably possible change in the key assumptions on which a recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash-generating unit.

No impairment of goodwill was identified as of March 31, 2023.

4B Right-of-use assets

Particulars	Class of assets			
	Cinema properties	Plant and Machinery	Leasehold Land	Right-of-use assets Total
	A	B	C	A+B+C
As at March 31, 2021	336,508	3,195	786	**340,489**
Additions	32,686	-	-	**32,686**
Disposals and discard	(3,210)	(1,777)	-	**(4,987)**
Translation difference	(770)	-	-	**(770)**
As at March 31, 2022	**365,214**	**1,418**	**786**	**367,418**
Additions	55,280	-	-	**55,280**
Adjustment on account of Business Combination (refer note 42)*	262,513	-	-	**262,513**
Disposals and discard**	(4,258)	(394)	-	**(4,652)**
Translation difference	(71)	-	-	**(71)**
As at March 31, 2023	**678,678**	**1,024**	**786**	**680,488**
Amortisation				
As at April 1, 2021	64,112	825	10	**64,947**
Charge for the year	35,023	353	12	**35,388**
Deductions/ Adjustments	(77)	(674)	-	**(751)**
As at March 31, 2022	**99,058**	**504**	**22**	**99,584**
Charge for the period	45,059	160	12	**45,231**
Deductions/ Adjustments	(1,762)	(23)	-	**(1,785)**
As at March 31, 2023	**142,355**	**641**	**34**	**143,030**
Net Block				
As at March 31, 2022	**266,156**	**914**	**764**	**267,834**
As at March 31, 2023	**536,323**	**383**	**752**	**537,458**

The Group has neither revalued nor impaired its Right to use Assets during the year ended March 31, 2023 and March 31, 2022.

*Addition on account of business combination includes beneficial rights of Inox Leisure Limited.

** Disposal and discard includes Right of Use assets written off as a result of closure of certain cinema properties before expiry of lease term.

Notes

to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

5A Equity accounted investees

Investment in joint ventures (unquoted)

	March 31, 2023	March 31, 2022
(i) Vkaao Entertainment Private Limited[1]		
Equity share of ₹ 10 each 3,000,000 (March 31, 2022: 3,000,000)	-	-
	-	-

1 During the year ended March 31, 2018, PVR Pictures Limited (wholly owned subsidiary of the Parent Company) had entered into a Joint venture with Bigtree Entertainment Private Limited (BookMyShow) and incorporated Vkaao Entertainment Private Limited (Vkaao). Vkaao is engaged in the business of private screening of movies for its consumers through theatres. It operates through an entertainment ticketing website namely www.Vakaao.com. Both PVR Pictures and Book My Show have invested ₹ 300 lakhs each into this entity.

Subsequent to the year ended March 31, 2021 the board of directors of the Joint Venture on April 19, 2021 have decided to close the business operations of the Company. Accordingly, we have impaired the full value of investment in the Joint Venture.

The following table summarise the financial information of Vkaao Entertainment Private Limited and the carrying amount of Group's interest therein:

Percentage ownership interest

	March 31, 2023	March 31, 2022
	50%	50%
Current assets (including cash and cash equivalents ₹ 5 lakhs (March 31, 2022: ₹ 6 lakhs)	22	24
Current liabilities	(1)	(7)
Net assets	21	17
Group's share of net assets (50%)	10	9
Carrying amount of interest in joint ventures	-	-

Statement of profit and loss

	March 31, 2023	March 31, 2022
Revenue	6	11
Employee benefits expense	-	(8)
Other expenses	(3)	(13)
Profit	4	(10)
Other comprehensive income	-	-
Total comprehensive income	4	(10)
Group's share of profit (50%)	2	(5)
Group's share of OCI (50%)	-	-
Group's share of Total Comprehensive Income (50%)	2	(5)

5B Investments

	March 31, 2023	March 31, 2022
(i) Unquoted Government securities		
Government Securities- at amortised cost		
National savings certificates	21	47
(Deposited with various tax authorities)		
	21	47
Less: Amount disclosed under current investment (refer note 11)	21	47
(being due for maturity within next 12 month)		
	-	-
Aggregate amount of unquoted investment	21	47

Note:

	March 31, 2023	March 31, 2022
National saving certificates are held in various names in the Interest of the Parent company as follows:		
Executive Director	20	20
Employees	1	27

Notes

to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

6 Other financial assets

(unsecured, considered good unless otherwise stated)

		Non-current		Current	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Non-current bank balances (refer note 13B)		55	76	-	-
Interest accrued on:					
Fixed deposits		6	8	50	124
National saving certificate		-	-	14	25
Others		20	-	2	1
	(A)	81	84	66	150
Government grant receivable[1]	(B)				
Unsecured, considered good		2,729	1,994	558	1,431
Unsecured, considered doubtful		-	-	-	-
		2,729	1,994	558	1,431
Allowance for doubtful Government grant receivable		-	-	-	-
	(C)	2,729	1,994	558	1,431
Security deposits					
Unsecured, considered good		43,473	23,638	19	923
Unsecured, considered doubtful		2,763	1,098	-	-
		46,236	24,736	19	923
Allowance for doubtful security deposits		(2,763)	(1,098)	-	-
		43,473	23,638	19	923
Total [A+B+C]		46,283	25,716	643	2,504

[1]The Entertainment tax /GST exemption in respect of some of the Multiplexes of the Parent company has been accounted on the basis of eligibility criteria as laid down in the respective erstwhile/current State Government schemes and applications filed with the authorities.

7 Deferred tax assets (net) (includes MAT credit entitlement)

7A Deferred tax assets (net)

		March 31, 2023	March 31, 2022
Deferred tax asset			
Impact of expenditure charged to the statement of profit and loss in the current year but allowable for tax purposes on payment basis		1,803	1,135
Allowance for doubtful debts and advances		1,458	1,336
Impact on lease liability		22,502	24,233
Translation difference		(176)	(205)
Business loss carried forward		43,330	46,952
Others		7,227	6,147
Gross deferred tax asset		76,144	79,598
Less: Deferred tax liabilities			
Impact of differences in depreciation/amortisation in block of tangible and intangible assets as per tax books and financial books		28,472	27,082
Gross deferred tax liabilities		28,472	27,082
Net deferred tax assets	A	47,672	52,516
Add: MAT credit entitlement[1]		-	9,842
Provision created against MAT entitlement		-	(2,849)
	B	-	6,993
Net deferred tax Assets (Includes MAT credit entitlement)	A+B	47,672	59,509

[1] Pursuant to Section 115BAA of Income Tax Act, 1961, the Group from the current fiscal year has opted for lower tax rates. Consequent to this, the Group has calculated tax for current year and remeasured its deferred tax basis rates prescribed in this section and credited the consequential impact in the deferred taxes for the year ended March 31, 2023 amounting to ₹ 13,407 lakhs. Also, an amount of ₹ 6,993 Lakhs on account of MAT credit entitlement for the previous years has been charged to Profit & Loss account A/c.

Notes
to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

In assessing the realizability of deferred tax assets, management considers whether it is probable, that some portion, or all, of the deferred tax assets will be realised. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable incomes over the periods in which the deferred tax assets are deductible, management believes that it is probable that the Group will be able to realise the benefits of those deductible differences in future.

7B Deferred tax liabilities (net) (Includes MAT credit entitlement)

		March 31, 2023	March 31, 2022
Deferred tax liabilities			
Impact of differences in depreciation/amortisation in block of tangible and intangible assets as per tax books and financial books		358	320
Gross deferred tax liabilities		**358**	**320**
Deferred tax assets			
Impact of expenditure charged to the statement of profit and loss in the current year but allowable for tax purposes on payment basis		31	29
Allowance for doubtful debts and advances		8	18
Gross deferred tax assets		**39**	**47**
Net deferred tax liabilities	**A**	**319**	**273**
Less: MAT credit entitlement[1]	**B**	**-**	21
Deferred tax liabilities (net) (Includes MAT credit entitlement)	**A-B**	**319**	**252**

8 Income tax assets (net)

	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Advance income tax (net of provision)	5,816	4,247	-	-
Income tax paid under protest (refer note 37(a))	779	768	-	-
	6,595	**5,015**	**-**	**-**

9 Other assets

		Non-current		Current	
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Prepaid expenses		2,882	1,999	2,446	1,336
	[A]	**2,882**	**1,999**	**2,446**	**1,336**
Capital advances					
Unsecured, considered good		9,828	5,012	13	-
Unsecured, considered doubtful		-	1	-	-
		9,828	**5,013**	**13**	**-**
Allowance for doubtful capital advances		-	(1)	-	-
	[B]	**9,828**	**5,012**	**13**	**-**
Advances recoverable in cash or kind					
Unsecured, considered good		-	208	11,908	3,028
Unsecured, considered doubtful		2	-	677	677
		2	**208**	**12,585**	**3,705**
Allowance for doubtful advances		(2)	-	(677)	(677)
	[C]	**-**	**208**	**11,908**	**3,028**
Others					
Balances with statutory authorities		3,815	1,185	8,562	10,102
	[D]	**3,815**	**1,185**	**8,562**	**10,102**
Total [A+B+C+D]		**16,525**	**8,404**	**22,929**	**14,466**

Notes
to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

10 Inventories (Valued at lower of cost or net realizable value)

	March 31, 2023	March 31, 2022
Food and beverages	4,582	2,422
Stores and spares	2,055	998
	6,637	**3,420**

11 Current investments

	March 31, 2023	March 31, 2022
Investments (unquoted)		
National Savings Certificates (refer note 5B)	21	47
(Deposited with various State tax authorities)		
	21	**47**

12 Trade receivables

	March 31, 2023	March 31, 2022
Unsecured, considered good	18,248	8,176
Unsecured, credit impaired	3,802	3,585
	22,050	**11,761**
Less :Trade receivable credit impaired	(3,802)	(3,585)
	18,248	**8,176**

Ageing of Trade Receivables as on March 31, 2023 :

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	17,341	834	73	-	-	18,248
Undisputed Trade Receivables – credit impaired	38	407	177	197	827	1,646
Disputed Trade Receivables – credit impaired		60	2	16	2,078	2,156
Total	**17,379**	**1,301**	**252**	**213**	**2,905**	**22,050**

Ageing of Trade Receivables as on March 31, 2022 :

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	7,573	102	28	315	158	8,176
Undisputed Trade Receivables – credit impaired	-	12	50	769	2,754	3,585
Total	**7,573**	**114**	**78**	**1,084**	**2,912**	**11,761**

13A Cash and cash equivalents

	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Cash on hand	-	-	582	391
Balances with banks:				
On current accounts	-	-	10,065	13,188
Deposits with original maturity of less than 3 months (refer note (a) below)	-	-	702	-
Investment in mutual fund	-	-	21,959	36,497
	-	**-**	**33,308**	**50,076**

Notes

to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

13B Bank balances other than cash and cash equivalents, above

Deposits with remaining maturity for more than 3 months but less than 12 months	-	-	2,842	7,726
Deposits with remaining maturity for more than 12 months	55	76	-	-
Unpaid and unclaimed dividend accounts (refer note (a) below)	-	-	10	9
	55	76	2,852	7,735
Amount disclosed under non-current assets (refer note 6)	(55)	(76)	-	-
	-	-	2,852	7,735

Note :

(a) Earmarked unpaid dividend accounts are restricted in use as it relates to unclaimed dividends or unpaid dividend.

