

06th August, 2022

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C-1, Block G,
Bandra- Kurla Complex, Bandra (E)
Mumbai- 400 051

Security Code: 532416

Trading Symbol: NEXTMEDIA

Sub: Notice of Annual General Meeting (AGM) of the Company and Annual Report for Financial Year 2022 (FY-22)

This is to inform that the 41st AGM of the Company will be held on Monday, 29th August, 2022 at 11:00 AM (IST) through Video Conferencing/Other Audio-Visual Means.

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the following:

1. Notice convening the 41st AGM of the Company; and
2. Annual Report of the Company for FY-22

The aforesaid documents are also hosted on the website of the Company viz. **www.nextmediaworks.com** and are being dispatched to all eligible members whose email ID are registered with the Company/Depository Participant(s).

We request you to take the above information of record.

Thanking you,

Yours faithfully,

For Next Mediaworks Limited



(Harshit Gupta)
Company Secretary



Encl.: As above



CIN: L22100MH1981PLC024052

Registered Office: Unit 701 A, 7th Floor, Tower – 2, Indiabulls Finance Centre
Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013

Tel: +91-22-44104104 **E-mail:** investor.communication@radioone.in

website: www.nextmediaworks.com

NOTICE OF 41ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty First Annual General Meeting of Members of **Next Mediaworks Limited** will be held on **Monday, August 29, 2022 at 11:00 AM (IST)** through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS

ITEM NO. 1

To consider and adopt:

- a) the audited standalone financial statements of the Company for the financial year ended March 31, 2022 and the report of the Board of Directors and Auditors thereon; and
- b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and the report of the Auditors thereon.

ITEM NO. 2

To appoint Mr. Praveen Someshwar (DIN: 01802656) as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

ITEM NO. 3

Appointment of Mr. Sandeep Rao (DIN: 08711910) as a Non-Executive Director, liable to retire by rotation

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Sandeep Rao (DIN: 08711910) who was appointed as an Additional Director in accordance with Section 161 of Act w.e.f. June 01, 2022 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors be and are hereby authorised to do all such acts, deeds and things, including approving any amendments or alterations thereto, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of Members of the Company.”

ITEM NO. 4

Appointment of Mr. Lloyd Mathias (DIN: 02879668) as an Independent Director, not liable to retire by rotation

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Lloyd Mathias (DIN: 02879668), who was appointed by the Board as an Additional Director (Independent) w.e.f. December 28, 2021 and in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period effective from December 28, 2021 upto November 30, 2026.”

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors be and are hereby authorised to do all such acts, deeds and things, including approving any amendments or alterations thereto, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of Members of the Company.”

ITEM NO. 5

Approval of extension of existing Inter Corporate Deposit (ICD) granted by Next Radio Limited to the Company and availing of additional ICD, as Material Related Party Transactions

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], and on the basis of approval and recommendation of Audit Committee and Board of Directors of the Company, approval of the Members be and is hereby accorded for entering into the material related party transaction with Next Radio Limited (‘NRL’), subsidiary company, related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, as applicable, with respect to extension of existing Inter Corporate Deposit (ICD) including accrued interest thereon granted by NRL to the Company, as revolving credit facility, availing of additional ICD funding as revolving credit facility and interest expense thereon during the financial years 2022-23, 2023-24, 2024-25, 2025-26 and 2026-27 upto an aggregate value not exceeding Rs. 8.47 crores, Rs. 22.71 crores, Rs. 4.85 crores, Rs. 5.44 crores & Rs. 5.65 crores (excluding applicable taxes/ levies), respectively, on such terms & conditions, as may be mutually agreed with NRL, provided that the said arrangements shall be carried out on arm’s length terms and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and are hereby authorised to do all such acts, deeds and things, including approving any amendments or alterations thereto as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company.”

ITEM NO. 6

Approval of Borrowing Limits of the Company under section 180(1)(c)

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

“RESOLVED THAT the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any Committee of the Board, for the time being authorized by the Board exercising the powers conferred by this resolution) be and is hereby authorized in accordance with section 180(1)(c) and other applicable provisions of the Companies Act, 2013, and rules made thereunder, (including any statutory modification, amendment or re-enactment thereof for the time being in force) and the Articles of Association of the Company, to borrow any sum or sums of money, for the purpose of the business of the Company, from, including without limitation, any one or more banks, financial institutions, firms, bodies corporate, entities or any other persons such that the amount(s) borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained/ to be obtained from the Company’s bankers in the ordinary course of business) and outstanding at any point of time shall not exceed the sum of Rs. 32 crores (Rupees Thirty-Two Crores only), notwithstanding that the money to be borrowed together with the money already borrowed by the Company will exceed the aggregate of its paid-up share capital, free reserves and securities premium.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board be and is hereby authorised to finalise the terms and conditions of all such money borrowed from time to time, as to interest, repayment, security or otherwise, as it may in its absolute discretion, thinks fit and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of Members of the Company.”

By Order of the Board
For **Next Mediaworks Limited**

Place: New Delhi
Date: August 2, 2022

(Harshit Gupta)
Company Secretary

NOTES:

1. In view of the continuing COVID-19 pandemic and pursuant to circulars bearing no. 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022 (“MCA Circulars”) and circular dated May 12, 2020, January 15, 2021 and May 13, 2022 issued by the Securities and Exchange Board of India (“SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), the 41st AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at the venue of the Annual General Meeting (AGM). Registered Office of the Company shall be deemed to be the venue of this AGM.
2. Since the ensuing AGM is being held pursuant to the MCA and SEBI Circulars through VC/ OAVM which does not require physical attendance of Members at the AGM, the facility to appoint proxy by the Members will not be available for this AGM and therefore, Proxy Form and Attendance Slip are not annexed to this Notice.
3. Since AGM will be held through VC/ OAVM, the Route Map is not required and hence, not annexed to this Notice.
4. The explanatory statement as required under section 102 of the Companies Act, 2013, is annexed hereto.
5. Members are requested to carefully read the “**Procedure for joining the AGM through VC/ OAVM**” given below in this Notice.
6. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a certified scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ authorization etc., authorizing their representative to attend the AGM through VC/ OAVM on their behalf and to vote via. remote e-voting. The said resolution/ authorization together with attested specimen signature(s) of the duly authorized representative(s), shall be sent by e-mail to the Scrutinizer at e-mail id: sanketjaincs@gmail.com with a copy marked to evoting@Kfintech.com. It is also requested to upload the same in the e-voting module.
8. Pursuant to the provisions of Regulation 36 of SEBI LODR and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, details of Directors seeking appointment/ re-appointment at this AGM, is given as Annexure to this Notice.
9. All investor related communication may be addressed to KFin Technologies Limited (“KFin”) at the following address:

KFin Technologies Limited
Unit: Next Mediaworks Limited
Selenium Tower B, Plot No. 31 & 32
Financial District,
Nanakramguda Serilingampally Mandal
Hyderabad- 500 032
Toll free number: 1800-309-4001
E-mail: einward.ris@Kfintech.com
Website: www.kfintech.com
10. In compliance with above mentioned circulars of MCA and SEBI, the Notice calling this AGM along with the Annual Report for FY-22 is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Depository Participants or the Company’s RTA. Members may kindly note that the Notice of AGM and Annual Report for FY-22 will also be available on the Company’s website viz. www.nextmediaworks.com and website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited (www.bseindia.com and www.nseindia.com).

11. In order to enable the Company to comply with MCA circulars issued for holding AGM via VC/ OAVM and to participate in the green initiative in Corporate Governance, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) and in respect of shares held in physical form by clicking at <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> or by writing to the RTA with details of folio number and self-attested copy of PAN card at KFin Technologies Limited, Unit: Next Mediaworks Limited, Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad- 500032 or by sending email to einward.ris@kfintech.com. Members are advised to receive the Notice convening the AGM and Annual Report for FY-22 via e-mail, by updating their email ID by accessing the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Alternatively, Notice of AGM can be downloaded through <https://evoting.kfintech.com/public/Downloads.aspx>.
12. Members holding shares in physical form can avail the facility of nomination on their shareholding pursuant to the provisions of Section 72 of the Act and for the same, they are advised to send their nomination in the prescribed Form No. SH-13 to KFin at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility. The members may also visit Company's website viz. www.nextmediaworks.com and website of RTA viz. www.kfintech.com for downloading Form SH-13 and other Nomination and KYC related documents.
13. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their Depository Participants, with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company/ KFin.
14. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form. Members can contact the company or RTA viz. KFin, for assistance in this regard.
15. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, Members holding shares in physical format are requested to update with KFin, the KYC details w.r.t. postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, in prescribed Form ISR-1. Members may visit the website of the Company for relevant formats.

A communication, in this regard, was also sent, through post, to the members holding shares in physical mode.

Members are further requested to quote their folio numbers/Client ID/DP ID in all correspondence with Company or the RTA.

16. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's RTA, details of such folios together with the share certificates and KYC proof(s) viz. PAN, Aadhar etc. for consolidating their holding in one folio.
17. Members are requested to send their queries, if any, on the financial statements/ operations of the Company, via email to the Company Secretary at investor.communication@radioone.in, atleast 7 days before the AGM, so that the information can be compiled in advance.
18. The documents referred to in this Notice are available for inspection electronically without any fee by the Members on all business days (except Saturday, Sunday and Public Holidays) upto the date of AGM. The Register of Directors, KeyManagerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements, in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection electronically by the members during the AGM. Members seeking to inspect such documents may send request from their email id registered with the Company/ RTA to the Company at investor.communication@radioone.in.

19. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies(Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI LODR, the Company is providing to its members facility to exercise their right to vote on the Resolutions as set out in notice of AGM by electronic means (“e-voting”). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below (“remote e-voting”). The facility for voting through electronic voting system will also be available during the AGM (“InstaPoll”) and members attending the AGM who have not cast their vote(s) by remote e-voting, will be able to cast their vote at the meeting through InstaPoll. The Company has engaged the services of KFin as the agency to provide e-voting facility at the AGM.

20. **The remote e-voting facility will be available during the following period:**

Commencement of remote e-voting	From 9.00 A.M. (Server time) on August 25, 2022 (Thursday)
End of remote e-voting	Up to 5.00 P.M. (Server time) on August 28, 2022 (Sunday)

Remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFin upon expiry of aforesaid period.

21. Persons whose name appears in the Register of Members/ list of Beneficial Owners as on **August 22, 2022 (Cut-off date)** shall be entitled to cast their vote by remote e-voting on the resolutions set forth in this Notice or participating at the AGM and vote through InstaPoll. Any person who is not a member as on the Cut-off date should treat this Notice for information purpose only.
22. The Board of Directors has appointed Mr. Sanket Jain, Company Secretary-in-Practice (C.P. No. 12583), or failing him Mr. N. C. Khanna, Company Secretary in practice (C.P. No. 5143), or failing him Mr. Lalit Chaudhary, Company Secretary in practice (C.P. No. 15889) as Scrutinizer to scrutinize the remote e-voting and InstaPoll process in a fair and transparent manner and he has communicated his willingness to get appointed and will be available for the said purpose.
23. After conclusion of e-voting at the AGM, Scrutinizer will scrutinize the votes cast via InstaPoll and remote e-voting, and make a consolidated Scrutinizer’s Report submission to the Chairman/ Director.
24. The result of e-voting (remote e-voting and InstaPoll) will be declared within two working days of the conclusion of AGM and the same, along with the consolidated Scrutinizer’s Report, will be placed on Company’s website viz. **www.nextmediaworks.com** and on the website of KFin viz. **https://evoting.kfintech.com**. The result will be simultaneously communicated to the stock exchanges viz. BSE Limited, National Stock Exchange of India Limited, National Securities Depository Limited and Central Depository Services (India) Limited. The Company will also display the result at its Registered Office.
25. The resolutions as set out in the notice of AGM shall be deemed to be passed on the date of AGM, subject to receipt of requisite number of votes in favour of the resolution(s).
26. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e. August 22, 2022, may obtain the login ID and password by sending a request at einward.ris@kfintech.com. However, if he/ she is already registered for remote e-voting, then he/ she can use his/ her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. August 22, 2022, may follow steps given below.

The process and manner of remote e-Voting, attending AGM through VC/ OAVM and e-Voting at AGM are as under:

PROCEDURE TO CAST VOTE THROUGH REMOTE E-VOTING

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Entities”, e-Voting process has been enabled for all Individual members holding shares in demat mode, by way of single login credential, through their demat accounts/websites of Depositories/ Depository Participants (DPs), in order to increase the efficiency of the voting process. They can cast vote on the resolutions, without registering with e-Voting Service Provider (ESP) viz. KFin Technologies Limited (“KFin”).

1. **Individual members holding shares in Demat mode:** Access to Depositories e-Voting system and process to cast vote.
2. **Members other than “Individuals holding shares of the Company in Demat mode:** Access to KFin e-Voting system and process to cast vote.

1. **Individual members holding shares in Demat mode: Access to Depositories e-Voting system and process to cast vote**

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> (i) URL: https://eservices.nsdl.com (ii) Click on the “Beneficial Owner” icon under ‘IDeAS’ section. (iii) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” (iv) Click on company name: “Next Mediaworks Limited” or e-Voting service provider “K-Fintech” and then you will be re-directed to K-Fintech’s e-Voting page to cast vote during the remote e-Voting period. <p>2. User not registered for IDeAS facility:</p> <ol style="list-style-type: none"> (i) To register click on link: https://eservices.nsdl.com and select “Register Online for IDeAS” <p style="text-align: center;">OR</p> <p>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> (ii) Proceed with completing the required fields. (iii) Follow steps given in point no. 1 above <p>3. Alternatively, by directly accessing the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> (i) Open URL: https://www.evoting.nsdl.com/ (ii) Click on the icon “Login” available under ‘Shareholder/Member’ section. (iii) On the Login page, enter your User ID (i.e. your 16 character demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. (iv) Post successful authentication, click on company name: “Next Mediaworks Limited” or e-Voting service provider “K-Fintech” and then you will be re-directed to K-Fintech’s e-Voting page to cast vote during the remote e-Voting period. 	<p>1. User already registered for Easi/ Easiest:</p> <ol style="list-style-type: none"> (i) Visit URL: https://web.cdslindia.com/myeasi/home/login <p style="text-align: center;">OR</p> <p>www.cdslindia.com and click on “Login” and select “New System Myeasi”</p> <ol style="list-style-type: none"> (ii) Enter your user id and password. (iii) Post successful authentication, please click on ‘E-voting’ (iv) You will be requested to select the name of the Company: “Next Mediaworks Limited” or KFin and then you will be re-directed to KFin’s e-Voting page to cast the vote during the remote e-Voting period. <p>2. User not registered for Easi/ Easiest:</p> <ol style="list-style-type: none"> (i) To register click on the link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration (ii) Proceed with completing the required fields. (iii) Follow steps given in point no. 1 above <p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> (i) Open URL: www.cdslindia.com and select “E Voting” (ii) Provide BO ID/ demat account number and PAN (iii) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. (iv) You will be requested to select the name of the Company: “Next Mediaworks Limited” or KFin and then you will be re-directed to KFin’s e-Voting page to cast the vote during the remote e-Voting period.
<p>Procedure to login through Demat account/ website of Depository Participant (DP)</p>	<ol style="list-style-type: none"> (i) You can also login using the credentials of your demat account through your DP registered with NSDL/ CDSL for remote e-Voting facility. (ii) Once logged-in, you will be able to see “e-Voting” option. Once you click on “e-Voting” option and after successful authentication, you will be re-directed to e-voting module of NSDL/ CDSL.

	(iii) Click on options available against company name: “Next Mediaworks Limited” or e-Voting service provider: Kfin and you will be re-directed to e-Voting website of KFin for casting your vote during the remote e-Voting period.
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After successful login, as explained above, the individual members holding shares in demat mode, are requested to follow steps (f) to (k) mentioned under point no. 2(I)(A) below, to cast their vote.

Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID”/ “Forget Password” option available on the websites of Depositories/ DP.

Members facing any technical issue on NSDL website	Members facing any technical issue on CDSL website
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800-1020-990/ 1800-224-430	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542/43.

2. All Members other than ‘Individuals holding shares of the Company in Demat mode’: Access to KFin e-Voting system and process to caste vote

I. (A) Members whose e-mail addresses are registered with the Company/ Depository Participant(s) and have received email from KFin with login credentials. Please follow the below process:

- (a) **Launch internet browser by typing the URL:** <https://evoting.kfintech.com/>
- (b) Enter the login credentials (User ID and password given in the e-mail). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use the existing password for logging in. If required, please visit <https://evoting.kfintech.com/> or contact at **040-67162222/ 1800-309-4001** (from 9:00 a.m. to 6:00 p.m.) for your existing password.
- (c) After entering these details appropriately, click on “**LOGIN**”.
- (d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging in for the first time. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Name of the Company viz. Next Mediaworks Limited.
- (g) On the voting page, enter the number of shares held by you as on the Cut-off date under either “FOR” or “AGAINST” or alternatively, you may partially enter any number under “FOR”/ “AGAINST”, but the total number under “FOR”/ “AGAINST” taken together should not exceed your total shareholding as on the cut-off date. You may also choose to “ABSTAIN” and vote will not be counted under either head.
- (h) Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
- (i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as “ABSTAINED”.
- (j) You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- (k) A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify.
- (l) Once you confirm, you will not be allowed to modify your vote.
- (m) Corporate/Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: sanketjaincs@gmail.com with a copy marked to evoting@Kfintech.com. It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be “Corporate Name EVENT NO.”

(B) Member whose e-mail address is not registered/ updated with the Company/ KFin/ Depository Participant(s). Please follow the below process to generate your login credentials:

- (a) Members holding shares in physical mode, who have not registered/ updated their email addresses with the Company, are requested to register/ update the same by clicking on <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at investor.communication@radioone.com or to KFin at einward.ris@Kfintech.com.
 - (b) Members holding shares in dematerialized mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register/update their email addresses with the Depository Participant(s) with whom they maintain their demat accounts. For the limited purpose of receiving the login credentials for this AGM you can also use the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> to register their e-mail address.
 - (c) After due verification, the Company/KFin will forward your login credentials to your registered email address.
 - (d) Follow the instructions at I (A) (a) to (m) to cast your vote.
- II. You can also update your mobile number and e-mail id in the “user profile details” in your e-voting login on <https://evoting.kfintech.com> which may be used for sending further communication.
- III. Once the vote on a resolution has been cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- IV. Any person who becomes a member of the Company after dispatch of the Notice of the AGM and holding shares as on the Cut-off Date may obtain the User ID and password from KFin in the manner as mentioned below:
- (a) If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to +91-9212993399
Example for NSDL: MYEPWD <SPACE>
IN12345612345678Example for CDSL: MYEPWD
<SPACE> 1402345612345678
Example for Physical: MYEPWD <SPACE> XXXX1234567890
 - (b) If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - (c) Member may send an e-mail request to <https://evoting.kfintech.com> requesting User ID and Password. After due verification of the request, user id and password will be sent to the members.
- V. In case of any query/ grievance, in respect of e-voting, Members may refer to the Help & FAQs section/ E-voting user manual available at the “Downloads” section of KFin’s website: <https://evoting.kfintech.com> or contact Mr. Rajkumar Kale, AGM, KFin Technologies Limited, Unit: Next Mediaworks Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032 | Phone No.: +91-040-67162222 | Toll- free No.: 040- 67162222/ 1800-309-4001 | E-mail: evoting@Kfintech.com

PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM AND VOTING AT AGM:

The Company is providing VC/ OAVM facility to its members for participating at the AGM.

- a) Members will be able to attend the AGM through VC at <https://emeetings.KFintech.com> by using their e-voting login credentials provided in the email received from the Company/ KFin.
Members are requested to follow the procedure given below:
 - i. Launch internet browser (chrome/ firefox/ safari) by typing the URL: <https://emeetings.KFintech.com>
 - ii. Enter the login credentials
 - iii. After logging in, click on “Video Conference” option
 - iv. Then click on camera icon appearing against AGM event of Next Mediaworks Limited, to attend the AGM.
- b) Members will be allowed to attend the AGM through VC/ OAVM on first come, first served basis.
- c) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.Kfintech.com> and clicking on the ‘Speaker Registration’ option available on the screen after log in. The Speaker Registration will be open from August 23, 2022 (9:00 A.M. IST) till August 25, 2022 (5:00 P.M. IST). Only those members who have registered themselves as speaker will be allowed to express their views or ask questions at the AGM. The Company reserves the

right to restrict the number of questions and speakers, depending upon availability of time as appropriate for smooth conduct of the AGM. Members are requested to wait for their turn to be called by the Chairperson of the Meeting during the Question and Answer Session. Due to inherent limitation of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Question and Answer Session. Hence, Members are encouraged to get themselves registered in advance to ask questions/queries etc. at the AGM.

- d) Facility to join the meeting shall be opened 30 minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
 - e) Members are encouraged to join the Meeting through Laptops for better experience.
 - f) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - g) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - h) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name Demat account number/folio number, email id, mobile number at **investor.communication@radioone.in**. The same will be replied by the company suitably.
- i) Voting at AGM (“InstaPoll”):**
- Facility to cast vote through InstaPoll will be made available on Video Conferencing screen and will be activated once the InstaPoll is announced at the AGM.
 - Member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or voting at the AGM (InstaPoll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as “INVALID”.
 - In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
- j) Members who need assistance before or during the AVP can contact KFin at evoting@KFintech.com or call at 1800-309-4001. Kindly quote your name, DP ID-Client ID/Folio no. and E-voting Event Number in all your communications.**

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

In terms of Section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) rules made thereunder, Articles of Association of the Company and upon due recommendation of Nomination and Remuneration Committee, the Board of Directors had appointed Mr. Sandeep Rao (**DIN: 08711910**) as an Additional Director (Non-Executive) of the Company w.e.f. June 1, 2022, to hold office upto the ensuing Annual General Meeting (“AGM”).

Effective January 1, 2022, Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), requires listed entity to obtain the approval of the shareholders, for appointment of any person on the Board of Directors, in the next general meeting or within three months from the date of appointment, whichever is earlier.

Accordingly, the item for appointment of Mr. Sandeep Rao, as Non-Executive Director, on the Board of Directors of the Company, is being proposed for approval of the members at this AGM, i.e. within 3 months from the date of his appointment.

The Company has received a Notice from a Member in writing under Section 160 of the Act proposing his candidature for the office of Director. Mr. Sandeep Rao has provided relevant disclosures including consent to act as Director and a declaration that he is not disqualified to act as Director in terms of provisions of the Act.

Brief profile of Mr. Sandeep Rao is given below:

Mr. Sandeep Rao is the Group Chief Strategy Officer for HT Media Limited. He works on all core strategic imperatives across business units, including new initiatives, strategic investments, alliances and new business incubation. Prior to joining HT, Mr. Sandeep Rao was a management consultant with McKinsey and Company and worked with them across their Indian and US offices. He holds a Bachelors in Engineering from University of Adelaide, Australia and an MBA from IIM Bangalore. Considering the impeccable credentials of the incumbent and the requirement of the Company, the Board of Directors commends the appointment of Mr. Sandeep Rao as Non-executive Director of the Company.

Further, details in pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard on General Meetings (SS-2) are provided in **Annexure A** to this Notice.

Mr. Sandeep Rao is interested in the resolution set out at Item no.3 with regard to his appointment as Director. His relatives may also be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board is of the view that Mr. Sandeep Rao’s knowledge, skills, expertise and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, commends his appointment as a Director (Non-Executive and Non-Independent) of the Company as set out in the Ordinary Resolution at Item No. 3 for approval by the Members.

Item No. 4

The Board of Directors on the basis of the recommendations of the Nomination and Remuneration Committee (“NRC”), at its meeting held on December 28, 2021, had appointed Mr. Lloyd Mathias (DIN: 02879668) as an Additional Director (Independent) of the Company, not liable to retire by rotation, for a period effective from December 28, 2021 upto November 30, 2026, subject to approval of the members.

Accordingly, the item for appointment of Mr. Lloyd Mathias as an Independent Director is being proposed for approval of the members at this AGM.

The Company has received a Notice from a Member in writing under Section 160 of the Companies Act, 2013 (“the Act”) proposing his candidature for the office of Director.

Brief profile of Mr. Lloyd Mathias is given below:

Mr. Lloyd Mathias is an Angel Investor and Business Strategist. He invests, advises and collaborates with founders of early-stage companies in the areas of AI, EdTech, consumer internet, data analytics and digital technology. Mr. Mathias has held senior leadership roles in Fortune 500 companies across India and APAC. He was the marketing head of HP Inc's \$12 Billion PC business for the APAC region based in Singapore till 2018. In previous corporate roles he was President & CMO of Tata Docomo, Country Sales Director for Motorola, Executive VP and Category Director for PepsiCo India and South Asia. Mr. Mathias has been Chairman of MRUCI, publishers of the Indian Readership Survey IRS. He was also Chairman of Mobile Asia – Asia's largest mobile phone expo and Co-Chairman of the Device Strategy Council of the Mobility Development Group, USA – a body of global CDMA Telecom operators.

Further, details in pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings (SS-2) are provided in **Annexure A** to this Notice.

The Company has also received from Mr. Mathias his consent along with other relevant disclosures including declarations that he is not disqualified to act as Director in terms of provisions of the Act and that he meets the criteria of independence as provided under Section 149(6) of the Act and rules framed thereunder and regulation 16(1)(b) of the Listing Regulations. Mr. Mathias is independent of the management and in the opinion of the Board of Directors, he fulfils the conditions specified in the Act and SEBI Listing Regulations for his appointment as an Independent Director of the Company. Mr. Mathias is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and have successfully registered himself in the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs.

The NRC and Board of Directors considers that his association would be of immense benefit to the Company, and it is desirable to avail services of Mr. Mathias as an Independent Director. Mr. Mathias would bring with him experience and knowledge of entertainment and digital innovation industry, skills in general management, accounting and finance, information technology and problem-solving skills, among others, as being key requirement for his role.

The electronic copy of the draft letter for appointment of Mr. Mathias as an Independent Director setting out the terms and conditions will be available on the website of the Company at www.nextmediaworks.com

Except Mr. Mathias, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. Mr. Mathias is not related to any Director or Key Managerial Personnel of the Company. As an Independent Director, Mr. Mathias will be entitled to sitting fees for attending meeting(s) of the Board of Directors or Committee(s) thereof or for any other purpose, whatsoever as may be decided by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. While the Company currently is not paying any commission to Directors, he is also entitled to remuneration by way of Profit based commission, subject to provisions of the Act and in accordance with Remuneration Policy of the Company.

Save and except the above, none of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The NRC and the Board of Directors commend the resolution set out under Item no. 4 of the Notice for approval of the Members by way of Special Resolution.

Item No. 5

In terms of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), a transaction with related party shall be considered material, if the transaction(s) to be entered into individually or taken together with the previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed company as per the last audited financial statements. Further, SEBI Listing Regulations provides that all material related party transactions shall require prior approval of the shareholders through resolution, and **no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.**

Next Radio Limited ('NRL'), subsidiary company, operates its business of FM Radio broadcasting in top 7 cities of the country namely Delhi, Mumbai, Chennai, Kolkata, Bengaluru, Pune & Ahmedabad.

In view of future requirement of funds for the operations of the Company, it is proposed to extend the Inter Corporate Deposits ('ICD') and accrued interest thereon as a 'Revolving Credit Facility' and also avail further funding as a 'Revolving Credit Facility'. NRL will grant ICD to the Company out of funds generated from business operations. NRL has not incurred any financial indebtedness in this regard. The funds availed by the Company shall be used to meet the business requirements and/or for general corporate purposes. The financial assistance will be as a 'Revolving Credit Facility', for a period of 5 years. The rate of interest shall be overnight MIBOR + 651 bps and shall be compounded on a monthly basis.