(b) Bank deposits includes deposits under lien as security amounting to ₹ 1,945 lakhs (March 31, 2022 : ₹ 1,621 lakhs) and margin money for issue of bank guarantee amounting to ₹ 351 Lakhs (March 31, 2022 : ₹ 180 Lakhs)

14 Loans

	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Loan to others				
Loan to employees				
Unsecured, considered good	-	146	341	183
Loan to body corporate				
Unsecured, considered doubtful	-	-	55	55
	-	146	396	238
Loans Credit Impaired	-		(55)	(55)
	-	146	341	183
Total	-	146	341	183

15 Share capital

	March 31, 2023	March 31, 2022
Authorised share capital		
Equity shares of ₹ 10 each	27,275	12,370
0.001% Non-cumulative convertible preference shares of ₹ 341.52 each	2,015	2,015
Non-cumulative non convertible preference shares of ₹ 10 each	1	-
	29,291	14,385
Issued, subscribed and fully paid-up equity shares		
Equity shares of ₹ 10 each fully paid	6,127	6,100
Increased during previous year on account of Business combination (refer Note 42)	3,670	-
Total issued, subscribed and fully paid-up share capital	9,797	6,100

a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

i. Authorised Equity shares

	March 31, 2023		March 31, 2022	
	Number	Amount	Number	Amount
Balance at the beginning of the year	123,700,000	12,370	123,700,000	12,370
Increased on account of Business combination	149,050,000	14,905	-	-
Balance at the end of the year	272,750,000	27,275	123,700,000	12,370

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to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

ii. Authorised Non-cumulative convertible Preference shares

	March 31, 2023		March 31, 2022	
	Number	Amount	Number	Amount
Balance at the beginning of the year	590,000	2,015	590,000	2,015
Balance at the end of the year	590,000	2,015	590,000	2,015

iii. Authorised Non-cumulative non convertible Preference shares

	March 31, 2023		March 31, 2022	
	Number	Amount	Number	Amount
Balance at the beginning of the year	-	-	-	-
Increased on account of Business combination (refer Note no. 42)	10,000	1	-	-
Balance at the end of the year	10,000	1	-	-

iv. Issued, subscribed and fully paid-up equity shares

	March 31, 2023		March 31, 2022	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	60,996,587	6,100	60,762,172	6,076
Shares Issued during the year:				
Employee stock options plan (refer note 35)	268,998	27	234,415	24
Increased on account of Business combination (refer Note no. 42)	36,701,729	3,670	-	-
Shares outstanding at the end of the year	97,967,314	9,797	60,996,587	6,100

b) Terms and rights attached to equity shares

The Parent company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Parent company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Parent Company, the holders of equity shares will be entitled to receive remaining assets of the Parent company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of shareholders holding more than 5% shares in the Parent Company as on year end

Name of Shareholders	March 31, 2023		March 31, 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity shares of ₹ 10 each fully paid				
GFL Limited	15,835,940	16.17%	-	-
Mr. Ajay Bijli	5,772,205	5.90%	5,772,205	9.46%
SBI Magnum Children's Benefit Fund - Investment Pl	7,500,870	7.66%	-	-
ICICI Prudential S&P BSE 500 ETF	6,042,695	6.17%	-	-
Mr. Sanjeev Kumar	-	-	4,092,450	6.71%
Nippon Life India Trustee Ltd	-	-	3,584,252	5.88%

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

Notes

to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

d) Details of promoters shareholding as at year end :

Name of Promoters	March 31, 2023		March 31, 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity shares of ₹ 10 each fully paid				
GFL Limited	15,835,940	16.17%	-	-
Mr. Ajay Bijli	5,772,205	5.90%	5,772,205	9.46%
Mr. Sanjeev Kumar	4,095,070	4.18%	4,092,450	6.71%
Mr. Siddharth Jain	282,589	0.29%	-	-
Mr. Pavan Kumar Jain	215,992	0.22%	-	-
INOX Infrastructure Limited	150,174	0.15%	-	-
Promoter Group				
Ms. Selena Bijli	217,323	0.22%	212,323	0.35%
Ms. Niharika Bijli	184,783	0.19%	184,783	0.30%
Ms. Nayana Bijli	112,000	0.11%	112,000	0.18%
Ms. Nayantara Jain	33,000	0.03%	-	0.00%
Total	**26,899,076**	**27.46%**	10,373,761	17.00%

Percentage change in promoter and promoter group holding is given below:

	March 31, 2023	March 31, 2022
GFL Limited	16.16%	-
Mr. Ajay Bijli	-3.57%	-0.39%
Mr. Sanjeev Kumar	-2.53%	-0.02%
Mr. Siddharth Jain	0.29%	-
Mr. Pavan Kumar Jain	0.22%	-
Ms. Selena Bijli	-0.13%	0.00%
Ms. Niharika Bijli	-0.11%	0.30%
Ms. Nayana Bijli	-0.07%	0.18%
Mr. Aamer Krishan Bijli	-	-0.13%
Ms. Nayantara Jain	0.03%	0.00%
INOX Infrastructure Limited	0.15%	-

e) Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date, wherever applicable is given below:

	(Aggregate No. of Shares)				
	March 31, 2022	March 31, 2021	March 31, 2020	March 31, 2019	March 31, 2018
Equity shares allotted as fully paid up pursuant to contracts for consideration other than cash	-	-	1,599,974	-	-

f) Shares reserved for issue under option

For details of equity shares reserved for issue under the employees stock option (ESOP) plan of the Parent Company, (refer note 35).

Notes

to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

16 Other equity

	March 31, 2023	March 31, 2022
Securities premium	858,419	233,780
Amount received (on issue of shares) in excess of the face value has been classified as securities premium.		
Share option outstanding account (Refer note 35)	2,267	1,125
The share option outstanding account is used to record value of equity-settled share based payment transactions with employees. The amount recorded in this account are transferred to security premium upon exercise of stock options by employees. In case of forfeiture, corresponding balance is transferred to general reserve.		
Share Application Money Pending Allotment	74	49
Application money received from equity share applicants, whom allotment of shares is pending.		
Capital reserve	602	602
Reserve created under the scheme of arrangement (Business Combination). The reserve is utilised in accordance with the provisions of the Companies Act, 2013.		
General reserve	4,581	4,673
The General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General reserve will not be reclassified subsequently to statement of profit and loss.		
Retained earnings	(1, 42,755)	(109,292)
Retained earnings comprise of the Group's accumulated undistributed earning after taxes including Other Comprehensive Income (OCI).		
Total other equity	**723,188**	**130,937**

17 Non-controlling interest (NCI)

	March 31, 2023	March 31, 2022
Zea Maize Private Limited		
Non-controlling Interest in Equity	1	1
Non-controlling Interest in Securities premium	175	175
Non-controlling Interest in Non-Equity		
Share of profit/(loss) brought forward	(202)	(175)
Impact of change in share of profit/(loss) pertaining to earlier years due to change in ownership percentage	92	-
Share of profit/(loss) of the current year	(133)	(27)
	(67)	**(26)**
Note:		
Non-controlling Interest in Equity of subsidiaries	1	1
Non-controlling Interest in Securities premium of a subsidiaries	175	175
Non-controlling Interest in Share Application Money Pending Allotment	0	
Non-controlling Interest in Non-Equity of subsidiaries	(243)	(202)
	(67)	**(26)**

18 Long term borrowings (at amortised cost)

	Non-current portion		Current maturities	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Debentures				
Secured Rated Listed Non-Convertible Debentures	-	-	-	28,000
(net of transaction cost)				
Term loans				
Secured term loans from banks	127,228	103,333	29,948	13,064
	127,228	**103,333**	**29,948**	**41,064**
Amount disclosed under the head "other payables" (refer note 21)	-	-	(29,949)	(41,064)
	127,228	**103,333**	**-**	**-**

Notes

to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

Notes:

(i) Term loan from banks are secured by first pari passu charge over all movable (both present and future)properties, plant and equipment, capital work-in-progress, other intangible assets, loans and advances, security deposit, inventories, trade receivables, & capital advances of the Company (Excluding immovable properties situated at Gujarat, Bangalore & Tamil Naidu and Assets on which specific security / lien exists or is created in favour of any statutory / regulatory body). Also there is a specific charge on the immovable property situated at Mumbai for a bank loan amounting to ₹ 3,056 lacs.

(ii) Above loans are repayable in equal/ unequal monthly/ quarterly instalments as follows:

Particulars	March 31, 2023	March 31, 2022
Secured Rated Listed Non-Convertible Debentures:		
Repayable within 1 year	-	28,000
Term Loan:		
Repayable within 1 year	31,095	13,202
Repayable within 1 - 3 year	85,016	54,516
Repayable after 3 years	**41,595**	49,311

(iii) Term Loan from banks carries variable interest rate based on respective bank benchmark rate, effective rate of interest varying in between 7.70% p.a to 11.05% p.a.

(iv) FY 22-23 has been a year of recovery post-pandemic, with significant volatility in business that had an adverse effect on the financial performance. This has resulted in the Company being in non-compliance with certain financial covenants agreed with its lenders. The Company has sought and received waiver letters from all its lenders for the financial year 2022-23 wherever these covenants were required to be tested.

(v) All Debentures are secured by mortgage on all movable (both present and future)properties, plant and equipment, capital work-in-progress, other intangible assets, loans and advances, security deposit, inventories, trade receivables, & capital advances of the Company (Excluding immovable properties situated at Gujarat, Bangalore & Tamil Naidu and Assets on which specific security / lien exists or is created in favour of any statutory / regulatory body) . All the Debentures have been repaid during the year.

19 Lease liabilities

	Non-current		Current	
	March 31, 2023	March 31, 2022	**March 31, 2023**	March 31, 2022
Lease liabilities	578,405	341,384	47,522	27,687
	578,405	**341,384**	**47,522**	**27,687**

a) Reconciliation of Lease liability:

	March 31, 2023	March 31, 2022
Lease liability at the beginning of the year	369,071	365,115
Add : Lease liability addition for new leases entered during the period (net of lease liability reversed amounting to ₹ 2,155 lakhs (March 31, 2022 : ₹ 3,020 Lacs)	49,774	28,440
Add: Lease liabilities added on account of Business Combination (refer Note 42)	237,016	-
Add : Finance cost charged on lease liability during the year	41,308	34,420
Less : Actual rent paid during the year	(70,589)	(26,582)
Less : Rebate received/ adjustments during the year	(652)	(32,322)
Lease liability at the end of the year	**625,927**	**369,071**

b) Expenses relating to short term lease amounting to ₹ 3,800 lakhs for the year ended March 31, 2023 (March 31, 2022: ₹ 52 lakhs) has been included under the head other operating expenses (Rent).

c) Income relating to subleasing of right to use assets amounting to ₹ 1,022 lakhs is clubbed in food court income (Other operating revenue) for the year ended March 31, 2022 (March 31, 2022: ₹ 491 lakhs).

d) Maturity analysis of lease liabilities

Notes

to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

Particulars	March 31, 2023	March 31, 2022
Lease Liability		
Repayable within 1 year	**47,766**	27,687
Repayable within 1 - 3 year	**120,136**	62,741
Repayable after 3 years	**458,025**	278,643

e) Finance lease obligation is secured by hypothecation of plant and machinery taken on lease. The interest rate implicit in the lease is varying between 11.37% p.a. to 13.99% p.a. The payment is scheduled in 28 equal quarterly instalments from the start of lease agreements.

f) During COVID-19, the Company has initiated discussions with landlords for waiver and rebates in Rental charges during the lockdown period. The Company has been successful in getting relief from most of its landlords.

The Company has elected to apply the practical expedient of not assessing the rent concessions as a lease modification, as per MCA notification dated July 24, 2020 on Ind AS 116 for rent concessions which are granted due to COVID-19 pandemic. As per requirements of MCA notification, total rent concessions recorded during year ended March 31, 2023 amounted to ₹ 658 Lakhs (March 31, 2022 : ₹ 27,433 Lakhs). Out of this ₹ 24,839 Lakhs is recognised in "Other income" during the year ended March 31, 2022 after adjusting the rent expense of ₹ 2,594 Lakhs for the year ended March 31, 2022. There was no such income to be classified in other income during the year ended March 31, 2023."

g) Summary of amounts recognised in P&L

Particulars	March 31, 2023	March 31, 2022
Depreciation on Right-of-use assets	45,231	35,388
Interest on lease liabilities	41,308	34,420
Expense related to short term leases and variable Rent	3,800	52
Liabilities written back	-1,263	- 26,300
Net amount recognised in statement of profit and loss	**89,076**	**43,560**

h) Statement of cash flows

Particulars	March 31, 2023	March 31, 2022
Principal payment	29,621	9,635
Interest payment	40,968	16,947
Cash used in financing activities	**70,589**	**26,582**

h) The Company has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing and aligning with the Company's business needs. The right to use has been recognised in accordance with note 2.2 (i).

20 Provisions

	Non-current		Current	
	March 31, 2023	March 31, 2022	**March 31, 2023**	March 31, 2022
Provision for gratuity (net) (refer note 34)	**1,799**	**612**	16	16
Provision for leave benefits	**960**	**362**	389	267
Other Provisions	**-**	**-**	-	-
	2,759	**974**	**3,547**	**283**

21 Short-term borrowings (at amortised cost)

	March 31, 2023	March 31, 2022
Short-term borrowing	17,300	6,000
Unsecured commercial paper (net of transaction cost)	4,670	-
Secured bank overdraft	118	119
Current maturities of long-term borrowings (refer note 18)	29,948	41,064
	52,036	**47,183**

Notes
to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

Notes:

i. Bank overdraft is secured by first pari passu charge on all current assets of the Company including inventories and receivables both present and future. It carries variable interest rate based on respective banks benchmark rate, effective rate of interest varying in between 8.15% to 10.15% p.a.

ii. In respect of Short-term loan from Banks, maximum amount outstanding during the year was ₹ 17,300 lakhs (March 31, 2022 : ₹ 16,100 lakhs) with a maturity period of 7 days to 1 year , effective rate of interest 5 % p.a. to 9.15 % p.a.

iii. In respect of Commercial Paper maximum amount outstanding during the year was ₹ 5,000 lakhs (March 31, 2022 : Nil).Unsecured commercial paper carries a interest rate of 8.75% and is repayable within 1 year.

iv. As at March 31, 2023, the Company had ₹ 8,601 lakhs (March 31, 2022: ₹ 16,363 lakhs) of undrawn committed borrowing facilities.

22 Trade payables

	March 31, 2023	March 31, 2022
Total outstanding dues of micro enterprises and small enterprises (refer note below)	1,868	1,287
Total outstanding dues of creditors other than micro enterprises and small enterprises	49,565	28,727
	51,433	**30,014**

Due to Micro, Small and Medium Enterprises :

Particulars	March 31, 2023	March 31, 2022
The principal amount and interest due thereon remaining unpaid to any supplier as at the end of accounting year.		
- Principal amount	**1,844**	1250
- Interest thereon*	**7**	4
The amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006)	**122**	99
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 MSMED ACT 2006.	**4,488**	3,633
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 MSMED ACT 2006.	**17**	33
The amount of interest accrued and remaining unpaid at the end of each accounting year;	**24**	34
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	**24**	34

Ageing schedule of Trade payables as on March 31, 2023 :

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Micro Small and Medium Enterprises	1,868	-	-	-	1,868
Others	43,862	1,701	932	3,070	49,565
Total	**45,730**	**1,701**	**932**	**3,070**	**51,433**

Ageing schedule of Trade payables as on March 31, 2022 :

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Micro Small and Medium Enterprises	1,287	-	-	-	1,287
Others	24,908	1,010	592	2,217	28,727
Total	**26,195**	**1,010**	**592**	**2,217**	**30,014**

Notes
to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

23 Other financial liabilities

	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Payables on purchase of property plant and equipment	-	-	**21,870**	4,309
Payable for acquisition of business - Deferred consideration	-	-	-	5,694
Security deposits	**883**	4,973	**8,550**	516
Interest accrued but not due on borrowings				
- Debentures and others	-	-	**5**	1,096
Unpaid dividends[1]	-	-	**10**	9
	883	**4,973**	**30,435**	**11,624**

[1]Unclaimed amounts are transferred to Investor Protection and Education Fund after seven years from the due date.

24 Other liabilities

	Non-current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Advances from customers	-	1,210	**10,401**	18,788
Employee benefits payables	-	-	**1,439**	745
Statutory dues payable	-	-	**8,318**	7,123
	-	**1,210**	**20,158**	**26,656**

25 Revenue from operations

	March 31, 2023	March 31, 2022
Sale of services [refer (a) below]	254,407	90,893
Sale of food and beverages	119,324	41,168
Other operating revenue [refer (c) below]	1,334	879
	375,065	**132,940**

(a) Details of services rendered

	March 31, 2023	March 31, 2022
Income from sale of movie tickets	189,403	66,985
Advertisement income	28,981	7,207
Income from movie production and distribution	12,996	8,040
Convenience fees	18,906	7,580
Virtual print fees	4,121	1,081
	254,407	**90,893**

i. During the year ended March 31, 2023 ₹ 801 lakhs (March 31, 2022 : ₹ 506 lakhs) of opening unbilled revenue has been reclassified to Trade receivables upon billing to customers.

ii. The detail related to Contract assets and liabilities has been disclosed under note 12 and note 24 respectively .

iii. During the year ended March 31, 2023 the Group recognised revenue of ₹ 14,559 lakhs (March 31, 2022 : ₹ 4,537 lakhs) from opening unearned revenue.

(iv) Revenue is recognised at a point in time in India ₹ 3,72,471 lakhs (March 31,2022: ₹ 1,31,943 lakhs) & Sri Lanka ₹ 2,594 lakhs (March 31,2022: ₹ 997 lakhs)

(b) Details of products sold

	March 31, 2023	March 31, 2022
Sale of food and beverages	119,324	41,168
	119,324	**41,168**

Notes

to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

(c) Details of other operating revenue

	March 31, 2023	March 31, 2022
Rental Income	1,022	852
Gaming Income	-	11
Management fees	133	16
Others	179	-
	1,334	**879**

26 Other income

	March 31, 2023	March 31, 2022
Government grant	77	-
Net gain on redemption of mutual fund Investments	1,242	1,824
Interest earned on		
Bank deposits	705	720
NSC's Investments	1	19
Interest Income from financial assets at amortised cost	2,042	1,042
Others	291	1,926
Lease liabilities written back*	1,263	26,300
Exchange differences (net)	167	-
Net gain on disposal of property, plant and equipment	99	3
Other non-operating income (net)	2,021	779
	7,908	**32,613**

* Includes COVID-19 related rent concessions of ₹ Nil lakhs (March 31, 2022: ₹ 24,839) and liability written back on termination of lease

27 Employee benefits expense

Particulars	March 31, 2023	March 31, 2022
Salaries, wages, allowances and bonus	38,957	23,828
Contribution to provident and other funds	1,738	1,426
Employee stock option scheme (refer note 35)	1,416	550
Gratuity expense (unfunded) (refer note 34)	27	20
Staff welfare expenses	1,752	681
	43,890	**26,505**

28 Finance costs

Particulars	March 31, 2023	March 31, 2022
Interest on		
Debentures	1,772	2,906
Term loans	10,649	8,992
Banks and others	436	798
Interest on lease liabilities (refer note 19)	41,308	34,420
Other financial charges	2,997	2,668
	57,162	**49,784**

29 Depreciation and amortisation expense

Particulars	March 31, 2023	March 31, 2022
Amortisation on right-of-use assets (refer note 4A)	45,231	35,388
Depreciation on tangible assets	27,628	23,196
Amortisation on intangible assets	2,473	2,856
	75,332	**61,440**

Notes

to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

30 Other operating expenses

Particulars		March 31, 2023		March 31, 2022
Rent		**3,800**		52
Electricity and water charges (net of recovery)		**23,341**		10,147
Common area maintenance (net of recovery)		**19,986**		12,542
Repairs and maintenance		**11,722**		5,995
Movie production, distribution and print charges		**15,631**		8,829
Marketing expenses		**4,305**		2,354
Rates and taxes		**2,360**		1,298
Housekeeping charges		**6,801**		2,596
Security service charges		**3,721**		1,287
Travelling and conveyance		**2,816**		896
Legal and professional fees 1		**4,301**		2,561
Communication costs		**2,007**		1,222
Printing and stationery		**328**		137
Insurance		**1,291**		979
CSR Expenditure		**10**		7
Allowance for doubtful debts and advances		**315**		616
Bad Debts/advances written off	273		303	
Less: Utilised from provisions	(239)	**34**	(239)	64
Inventories Written off		**-**		111
Directors' sitting fees		**25**		22
Exchange differences (net)		**148**		793
Miscellaneous expenses		**10,604**		3,258
		113,546		**55,766**

Notes:

1 Payment to auditors (included in legal and professional charges above)

	March 31, 2023	March 31, 2022
As auditor:		
Audit fee	87	53
Limited Review	32	31
Other Certifications	4	8
Reimbursement of out of pocket expenses	11	3
	134	**95**

31 Exceptional Items

	March 31, 2023	March 31, 2022
Write off of capital work in progress*	1,082	-
	1,082	**-**

* Exceptional item represents impairment of capital work in progress

32 Other comprehensive income

Particulars	March 31, 2023	March 31, 2022
The disaggregation of changes to OCI by each type of reserve in equity is shown below:		
Items that will not be reclassified to profit or loss in subsequent period:		
Re-measurement gains/(loss) on defined benefit plans	82	(70)
Gain/(loss) on equity instruments designated at FVTOCI (refer note 5B)	-	-
Income tax on re-measurement loss on defined benefit plans	(20)	22
	62	**(48)**
Items that will not reclassified to profit or loss in subsequent period:		
Exchange difference in translating foreign subsidiary	77	(172)
	139	**(220)**

Notes

to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

33 Earnings per share (EPS)

The following reflects the profit and shares data used in the basic and diluted EPS computations:

	March 31, 2023	March 31, 2022
Loss after tax	(33,507)	(48,824)
Weighted number of equity shares of ₹ 10 each outstanding during the year	**64,954,147**	**60,856,427**
Add: Weighted average number of potential equity shares on account of employee stock options	857,927	600,732
Weighted number of equity shares of ₹ 10 each outstanding during the year	**65,812,074**	**61,457,159**
Basic earnings per equity share (in ₹)	(51.59)	(80.23)
Diluted earnings per equity share (in ₹)	(51.59)	(80.23)

*As the Group has incurred loss during the year ended March 31, 2023 and March 31, 2022, dilutive effect on weighted average number of shares would have an anti-dilutive impact and hence, not considered in diluted EPS computation.

34 Gratuity:

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure @15 days last drawn salary for each completed year of service, in terms of Payment of Gratuity Act, 1972. The Parent Company Gratuity scheme is funded with four insurance companies in the form of a qualifying insurance policies. The fund has the form of a trust and it is governed by the Board of Trustees. The Board of Trustees is responsible for the administration of the plan assets. Each year, the Board of Trustees reviews the level of funding in the India gratuity plan. This includes employing the use of annuities and longevity swaps to manage the risks. The Board of Trustees decides its contribution based on the results of this annual review. Generally, it aims to have a portfolio mix of equity instruments and debt instruments. The Board of Trustees aim to keep annual contributions relatively stable at a level such that no plan deficits (based on valuation performed) will arise. Gratuity scheme of subsidiaries is unfunded.

As the plan assets include investments in quoted mutual funds, the Group has diversified the market risk.

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the gratuity plan.