The extension of ICD and accrued interest thereon and availing of further funds from NRL shall breach the thresholds of materiality, i.e. exceeding 10% of the annual consolidated turnover of the Company as per the last audited financial statements. Accordingly, the transaction(s) entered into with NRL comes within the meaning of material Related Party transaction(s) in terms of provisions of the Act, applicable rules framed thereunder read with the Listing Regulations.

An external independent Transfer Pricing expert has evaluated the key commercial terms of the aforesaid arrangements and has confirmed that the same are on arm's length compliant terms from Indian transfer pricing law perspective.

Audit Committee and Board of Directors of your Company have reviewed the aforesaid arrangements and concurred that the same are on 'ordinary course of business' & 'arm's length' compliant terms.

It is submitted that management estimates that the aggregate value of all related party transactions referred in Item No 5 between the Company & NRL, during financial years 2022-23, 2023-24, 2024-25, 2025-26 and 2026-27, under the aforesaid arrangements, are likely to exceed the materiality limit i.e. 10% of the annual consolidated turnover of NMW for the immediately preceding FY 2021-22 and projected annual consolidated turnover for FY 2022-23, 2023-24, 2024-25 and 2025-26 respectively.

Accordingly, approval of Members of NMW is sought for material related party transactions between NMW & NRL for an aggregate amount not exceeding Rs. 8.47 crores, Rs. 22.71 crores, Rs. 4.85 crores, Rs. 5.44 crores & Rs. 5.65 crores (excluding applicable taxes/levies) for financial years 2022-23, 2023-24, 2024-25, 2025-26 and 2026-27, respectively.

The details as required pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are given in the **Annexure B**.

Further, the Board of Directors of your Company have recommended the aforesaid material related transactions, for consideration & approval of the Members of the Company.

The aforesaid related party transactions shall also be reviewed/ monitored by the Audit Committee of the Company and NRL as per the relevant requirements and shall remain within the limits as approved by the members. Any subsequent material modifications in the proposed transactions shall be placed before the members for approval, in terms of Company's Policy on materiality of and dealing with Related Party Transactions, as may be formulated/ updated / amended by the Audit Committee or the Board, from time to time.

The related party transactions shall not, in any manner, be detrimental to the interest of minority members and be in the best interest of the Company and its members.

Mr. Praveen Someshwar (Chairman), Ms. Suchitra Rajendra (Independent Director), Mr. Lloyd Mathias (Independent Director), Mr. Sameer Singh (Independent Director), Mr. Sandeep Rao (Director), Mr. Samudra Bhattacharya (Director), Mr. Ajit Dheer (Chief Executive Officer) and Mr. Amit Madaan (Chief Financial Officer) hold similar position in both, NMW & NRL. HT Media Limited, the promoter of the Company, holds more than two percent of paid up share capital of NRL.

Save & except the above and to the extent of shareholding interest, if any, of Directors, Key Managerial Personnel ('KMP') & their relatives in NMW, none of the Directors, KMP & their relatives are concerned or interested, financially or otherwise, in the resolution. Further, it is pertinent to note that no related party of NMW shall vote to approve this resolution whether such person/ entity is a party to the aforesaid transaction(s) or not.

The Board of Directors commends passing of the resolution as set out at Item no. 5 of this Notice as an Ordinary Resolution.

Item No. 6

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (“the Act”), only with consent of members by way of Special resolution the Board of Directors of the Company can borrow money in excess of the amount of the paid-up capital, free reserves and securities premium of the Company.

In order to augment long term resources for financing expansion, to meet business requirements and for the general corporate purposes, it is proposed to borrow money, together with monies already borrowed, in excess of Paid-up Capital, Free Reserves and Securities premium, (*apart from temporary loans obtained/ to be obtained from the Company's bankers in the ordinary course of business*) and outstanding at any point of time shall not exceed the sum of Rs. 32 crores (*Rupees Thirty-Two Crores only*).

Therefore, it is necessary to obtain approval of the members by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the paid up capital, free reserves and securities premium of the Company.

None of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Special Resolution set out at Item no. 6 of the Notice for approval by the Members.

By Order of the Board
For **Next Mediaworks Limited**

Place: New Delhi
Date: August 2, 2022

(Harshit Gupta)
Company Secretary

Details of the Director pursuant to the provisions of regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, as applicable

Name of Director	Mr. Praveen Someshwar (Non-Executive Director)	Mr. Sandeep Rao (Non-Executive Director)	Mr. Lloyd Mathias (Independent Director)
Age	55 Years	41 Years	57 Years
Brief resume	Refer Website of the Company viz. www.nextmediaworks.com		
Relationship with other Directors <i>inter-se</i> and Key Managerial Personnel	None	None	None
Date of Appointment	April 18, 2019	June 01, 2022	December 12, 2021
Expertise in specific functional areas	Strategic leadership, business and finance	Strategic leadership	Angel Investor and Business Strategist analytics
Qualification	<ul style="list-style-type: none"> Chartered Accountant Cost Accountant 	<ul style="list-style-type: none"> Bachelors in Engineering from University of Adelaide, Australia MBA from IIM Bangalore 	<ul style="list-style-type: none"> Science graduate from Mumbai's St. Xavier's College; MBA from Bombay University Senior Executive Program at the London Business School
Terms and conditions of appointment/re-appointment	Non-Executive, Non-Independent Director, liable to retire by rotation	Non-Executive, Non-Independent Director, liable to retire by rotation	Independent Director, not liable to retire by rotation
Directorship held in other companies (along with listed entities from which the person has resigned in the past three years) {excluding foreign companies} #	<ul style="list-style-type: none"> HT Media Limited (Listed) Hindustan Media Ventures Limited (Listed) Digicontent Limited (Listed) Next Radio Limited Media Research Users Council India The Press Trust of India Limited HT Digital Streams Limited The Indian Newspaper Society Audit Bureau of Circulation 	<ul style="list-style-type: none"> HT Digital Streams Limited HT Mobile Solutions Limited Mosaic Media Ventures Private Limited Next Radio Limited 	<ul style="list-style-type: none"> Next Mediaworks Limited (Listed) Next Radio Limited HT Digital Streams Limited Quantum Asset Management Company Private Limited Protean Egov Technologies Limited Shorebird Technologies Private Limited Digicontent Limited
No. of Equity Shares held in the Company or on behalf of any other person on beneficial basis	NIL	NIL	NIL
Remuneration last drawn (including sitting fee during FY-22)	NIL	NA	Rs. 2.5 lakhs

Remuneration proposed to be paid	In accordance with the provisions of the Act and Remuneration Policy.	In accordance with the provisions of the Act and Remuneration Policy.	In accordance with the provisions of the Act and Remuneration Policy.
List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held**	<p>HT Media Limited:</p> <ul style="list-style-type: none"> i) Audit Committee- Member ii) Stakeholders' Relationship Committee- Member <p>Hindustan Media Ventures Limited:</p> <ul style="list-style-type: none"> i) Audit Committee- Member ii) Stakeholders' Relationship Committee- Member <p>Next Mediaworks Limited:</p> <ul style="list-style-type: none"> i) Audit Committee- Member ii) Stakeholders' Relationship Committee Chairman <p>Next Radio Limited:</p> <ul style="list-style-type: none"> i) Audit Committee- Member <p>Digicontent Limited:</p> <ul style="list-style-type: none"> i) Audit Committee- Member ii) Stakeholders' Relationship Committee Member 	<p>Next Mediaworks Limited:</p> <ul style="list-style-type: none"> i) Stakeholders' Relationship Committee Member 	<p>Next Mediaworks Limited:</p> <ul style="list-style-type: none"> i) Audit Committee Member <p>Next Radio Limited:</p> <ul style="list-style-type: none"> i) Audit Committee Member <p>Digicontent Limited:</p> <ul style="list-style-type: none"> i) Audit Committee Member
No. of Board Meetings attended during FY- 22	<p style="text-align: center;">6</p>	<p style="text-align: center;">Not applicable</p>	<p style="text-align: center;">2</p>

As per latest disclosure received from the Director.

*In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders' Relationship Committee have been considered.

Estimated aggregate value of Related Party Transactions between NMW & NRL:

Particulars	Aggregate value of all transactions for FY 2022-23 (Estimated) (Rs. Crores)	Value of proposed transaction for FY 2022-23 as % of NMW's actual consolidated turnover for FY 2021-22 *	Aggregate value of all transactions for FY 2023-24 (Estimated) (Rs. Crores)	Value of proposed transaction for FY 2023-24 as % of NMW's estimated consolidated turnover for FY 2022-23 **	Aggregate value of all transactions for FY 2024-25 (Estimated) (Rs. Crores)	Value of proposed transaction for FY 2024-25 as % of NMW's estimated consolidated turnover for FY 2023-24 **	Aggregate value of all transactions for FY 2025-26 (Estimated) (Rs. Crores)	Value of proposed transaction for FY 2025-26 as % of NMW's estimated consolidated turnover for FY 2024-25 **	Aggregate value of all transactions for FY 2026-27 (Estimated) (Rs. Crores)	Value of proposed transaction for FY 2026-27 as % of NMW's estimated consolidated turnover for FY 2025-26 **
<ul style="list-style-type: none"> Extension of earlier ICD + accrued interest thereon till date of maturity and Additional ICD to be taken 	6.70	26.11 %	19.70	39.40 % - 56.29%	1.60	2.91% - 4.00%	2.00	Expected to be more than 10%	2.00	Expected to be more than 10%
<ul style="list-style-type: none"> Interest expense 	1.77	6.90 %	3.01	6.02 % - 8.60%	3.25	5.90%-8.11%	3.44		3.65	
TOTAL	8.47		22.71		4.85		5.44		5.65	

* exact % since we have actual consolidated turnover of NMW for FY 2021-22. Further, NMW's actual consolidated turnover is equal to NRL's actual standalone turnover.

** % range are based on estimates and may vary on the basis of actual consolidated turnover of NMW of respective financial year. Further, NMW's estimated consolidated turnover range for the immediately preceding financial year is equal to NRL's estimated standalone turnover range for the immediately preceding financial year.



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ANNUAL REPORT
2021 - 2022

CORPORATE INFORMATION

Board of Directors

Mr. Praveen Someshwar
Chairman
(Non-Executive Director)

Mr. Sameer Singh
Independent Director

Ms. Suchitra Rajendra
Independent Director

Mr. Lloyd Mathias
Independent Director

Mr. Sandeep Rao
Non-executive Director

Mr. Samudra Bhattacharya
Non-executive Director

Chief Executive Officer

Mr. Ajit Dheer

Chief Financial Officer

Mr. Amit Madaan

Company Secretary

Mr. Harshit Gupta

Statutory Auditor

B S R and Associates
Chartered Accountants

Registered Office

Unit 701A, 7th Floor, Tower-2
Indiabulls Finance Centre
Senapati Bapat Marg, Elphinstone Road
Mumbai – 400 013
Tel: +91-22-44104104
E-mail: investor.communication@radioone.in
Website: www.nextmediaworks.com

Corporate Office

Hindustan Times House (2nd Floor), 18-20,
Kasturba Gandhi Marg New Delhi - 110001
Tel: +91 11 6656 1234

Registrar and Share Transfer Agent

KFin Technologies Limited
Selenium Tower-B, Plot No 31-32
Gachibowli, Financial District
Nanakramguda, Serilingampally Mandal
Hyderabad - 500 032
Tel.: +91-40-67162222
Fax: +91-40-23001153
Toll Free No.: 1800 345 4001
Email: einward.ris@kfintech.com
Website: www.kfintech.com

Cautionary Statements

Certain statements in the MDA section concerning future prospects may be forward-looking statements which involve a number of underlying identified / non-identified risks and uncertainties that could cause actual results to differ materially. In addition to the changes in the macro-environment, the pandemic may pose unforeseen, unprecedented, unascertainable and constantly evolving risk(s), inter-alia, to the Company and the environment in which it operates. The results of these assumptions, relying on available internal and external information, constitute the basis for determining certain facts and figures stated in the report. Since the factors underlying these assumptions are subject to change over time, the estimates on which they are based, are also subject to change accordingly. These forward-looking statements represent only the Company's current intentions, beliefs or expectations, and any forward-looking statement speaks only as of the date on which it was made. The Company assumes no obligation to revise or update any forward-looking statements, whether as a result of new information, future events, or otherwise.

Disclaimer: All data used in the MD&A have been primarily based on publicly available sources, and discrepancies, if any, are incidental and unintentional.

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To view the report online,
please log on to:

www.nextmediaworks.com

MANAGEMENT DISCUSSION AND ANALYSIS

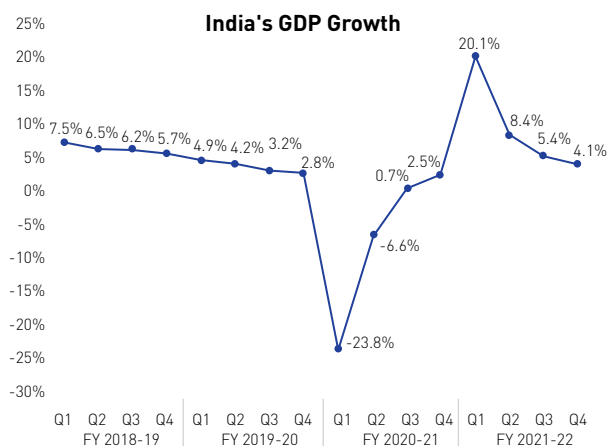
Indian Economy

According to recent estimates released by the National Statistical Office (NSO), India's GDP is expected to grow at 8.7% in FY 2021-22 as compared to a 6.6% decline in FY 2020-21. Apart from the uneven recovery in few sectors like agriculture, manufacturing and contact-intensive services, the overall economic activity is showing signs of recovery. Even with these recovering activities, the sectors with an uneven uptick can pressurise the overall economic growth.

Inflation is on the rise since the latter part of FY 2021-22. Elevated food and energy costs, geopolitical conflicts, pandemic lockdowns and supply chain disruptions are all contributing factors to this structural uptrend.