Statement of Profit and Loss

Net employee benefit expense recognized in employee cost

Particulars	Funded		Unfunded	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Current service cost	439	343	19	14
Interest cost on benefit obligation	21	52	8	6
Past service cost	1	-	-	-
Net benefit expense	**461**	**395**	**27**	**20**

The estimates of future salary increases, considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. The expected return on plan assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

Balance sheet

Benefit Assets/ liabilities

Particulars	Funded		Unfunded	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Defined benefit obligation	5,400	3,817	144	121
Fair value of plan assets	3,729	3,310	-	-
Plan asset/(liability)	(1,671)	(507)	(144)	(121)

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to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

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

Particulars	Funded		Unfunded	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Opening defined benefit obligation	3,817	3,499	121	99
Adjustment on account of merger with Inox Leisure Limited (refer note 43)	1,501	-	-	-
Interest cost	216	183	8	6
Current service cost	440	343	19	14
Past service cost	1	-	-	-
Benefits paid	(432)	(340)	(2)	(5)
Actuarial losses/(gain) – experience	56	141	1	(2)
Actuarial losses/(gain) – demographic assumptions	(52)	(26)	3	10
Actuarial losses/(gain) – financial assumptions	(146)	17	(7)	0
Exchange differences	-	-	0	(0)
Closing defined benefit obligation	**5,400**	**3,817**	**144**	**121**

Amount routed through OCI ₹ 82 lakhs (March 31, 2022 : ₹ (70) lakhs)

Changes in the fair value of plan assets are as follows:

Particulars	March 31, 2023	March 31, 2022
Opening fair value of plan assets	3,310	2,549
Return on plan assets greater/(lesser) than discount rate	(64)	71
Interest income on plan assets	195	131
Benefits paid	(212)	(340)
Contribution by employer	500	900
Closing fair value of plan assets	**3,729**	**3,310**

The Parent Company expects to contribute ₹ 1,476 lakhs (March 31, 2022 ₹ 1,125 lakhs) to gratuity fund in the financial year 2022-23.

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	March 31, 2023	March 31, 2022
Funds managed by Insurer*	99.21	96.74
Bank balances	0.79	3.26

* Plan assets are held by "ICICI Prudential Life Insurance Company Limited" primarily into Group Balanced fund & Group Debt fund, "Bajaj Allianz Life Insurance Company Limited" into Bajaj Secure gain fund , "Birla Sunlife Insurance Company Limited" into Group secure fund and Group bond fund and Life Insurance Company.

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

Particulars	March 31,2023	March 31,2022
	(%)	(%)
Discount rate (p.a.)	7.30	5.90
Expected rate of return on plan assets (p.a)	7.30	5.90
Increase in compensation cost (p.a)	8.00	8.00
Employee turnover		
Manager Grade	21	16
Executive Grade	32	50

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

Demographic assumption

Particulars	March 31,2023	March 31,2022
Retirement age	60 Years	60 Years
Mortality rate	IALM (20012 - 14)	IALM (2006 - 08)

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Historical information: Funded

Particulars	2022-23	2021-22	2020-21	2019-20	2018-19
Present value of defined benefit obligation	**5,400**	3,817	3,499	3,240	3,066
Fair value of plan assets	**3,729**	3,310	2,549	2,655	2,160
Asset / (liability) recognized	**(1,671)**	(507)	(950)	(585)	(906)

Historical information: Non Funded

Particulars	2022-23	2021-22	2020-21	2019-20	2018-19
Present value of defined benefit obligation	**144**	121	101	91	83
Fair value of plan assets	**-**	-	-	-	-
Asset / (liability) recognized	**(144)**	(121)	(101)	(91)	(83)

The experience adjustments, meaning difference between changes in plan assets and obligations expected on the basis of actuarial assumption and actual changes in those assets and obligations for the Parent company are as follows:

Particulars	March 31,2023	March 31,2022
Experience adjustment on plan liabilities	**7.30**	5.90
Experience adjustment on plan assets	**7.30**	5.90

Sensitivity analysis

A quantitative sensitivity analysis for significant assumptions of the Parent company as at March 31, 2023 is as follows:

Particulars	Increase effect	Decrease effect
Effect of Increase/decrease in discount rate by 1% on Defined benefit obligations	(165.05)	176.96
Effect of Increase/decrease in Salary escalation by 1% on Defined benefit obligations	199.85	(189.78)
Effect of Increase/decrease in withdrawal rate by 5% on Defined benefit obligations	(49.57)	60.90

A quantitative sensitivity analysis for significant assumptions of the Parent Company as at March 31, 2022 is as follows:

Particulars	Increase effect	Decrease effect
Effect of Increase/decrease in discount rate by 1% on Defined benefit obligations	(131.17)	142.60
Effect of Increase/decrease in Salary escalation by 1% on Defined benefit obligations	148.13	(138.97)
Effect of Increase/decrease in withdrawal rate by 5% on Defined benefit obligations	(72.87)	100.02

The sensitivity analysis above has been determined on the basis of actuarial certificate.

Maturity profile of defined benefit obligation of the Group :

Expected benefit payments for the year ending March 31, 2023	Amount
March 31, 2024	1,491
March 31, 2025	1,045
March 31, 2026	874
March 31, 2027	903
March 31, 2028	566
March 31, 2029 to March 31, 2033	1,724

Expected benefit payments for the year ending March 31, 2022	Amount
March 31, 2023	1,141
March 31, 2024	791
March 31, 2025	658
March 31, 2026	554
March 31, 2027	503
March 31, 2028 to March 31, 2032	2,169

The sensitivity analysis above has been determined on the basis of actuarial certificate.

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to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

Defined Contribution Plan:

Particulars	March 31,2023	March 31, 2022
Charged to Statement of Profit and Loss (including Capital work in progress of ₹ 67 lakhs (March 31, 2022: ₹ 37 lakhs)	**1,290**	1,030

35 Employee Stock Option Plans

The Parent company has provided stock options to its employees. During the year 2022-23, the following schemes were in operation:

PVR ESOS 2017 modified:

Particulars	Description
Date of grant	July 26, 2017
Date of Shareholder's approval	July 24, 2017
Date of Board approval	May 30, 2017
Date of Modification	April 12, 2021
Date of Board approval	April 12, 2021
Number of options granted	240,000
Method of Settlement (Cash/Equity)	Equity
Vesting Period	Not less than one year and not more than three years from the date of grant of options.
Exercise Period	Within a period of two years from the date of vesting
Exercise Period - Modified	Due to Covid 19, exercise date for 64000 options were modified & extended by another one year which were getting lapse during 2021.
Vesting Conditions	Subject to continued employment with the Company.
Market value on grant date	₹ 1,381.70
Weighted average fair value of options granted on the date of grant	₹ 252.48
Weighted average fair value of options modified	₹ 76.40

The details of activity under PVR ESOS 2017 have been summarized below:

Particulars	2022-23		2021-22	
	Number of Options	Weighted Average	Number of Options	Weighted Average
Outstanding at the beginning of the year	**64,000**	**1,400**	112,000	1,400
Granted during the year	**-**	**-**	-	-
Forfeited during the year	**-**	**-**	-	-
Exercised during the year	**64,000**	**1,400**	48,000	1,400
Expired during the year	**-**	**-**	-	-
Outstanding at the end of the year	**-**	**-**	64,000	1,400
Exercisable at the end of the year	**-**	**-**	64,000	1,400

The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	March 31,2023	March 31,2022
Dividend yield (%)	**0.12%**	0.12%
Expected volatility	**24.59%**	24.59%
Risk-free interest rate	**6.33%**	6.33%
Exercise price (Rs.)	**1400**	1400
Expected life of option granted in years	**3.17**	3.17

The Parent company measures the cost of ESOP using the fair value method. The option has been granted on an exercise price of ₹ 1,400.

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(Rupees in lakhs, except for per share data and if otherwise stated)

The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs for the modification made during current financial year:

Particulars (Modified)	March 31,2023	March 31,2022
Dividend yield (%)	**0.52%**	0.52%
Expected volatility	**27.90%**	27.90%
Risk-free interest rate	**4.15%**	4.15%
Exercise price (Rs.)	**1400**	1400
Expected life of option granted in years	**1.28**	1.28

The Parent company measures the cost of ESOP using the fair value method. The option has been granted on an exercise price of ₹ 1,400. As a result, an expense of ₹ Nil (March 31, 2022 : ₹ 49 Lakhs) is recorded in Statement of Profit and Loss in the current year.

PVR ESOS 2017 modified:

Particulars	Description
Date of grant	August 11, 2017
Date of Shareholder's approval	July 24, 2017
Date of Board approval	May 30, 2017
Date of Modification	April 12, 2021
Date of Board approval	April 12, 2021
Number of options granted	60,000
Method of Settlement (Cash/Equity)	Equity
Vesting Period	Not less than one year and not more than three years from the date of grant of options.
Exercise Period	Within a period of two years from the date of vesting
Exercise Period - Modified	Due to Covid 19, exercise date for 5,000 options were modified & extended by another one year which were getting lapse during 2021.
Vesting Conditions	Subject to continued employment with the Company.
Market value on grant date	₹ 1,381.7
Weighted average fair value of options granted on the date of grant	₹ 252.48
Weighted average fair value of options granted on the date of grant	₹ 78.34

The details of activity under PVR ESOS 2017 have been summarized below:

Particulars	2022-23		2021-22	
	Number of Options	Weighted Average	Number of Options	Weighted Average
Outstanding at the beginning of the year	3,215	1,400	11,400	1,400
Granted during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	1,300	1,400	8,185	1,400
Expired during the year	-	-	-	-
Outstanding at the end of the year	1,915	1,400	3,215	1,400
Exercisable at the end of the year	**1,915**	**1,400**	3,215	1,400

The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	March 31,2023	March 31,2022
Dividend yield (%)	**0.12%**	0.12%
Expected volatility	**24.59%**	24.59%
Risk-free interest rate	**6.33%**	6.33%
Exercise price (Rs.)	**1,400**	1,400
Expected life of option granted in years	**3.17**	3.17

The Parent company measures the cost of ESOP using the fair value method. The option has been granted on an exercise price of ₹ 1,400.

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to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	March 31,2023	March 31,2022
Dividend yield (%)	**0.52%**	0.52%
Expected volatility	**27.89%**	27.89%
Risk-free interest rate	**4.15%**	4.15%
Exercise price (Rs.)	**1400**	1400
Expected life of option granted in years	**1.33**	1.33

The Parent company measures the cost of ESOP using the fair value method. The option has been granted on an exercise price of ₹ 1,400. As a result, an expense of ₹ Nil (March 31, 2022 : ₹ 4 lakhs) is recorded in financial statements in current year of which ₹ Nil (March 31, 2022 : ₹ 3 lakhs) is capitalised under Capital work-in progress and balance ₹ Nil (March 31, 2022 : ₹ 1 lakhs) is (credited)/debited in Statement of Profit and Loss.

PVR ESOS 2017 :

Particulars	Description
Date of grant	April 12, 2021
Date of Shareholder's approval	July 24, 2017
Date of Board approval	May 30, 2017
Number of options granted	31,000
Method of Settlement (Cash/Equity)	Equity
Vesting Period	Not more than one year from the date of grant of options.
Exercise Period	Within a period of two years from the date of vesting
Vesting Conditions	Subject to continued employment with the Company.
Market value on grant date	₹ 1,148.70
Weighted average fair value of options granted on the date of grant	₹ 63.05

The details of activity under PVR ESOS 2017 have been summarized below:

Particulars	2022-23		2021-22	
	Number of Options	Weighted Average	Number of Options	Weighted Average
Outstanding at the beginning of the year	**31,000**	**1,400**	-	-
Granted during the year	**-**	**-**	31,000	1,400
Forfeited during the year	**-**	**-**	-	-
Exercised during the year	**27,200**	**1,400**	-	-
Expired during the year	**-**	**-**	-	-
Outstanding at the end of the year	**3,800**	**1,400**	31,000	1,400
Exercisable at the end of the year	**-**	**-**	-	-

The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	March 31,2023	March 31,2022
Dividend yield (%)	**0.52%**	0.52%
Expected volatility	**30.79%**	28.67%
Risk-free interest rate	**4.22%**	4.12%
Exercise price (Rs.)	**1,400**	1,400
Expected life of option granted in years	**2**	1

The Parent company measures the cost of ESOP using the fair value method. The option has been granted on an exercise price of ₹ 1,400. As a result, an expense of ₹ 0.6 lakhs (March 31, 2022 : ₹ 19 lakhs) is recorded in financial statements in current year of which ₹ Nil (March 31, 2022 : ₹ 1 lakhs) is capitalised under Capital work-in progress and balance ₹ 0.6 lakhs (March 31, 2022 : ₹ 18 lakhs) is (credited)/debited in Statement of Profit and Loss

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PVR ESOS 2017 :

Particulars	Description
Date of grant	April 12, 2021
Date of Shareholder's approval	July 24, 2017
Date of Board approval	May 30, 2017
Number of options granted	10,000
Method of Settlement (Cash/Equity)	Equity
Vesting Period	Not more than one year from the date of grant of options.
Exercise Period	Within a period of two years from the date of vesting
Vesting Conditions	Subject to continued employment with the Company.
Market value on grant date	₹ 1,148.70
Weighted average fair value of options granted on the date of grant	₹ 102.52

The details of activity under PVR ESOS 2017 have been summarized below:

Particulars	2022-23		2021-22	
	Number of Options	Weighted Average	Number of Options	Weighted Average
Outstanding at the beginning of the year	-	-	-	-
Granted during the year	-	-	10,000	1,400
Forfeited during the year	-	-	10,000	1,400
Exercised during the year	-	-	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	-	-	-	-
Exercisable at the end of the year	-	-	-	-

The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	March 31,2023	March 31,2022
Dividend yield (%)	-	0.52%
Expected volatility	-	28.67%
Risk-free interest rate	-	4.12%
Exercise price (Rs.)	-	1,400
Expected life of option granted in years	-	1

The Company measures the cost of ESOP using the fair value method. The option has been granted on an exercise price of ₹ 1,400.