Outlook

The current fiscal may very well see a further increase in food and energy prices, exacerbated geopolitical issues, volatile financial markets, resurgent pandemic infections and prolonged supply disruptions. Nonetheless, promising mid to long term economic development could be aided by rapid pace of infrastructure development, rising credit uptake paired with accommodative fiscal and monetary policies. The RBI has estimated India's GDP to grow at 7.2% in FY 2022-23.



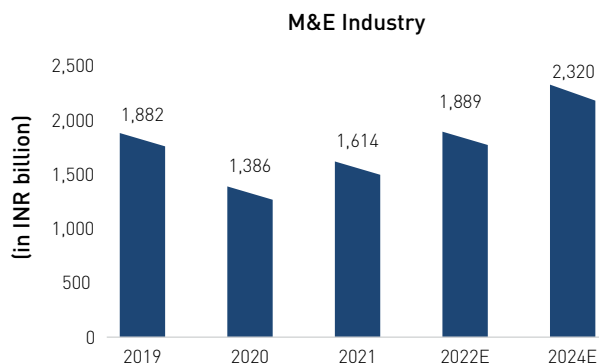
Source: NSO, Ministry of Statistics & Programme Implementation (MOSPI)

Indian Media and Entertainment Industry

The pandemic continued to pose challenges for the industry in the earlier half of calendar year CY 2021. With gradual reduction in Covid cases the industry underwent a growth unlock as businesses started opening up. Indian M&E industry grew by 16.4% in 2021 and was valued at INR 1.61 trillion, still 11% below pre-pandemic levels. Segments within the M&E industry like Digital, Online Gaming, Animation & VFX and Content Creation contributed a substantial chunk of the overall growth.

Outlook

The Indian M&E industry is projected to grow 17% in CY 2022, reaching a value of INR 1.89 trillion surpassing pre-pandemic levels. The M&E sector will further grow at a CAGR of 11% to reach INR 2.32 trillion in 2024.



Source: EY FICCI M&E report

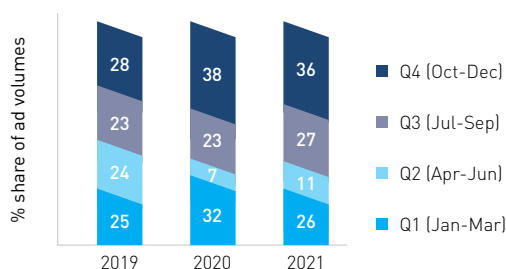
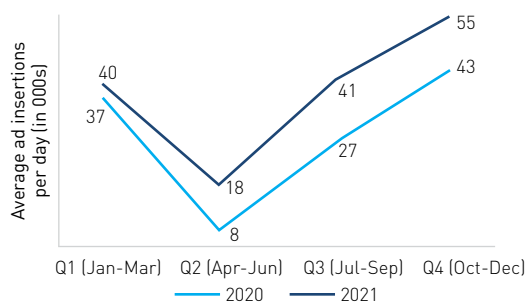
Indian Radio Sector

The pandemic caused a noticeable decline in advertising volumes for the radio industry. Most radio stations, like the rest of the M&E sectors, found advertising subdued in the earlier half of the past fiscal year. Gradually as the pandemic eased and related restrictions slackened, there was a modest improvement in the business environment. Revenue from the radio sector stood at an estimated INR 16 billion in CY 2021.

During the lockdown, the industry did not face significant technological disruptions, thus content creation for radio channels remained largely unaffected. Radio stations continued to experiment with different ways of pooling in revenue to cope with the broad-based decline in advertising spends. They continued to invest in digital avenues, social platforms and OTT strategies. A shift to digitization has helped radio stations to successfully monetise content and diversify their revenue streams.

Advertising Volumes

Radio advertising volumes rebounded in CY 2021 posting a 29% increase, after dipping 27% in 2020 due to the pandemic onslaught. Ad volumes, are yet to recover to their pre-pandemic levels. Q3 and Q4 quarters of CY 2021 saw a higher share of annual ad volumes as compared to prior years 2020 and 2019. Top five sectors contributed 71% to total radio ad volumes in 2021, an increase from 68% in 2020. Local advertisers continued to increase dominance with their ad share coming in at 39% in 2021, a rise from 37% in 2020.



Source: EY FICCI M&E Report, TAM Media Research

Outlook

The industry is expected to grow by nearly 13% through CY 2022 and reach an estimated revenue base of INR 18 billion. This growth is primarily expected to be driven by opening up of commercial activities across the nation in the absence of additional restrictive pandemic lockdowns coupled with a revival in retail sentiment through consumer promotions, unwinding of pent-up Tier II and III demand with an increased engagement from the SME advertiser segment. Non FCT revenues are also likely to see a boost given the rise in the on-ground activity and events.

Radio industry continues to innovate and reinvent itself in these challenging times, growing and expanding into allied avenues like new media, social platforms and digital offerings.

Company Overview

The Company was founded in 1981 and launched its initial public offering (IPO) in 2001. In 2019, HT Media Group purchased a majority stake in Next Mediaworks Limited (NMW). Next Radio Limited (NRL), a subsidiary of the Company, was one of the earliest commercial FM broadcasting companies in India. The Company operates radio stations under the 'Radio One' brand, and is India's largest international format radio broadcaster.

Radio One

Radio One has stations in 7 metropolitan cities in India viz. Delhi, Mumbai, Bangalore, Kolkata, Chennai, Pune and Ahmedabad. The brand has successfully built communities around food, music, sports, travel and fitness and has gone way beyond sole music content. With the addition of Chennai to its international format of stations in Delhi, Mumbai and Bangalore; Radio One is India's largest international format radio network. It operates the contemporary hit radio (CHR) format in Pune and Ahmedabad and retro format in Kolkata. Radio One has truly emerged as India's favourite premium radio destination.

Financial Performance Overview

Revenue

Revenue increased by 39% to INR 30.2 crore in FY 2021-22 from INR 21.8 crore in FY 2020-21, owing to an overall improvement in business environment coupled with gradual easing of pandemic related lockdowns and opening up of economic activity in general.

Profitability

EBITDA margin improved to -18% in FY 2021-22 from -80% in FY 2020-21, mainly on account of higher revenue during the fiscal and continued rationalisation of key cost items. Consequently, there has been an improvement in Net Profit margin coming in at -102% in FY 2021-22 up from -180% in FY 2020-21. Return on Net Worth for FY 2021-22 and FY 2020-21 could not be ascertained due to negative net worth.

Current Ratio

Current Ratio increased to 2.0 times as on March 31 2022 as compared to 1.2 times on March 31 2021. This is primarily due to a rise in current assets through financial investments & trade receivables and a reduction in current liabilities through trade payables.

Gearing Ratio

Gearing Ratio dropped to 299% as on March 31 2022 from 417% on March 31 2021 due to rise in net capital employed.

Debtor Turnover Ratio

Debtor Turnover Ratio has increased from 1.8 times in FY 2020-21 to 2.7 times in FY 2021-22, owing to revenue from operations rising significantly in current fiscal, coupled with the positive impact of decline in average accounts receivables.

Interest Coverage Ratio

Interest Coverage Ratio improved to -0.9 times in FY 2021-22 from -2.2 times in FY 2020-21 due to reduced losses before interest and taxes which offset the marginal increase in finance costs.

Debt Service Coverage Ratio

Debt Service Coverage Ratio improved to -1.1 times in FY 2021-22 from -2.6 times in FY 2020-21 due to reduced losses before interest and taxes which offset the marginal increase in borrowing costs.

Asset Turnover Ratio

Asset Turnover improved to 0.4 times in FY 2021-22 as compared to 0.2 times in FY 2020-21 primarily due to a jump in revenue during the fiscal aided by a slightly reduced average asset base as on March 31, 2022.

Return on Capital Employed

Return on Capital Employed rose to -29% in FY 2021-22, as compared to -94% in FY 2020-21 on account of improved

earnings before interest and tax which mitigated the rise in debt levels.

Marketing Initiatives

Radio One continues to be at the forefront of brand recognition in the Indian radio industry. The Company cultivates its brand value through relevant partnerships across media platforms. Radio One has truly transformed into the go-to destination for global Indians. During the past fiscal, Radio One undertook key initiatives and programming like International Icon Season II, She Slays, Minding My Business.

Human Resource

The Human Resource role for the organisation consists of HR business partners and HR operations, comprising the hiring process, performance management, learning and development, employee engagement programmes, and employee communication, among other things.

Considering the pandemic, the 'Covid Helpline' was established for employees to seek assistance with hospital admissions, making available medications, vaccinations, and any other medical assistance that may be required. Employees were also exempted from paying for medical insurance, even if they were not hospitalised. People were supported during this difficult period to ensure that they were taken care of and that they returned to work securely (online/offline) after receiving proper medical care.

The Company abides by the Sexual Harassment of Women at Workplace (Prevention Prohibition and Redressal) Act, 2013 and provides a safe working environment to women employees across locations. The Company also has a grievance redressal committee for sexual harassment at the workplace. The Company has reported no such cases in FY 2021-22.

Mandatory trainings on CoC (Code of Conduct), PoSH (Prevention of Sexual Harassment), Whistle Blow and digital trainings on content creation for platforms like YouTube and Instagram were provided to employees via our digital platform 'Edge'. Employees were offered the opportunity to advance their careers by stepping up to larger roles and/or taking on roles that suited their interests. The Leadership Team led a number of 'employee connect' sessions. HR business partners held one-on-one connect sessions with employees as well. Regular townhalls were also held to give business updates, as well as monthly and quarterly 'reward programs' to keep employees motivated. The company, along with its subsidiaries, has an employee strength of 40 as on March 31, 2022.

Risk Management

The Company has an established risk management framework to identify, manage and mitigate risks arising from external and internal factors. A risk identification exercise is carried out periodically to identify various strategic, operational, financial and compliance related risks. These are evaluated for their likelihood and potential impact. Few risks and uncertainties that can affect the business include attraction & retention of relevant talent in the new environment, a hyper competitive business environment, inclination of listener/customer towards digital & OTT platforms post the pandemic and a dynamic regulatory landscape.

Potential risks are reviewed on an ongoing basis and mitigating controls are deliberated upon as an integral part of decision-making. To stay ahead of the competition and minimise exposure to risk, the Company has taken various initiatives like re-configuring business with focus on cost controls for long term sustenance, higher focus on corporate clients to drive revenue growth, continuously introducing innovative programming content with appropriate blend of music and non-music components and effective use of in house and other digital platforms for listener and client engagement. Further, a continued focus on sharpening our product propositions, focus around local retail market having lower co-relation to macro-economic factors and usage of an automated compliance tool to monitor status of statutory compliances across all locations and functions help the Company to minimise its exposure to such risks.

Internal Control

The Company has an effective system of internal controls corresponding with its size, nature of business and complexity of operations. The internal controls mechanism comprises a well - defined organizational structure with clearly laid out authority and responsibility matrix and comprehensive policies, guidelines and procedures governing the operations of respective functions. These controls have been designed to safeguard the assets and interests of the Company and its stakeholders and also ensure compliance with Company's policies, procedures and applicable regulations. The Company has an established Code of Conduct (CoC) framework and Whistle-Blower mechanism, which is duly approved by the Board of Directors in compliance with the regulatory requirements. A designated CoC Committee with cross-functional representation is in place tasked with monitoring and review of whistle-blower complaints and ensuring proper & transparent complaint management and

reporting, including reporting to the Audit Committee, wherever applicable.

The Company has a strong focus on technology and establishment of appropriate automated controls to further enhance the existing control framework. A robust ERP system is used for accounting across functions. The Company also has a Shared Service Centre (SSC), the ambit of which is being widened to aid centralisation of processes and activities. These systems enhance the reliability of financial and operational information by facilitating system driven control activities reducing manual intervention, segregation of duties and enabling stricter controls. The internal control system is supplemented by an extensive program of operational and IT audits to evaluate the adherence to laid down processes and controls on a periodic basis. The in-house internal audit function supported by professional external audit firms conducts comprehensive risk focused audits and assess the effectiveness of the internal control structure across functions on a regular basis. A group level central Revenue Assurance function has also been setup to further streamline and enhance the controls around revenue recognition across different revenue streams. In addition to internal audit activities, Company has also developed an internal financial control framework to periodically review the effectiveness of controls laid down across all critical processes. The Company performed an extensive operating effectiveness testing of its Internal Financial Control (IFC) framework, including rationalisation of existing controls in line with dynamic business practices. The Company also uses a workflow based online compliance management tool and has established a concurrent audit mechanism of the same to ensure effective compliance oversight. Further, the Company has an Audit Committee which meets once in every quarter to review internal control systems, accounting processes, financial information, internal audit findings and other related areas including their adequacies.

Outlook

The Radio industry continues to recover from the significant toll of the pandemic. In the current fiscal, price correction and volume discount elimination are likely to drive revenue growth. The Company continues to work towards creating content on significant cohorts such as music, fitness, cuisine, travel, and lifestyle, and ensure that content is distributed and amplified across social assets. The Company's focus areas include launch of significant content IPs to increase top of mind recall and audience engagement with the brand, thereby resulting in improved business metrics and facilitating innovative solutions to business clients.

Board's Report

Dear Members,

Your Directors are pleased to present their Forty First report, together with the Audited Financial Statements (Standalone & Consolidated) for the financial year ended on March 31, 2022.

FINANCIAL RESULTS

Your Company's performance during the financial year ended on March 31, 2022, along with previous year's figures is summarized below:

(₹ in Lacs)

Particulars	Standalone		Consolidated	
	2021-22	2020-21	2021-22	2020-21
Total Revenue	7	25	3,022	2,180
Earnings before finance cost, tax, depreciation and amortization (EBITDA) before exceptional items	(100)	(110)	(552)	(1,746)
Less: Depreciation	-	-	931	952
Less: Finance Cost	152	139	1,589	1,221
Profit/(Loss) before tax	(252)	(249)	(3,072)	(3,919)
Less: Tax Expense	-	-	-	-
- Current Tax	-	-	3	4
Total tax expense	-	-	3	4
Profit/ (Loss) for the year	(252)	(249)	(3,075)	(3,923)
Add: Other Comprehensive Income (net of tax)	-	-	25	(5)
Total Comprehensive Income/ (Loss) for the year (net of tax)	(252)	(249)	(3,050)	(3,928)
Opening balance in Retained Earnings	(14,890)	(14,641)	(18,757)	(16,607)
Add: Profit/ (Loss) for the year	(252)	(249)	(1,702)	(2,147)
- Re-measurements of defined benefit plans (net of tax)	-	-	13	(3)
Total Retained Earnings	(15,142)	(14,890)	(20,446)	(18,757)

DIVIDEND

During the year under review, the country faced unprecedented challenges caused by the pandemic, your Company's business continued to witness pressure on profitability. In view of above your Directors have not recommended any dividend on the Equity Shares of the Company for the financial year ended on March 31, 2022.

COMPANY PERFORMANCE AND FUTURE OUTLOOK

Your Company is the holding company of Next Radio Limited ("NRL"). NRL is engaged in the business of FM

Radio broadcasting. It was among the first private players to venture into private FM broadcasting and runs the "Radio One" channel in top 7 cities of the country namely Delhi, Mumbai, Chennai, Kolkata, Bengaluru, Pune, and Ahmedabad. NRL operates under the frequency 94.3 MHz in all the cities, except Ahmedabad where it operates under 95 MHz frequency.

A detailed analysis and insight into the financial performance and operations of your Company and NRL for the year under review and future outlook, is appearing under the Management Discussion and Analysis section, which forms part of this Annual Report.

RISK MANAGEMENT

Your Company has a robust risk management framework to identify, evaluate and mitigate business risks. A detailed statement indicating development and implementation of a risk management policy of the Company, including identification of various elements of risk, is appearing under the Management Discussion and Analysis section.

The Company continues its focus on creating sustainable value for building resilience amidst dynamic and uncertain business environment.

SCHEME OF ARRANGEMENT

On the recommendation/approval of Committee of Independent Directors and Audit Committee, the Board of Directors at its meeting held on February 11, 2021 approved a Composite Scheme of Amalgamation under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, between the Company, Digicontent Limited and HT Mobile Solutions Limited ("Transferor Companies") and HT Media Limited (the "Transferee Company") and their respective shareholders and creditors (the "Scheme"), which was subject to requisite approvals. The Scheme envisaged amalgamation of Transferor Companies with the Transferee Company.

Pursuant to directions of Hon'ble Delhi National Company Law Tribunal (NCLT) vide Order dated February 03, 2022 read with Order dated December 22, 2021 the meetings of the equity shareholders of HT Mobile Solutions Limited ("HTMSL"), Digicontent Limited ("DCL") & HT Media Limited ("HTML"), were convened on March 25, 2022, March 29, 2022 and March 29, 2022 respectively and the meetings of secured and unsecured creditors of HTML were convened on March 28, 2022 for considering their approval to the Scheme.

Further, pursuant to directions of Hon'ble Mumbai NCLT vide its Order dated December 03, 2021 the meeting of the equity shareholders of the Company was convened on February 24, 2022 for considering their approval to the Scheme.

The equity shareholders, secured and unsecured creditors of HTML, and equity shareholders of HTMSL accorded their approval to the Scheme with the requisite majority as prescribed under the applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended from time to time ("SEBI Circular").

Whereas, in their respective meetings of the Company and DCL, the Scheme has not been approved by the requisite majority of equity shareholders (including public shareholders) as per the requirements of the SEBI Circular. Accordingly, the Scheme would continue to be implemented to the extent it provides for amalgamation of HTMSL with HTML and would be subject to sanction by Hon'ble Delhi NCLT and approvals of such other statutory authorities as may be required.

SUBSIDIARY COMPANIES

As on March 31, 2022, the Company had following subsidiary companies:

- (a) Next Radio Limited; and
- (b) Syngience Broadcast Ahmedabad Limited ("SBAL") (wholly owned subsidiary of NRL)

With the intent to simplify the group structure by amalgamation of group companies, the Board of Directors of SBAL and NRL at their respective meeting held on March 31, 2021 approved a Scheme of Amalgamation u/s 230 to 232 of the Act for amalgamation of SBAL with NRL. Further, the Scheme was filed with the Hon'ble National Company Law Tribunal, Mumbai Bench on June 7, 2021.

Hon'ble NCLT, Mumbai Bench vide its order dated October 28, 2021 dispensed with the meeting of equity shareholders & creditors of NRL and SBAL. Accordingly, final application for approving the Scheme was filed with Hon'ble NCLT, Mumbai Bench on December 22, 2021 and the matter is pending before the NCLT.

In terms of the applicable provisions of Section 136 of the Act the Financial Statements of subsidiary companies for the financial year ended on March 31, 2022 are available for inspection at Company's website at <http://nextmediaworks.com/subsidiaries-2021-2022.php>.

A report on the performance and financial position of both the subsidiary companies in prescribed Form AOC-1 is annexed to the Consolidated Financial Statements and hence, not reproduced here. The 'Policy for determining Material Subsidiary(ies), is available on the Company's website at <http://nextmediaworks.com/Material-Subsidiary-NMW.pdf>.

The contribution of subsidiary companies to the overall performance of your Company is outlined in note no. 35B of the Consolidated Financial Statements for the financial year ended March 31, 2022.

No subsidiary, associate or joint venture has been acquired or ceased/ sold/ liquidated during the financial year ended on March 31, 2022.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors

Appointments:

Mr. Samudra Bhattacharya (DIN: 02797819) was appointed as an Additional Director w.e.f. December 30, 2020 by the Board of Directors. The Members of the Company at their 40th Annual General Meeting ("AGM"), considered and accorded their approval for the appointment of Mr. Samudra Bhattacharya as Non-executive Director of the Company.

On the recommendation of Nomination and Remuneration Committee, Mr. Lloyd Mathias (DIN: 02879668) was appointed as an Additional (Non-executive and Independent Director) by the Board of Directors on December 28, 2021. Mr. Lloyd Mathias holds office up to the date of the ensuing AGM of the Company. The Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director. Accordingly, Mr. Lloyd Mathias is proposed to be appointed as a Non-Executive Independent Director for a period effective from December 28, 2021 till November 30, 2026.

The Board is of opinion that Mr. Lloyd Mathias possesses the requisite integrity, knowledge, experience, expertise and proficiency to contribute to the growth of the Company

Your Directors commend the appointment of Mr. Lloyd Mathias as an Independent Director for approval of members, at the ensuing AGM.

On the recommendation of Nomination and Remuneration Committee, Mr. Sandeep Rao (DIN: 08711910) was appointed as an Additional Director by the Board of Directors at its meeting held on May 24, 2022, effective from June 01, 2022. Mr. Sandeep Rao holds office up to the date of the ensuing AGM of the Company. The Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director. Accordingly, Mr. Sandeep Rao is proposed to be appointed as a Non-Executive Director, liable to retire by rotation.

Your Directors commend the appointment of Mr. Sandeep Rao as a Non- Executive Director for approval of members, at the ensuing AGM

Re-appointment of Directors retiring by rotation:

In accordance with the provisions of the Act, Mr. Praveen Someshwar (DIN: 01802656) retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. The Board commends re-appointment of Mr. Praveen Someshwar, for approval of the Members at the ensuing AGM.

The disclosures required pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standards on General Meeting ('SS-2') with respect to proposed Appointment/ Re-appointment of Directors retiring by rotation are given in the Notice of ensuing AGM, forming part of the Annual Report.

Cessations:

During the year under review, Mr. Ajay Relan (Independent Director) passed away on October 01, 2021. The Directors placed on record their sincere appreciation for the stellar contributions made by him as a Member of the Board.

Mr. Dinesh Mittal (Non- Executive Director) resigned from the directorship of the Company w.e.f., May 31, 2022. The Directors placed on record their sincere appreciation for the stellar contributions made by him as a Member of the Board.

Independent Directors' Declaration:

The Independent Directors of the Company have confirmed the following:

- they meet the criteria of independence as prescribed under both, the Act and SEBI Listing Regulations;
- they have registered themselves on the data bank of Independent Directors maintained by Indian Institute of Corporate Affairs.

Code of Conduct:

The Company is guided by the Code of Conduct in taking decisions, conducting business with a firm commitment towards values, while meeting stakeholders' expectations. This is aimed at enhancing the organization's brand and reputation. It is imperative that the affairs of the Company are managed in a fair and transparent manner. Further, all the Directors have confirmed adherence to the Company's 'Code of Conduct'.

Board Diversity:

The Company recognizes and embraces the importance of diversity to leverage the thought, perspective, knowledge, skill, experience, culture, gender, industry experience and cultural and geographical background. As per the requirement of Section 149(1) read with Rule 3 of (Appointment & Qualifications of Directors) Rules, 2014, the Company has a Woman Director (Independent Director) on its Board.

Key Managerial Personnel (KMP)**Appointments:**

On the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Harshit Gupta as a Company Secretary and Compliance Officer of the Company w.e.f., March 11, 2022.

On the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Ajit Dheer as the Chief Executive Officer of the Company w.e.f., April 14, 2022.

Cessations:

Ms. Diksha Singh resigned from the position of Company Secretary & Compliance Officer w.e.f. January 03, 2022. The Directors placed on record their appreciation for the contributions made by Ms. Diksha Singh during her tenure as Company Secretary & Compliance Officer of the Company.

Mr. Ramesh Menon resigned from the position of Chief Executive Officer of the Company w.e.f., April 13, 2022. The Directors placed on record their appreciation for the contributions made by Mr. Ramesh Menon during his tenure as Chief Executive Officer of the Company.

PERFORMANCE EVALUATION

In line with the requirements under the Act and the SEBI Listing Regulations, the Board undertook a formal annual evaluation of its own performance and that of its Committees, Chairman and Directors.

The Nomination & Remuneration Committee framed questionnaires for evaluation of performance of the Board as a whole, Board Committees (viz. Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration Committee); Directors and the Chairperson, on various criteria outlined in the 'Guidance Note on Board Evaluation' issued by SEBI on January 5, 2017.

The Directors were evaluated on various parameters such as, value addition to discussions, level of preparedness, willingness to appreciate the views of fellow directors, commitment to processes which include risk management, compliance and control, commitment to all stakeholders (shareholders, employees, vendors, customers etc.), familiarization with relevant aspects of company's business / activities amongst other matters. Similarly, the Board as a whole was evaluated on parameters which included its composition, strategic direction, focus on governance, risk management and financial controls.

A summary report of the feedback of Directors on the questionnaire(s) was considered by the Nomination & Remuneration Committee and Board of Directors at their respective meetings. The Board would endeavour to use the outcome of the evaluation process constructively, to improve its own effectiveness and deliver superior performance.

A separate meeting of Independent Directors was also held to review:

- Performance of the Non – Independent Directors and the Board as a whole.
- Performance of the Chairman of the Company considering the views of the Directors of the Company.
- Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

AUDITORS**Statutory Auditor**

B S R and Associates, Chartered Accountants (Firm Registration No. 128901W) ['BSR'] were appointed as Statutory Auditor of the Company, for a term of 5 (five) consecutive years, at the Annual General Meeting held on September 12, 2019.

The Auditor's Report of BSR on Standalone and Consolidated Annual Financial Statements for the financial year ended on March 31, 2022 does not contain any qualification, reservation, adverse remark or disclaimer.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act and rules made thereunder, the Board of Directors appointed RMG & Associates, Company Secretaries ('RMG') as Secretarial

Auditor, to conduct the Secretarial Audit for the financial year ended on March 31, 2022. The Secretarial Audit Report of the Company for FY-22 is annexed herewith as **"Annexure - A"** and does not contain any qualification, reservation, adverse remark or disclaimer.

Further, Secretarial Audit of the material unlisted subsidiary viz. Next Radio Limited ("NRL") for FY-22, as required under Regulation 24A of SEBI Listing Regulations, has been conducted by RMG & Associates, Company Secretaries. The Secretarial Audit Report of NRL is annexed herewith as **"Annexure - B"** and does not contain any qualification, reservation, adverse remark or disclaimer.

During the year under review, Statutory Auditor and Secretarial Auditor have not reported any instance of fraud to the Audit Committee pursuant to Section 143(12) of the Act and rules made thereunder, therefore, no disclosure is required under Section 134(3)(ca) of the Act.

RELATED PARTY TRANSACTIONS

All contracts /arrangements /transactions entered into by the Company with related parties during the year under review, were in ordinary course of business of the Company and on arms' length terms. The related party transactions were placed before the Audit Committee for review and approval. During the year, the Company did not enter into any contract / arrangement /transaction with related party, which could be considered material in accordance with the Company's 'Policy on Materiality of and dealing with Related Party Transactions' and accordingly, the disclosure of related party transactions in Form AOC-2 is not applicable. The aforesaid Policy is available on the Company's website at <http://nextmediaworks.com/RPT-Policy-Revised-NMW.pdf>.

Reference of the Members is invited to Note no. 25 and 25A of the Standalone Annual Financial Statements, which set out the related party disclosures as per Ind AS-24.

Pursuant to amendments in Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company sought approval of its shareholders via postal ballot for the following Material Related Party Transactions. The shareholders approved the same resolutions on June 17, 2022:

a) Approval of Material Related Party Transactions between Next Radio Limited and HT Media Limited for the Financial Year 2022-23, 2023-24 and 2024-25.

b) Approval of remuneration payable by Next Radio Limited to its Chief Executive Officer for the Financial Year 2022-23, 2023-24 and 2024-25, being a Material Related Party Transaction.