PVR ESOS 2020 Modified:

Particulars	Description
Date of grant	July 15, 2020
Date of Shareholder's approval	March 07, 2020
Date of Board approval	January 23, 2020
Date of Modification	April 12, 2021
Number of options granted	520,000
Method of Settlement (Cash/Equity)	Equity
Vesting Period	Not less than one year and not more than two years from the date of grant of options.
Exercise Period - Modified	Within a period of two years from the date of vesting
Vesting Conditions	Subject to continued employment with the Company.
Market value on grant date	₹ 1,026.80
Weighted average fair value of options granted on the date of grant	₹ 220.79
Weighted average fair value of options granted on the date of modification	₹ 219.20

The details of activity under PVR ESOS 2020 have been summarized below:

Particulars	2022-23		2021-22	
	Number of Options	Weighted Average	Number of Options	Weighted Average
Outstanding at the beginning of the year	323,770	981	516,000	981
Granted during the year	-	-	-	-
Forfeited during the year	-	-	14,000	981
Exercised during the year	176,498	981	178,230	981
Expired during the year	-	-	-	-
Outstanding at the end of the year	147,272	981	323,770	981
Exercisable at the end of the year	-	-	-	-

The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	March 31,2023	March 31,2022
Dividend yield (%)	0.52%	0.52%
Expected volatility	21.21%	21.21%
Risk-free interest rate	3.62%	3.62%
Exercise price (Rs.)	981	981
Expected life of option granted in years	0.26	0.26

The Company measures the cost of ESOP using the fair value method. The option has been granted on an exercise price of ₹ 981. As a result, an expense of ₹ 167 lakhs (March 31, 2022 : ₹ 482 lakhs) is recorded in financial statements in current year of which ₹ 32 lakhs (March 31, 2022: ₹ 83 lakhs) is capitalised under Capital work-in progress and balance ₹ 135 lakhs (March 31, 2022 : ₹ 399 lakhs) is debited in Statement of Profit and Loss.

PVR ESOS 2020 Modified:

Particulars	Description
Date of grant	September 08, 2020
Date of Shareholder's approval	March 07, 2020
Date of Board approval	January 23, 2020
Date of Modification	April 12, 2021
Number of options granted	4,000
Method of Settlement (Cash/Equity)	Equity
Vesting Period - Modified	Not less than one year and not more than two years from the date of grant of options.
Exercise Period	Within a period of two years from the date of vesting
Vesting Conditions	Subject to continued employment with the Company.
Market value on grant date	₹ 1,354.20
Weighted average fair value of options granted on the date of grant	₹ 295.39
Weighted average fair value of options granted on the date of modification	₹ 73.04

The details of activity under PVR ESOS 2020 have been summarized below:

Particulars	2022-23		2021-22	
	Number of Options	Weighted Average	Number of Options	Weighted Average
Outstanding at the beginning of the year	4,000	1,287	4,000	1,287
Granted during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	4,000	1,287	4,000	1,287
Exercisable at the end of the year	-	-	-	-

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(Rupees in lakhs, except for per share data and if otherwise stated)

The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	March 31,2023	March 31,2022
Dividend yield (%)	**0.52%**	0.52%
Expected volatility	**21.21%**	21.21%
Risk-free interest rate	**3.62%**	3.62%
Exercise price (Rs.)	**1,287**	1,287
Expected life of option granted in years	**0.26**	0.26

The Company measures the cost of ESOP using the fair value method. The option has been granted on an exercise price of ₹ 1,287.

PVR ESOS 2022:

Particulars	Description
Date of grant	March 09, 2022
Date of Shareholder's approval	March 07, 2022
Date of Board approval	January 21, 2022
Number of options granted	568,500
Method of Settlement (Cash/Equity)	Equity
Vesting Period	Not less than one year and not more than three years from the date of grant of options.
Exercise Period	within a period of three years from the date of vesting
Vesting Conditions	Subject to continued employment with the Company.
Market value on grant date	₹ 1,597.70
Weighted average fair value of options granted on the date of grant	₹ 510.02

The details of activity under PVR ESOS 2020 have been summarized below:

The details of activity under PVR ESOS 2020 have been summarized below:

Particulars	2022-23		2021-22	
	Number of Options	Weighted Average Exercise Price (₹)	Number of Options	Weighted Average Exercise Price (₹)
Outstanding at the beginning of the year	568,500	1,347	-	-
Granted during the year	-	-	568,500	1,347
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	568,500	1,347	568,500	1,347
Exercisable at the end of the year			-	-

The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	March 31,2023	March 31,2022
Dividend yield (%)	**0.38%**	0.38%
Expected volatility	**42.07%**	42.07%
Risk-free interest rate	**4.85%**	4.85%
Exercise price (Rs.)	**1,347**	1,347
Expected life of option granted in years	**1**	1

The Parent company measures the cost of ESOP using the fair value method. The option has been granted on an exercise price of ₹ 1,347. As a result, an expense of ₹ 1,613 lakhs (March 31, 2022 : ₹ 105 lakhs) is recorded in financial statements in current year of which ₹ 332 lakhs (March 31, 2022 : ₹ 22 lakhs) is capitalised under Capital work-in progress and balance ₹ 1,281 lakhs (March 31, 2022 : ₹ 83 lakhs) is debited in Statement of Profit and Loss.

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to the Consolidated Financial Statements for the year ended March 31, 2023

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36 Capital & Other Commitments

(a) Capital Commitments

Particulars	2022-23	2021-22
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	**23,748**	7,709

(b) Other Commitments

The Group was availing Entertainment tax/ GST exemptions, in respect of certain Multiplexes as per the erstwhile State Government schemes & is under obligation to operate respective Multiplexes for a certain number of years.

37 Contingent liabilities

S. No.	Particulars	March 31,2023	March 31, 2022
a)	Estimated tax exposure against various appeals filed by the Group against the demand with Commissioner of Income Tax (Appeals), Income Tax Appellate Tribunal and High Court with regard to certain expenses disallowed by the assessing officer in respect of financial year 2005-06 to 2017-18. (The Group has paid an amount of ₹ 779 lakhs (March 31, 2022: ₹ 768 Lakhs) which is appearing under Note 8).	**2,750**	2,642
b)	Demand of Entertainment tax under Assam Amusement and Betting Tax Act, 1939 where appeal is pending before Supreme Court		334
c)	Notice from Entertainment Tax Department Chennai against short deposit of Entertainment Tax on regional movies.	**159**	43
d)	Notice from Commercial Tax Department, Indore against alleged collection of Entertainment tax during exemption period.	**1,443**	823
e)	Notice from Entertainment Tax Department Maharashtra in respect of levy of Entertainment tax on Convenience fees.	**263**	161
f)	Show cause notices raised by Service tax authorities on levy of service tax on 3D glass charges, TM charges, convenience fee, activity of movie distribution/exhibition, admission to alleged bowling alleys (The Group has already deposited under protest an amount of ₹ 93 lakhs (March 31,2022: 249 lakhs))	**1,044**	1,044
g)	Demand raised with regard to service tax on food and beverages (The Group has already deposited under protest an amount of ₹ 582 lakhs (March 31,2022 : ₹ 185 lakhs))	**9,982**	3,668
h)	Estimated tax exposure of service tax on sale of food and beverages (The Company has already deposited under protest an amount of ₹ 426 lakhs (March 31,2022 : ₹ 426 lakhs))	**6,600**	6,600
i)	Demand of VAT under various states VAT Acts where appeal is pending before competent authority (The company has decided to close the matter under MVAT amnesty scheme 2023. The company has already deposited under protest an amount of ₹ 7 lakhs (March 31, 2022 : ₹ 24 lakhs))	**451**	783
j)	Demand of Entertainment tax under Rule 22 of Punjab Entertainment Tax (Cinematographs shows) Rules, 1954 (The Group has already deposited under protest an amount of ₹ 40 lakhs (March 31, 2022: ₹ 40 lakhs))	**160**	160
k)	Demand under Employees Provident Fund Act, 1952 (The Group has already deposited under protest an amount of 38 lakhs (March 31, 2022 : ₹ 38 lakhs))	**106**	106
l)	Tax assessment & Demand bill issued by Superintendent of Tax Kolhapur Municipal Corporation. (The Group has already deposited under protest an amount of ₹ 3 lakhs (March 31, 2022: ₹ 3 lakhs))	**20**	20
m)	Demand under Goods and Service tax Act 2017 from state GST authorities (The Company has already deposited under protest an amount of ₹ 19 lakhs (March 31, 2022: ₹ Nil)	**609**	-
n)	Claims against the Company by parties allowed in the Arbitration.	**7,200**	-
o)	Demand under other statutory Acts.	**774**	
p)	Corporate Guarantee given to bank against credit facility availed by a subsidiary company	**500**	200
q)	Labour cases pending *	**Amount not ascertainable**	Amount not ascertainable

*In view of the several number of cases, pending at various forums/courts, it is not practicable to furnish the details of each case, however, as per management estimate, the amount in aggregate is not material. Based on the discussions with the solicitors, the management believes that the Group has strong chances of success in the cases and hence no provision is considered necessary.

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38 Un-hedged Foreign Currency exposure

Particulars of un-hedged foreign currency exposure as at the balance sheet date:

Particulars		Currency	March 31, 2023	March 31, 2022
a)	Cash on Hand	Thai Bhat	**0.79**	0.85
		Hong Kong Dollar	**0.23**	0.21
		Korean Won	**0.00**	0.00
		UK Pound	**0.28**	0.21
		Singapore Dollar	**0.09**	0.72
		US Dollar	**0.03**	4.16
		Euro	**3.95**	4.06
		Dirham	**1.27**	1.16
		Malaysian Ringgit	**0.24**	0.34
		Canadian dollar	**0.66**	-
		LKR	**0.02**	0.17
	Total		**7.56**	**11.88**
b)	Balances with bank	US Dollar	**44**	40
c)	Payable for purchase of Property, Plant and Equipment (net of advances)	US Dollar	**3,258**	135
		Euro	**11**	10
d)	Trade receivable	US Dollar	**273**	72

39 The Group has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under Sections 92-92F of the Income-tax Act, 1961. Since the law requires such information and documentation to be contemporaneous in nature, the Group is in the process of updating the documentation of international transactions with the associated enterprises during the financial year and expects such records to be in existence latest by the due date of filing the return of income. The management is of the opinion that its international transactions with the associated enterprises are at arm's length so that the aforesaid legislation will not have any impact on these consolidated financial statements, particularly on the amount of tax expense and that of provision for taxation.