The Company was not the party to the above transactions.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Act, your Directors state that:

- (i) in the preparation of the annual accounts for the financial year ended on March 31, 2022, the applicable Accounting Standards have been followed and there are no material departures;
- (ii) such accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2022; and of the loss of the Company for the year ended on March 31, 2022;
- (iii) proper and sufficient care have been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the annual accounts have been prepared on a going concern basis;
- (v) proper internal financial controls were in place and that such internal financial controls were adequate and operating effectively; and
- (vi) systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DISCLOSURES UNDER THE ACT

Borrowing and Debt Servicing: During the year under review, your Company has met all its obligations towards repayment of principal and interest on loans availed.

Particulars of loans given, investments made, guarantees /securities given: Details of investments made and loans/guarantees/securities given, as applicable, are given in note no. 28 to the Annual Standalone Financial Statements.

Board Meetings: Yearly calendar of Board meetings is prepared and circulated in advance to the Directors. During the financial

year ended on March 31, 2022, the Board met six times on June 09, 2021, June 16, 2021, July 29, 2021, October 26, 2021, January 25, 2022 and March 11, 2022. For further details of these meetings, Members may please refer 'Report on Corporate Governance' which forms part of the Annual Report.

Committees of the Board: At present, four standing committees of the Board of Directors are in place viz. Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee and Banking & Finance Committee. During the year under review, recommendations of the aforesaid Committees were accepted by the Board. For further details of the Committees of the Board, Members may please refer 'Report on Corporate Governance' which forms part of the Annual Report.

Remuneration Policy: Remuneration Policy of the Company on appointment and remuneration of Directors, KMPs & Senior Management, as prescribed under Section 178(3) of the Act and SEBI Listing Regulations, is available on the Company's website at <http://nextmediaworks.com/NMW-Revised-Remuneration-Policy-Final.pdf>. The Remuneration Policy includes, inter-alia, the criteria for appointment of Directors, KMPs, Senior Management Personnel and other covered employees, their remuneration structure and disclosure(s) in relation thereto. Further, there was no change in the Remuneration Policy during the year under review.

Vigil Mechanism: The Vigil Mechanism, as envisaged in the Act & rules made thereunder, and SEBI Listing Regulations, is addressed in the Company's "Whistle Blower Policy". In terms of the Policy, Directors/ employees/ stakeholders of the Company may report concerns about unethical behavior, actual or suspected fraud or any violation of the Company's Code of Conduct and any incident of leak or suspected leak of Unpublished Price Sensitive Information (UPSI). The Policy provides for adequate safeguards against victimization of the Whistle Blower. The said policy is available on the Company's website at <http://nextmediaworks.com/NMW-WB-Policy.pdf>.

Particulars of employees and related disclosures: In accordance with the provisions of Section 197(12) of the Act, read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, details of employee's remuneration forms part of this Report. Having regard to the provisions of the second proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the Members of the Company. Any member interested in obtaining such information may address their email to investor.communication@radioone.in

Disclosures 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 herewith as **"Annexure - C"**

Annual Return: In terms of Section 92(3) read with Section 134(3(a) of the Act, the Annual Return (Form MGT-7) for FY-22, are available on the website of the Company at <http://www.nextmediaworks.com/financials.php>

Conservation of energy, technology absorption and foreign exchange earnings & outgo: Nil

CORPORATE GOVERNANCE

The report on Corporate Governance in terms of SEBI Listing Regulations, forms part of the Annual Report. The certificate issued by RMG confirming the compliance of conditions of corporate governance, is annexed herewith as **"Annexure - D"**.

SECRETARIAL STANDARDS

During the year under review, applicable provisions of Secretarial Standards i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively have been followed by the Company. Further, the Company has in place proper systems to ensure compliance with the provisions of the applicable secretarial standards issued by The Institute of Company Secretaries of India and such systems are adequate and operating effectively.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has zero tolerance towards sexual harassment at the workplace. The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder.

The Company has complied with the provisions relating to the constitution of the Internal Complaints Committee as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Internal Committee ("IC") is in place for all works and offices of the Company to redress complaints received regarding sexual harassment. The Company's policy in this regard, is

available on the employee's intranet. The Company conducts regular classroom training sessions for employees and members of IC and has also rolled-out an online module for employees to increase awareness. No instance or complaint was reported to IC during the year under review.

INTERNAL FINANCIAL CONTROL

Your Company has in place, adequate internal financial controls with reference to the financial statements, which helps in periodically reviewing the effectiveness of controls laid down across all critical processes. The Company has also in place Internal control system which is supplemented by an extensive program of internal audits and their review by the management. The in-house internal audit function, supported by professional external audit firms, conduct comprehensive risk focused audits and evaluates the effectiveness of the internal control structure across locations and functions on a regular basis. The Company has instituted an online compliance management tool with a centralized repository to cater to its statutory compliance requirements

GENERAL

Your Directors state that during the year under review, no disclosure is required in respect of following matters, as there were no transactions/events in relation thereto:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.

There was no change in the share capital of the Company during the year under review.

During the year under review, the provisions relating to Corporate Social Responsibility (CSR), enshrined under Section 135 of the Act, were not applicable on the Company.

The Company does not have any Employee Stock Option Scheme.

The Company has not transferred any amount to the General Reserve.

No significant or material order was passed by any Regulator, Court or Tribunal, which impact the 'going concern' status and Company's operations in future.

During the year under review, there has been no change in the nature of business of the Company.

The Company is not required to maintain cost records as per Section 148(1) of the Act.

There were no proceedings initiated/ pending against your Company under the Insolvency and Bankruptcy Code, 2016.

There was no instance of onetime settlement with any Bank or Financial Institution.

ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation for the co-operation and support extended by Ministry of Information & Broadcasting and all listeners, advertisers, stakeholders, including various government authorities, shareholders, investors, banks, etc. Our resilience to meet challenges was made possible by their hard work, solidarity, co-operation and support.

The Directors regret the loss of lives due to COVID-19 pandemic and are deeply grateful and have immense respect for every person who risked his life and safety to fight this pandemic.

Your Directors also place on record their deep appreciation of the committed services of the executives and employees of the Company.

For and on behalf of the Board

Date: 24th May, 2022

Place: New Delhi

(Praveen Someshwar)

Chairman

DIN: 01802656

Annexure - A to the Board's Report

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT

For the Financial Year ended on March 31, 2022

[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

Next Mediaworks Limited

CIN: L22100MH1981PLC024052

Unit 701 A, 7th Floor, Tower 2, Indiabulls Finance Centre

Senapati Bapat Marg, Elphinstone Road

Mumbai – 400013

We have conducted the secretarial audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Next Mediaworks Limited (hereinafter referred to as the 'Company'), having its Registered Office situated at Unit 701 A, 7th Floor, Tower-2, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400013. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information/explanation provided by the Company, its officers, agents and authorized 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, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records as maintained by the Company for the financial year ended on March 31, 2022 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 with regard to dematerialisation/re-materialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company;
- IV. Foreign Exchange Management Act, 1999 and rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment and External Commercial Borrowings **[Not Applicable as the Company has not entered into any FDI transaction or Overseas Direct Investment and External Commercial Borrowings during the period under review]**;
- 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 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
 - (b) 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 as the Company has not issued any further share capital during the period under review]**;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2015;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **[Not applicable as the Company has not issued any non-convertible securities during the period under review]**;

- (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 to the extent of securities issued **[Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent]**;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **[Not applicable as the Company has not delisted/proposed to delist its equity shares from any Stock Exchange during the period under review]**;
- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **[Not applicable as the Company has not bought back/proposed to buy-back any of its securities during the period under review]**.
3. General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 and 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs and Circular Nos. SEBI/HO/CFD /CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2 /CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India to hold Extra-Ordinary General Meetings/ Annual General Meetings through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).
4. Notification No. G.S.R 186 (E) dated March 19, 2020 read with G.S.R 806 (E) dated December 30, 2020 and the Companies (Meetings of Board and its Powers) Amendment Rules, 2021 issued by the Ministry of Corporate Affairs to conduct the Meetings of the Board or its Committees through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

As informed by the management, no industry specific law is applicable to the Company during the reporting period since the Company is not having any business.

For the compliances of Environmental Laws, Labour Laws & other General Laws, our examination and reporting is based on the documents, records and files as produced and shown to us and the information and explanations as provided to us, by the officers and management of the Company and to the best of our judgment and understanding of the applicability of the different enactments upon the Company, in our opinion there are systems and processes exist in the Company to monitor and ensure compliance with applicable Environmental Laws, Labour Laws & other General Laws. However, strengthening w.r.t timelines can also be done.

The compliance by the Company of applicable Financial Laws, like Direct and Indirect Tax Laws, have not been reviewed in this audit since the same have been subject to review by the statutory auditor and other designated professionals.

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

1. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India. However, stricter applicability of Secretarial Standards is advised to the company;
2. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR), 2015"];

During the period under review, the Company had predominantly complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Circulars, Notifications etc. mentioned above.

We further report that

- The Board of Directors of the Company is constituted with proper balance of Non-Executive Directors, Independent Directors and Woman Director during the period under review. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the applicable provisions of the Act and SEBI (LODR), 2015.
- Adequate notice(s) were given to all Directors to schedule the Board/Committee Meetings, agenda and detailed notes on agenda were generally sent in accordance with the applicable laws, as mentioned here above 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 the decision of the Board/its Committees were taken adequately with requisite majority.
- As per the records, the Company has predominantly filed all the forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies and other authorities.

We further report that on review of the compliance mechanism established by the Company, we are of the

opinion that the management has 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 Company has following specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above:

1. Mr. Ajay Relan (DIN: 00002632), Independent Director of the Company on October 01, 2021, ceased from the directorship of the Company and its material Subsidiary namely Next Radio Limited due his sudden demise.
2. Mr. Lloyd Mathias (DIN: 02879668) has been appointed as an Additional Director (Independent) of the Company w.e.f. December 28, 2021 and its material Subsidiary namely Next Radio Limited.
3. Ms. Diksha Singh tendered her resignation from Company Secretary and Compliance Officer (KMP) of the Company with effect from closing of business hours of January 03, 2022.
4. Mr. Harshit Gupta has been appointed as Company Secretary and Compliance Officer (KMP) of the Company w.e.f. March 11, 2022.
5. The Board of Directors of the Company in its meeting held on March 11, 2022 took note of the resignation tendered by Mr. Ramesh Menon from the office of Chief Executive Officer (KMP) of the Company with effect from April 13, 2022.
6. The Board of Directors of the Company in its meeting held on March 11, 2022 appointed Mr. Ajit Dheer as Chief Executive Officer (KMP) of the Company w.e.f. April 14, 2022.
7. Mr. Samudra Bhattacharya (DIN: 02797819) was appointed as Non-Executive Director, eligible to retire by rotation, in the Annual General Meeting held on September 23, 2021.
8. Pursuant to directions of the Hon'ble National Company Law Tribunal, New Delhi Bench, vide its order dated February 03, 2022 read with order dated December 22, 2021, the meetings of the Equity Shareholders of HT Mobile Solutions Limited (HTMSL), Digicontent Limited (DCL) & HT Media Limited (HTML), were convened on March 25, 2022, March 29, 2022 and March 29, 2022 respectively and the meetings of secured and unsecured creditors of HTML were convened on March 28, 2022, for their approval to the Scheme of amalgamation among them. Further, Pursuant to directions of the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated December 03, 2021, the meeting of the Equity Shareholders of Next Mediaworks Limited (NMWL) was convened on February 24, 2022, for their approval to the Scheme.

In their respective meetings, the Equity Shareholders, Secured and Unsecured creditors of HTML, and Equity Shareholders of HTMSL have accorded their approval to the Scheme with the requisite majority as prescribed under the applicable provisions of Companies Act, 2013 and SEBI regulations read with SEBI circular no. CFD/DIL3/CIR/2017/21 ("SEBI Circular") dated March 10, 2017 as amended from time to time. However, the Scheme was not approved by the requisite majority of Equity Shareholders (public shareholders only) of NMWL and DCL at their respective meetings, as per the requirements of the SEBI Circular.

For RMG & Associates

Company Secretaries

Firm Registration No. P2001DE016100

Peer Review No.: 734/2020

CS Manish Gupta

Partner

FCS: 5123; C.P. No.: 4095

Date: 24/05/2022

Place: New Delhi

UDIN: F005123D000379301

Note: This report is to be read with 'Annexure' attached herewith and forms an integral part of this report.

Annexure to the Secretarial Audit Report of Next Mediaworks Limited

To,

The Members

Next Mediaworks Limited

CIN: L22100MH1981PLC024052

Unit 701 A, 7th Floor, Tower 2, Indiabulls Finance Centre

Senapati Bapat Marg, Elphinstone Road

Mumbai – 400013

Our Secretarial Audit Report of even date, for the financial year ended March 31, 2022 is to be read along with this letter:

1. It is the responsibility of management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operating effectively.
2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances as produced before us.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. 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 affairs of the Company.
6. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
7. We have conducted verification & examination of records, as facilitated by the Company, for the purpose of issuing this Report.