40 Disclosure required under Section 186(4) of the Companies Act, 2013

Full particulars of loans given, investment made, guarantee given, security provided together with purpose in terms of section 186(4) of the Companies Act, 2013

Investment made

Particulars	Full particulars	Purpose	March 31,2023	March 31,2022
Vkaao Entertainment Private Limited	Equity share of ₹ 10 each 3,000,000 (March 31, 2022: Equity share of ₹ 10 each 3,000,000)	Vkaao is engaged in the business of private screening of movies (Movie on Demand) for its consumers through theatres	-	-

Loan given

Particulars	Rate of Interest (p.a)	Due Date	Secured/ Unsecured	March 31,2023	March 31,2022
Sandhya Prakash Limited[1]	18%	13 monthly instalments adjusted with lease rentals till April 2018.	Unsecured	**55**	55

1 The loan had been given to Sandhya Prakash Ltd. (Mall Developer) for their capital expenditure requirement, where the Parent Company has an existing operational cinema. The Parent Company has created a provision against the outstanding loan amount.

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41 Fair Value

Set out below, is a comparison by class of the carrying amounts and fair value of the Group's financial instruments, other than those with carrying amounts that are reasonable approximations of fair value.

The carrying value & fair value of financial instruments by categories as of March 31, 2023 were as follows:

Particulars	Note	Level of hierarchy	Carrying Amount		
			Amortised Cost	Financial Assets/ liabilities at fair value through profit or loss	Financial Assets/ liabilities at fair value through OCI
Financial Assets:					
Investments - Amortised cost	5B	-	21	-	-
Loans	14	3	341	-	-
Trade receivables	12	-	18,248	-	-
Cash and cash equivalents	13A	1	11,349	21,959	-
Bank balances other than cash and cash equivalents, above	13B	-	2,852	-	-
Other financial assets	6	-	46,926	-	-
Total			79,737	21,959	-
Financial Liabilities:					
Borrowings (including current maturities)					
- Secured Rated Listed Non -Convertible Debentures	18	1	-	-	-
- Other borrowings	18 and 21	3	179,264	-	-
Lease Liabilities	19	3	625,927		
Trade payables	22	-	51,433	-	-
Other payables	23	-	31,318	-	-
Total			887,942	-	-

The carrying value & fair value of financial instruments by categories as of March 31, 2022 were as follows:

Particulars	Note	Level of hierarchy	Carrying Amount		
			Amortised Cost	Financial Assets/ liabilities at fair value through profit or loss	Financial Assets/ liabilities at fair value through OCI
Financial Assets:					
Investments - Amortised cost	5B	-	47	-	-
Loans	14	3	329	-	-
Trade receivables	12	-	8,176	-	-
Cash and cash equivalent	13A	1	13,579	36,497	-
Bank balances other than cash and cash equivalents, above	13B	-	7,735	-	-
Other financial assets	6	-	28,220	-	-
Total			**58,086**	**36,497**	**-**
Financial Liabilities:					
Borrowings (including current maturities)					
- Secured Rated Listed Non -Convertible	18	1	28,000	-	-
- Other borrowings	18 and 21	3	122,516	-	-
Lease Liabilities	19	3	369,071		
Trade payables	22	-	30,014	-	-
Other financial liabilities - Deferred consideration	23	3	5,694	-	-
Other payables	23	-	10,903	-	-
Total			**566,198**	**-**	**-**

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to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current financial liabilities and assets approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

- Long-term fixed-rate and variable-rate receivables/deposit are evaluated by the Group based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables/deposits.
- The fair values of the quoted notes and bonds are based on price quotations at the reporting date. The fair value of unquoted instruments, loans from banks and other financial liabilities, obligations under leases, as well as other non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.
- There is no significant estimate involved in level 3. Further, the deferred consideration is based on the present value of the expected cash outflows discounted using risk adjusted discount rate i.e 9.50% p.a. The estimated fair value of deferred consideration would increase/decrease if the expected cash outflows were higher/lower or the risk adjusted discount rate was higher/lower.

42 Business Combinations

Amalgamation of Inox Leisure Limited with PVR INOX Limited:

During the previous year, the Board of Directors of PVR INOX Limited (formerly known as PVR LIMITED) ("Company" or "Transferee Company"), in their meeting held on March 27, 2022, considered and approved a scheme of amalgamation of INOX Leisure Limited ("Transferor Company") into and with the Company and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules and regulations framed thereunder ("Scheme").
During the current year, the Company has received requisite approvals and the scheme has been sanctioned by the Hon'ble National Company Law Tribunal (NCLT) vide its order dated January 12, 2023 ((Mumbai Bench) with the appointed date of January 01, 2023. The Certified true copy of the said order sanctioning the scheme has been filed with the Registrar of Companies, New Delhi. In accordance with the order of NCLT, the Company has given effect to the scheme in the standalone financial statements w.e.f. appointed date i.e. January 01, 2023. Management has determined that the effect of the difference in appointed date between the requirements of the Scheme and of Ind AS 103- Business Combinations, is not material to these financial statements. The merger has been accounted for using the acquisition accounting method under Ind AS 103 – Business Combinations and the difference between the fair value of net identifiable assets acquired and consideration paid on the merger has been accounted for as Goodwill of ₹ 4,63,379 lakhs . In accordance with the Scheme, the purchase consideration amounting to ₹ 6,29,666 lakhs has been discharged by issue and allotment of 36,701,729 equity shares of the Company to the shareholders of INOX Leisure Limited.

The stamp duty payable on such issue amounting to INR 5,000 lakhs has been debited to Securities Premium Account.

The amalgamation of PVR INOX Limited and INOX Leisure Limited is of significant strategic value for the Company and will further cement the Company's market leadership position in India. The Company expects to realise synergies and cost savings related to this acquisition as a result of purchasing and procurement economies of scale and general and administrative expense savings, particularly with respect to the consolidation of corporate related functions and elimination of redundancies.

A Fair value of consideration transferred:-

Particulars	Amount
Value of Equity shares to be issued	629,666
Total consideration for business combination	**629,666**

B Fair value of identifiable assets acquired and liabilities assumed (as adjusted for measurement period adjustment) as on the date of acquisition is as below:

Particulars	Transferor	Impact of Fair	Adjustments	Total
Property, plant and equipment	92,644	12,915	-	105,559
Land	2,670	10,401	-	13,070
ROU	221,310	27,671	-	248,981
Capital work-in-progress	9,413	-	-	9,413
Intangible assets	309	(11)	-	298
Goodwill	1,750	-	(1,750)	-
Deferred tax assets (net)	30,683	(29,911)	-	771
Investments	14,569	-	-	14,569
Other non-current assets	8,555	-	-	8,555
Inventories	2,040	-	-	2,040
Trade receivables	5,428	-	-	5,428
Other financial assets	21,489	(938)	-	20,550
Other current assets	8,121	(965)	-	7,156
Income tax assets (net)	1,653	-	-	1,653
Total assets	**420,632**	**19,161**	**(1,750)**	**438,043**
Borrowings	16,399	-	-	16,399
Trade payables	15,120	-	-	15,120
Lease Liabilities	301,029	(64,031)	-	236,998
Other financial liabilities	7,908	-	-	7,908
Other current liabilities & provisions (includes 10 Cr provision created against contingent liabilities)	13,045	1,703	(5,883)	8,864
Total Liabilities	**353,500**	**(62,328)**	**(5,883)**	**285,289**
Total Fair Value of the Net Assets * *				**152,754**

Note :The adjustment between the measurement period and final valuation was not significant.

* * Adjustments have been made to the book balance to give effects of alignment of accounting policies and practices, transaction between Transferor Companies and the Company

C Amount recognised as goodwill

Particulars	Amount
Total consideration for business combination (Refer A above)	629,666
Less : Fair value of net assets acquired (Refer B above)	152,754
Less : Beneficial lease rights	13,533
Goodwill	**463,379**

* * Basis purchase price allocation to various identifiable acquired assets and assumed liabilities, Goodwill has been recognised.

D Revenue and profit contribution

The acquired business contributed revenues of ₹ 41,269 lakhs and loss before tax of ₹ 5,644 lakhs for the period between 1st January 2023 to 31st March 2023.

If the acquisitions had occurred on 1st April 2022, consolidated pro-forma revenue and profit before tax for the year ended 31st March 2023 would have been ₹ 1,90,438 lakhs and ₹ 9,479 lakhs, respectively.

Acquisition of Cinema exhibition undertaking of Jazz Cinemas Pvt Ltd:

During the quarter, the Company acquired the cinema exhibition undertaking situated at Chennai of Jazz Cinemas Pvt Ltd on a slump sale basis. The sale and transfer of the said Cinema exhibition undertaking has been completed on March 03, 2023 and the same has been accounted as per Ind AS 103, "Business combination". The same has resulted in a goodwill of ₹ 5,725 lakhs."

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A Fair value of consideration transferred:-

Particulars		Amount
Total Consideration payable		10,300
Less: Deduction on account of Liability		(140)
Net Purchase consideration (A)		**10,160**
Current Replacement Value of Tangible Assets (B)	3,908	
Security Deposit for Leasehold Property (C)	758	
Working Capital Liabilities (D)	(140)	
Deferred Tax Liability	(91)	
Assets and Liabilities Acquired: (E) = (B+C-D)		**4,435**
Balancing figure recognized as Goodwill		**5,725**

Out of the total consideration payable to Jazz Cinemas Pvt Ltd as mentioned above, ₹ 100 lakhs is kept in the Escrow Agreement, which shall be released to the Seller after the expiry of 2 (two) years from the closing date in accordance with the terms of the Business Transfer Agreement and shall be subject to such adjustments or deductions as the buyer may undertake in terms of the agreement.

43 Financial Risk Management objective and policies

The Group's financial liabilities comprise of loans and borrowings, lease liabilities, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. Group's financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Group is exposed to market risk, credit risk, legal, taxation and accounting risk and liquidity risk. The Group's Treasury teams overseas the management of these risks supported by senior management.

(a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and FVTOCI investments.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Group's exposure to the risk of changes in market interest rates relates primarily to the long-term debt obligations with floating interest rates.

Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Parent Company's loss before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Increase effect		Decrease effect	
	March 31,2023	March 31, 2022	**March 31,2023**	March 31, 2022
Effect of Increase/ decrease in floating Interest rate by 100 basis points (1%) for term loans	**1,292**	1105	**(1,311)**	(1,105)

(ii) Currency risk

Currency risk is the risk that the fair value of future cash flows of financial instruments will fluctuate because of the change in foreign currency exchange rates.

The Majority of Group's revenue and expenses are in Indian Rupees, with the remainder denominated in US Dollars. Management considers currency risk to be low and does not hedge its currency risk. As variations in foreign currency exchange rates are not expected to have a significant impact on the results of operations, a sensitivity analysis is not presented.

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(b) Legal, taxation and accounting risk

Group is presently involved into various judicial, administrative, regulatory and litigation proceedings concerning matters arising in the ordinary course of business operations including but not limited to personal injury claims, landlord-tenant disputes, commercials disputes, tax disputes(including entertainment tax subsidy and other direct and indirect tax matters like GST, service tax, sales tax etc.), employment disputes and other contractual disputes. Many of these proceedings seek an indeterminate amount of damages. In situations where management believes that a loss arising from a proceeding is probable and can reasonably be estimated, Group records the amount of the probable loss. As additional information becomes available, any potential liability related to these proceedings is assessed and the estimates are revised, if necessary.

To mitigate these risks, Group employs in-house counsel and uses third party tax & legal experts to assist in structuring significant transactions and contracts. Group also has systems and controls that ensure the timely delivery of financial information in order to meet contractual and regulatory requirements and has implemented disclosure controls and Internal controls over financial reporting which are tested for effectiveness on an ongoing basis.

(c) Credit risk

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the Consolidated Balance Sheet

Particulars	March 31,2023	March 31,2022
Trade Receivables	**18,248**	8,176
Cash and cash equivalents	**33,308**	50,076
Other bank balances	**2,852**	7,735
Loans	**341**	329
Other financial assets	**46,926**	28,220

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

Credit risk on cash and cash equivalents and bank deposits is limited as the Group generally invests in deposits with banks with high credit ratings assigned by domestic credit rating agencies. Other financial assets primarily represents security deposits given to Developers/lessors. Such deposits will be returned to the Group on expiry of lease entered with developers/lessors. The credit risk associated with such security deposits is relatively low.