**For RMG & Associates
Company Secretaries
Firm Registration No. P2001DE016100
Peer Review No.: 734/2020**

**Date: 24/05/2022
Place: New Delhi
UDIN: F005123D000379301**

**CS Manish Gupta
Partner
FCS: 5123; C.P. No.: 4095**

Annexure - B to the Board's Report

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT

for the Financial Year ended on March 31, 2022

[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
Next Radio Limited
CIN: U32201MH1999PLC122233
Unit 701A, 7th Floor, Tower 2, Indiabulls Finance Centre,
Senapati Bapat Marg, Elphinstone Road,
Mumbai – 400013

We have conducted the secretarial audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Next Radio Limited (hereinafter referred to as the 'Company' or 'NRL'), having its Registered Office situated at Unit 701A, 7th Floor, Tower-2, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400013. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification, of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized 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 March 31, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records as maintained by the Company for the financial year ended on March 31, 2022 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; (Not applicable as the

Company has not listed any of its securities on any Stock Exchange);

- III. The Depositories Act, 1996 and the regulations and Bye-laws framed thereunder by the Depositories with regard to de-materialisation/re-materialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, however, no FDI inflow observed during the year. Further, there was no transaction of Overseas Direct Investment and External Commercial Borrowings which was required to be reviewed during the period under audit;
- V. The Company being an unlisted Company was not required to comply with any of the regulation and/or guidelines as prescribed by the Securities and Exchange Board of India in this regard under the Securities and Exchange Board of India Act, 1992, except the following:
 - The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulation 1993, regarding the Act and dealing with client to the extent of De-materialisation of Securities by the Company.
- VI. As informed by the management and verified by us, following are the other applicable laws as applicable to the Company:
 - (a) Telecom Regulatory Authority of India Act, 1997;
 - (b) Indian Telegraphy Act, 1885 and;
 - (c) Indian Wireless Telegraphy Act, 1933;

For the compliances of applicable Environmental Laws, Labour Laws & other General Laws, our examination and reporting is based on the documents, records and

files as produced and shown to us and the information and explanations as provided to us, by the officers and management of the Company and to the best of our judgment and understanding of the applicability of the different enactments upon the Company, in our opinion there are systems and processes exist in the Company to monitor and ensure compliance with applicable Environmental Laws, Labour Laws & other General Laws, rules, regulations and guidelines as the Company has developed comprehensive legal compliance scheduling and management software by which specific compliance tasks were assigned to specified officials. The software enables in planning and monitoring all compliance activities across the Company.

The compliance by the Company of applicable financial laws, like direct and indirect tax laws, have not been reviewed in this audit since the same have been subject to review by the statutory auditor and other designated professionals.

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

1. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India. However, the stricter applicability of the Secretarial Standards is to be observed by the Company.
2. General Circular Nos.14/2020, 17/2020, 20/2020 and 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 respectively, issued by the Ministry of Corporate Affairs and to hold Extra-Ordinary General Meetings/ Annual General Meetings through Video Conferencing (VC) or other audio-visual means (OAVM).
3. Notification No. G.S.R 186 (E) dated March 19, 2020 read with Notification No. G.S.R 395 (E) dated December 30, 2020 and the Companies (Meetings of Board and its Powers) Amendment Rules, 2021 issued by the Ministry of Corporate Affairs, to conduct the Meetings of the Board or its committees through Video Conferencing (VC) or other audio-visual means (OAVM).

During the period under review, the Company had predominantly complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Circulars, Notifications etc. mentioned above.

We Further Report that

- the Board of Directors of the Company is constituted with proper balance of Executive Director(s), Non-Executive Director(s), Independent Director(s) during the period under review. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the applicable provisions of the Act;
- adequate notice(s) were given to all Directors to schedule the Board/Committee Meetings, agenda and detailed notes on agenda were sent in accordance with the applicable laws, as mentioned here above 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 the decision of the Board/its Committees were taken adequately with the requisite majority;
- the Company filed all the forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies and other authorities, and all the formalities relating to the same are in predominantly compliance with the Act; and

We further report that during the audit period, the Company has following specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above:

- (i) The Board of Directors in its meeting held on March 31, 2021, have considered and approved a draft Scheme of Amalgamation under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Act and rules made thereunder ('Scheme'), in terms whereof, between Syngience Broadcast Ahmedabad Limited (SBAL), a Wholly-owned Subsidiary will be merged into the Company. The Scheme has been filed with Hon'ble National Company Law Tribunal, Mumbai Bench on June 7, 2021. The Hon'ble NCLT, Mumbai Bench passed an order dated October 28, 2021 for dispensation of meeting of equity shareholders & creditors of Next Radio Limited and Syngience Broadcast Ahmedabad Limited (SBAL). Thereafter, Company has filed final application to Hon'ble NCLT, Mumbai Bench on December 22, 2021 for approval of the Scheme and the matter is pending before the Hon'ble NCLT, Mumbai Bench.

- (ii) Mr. Ajay Kumar Relan (DIN: 00002632), Independent Director of the Company, ceased from the directorship of the Company, from October 01, 2021, due to his demise.
- (iii) Mr. Lloyd Mathias (DIN: 02879668) has been appointed as an Additional Director (Independent) of the Company w.e.f. December 28, 2021.
- (iv) The Board of Directors of the Company in its meeting held on March 11, 2022 took note of the resignation tendered by Mr. Ramesh Menon from the office of Chief Executive Officer (KMP) of the Company with effect from April 13, 2022.
- (v) The Board of Directors of the Company in its meeting held on March 11, 2022 appointed Mr. Ajit Dheer as Chief Executive Officer (KMP) of the company w.e.f. April 14, 2022.
- (vi) Mr. Samudra Bhattacharya (DIN: 02797819) was appointed as Non-Executive Director, in the Annual General Meeting held on September 23, 2021.
- (vii) Mr. Udit Jain tendered his resignation from the post of the Company Secretary (KMP) of the Company with effect from April 12, 2022.

For RMG & Associates
Company Secretaries
Firm Registration No. P2001DE016100
Peer Review No.: 734/2020

Date: 24/05/2022
Place: New Delhi
UDIN: F005123D000379332

CS Manish Gupta
Partner
FCS: 5123; C.P. No.: 4095

This report is to be read with 'Annexure' attached herewith and forms an integral part of this report.

Annexure to the Secretarial Audit Report of Next Radio Limited

To,
The Members
Next Radio Limited
CIN: U32201MH1999PLC122233
Unit 701A, 7th Floor, Tower 2, Indiabulls Finance Centre,
Senapati Bapat Marg, Elphinstone Road,
Mumbai – 400013

Our Secretarial Audit Report of even date, for the financial year ended March 31, 2022 is to be read along with this letter:

1. It is the responsibility of management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operating effectively.
2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. 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 affairs of the Company.
6. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
7. We have conducted verification & examination of records, as facilitated by the Company, for the purpose of issuing this Report.

For RMG & Associates
Company Secretaries
Firm Registration No. P2001DE016100
Peer Review No.: 734/2020

Date: 24/05/2022
Place: New Delhi
UDIN: F005123D000379332

CS Manish Gupta
Partner
FCS: 5123; C.P. No.: 4095

Annexure - C to the Board's Report

Details pertaining to remuneration as required 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

- (i) The ratio of remuneration of each Director to the median remuneration of the employees and percentage increase in remuneration of each Director and KMP viz. Chief Executive Officer, Chief Financial Officer and Company Secretary during the financial year ended on March 31, 2022, is as under –

Name of Director and KMP	Designation	Remuneration for FY-22 (Rs. /Lacs)	% increase in remuneration in FY-22	Ratio of remuneration of each Director to median remuneration of employees in FY-22 [Ⓐ]
Mr. Sameer Singh	Independent Director	8.50	No change	0.61
Ms. Suchitra Rajendra	Independent Director	9.50	No change	0.68
Mr. Lloyd Mathias	Independent Director	2.50	Not Comparable [^]	0.18
Mr. Ajay Relan [#]	Independent Director	5.00	Not Comparable [^]	0.36
Ms. Diksha Singh [*]	Company Secretary	12.36	Not Comparable [^]	Not Applicable
Mr. Harshit Gupta [*]	Company Secretary	2.79	Not Comparable [^]	Not Applicable

[Ⓐ]Mean remuneration of employees during FY-22 was Rs 13.94 Lac. (Median could not be calculated as there were only 2 employees as on March 31, 2022)

^{*} Ms. Diksha Singh resigned from the position of Company Secretary & Compliance Officer w.e.f. January 03, 2022. Further on the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Harshit Gupta as a Company Secretary and Compliance Officer of the Company w.e.f. March 11, 2022

[#]Shri Ajay Relan ceased to be the Director w.e.f., October 1, 2021 due to his sudden demise.

[^] remuneration not comparable owing to appointment/cessation during FY-22

Note 1: Perquisites have been valued as per the Income Tax Act, 1961.

Note2: Mr. Ramesh Menon and Mr. Anup Sharma were appointed as CEO and CFO, respectively, of the Company and NRL. However, they drew remuneration from NRL during FY-22.

Note 3: Save and except the above, no remuneration was paid during FY-22 to Directors and KMP

- (i) There was a decrease of 22.55% in the mean remuneration of employees of the Company in FY-22 (For the purpose, employees present in both FY were considered).
- (ii) As on March 31, 2022, there were 02 permanent employees on the rolls of the Company.
- (iii) During FY-22, there was no change in the remuneration of employees. Further, no managerial remuneration was paid by the Company during the year.
- (iv) It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.

For and on behalf of the Board

(Praveen Someshwar)

Chairperson

DIN: 01802656

Place: New Delhi
Date: May 24, 2022

Annexure - D to the Board's Report

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 34(3) read with Schedule V Para E of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members
Next Mediaworks Limited
(CIN: L22100MH1981PLC024052)
Unit 701A, 7th Floor, Tower 2
Indiabulls Finance Centre, Senapati Bapat Marg
Elphinstone Road, Mumbai, Maharashtra - 400013

We have examined the compliance of conditions of Corporate Governance by **Next Mediaworks Limited** (hereinafter referred to as the 'Company'), having its Registered Office situated at Unit 701A, 7th Floor, Tower 2, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai, Maharashtra - 400013, for the year ended on March 31, 2022, as stipulated in the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as "**SEBI (LODR), 2015**").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI (LODR), 2015.

However, Mr. Ajay Kumar Relan (DIN: 00002632), being an Independent Director and Chairman of the Audit Committee and Nomination & Remuneration Committee of the Company wasn't able to attend the 40th AGM of the Company held on dated September 23, 2021, due to sudden medical exigency.

We further state that 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.

For RMG & Associates
Company Secretaries
Firm Registration No. P2001DE016100
Peer Review No. : 734/2020

Date: 24/05/2022
Place: New Delhi
UDIN: F005123D000379288

CS Manish Gupta
Partner
FCS: 5123; C.P. No.: 4095

Report on Corporate Governance

Company's Corporate Governance Philosophy

In your Company, Corporate Governance embraces the tenets of trusteeship, accountability and transparency. Adherence to each of these principles has set a culture in the Company, wherein good Corporate Governance underlines interface with all stakeholders. In addition to compliance with regulatory requirements, the Company endeavours to ensure that highest standards of ethical and responsible conduct are met across the organization. With this belief, the Company has implemented various measures for balanced care for all stakeholders.

A report on Corporate Governance in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), is outlined below.

BOARD OF DIRECTORS

Composition of the Board

As on March 31, 2022, the Board comprised of six Non- Executive Directors. The Chairman of the Board is Non-executive Director. The Company also has one Woman Director (Independent) on the Board. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 and 152 of the Companies Act, 2013 ("the Act")

The Board periodically reviews its composition to ensure compliance with regulatory requirements.

The detailed composition of the Board of Directors as on March 31, 2022 is as follows:

Name of Director	Date of appointment	Relationship between Directors, inter-se	Director Identification Number (DIN)
Independent Directors			
Mr. Lloyd Mathais**	December 28, 2021	None	02879668
Mr. Sameer Singh	January 13, 2020	None	08138465
Ms. Suchitra Rajendra	April 18, 2019	None	07962214
Non-Executive Non-Independent Directors			
Mr. Praveen Someshwar (Chairman)	April 18, 2019	None	01802656
Mr. Dinesh Mittal***	April 18, 2019	None	00105769
Mr. Samudra Bhattacharya	December 30, 2020	None	02797819

**Mr. Lloyd Mathais has been appointed as an Additional Director (Independent) by the Board w.e.f., December 28, 2021 to hold office for a period up to November 30, 2026 subject to approval of members at the ensuing AGM.

*** Mr Dinesh Mittal, Non-executive Director resigned from the Directorship of the Company w.e.f. closing of business hours of May 31, 2022 and Mr. Sandeep Rao (DIN: 08711910), was appointed as Non-Executive Non-Independent Director w.e.f. June 1, 2022.

Note: Mr. Ajay Relan ceased to be the Director w.e.f., October 01, 2021 due to his sudden demise.

The Non-executive Directors do not hold any shares in the Company, except Mr. Dinesh Mittal, who holds 5 (five) equity shares of the Company.

Further, none of the Directors on the Board have been debarred or disqualified from being appointed or continuing as Director of a company by SEBI/ Ministry of Corporate Affairs or any other statutory authority. The certificate of RMG & Associates, Company Secretaries, certifying the same, is appearing in this report as "Annexure - I".

The Directors hold qualifications, and possess requisite skills, expertise, competence and experience in general corporate management, finance, legal, banking, economics and other allied fields, which enable them to contribute effectively to the Company. Brief profile of each of the Directors is available on the Company's website at <http://nextmediaworks.com/board-of-directors.php>.

Matrix setting out the core skills/ expertise/ competence of the Board

The matrix setting out the skills/expertise/competence of individual Directors is given below:

Area of skill/ expertise/ competence	Board of Directors as on March 31, 2022					
	Mr. Lloyd Mathias	Mr. Sameer Singh	Ms. Suchitra Rajendra	Mr. Praveen Someshwar	Mr. Dinesh Mittal	Mr. Samudra Bhattacharya
Part A - Industry knowledge/ experience						
Knowledge of Media & Entertainment Industry	√	√	√	√	√	√
Understanding of laws, rules, regulations and policies applicable to Media & Entertainment Industry	√	√	√	√	√	√
Part B - Technical skills/experience						
General management	√	√	√	√	√	√
Accounting and finance	√	√	-	√	√	√
Strategic planning/ business development	√	√	√	√	√	√
Information technology	√	√	√	√	√	√
Talent management	√	√	√	√	√	√
Part C - Behavioural Competencies						
Integrity and ethical standards	√	√	√	√	√	√
Decision making	√	√	√	√	√	√
Problem solving skills	√	√	√	√	√	√

Directors' attendance and Directorships held

Due to outbreak of the pandemic and consequent relaxations granted by the Ministry of Corporate Affairs, all the meetings of Board of Directors were held via video-conferencing, during the financial year ended on March 31, 2022.