Trade receivables are typically unsecured and are derived from revenue earned from customers located in India. Trade receivables also includes receivables from Debit/credit card companies and online movie ticketing partners which are realisable within a period 1 to 3 working days. The Group monitors the economic environment in which it operates. The Group manages its credit risk through establishing credit limits and continuously monitoring credit worthiness of customers to which the Group grants credit terms in the normal course of business.

The Group uses expected credit loss model to assess the impairment loss or gain. The Group uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available internal credit risk factors such as the Group's historical experience for customers. Based on the business environment in which the Group operates, management considers that the trade receivables (other than Government dues) are in default/doubtful if the payment is outstanding for more than 270 days and more than 365 days in case of government dues. Basis above, as at March 31, 2023, Group has impaired Trade receivables of ₹ 3,802 lakhs (March 31, 2022: ₹ 3,585 lakhs).

Majority of trade receivables are from domestic customers, which are fragmented and are not concentrated to individual customers.

Movement in the allowance for impairment in respect of trade receivables

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Balance at the beginning of the year	**3,585**	3,859
Impairment loss recognised / (reversed)	**217**	(35)
Amount written off	**-**	(239)
Balance at the end of the year	**3,802**	3,585

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(d) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with its financial liabilities. The Group monitors its risk of a shortage of funds using a liquidity planning tool.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, debentures, finance leases and advance payment terms.

The Group's liquidity management process as monitored by management, includes the following:

- Day to Day funding, managed by monitoring future cash flows to ensure that requirements can be met.
- Maintaining rolling forecasts of the Group's liquidity position on the basis of expected cash flows.
- Maintaining diversified credit lines.

Particulars	Borrowings (including current maturities)*		Trade and other payables	
	March 31,2023	March 31, 2022	March 31,2023	March 31, 2022
On demand	17,418	119	-	-
Less than 3 months	5,397	9,035	78,649	35,827
3 to 12 months	29,698	38,167	3,219	5,811
1 to 5 years	127,611	96,734	883	4,973
More than 5 years	-	7,093	-	-
Total	**180,124**	**151,148**	**82,751**	**46,611**

*Borrowing includes Non-Convertible Debentures, Term loans, Bank overdraft and commercial papers excluding transaction cost.

The Group has also significant contractual obligations in the form of lease liabilities (Note 19) and capital & other commitments (Note 36).

44 Capital management

For the purpose of Group's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return on capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is long term debts plus amount payable for purchase of property plant and equipment divided by total equity.

Particulars		March 31,2023	March 31,2022
Long term debt		157,176	144,397
Payable for purchase of property plant and equipment		21,870	4,309
Total	(A)	**179,046**	**148,706**
Equity	(B)	732,985	137,037
Gearing ratio	(A/B)	24%	109%

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45 Expenses capitalised

The Group has capitalised following expenses through capital work-in-progress (CWIP) which directly or indirectly relates to setting up of cinemas. Consequently, expenses disclosed under the respective notes are net of amounts capitalised by the Group.

Particulars	March 31,2023	March 31,2022
Salary, allowance and bonus	1,936	804
Contribution to provident and other funds	67	37
Rent	310	1
Electricity and water charges	(29)	24
Repairs and maintenance	148	32
Rates and taxes	(12)	51
Travelling and conveyance	74	0
Architects & professional	1,352	297
Insurance	29	2
Security service charges	214	68
Finance costs	578	28
Housekeeping charges	9	0
Other miscellaneous expenses	177	7
Total	**4,853**	**1,351**

46 Income tax expense

	Particulars	March 31,2023	March 31, 2022
(A)	**INCOME TAX EXPENSE REPORTED IN THE STATEMENT OF PROFIT AND LOSS COMPRISES:**		
	Current income tax:		
	Current tax	201	134
	Income tax for earlier years	-	-
	Total current tax	**201**	**134**
	Deferred tax (refer note 7A):		
	Relating to origination and reversal of temporary differences	(7,860)	(22,203)
	Tax impact related to change in tax rate and law (refer note 7A)	13,407	0
	MAT credit (entitlement)/reversal for earlier years	6,993	2,849
	Total deferred tax	**12,540**	**(19,354)**
	Income tax expense reported in the statement of profit and loss	**12,741**	**(19,220)**
	Effective Income tax rate	**-61.0%**	**28.2%**
(b)	**Statement of Other Comprehensive Income**		
	Net loss/ (gain) on re-measurements of defined benefit plans	(20)	22
(c)	**Reconciliation of effective tax rate**		
	Reconciliation of tax expense and the accounting profit multiplied by statutory income tax rate for the year indicated are as follows:		
	Accounting loss before tax	(20,899)	(68,071)
	Statutory income tax rate	25.17%	34.94%
	Computed tax expense	(5,260)	(23,787)
	Adjustments in respect of current income tax of previous years	6,993	2,849
	Non-deductible expenses for tax purposes	(2,399)	329
	Tax impact related to change in law-others	0	1,389
	Tax impact related to change in tax rate	13,407	
	Income tax charged to statement of profit and loss	**12,741**	**(19,220)**
(d)	**MAT credit entitlement**		
	Opening Balance	7,014	10,099
	Add: MAT credit entitlement/(reversal) for earlier years	(6,993)	(2,849)
	Less: MAT credit entitlement/ (utilisation) for the year	(21)	(236)
	Closing Balance	-	7,014
(e)	**Deferred tax asset/(Liability)**		
	Opening Balance	52,243	29,767
	Impact of differences in W.D.V. block under Income tax and Books of accounts	(1,428)	582
	Tax income / (expenses) on other timing differences	(3,462)	21,894
	Closing balance	**47,353**	**52,243**

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

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47 Related Party Disclosure

Names of related parties and related party relationship	
Subsidiaries	PVR Pictures Limited
	Zea Maize Private Limited
	P V R Lanka Limited
	SPI Entertainment Projects (Tirupati) Private Ltd (upto August 26, 2022)
	Shouri Properties Private Limited (w.e.f. January 01, 2023)
Key management personnel	Mr. Ajay Bijli, Managing Director
	Mr. Sanjeev Kumar, Executive Director
	Mr. Pawan Kumar Jain, Chairman and Non executive Director (w.e.f February 06, 2023)
	Mr. Siddharth Jain, Non executive Director (w.e.f February 06, 2023)
	Ms. Renuka Ramnath, Director
	Mr. Sanjai Vohra – Independent Director
	Ms. Pallavi Shardul Shroff - Independent Director
	Mr. Haigreve Khaitan - Independent Director (w.e.f February 10, 2023)
	Mr. Vishesh Chander Chandiok - Independent Director (w.e.f February 10, 2023)
	Mr. Amit Jatia - Independent Director (w.e.f February 10, 2023)
	Mr. Vikram Bakshi – Independent Director (till February 10, 2023)
	Mr. Anish Kumar Saraf - Director (till February 06, 2023)
	Mr. Gregory Adam Foster - Independent Director (till February 10, 2023)
	Ms. Deepa Misra Harris - Independent Director (till February 10, 2023)
	Mr. Chirag Gupta, Director of a Subsidiary
	Mr. Aruna Siriwardane, Director of a Subsidiary
	Mr. Renaud Jean Palliere (Till 17th March 2023)
Relatives of Key Management Personnel	Ms. Nayana Bijli, Daughter of Mr. Ajay Bijli
	Mr. Aamer Krishan Bijli, Son of Mr. Ajay Bijli
Joint Ventures	Vkaao Entertainment Private Limited (50% each held by PVR Pictures Limited and Big tree Entertainment Private Limited)
Enterprises over which Key management personnel and their relatives are able to exercise significant influence	PVR Nest
	Priya Exhibitors Private Limited
	Shardul Amarchand Mangaldas & Co.
	Multiples Alternate Asset Management Pvt Ltd
	INOX India Private Limited (w.e.f February 06, 2023)
	GFL Limited (w.e.f February 06, 2023)
	Khaitan & Co. LLP (w.e.f February 10, 2023)
	Rivendell Consulting Limited (Till 17th March 2023)

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Particulars	Key Management Personnel and their relatives		Joint Ventures		Enterprises owned or significantly influenced by key management personnel or their relatives	
	31-Mar-23	31-Mar-22	**31-Mar-23**	31-Mar-22	**31-Mar-23**	31-Mar-22
Transactions during the year						
Remuneration paid						
Ajay Bijli	**748**	642	**-**	-	**-**	-
Sanjeev Kumar	**517**	443	**-**	-	**-**	-
Nayana Bijli	**9**	10	**-**	-	**-**	-
Aruna Siriwardane	**2**	4	**-**	-	**-**	-
Chirag Gupta	**47**	36	**-**	-	**-**	-
Sitting fees and commission						
Deepa Misra Harris	**28**	33	**-**	-	**-**	-
Pallavi Shardul Shroff	**20**	21	**-**	-	**-**	-
Greg Foster	**28**	25				
Sanjai Vohra	**33**	30	**-**	-	**-**	-
Vikram Bakshi	**27**	27	**-**	-	**-**	-
Amit Jatia	**1**	-	**-**	-	**-**	-
Haigreve Khaitan	**2**	-	**-**	-	**-**	-
Vishesh Chander Chandiok	**1**	-	**-**	-	**-**	-
Rent Expense						
Priya Exhibitors Private Limited	**-**	-	**-**	-	**430**	402
Professional fees						
Aamer Krishan Bijli	**19**	-	**-**	-	**-**	-
Shardul Amarchand Mangaldas & Co.	**-**	-	**-**	-	**107**	125
Khaitan & Co. LLP	**-**	-	**-**	-	**26**	-
Rivendell Consulting Limited	**-**	-	**-**	-	**217**	196
Income from Disinfection Services						
Multiples Alternate Asset Management Pvt Ltd	**-**		**-**	-	**1**	-
Sale of Goods						
Chirag Gupta #	**-**	0	**-**	-	**-**	-
Loans given						
Ajay Bijli	**-**	800	**-**	-	**-**	-
Loans refunded						
Ajay Bijli	**-**	800	**-**	-	**-**	-
CSR Expenditure						
PVR Nest	**-**	-	**-**	-	**10**	7
Balance outstanding at the end of the year						
Trade Payable						
Vkaao Entertainment Private Limited	**-**	-		2	**-**	-
Priya Exhibitors Private Limited	**-**	-	**-**	-	**6**	5
Shardul Amarchand Mangaldas & Co.	**-**	-	**-**	-	**-**	100
Khaitan & Co. LLP					**5**	-
Advance Recoverable						
Chirag Gupta	**14**	11				
Priya Exhibitors Private Limited	**-**	-	**-**	-	**21**	62
Security Deposits Given						
Priya Exhibitors Private Limited	**-**	-	**-**	-	**166**	166
Investment in Equity Share Capital						
Vkaao Entertainment Private Limited	**-**	-	**-**	-	**-**	-

Notes

to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

Notes:

(a) The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the company as a whole.

(b) The financial figures in above note exclude expenses reimbursed to/by related parties

(c) No amount has been provided as doubtful debts or advance/ written off or written back in the year in respect of debts due from/to above related parties.

(d) The financial figures in above note excludes GST/Sales tax/Service tax, as applicable.

(e) All transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions and within the ordinary course of business. Outstanding balances at the year end are unsecured and settlement occurs in cash. Transactions relating to dividend, subscriptions for new equity shares are on the same terms and conditions that are offered to other shareholders.

48 Segment Information

Operating Segments:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Chairman of the Company has been identified as being the chief operating decision maker to assess the financial performance and position of the Group and make strategic decisions. The Group is engaged primarily in the business Movie exhibition and Others allied activities (includes Movie production, distribution & gaming etc.).

Chief operating decision maker does not review assets and liabilities at reportable segments level, hence segment disclosure relating to total assets and liabilities have not been provided.

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

Movie exhibition is primarily the main segment and movie production, distribution & gaming etc. are less than 10% and hence aggregated under "Others".

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs. Revenue, expenses, assets and liabilities which relate to the Group as a whole and not allocable to segments on reasonable basis have been included under 'unallocated revenue / expenses / assets / liabilities'.

Notes

to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

Finance costs and fair value gains and losses on financial assets are not allocated to individual segments as the underlying instruments are managed on a Company basis.

Particulars	Movie exhibition *		Others (includes Movie production, distribution & gaming etc.) **		Elimination		Total	
	31-Mar-23	31-Mar-22	**31-Mar-23**	31-Mar-22	**31-Mar-23**	31-Mar-22	**31-Mar-23**	31-Mar-22
Revenue								
Revenue from operations	**356,432**	121,042	**18,633**	11,898	**-**	-	**375,065**	132,940
Inter segment sales	**336**	77	**7,191**	3,366	**(7,527)**	(3,443)	**-**	-
Other income	**7,888**	31,422	**311**	1,790	**(291)**	(599)	**7,908**	32,613
Total Revenue	**364,656**	**152,541**	**26,135**	**17,054**	**(7,818)**	**(4,042)**	**382,973**	**165,553**
Segment Results								
Operating profit	**(19,618)**	(68,562)	**(135)**	512	**(64)**	(21)	**(19,817)**	(68,071)
Exceptional items							**(1,082)**	-
Income tax	**-**	-	**-**	-	**-**	-	**(12,741)**	19,220
Net Profit before NCI	**-**	**-**	**-**	**-**	**-**	**-**	**(33,640)**	**(48,851)**
Other information								
Total assets	**1,629,527**	722,871	**18,116**	9,713	**-**	-	**1,647,643**	732,584
Unallocated assets	**88,586**	121,019	**2,929**	2,543	**-**	-	**91,515**	123,562
Total Allocated Assets	**1,540,941**	**601,852**	**15,187**	**7,170**	**-**	**-**	**1,556,128**	**609,022**
Total liabilities	**907,605**	593,400	**7,120**	2,173	**-**	-	**914,725**	595,573
Unallocated liabilities	**179,153**	151,460	**436**	403	**-**	-	**179,589**	151,863
Total allocated liabilities	**728,452**	**441,940**	**6,684**	**1,770**	**-**	**-**	**735,136**	**443,710**
Capital Employed (allocable)	**812,489**	159,912	**8,503**	5,400	**-**	-	**820,992**	165,312
Capital Employed (unallocable)							**(88,074)**	(28,301)
Capital expenditure	**62,903**	11,726	**693**	764	**-**	-	**63,596**	12,490
Depreciation/amortisation	**29,344**	24,783	**757**	1,269	**-**	-	**30,101**	26,052
Provision for doubtful debts and advances	**299**	588	**16**	28	**-**	-	**315**	616

* Revenue from operations include Income from sale of movie tickets - ₹ 189,403 lakhs (March 31, 2022: ₹ 66,985 lakhs), Advertisement income - ₹ 28,981 lakhs (March 31, 2022: ₹ 7,207 lakhs), Convenience fees - ₹ 18,906 lakhs (March 31, 2022: ₹ 7,580 lakhs) , Virtual print fees - ₹ 4,121 lakhs (March 31, 2022: ₹ 1,081 lakhs), Movie exhibition portion of Sale of food and beverages - ₹ 114,709 lakhs (March 31, 2022: ₹ 38,173 lakhs), Management fees - ₹ 133 lakhs (March 31, 2022 - ₹ 16 lakhs) and Others - ₹ 179 lakhs (March 31, 2022: Nil).

** Revenue from operations include Income from movie production and distribution - ₹ 12,996 lakhs (March 31, 2022: ₹ 8,040 lakhs) , Gaming Income - ₹ Nil (March 31, 2022: ₹ 11 lakhs), Food court income - ₹ 1,022 lakhs (March 31, 2022: ₹ 852 lakhs) and remaining portion of Sale of food and beverages - ₹ 4,615 lakhs (March 31, 2022: ₹ 2,955 lakhs)

- **Secondary Segment - Geographical Segment:** Group mainly caters to the needs of the domestic market and the export turnover is less than 10% of the total revenue. Hence no Geographical segment is disclosed.

- The Group does not have revenue more than 10% of total revenue from a single customer.

Notes

to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

49 Additional Information pursuant to Schedule III of Companies Act 2013 - General Instructions for the preparation of consolidated financial statements" for the year ending March 31, 2023:

Name of the Entity	Net assets i.e. Total assets minus total liabilities		Share in Profit or Loss		Share in other comprehensive income (OCI)		Share in Total comprehensive income (OCI)	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of consolidated Total comprehensive Income	Amount
Parent Company:								
PVR Limited	**100.30**	735,111	**99.38**	(33,298)	**41.73**	58	**99.62**	(33,240)
Indian Subsidiaries:								
PVR Pictures Limited	**1.61**	11,822	**(2.14)**	718	**5.76**	8	**(2.18)**	726
Zea Maize Private Limited	**(0.09)**	(665)	**3.52**	(1,178)	**(2.88)**	(4)	**3.54**	(1,182)
Shouri Properties Private Limited	**0.01**	89	**-**	-	**-**	-	**-**	-
Foreign Subsidiaries:								
P V R Lanka Limited	**0.07**	499	**(0.54)**	181	**7.19**	10	**(0.57)**	191
Share of Non Controlling interest								
Zea Maize Private Limited			**(0.40)**	133	**-**	-	**(0.40)**	133
Elimination	**(1.90)**	(13,938)	**0.18**	(63)	**-**	67	**(0.01)**	4
Share of profit/(loss) of Joint ventures	**-**	-	**-**	-	**-**	-	**-**	-
Total	**100.00**	**732,918**	**100**	**(33,507)**	**51.80**	**139**	**100**	**(33,368)**

General Instructions for the preparation of consolidated financial statements" for the year ending March 31, 2022:

Name of the Entity	Net assets i.e. Total assets minus total liabilities		Share in Profit or Loss		Share in other comprehensive income		Share in Total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of consolidated Total comprehensive Income	Amount
Parent Company:								
PVR Limited	**101.34**	138,848	**97.97**	(47,835)	**18.18**	(40)	**97.62**	(47,875)
Indian Subsidiaries:								
PVR Pictures Limited	**4.45**	6,097	**(1.55)**	758	**4**	(9)	**(1.53)**	749
Zea Maize Private Limited	**(0.17)**	(233)	**0.49**	(241)	**(0.45)**	1	**0.49**	(240)
SPI Entertainment Projects (Tirupati) Pvt Ltd	**-**	-	**(0.02)**	8	**-**	-	**(0.02)**	8
Foreign Subsidiaries:								
P V R Lanka Limited	**0.22**	308	**3.11**	(1,520)	**78**	(172)	**3.45**	(1,692)
Share of Non Controlling interest								
Zea Maize Private Limited	**-**	-	**(0.06)**	27	**-**	-	**(0.06)**	27
Elimination	**(5.85)**	(8,009)	**0.04**	(21)			**0.04**	(21)
Share of profit/(loss) of Joint ventures	**-**	-	**-**	-	**-**	-	**-**	-
Total	**100**	**137,011**	**100**	**(48,824)**	**100**	**(220)**	**100**	**(49,044)**

Notes:

There are no subsidiaries which have not been considered in the Consolidated financial statement.

Notes

to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

50 During the year ended March 31, 2023, there was an additional capital infusion of ₹ 5,000 lakhs in PVR Pictures Limited through Equity shares.

During the year ended March 31, 2023 , 60 (March 31, 2022 : Nil) 0.01% Compulsorily Convertible Debentures were converted into 9,071 equity shares of Zea Maize Private Limited .

During the year ended March 31, 2023 , there was an additional capital infusion of 150 lakhs in Zea Maize Private Limited through equity shares and the same is pending for allotment as on March 31, 2023.

During the year ended March 31, 2023, SPI Entertainment Project (Tirupati) Private limited has been struck off as per Companies Act, 2013 & after taking the requisite approvals as required by the law the company has written off the investment.

Business Combination (Merger by Absorption)

Shouri Properties Private Limited (SPPL) is a wholly-owned subsidiary of the Company (consequent to merger of erstwhile INOX Leisure Limited with the Company). SPPL holds a license to operate a multiplex cinema theatre. The Board of Directors of the erstwhile INOX Leisure Limited (INOX), at their meeting held on 21 January 2022, had approved the draft Scheme of Amalgamation (Merger by Absorption) (""the Scheme"") under Sections 230 to 232 of the Companies Act, 2013 (""the Act"") and other relevant applicable sections of the act for amalgamation of SPPL with the INOX subject to approval of the Scheme by the Shareholders and Creditors of the respective Companies (if required), Hon'ble National Company Law Tribunal, Bench at Mumbai (NCLT Mumbai) and subject to approval of any other statutory authorities as may be required. Further the Board of Directors of the Company at their meeting held on 16 March 2023, has approved the amalgamation of SPPL with Company. Thereafter, the Company has filed an application with Hon'ble NCLT Mumbai on 6th April, 2023 for substitution of name of INOX Leisure Limited with PVR INOX Limited in the Company Scheme Petition along with other consequential amendments. The matter was heard on 13th April, 2023 and Hon'ble NCLT Mumbai has allowed the application and fixed the final date of hearing on 07th June, 2023 formalities."

51 The Parent Company has paid remuneration to Mr. Ajay Bijli, Managing Director and Mr. Sanjeev Kumar, Executive Director respectively for the year ended March 31, 2022 which was already approved by the Nomination and Remuneration Committee and the Board of Directors in their respective meetings. The same is in accordance with the minimum remuneration as was originally approved by the shareholders vide their resolutions dated July 03, 2018 and September 29, 2020. In view of the inadequacy of profits, the Company had also obtained approval of the shareholders by way of special resolution in Annual General Meeting of the Company held on July 21st 2022, pursuant to the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

52 The present Company has paid remuneration to Mr. Ajay Bijli, Managing Director and Mr. Sanjeev Kumar, Executive Director respectively for the year ended March 31, 2023 which was already approved by the Nomination and Remuneration Committee and the Board of Directors in their respective meetings. The same is in accordance with the minimum remuneration as was originally approved by the shareholders vide their resolutions dated July 03, 2018 and September 29, 2020. The Company shall seek approval of the shareholders by way of special resolution in its forthcoming Annual General Meeting of the Company pursuant to the provisions of Section 197 read with Schedule V to the Companies Act, 2013 and in view of the inadequacy of profits.

53 Other Statutory Information :

(i) The Group do not have any transactions with companies struck off.

(ii) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iii) The Group have not 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

(iv) The Group do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(v) The Group have 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 Group (Ultimate Beneficiaries) or

(b). provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

Notes

to the Consolidated Financial Statements for the year ended March 31, 2023

(Rupees in lakhs, except for per share data and if otherwise stated)

(vi) The Group have 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 Group shall:

(a). directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b). provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vii) The Group has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(viii) The title deeds/legal ownership of immovable properties including the leased properties as disclosed in the Group financial statements are held in the name of the respective companies.

(ix) The Group do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

54 Previous year and corresponding period/quarterly results have been audited/reviewed by a firm of Chartered Accountants other than S.R. Batliboi & Co. LLP.

As per our report of even date attached

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

Vikas Mehra
Partner
ICAI Membership Number: 94421

Place: New Delhi
Date: May 15, 2023

For and on behalf of the Board of Directors of PVR INOX Limited

Ajay Bijli
Managing Director
DIN: 00531142

Sanjeev Kumar
Executive Director
DIN: 00208173

Mukesh Kumar
Company Secretary
ICSI – M. No. A-17925

Nitin Sood
Chief Financial Officer

Place: New Delhi
Date: May 15, 2023

PVR INOX Limited
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Corporate Office: Block A, 4th Floor, Building No. 9A, DLF Cyber City,
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PVR INOX LIMITED
Corporate Identity Number: L74899MH1995PLC387971

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