During the financial year ended on March 31, 2022, Six Board meetings were held, details whereof are as follows:

Date of Board Meeting	Board Strength	Number of Directors present	Number of Independent Directors present
June 09, 2021	6	6	3 out of 3
June 16, 2021	6	6	3 out of 3
July 29, 2021	6	6	3 out of 3
October 26, 2021	5	5	2 out of 2
January 25, 2022	6	6	3 out of 3
March 11, 2022	6	6	3 out of 3

Attendance records of the Directors at the Board meetings held during FY-22, and details of other Directorships/ Committee positions held by them as on March 31, 2022 in Indian public limited companies, are as follows:

Name of Director	No. of Board meetings attended during FY-22	No. of other directorship held	Committee positions held in other companies^		Directorships held in other listed companies and category of directorships
			Chairperson	Member	
Mr. Lloyd Mathias*	2	3	-	2	i. Digicontent Limited (Independent Director)
Mr. Sameer Singh	6	2	1	2	i. Hindustan Media Ventures Limited (Additional Director) (Independent)
Ms. Suchitra Rajendra	6	2	1	3	i. Digicontent Limited (Independent Director)
Mr. Praveen Someshwar	6	8	-	7	i. Hindustan Media Ventures Limited (Managing Director) ii. HT Media Limited (Managing Director & CEO) iii. Digicontent Limited (Non-executive Director)
Mr. Dinesh Mittal	6	5	-	1	i. Digicontent Limited (Non-executive Director)
Mr. Samudra Bhattacharya	6	1	-	-	

*appointed as Additional and Independent Director w.e.f. December 28, 2021

^Only Audit Committee and Stakeholders' Relationship Committee of public limited companies have been considered

The number of Directorships, Committee Membership(s)/ Chairpersonship(s) of all Directors are within the respective limits prescribed under the Companies Act, 2013 (the "Act") and SEBI Listing Regulations.

All the Directors except Mr. Ajay Relan, attended the last Annual General Meeting of Members of the Company held on Thursday, September 23, 2021 via video-conferencing.

Board Procedure

Detailed agenda notes, setting out the business(es) to be transacted at Board/Committee meeting(s) are supplied in advance, and decisions are taken after due deliberations. In case where it is not practicable to forward the relevant document(s) with the agenda papers, the same are circulated before the meeting or placed at the meeting. Also, document(s) containing Unpublished Price Sensitive Information (UPS) are circulated to the Board and Committee Members, at a shorter notice, as per the general consent granted by the Board. The Directors are provided with video-conferencing facility to enable them to join Board/Committee meeting(s).

Quality debates and participation by all Directors and Invitees are encouraged at Board/Committee meetings. The Board engages with the management during business reviews, and provides constructive suggestions and guidance on various issues, including strategy, as required from time to time.

In order to meet business exigencies, matters which required Board/Committee approval, were approved by way of resolution(s) passed by circulation, which is permissible by law to be passed as such.

The Board gives due attention to governance and compliance related issues, including the efficacy of systems of internal financial controls, risk management, avoidance of conflict of interest, and redressal of employee/ stakeholder grievances, among others.

In line with Para 4 of Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015, it is the endeavour of the Company that the gap between the recommendation of financials/ accounts by Audit Committee and approval at the Board meeting is as narrow as possible.

The information provided to the Board from time to time, inter-alia, include the item(s) mentioned under Regulation 17(7) read with Schedule II of SEBI Listing Regulations.

REMUNERATION PAID TO DIRECTORS

During the financial year ended on March 31, 2022, the Independent Directors were paid sitting fee @ Rs. 1,00,000 and Rs. 50,000 per Board and Committee meetings, respectively. The details of sitting fee paid to the Directors during FY-22, are as under:

Name of Director	Sitting fee paid (Rs. In Lac)
Mr. Ajay Relan*	5.0
Mr. Lloyd Mathais**	2.5
Mr. Sameer Singh	8.5
Ms. Suchitra Rajendra	9.5

*Mr. Ajay Relan ceased to be the Director w.e.f., October 01, 2021 due to his sudden demise.

**Mr. Lloyd Mathias was appointed as an Additional and Independent Director of the company w.e.f., December 28, 2021.

The criteria of making payment to Non-Executive Director(s) forms part of the Remuneration Policy of the Company. Remuneration Policy is posted on Company's website at [NMW-Revised-Remuneration-Policy-Final.pdf](http://nextmediaworks.com/NMW-Revised-Remuneration-Policy-Final.pdf) (nextmediaworks.com)

No commission was paid to the Directors during FY-22.

During the year under review, none of the Directors were paid remuneration, except as stated above.

During the year under review, none of the Non-executive Director had any material pecuniary relationship or transactions vis-a-vis the Company, other than payment of sitting fee as mentioned above.

BOARD COMMITTEES

As at year end, following four standing committees of the Board of Directors were in place, which were delegated requisite powers to discharge their functions.

These committees are as follows –

- Audit Committee
- Stakeholders' Relationship Committee
- Nomination & Remuneration Committee
- Banking & Finance Committee

The role and composition of these committees, particulars of meetings held during the financial year ended on March 31, 2022 and attendance of Directors thereat, are given hereunder.

(a) Audit Committee

Audit Committee of the Board of Directors comprises four members, including three Independent Directors. The Audit Committee acts as the link between the Statutory Auditors & Internal Auditor and Board of Directors of the Company.

The terms of reference of the Audit Committee are in accordance with the Act, and SEBI Listing Regulations which include, inter-alia, oversight of Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible; recommending the appointment, re-appointment, remuneration and terms of appointment of auditors and approval of payment for other services rendered by statutory auditor; reviewing with the management quarterly results and annual financial statements before submission to the Board for approval; approval or subsequent modification of transactions with related parties; review and monitor the auditor's independence and performance and effectiveness of audit process; scrutiny of inter corporate loans and investments; valuation of undertakings or assets of the Company, whenever it is necessary; evaluation of internal financial controls and risk management system; reviewing with the management, performance of statutory and internal auditors and adequacy of the internal control systems; and reviewing the functioning of the whistle blower mechanism.

During the financial year ended on March 31, 2022, five meetings of the Audit Committee were held. The composition of Audit Committee, dates on which the meetings were held and attendance of Directors at the said meetings, are as follows:

Name of the Directors	Category	Attendance at the meetings held on				
		June 09, 2021	June 16, 2021	July 29, 2021	October 26, 2021	January 25, 2022
Mr. Ajay Relan* (Chairman)	Independent Director	√	√	√	-	-
Mr. Sameer Singh [‡] (Chairman)	Independent Director	√	√	√	√	√
Mr. Lloyd Mathias [#]	Independent Director	-	-	-	-	√
Ms. Suchitra Rajendra	Independent Director	√	√	√	√	√
Mr. Praveen Someshwar	Non-executive Director	√	√	√	√	√

*Mr. Ajay Relan ceased to be the chairman of the Committee w.e.f., October 01, 2021.

[‡]Mr. Sameer Singh was appointed as the chairman of the Committee w.e.f., December 28, 2021.

[#]Mr. Lloyd Mathias was appointed as a member of the Committee w.e.f., December 28, 2021.

Due to the pandemic, all Audit Committee meetings were held via Video-conferencing during FY-22.

Chairman of Audit Committee is a Non-executive Independent Director who has accounting and related financial management expertise.

All the members of Audit Committee are financially literate. The Audit Committee satisfies the criteria of two-third of its members being Independent Directors.

Chief Executive Officer, Chief Financial Officer and Internal Auditor also attended the meetings of Audit Committee. Representatives of Statutory Auditor are permanent invitees to the meetings of Audit Committee.

Company Secretary acts as Secretary to the Committee.

Pursuant to Regulation 23 of SEBI Listing Regulations, members of the audit committee, who are Independent Directors, approves related party transactions of the Company.

(b) Stakeholders' Relationship Committee (SRC)

SRC of the Board of Directors comprises three Directors including one Independent Director. Chairman of the Committee is a Non - Executive Director.

The terms of reference of SRC are in accordance with the Act and SEBI Listing Regulations as amended from time to time. The role of SRC includes, inter-alia, resolving grievances of the security holders of the Company 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; review of measures taken for effective exercise of voting rights by shareholders; review of adherence to the service standards adopted by the Company in respect of various services rendered by the Registrar & Share Transfer Agent; and review of the various measures and initiatives taken by the Company 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 discharges such other function(s) as may be delegated by the Board from time to time.

During the financial year ended on March 31, 2022, one meeting of SRC was held. The composition of SRC, date on which meeting was held and details of attendance of Directors at the said meeting are enumerated in the below table:

Name of Director	Category	Attendance at the meeting held on February 16, 2022
Mr. Praveen Someshwar (Chairman)	Non-executive Director	√
Ms. Suchitra Rajendra	Independent Director	√
Mr. Dinesh Mittal*	Non-executive Director	√

* Mr Dinesh Mittal, Non-executive Director ceased to be the member of the Committee w.e.f. closing of business hours of May 31, 2022 due to his resignation from the Directorship of the Company and Mr. Sandeep Rao (DIN: 08711910), was appointed as member of the Committee w.e.f. June 1, 2022.

Company Secretary is the Compliance Officer of the Company.

Mr. Harshit Gupta, had been appointed as Company Secretary and Compliance Officer of the Company w.e.f. March 11, 2022

The status of investor complaint(s) during the financial year ended on March 31, 2022, is as follows:

Opening balance	Received	Resolved	Closing balance
		Nil	

The status of investor complaints is reported to the Board of Directors from time of time.

(c) Nomination & Remuneration Committee (NRC)

NRC comprises three Non-executive Directors. Chairman of NRC is an Independent Director.

The terms of reference of NRC are in accordance with the requirements of the Act and SEBI Listing Regulations, which, inter- alia, include 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 their appointment and removal; carry out evaluation of every Director's performance; formulate the criteria for determining qualifications, positive attributes and independence of a director; and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees; and recommend to the Board, all remuneration, in whatever form, payable to senior management.

The Board of Directors have adopted the Remuneration Policy for Directors, Senior Management Personnel including Key Managerial Personnel and other employees. The Remuneration Policy has been framed to attract, motivate and retain talent by offering an appropriate remuneration package, and also by way of providing a congenial & healthy work environment. The criteria of making payment to Non-Executive Director(s) forms part of the Remuneration Policy of the Company. This Policy is hosted on Company's website at <http://nextmediaworks.com/NMW-Revised-Remuneration-Policy-Final.pdf>.

During the period under review the performance of every Director including Chairperson, Independent Directors and Board as a whole was evaluated by the Nomination and Remuneration Committee and Board. The performance evaluation of the Committees was also undertaken after considering inputs from Committee Members.

The process followed for evaluation of performance of the Board, its Committees, individual Directors (including Independent Directors) and the Chairperson for the financial year ended on March 31, 2022 alongwith criteria for the same, is outlined in the Board's Report.

During the financial year ended on March 31, 2022, one meeting of NRC was held. The composition of NRC, date on which meeting was held and details of attendance of Directors at the said meeting are enumerated in the below table:

Name of Director	Category	Attendance at the meeting held on June 16, 2021
Mr. Ajay Relan* (Chairman)	Independent Director	√
Ms. Suchitra Rajendra (Chairperson)	Independent Director	√
Mr. Sameer Singh#	Independent Director	-

Name of Director	Category	Attendance at the meeting held on June 16, 2021
Mr. Praveen Someshwar	Non-executive Director	√

*Mr. Ajay Relan ceased to be the chairman of the Committee w.e.f., October 01, 2021.

@Ms. Suchitra Rajendra was appointed as the chairperson of the Committee w.e.f., December 28, 2021.

*Mr. Sameer Singh was appointed as a member of the Committee w.e.f., October 26, 2021.

(d) Banking & Finance Committee (BFC)

BFC of Directors has been entrusted with functions/ powers relating to Banking and Finance matters.

During the financial year ended on March 31, 2022, no meeting was held of the Committee. The composition of BFC, is as follows:

Name of Director	Category
Mr. Praveen Someshwar (Chairman)	Non-executive Director
Mr. Sameer Singh [#]	Independent Director
Mr. Dinesh Mittal*	Non-executive Director
Mr. Samudra Bhattacharya	Non-executive Director

*Mr. Sameer Singh was appointed as the member of the Committee w.e.f., December 28, 2021.

*Mr Dinesh Mittal, Non-executive Director ceased to be the member of the Committee w.e.f. closing of business hours of May 31, 2022 due to his resignation from the Directorship of the Company and Mr. Sandeep Rao (DIN: 08711910), was appointed as member of the Committee w.e.f. June 01, 2022

GENERAL BODY MEETINGS

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

Name of Director	September 23, 2021 at 11.00 AM	December 29, 2020 at 11.00 AM	September 12, 2019 at 11.30 AM
Venue	Held via video-conferencing due to the pandemic, in compliance with the circulars issued by the Ministry of Corporate Affairs in this regard.	Held via video-conferencing due to the pandemic, in compliance with the circulars issued by the Ministry of Corporate Affairs in this regard.	Sunville Banquet, 9 Dr. Annie Besant Road, Near Poonam Chambers, Worli, Mumbai- 400 018
Special resolution(s) passed	None	None	None

Details of NCLT Convened Meeting:

Pursuant to an Order dated December 03, 2021 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench, meeting of the Equity Shareholders of the company was convened via video conferencing for seeking approval of the Composite Scheme of Amalgamation between the Company, Digicontent Limited, HT Mobile Solutions Limited with HT Media Limited and their respective Shareholders and Creditors under the provisions of Sections 230 to 232 of the Companies Act, 2013 and the other applicable provisions thereof and rules thereunder.

The details of the meeting of equity shareholders are mentioned below:

Date & Time	February 24, 2022 at 11:00 a.m. (IST)
Mode of Meeting	As per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench, the meeting was conducted through Video Conferencing / Other Audio-Visual Means

No Extra-ordinary General Meeting was held during last three years. Also, there was no Postal Ballot activity during the financial year ended on March 31, 2022. At present, no Special Resolution is proposed to be passed through Postal Ballot.

DISCLOSURES

During the financial year ended on March 31, 2022, all transactions entered into with related parties covered under the Act, and Regulation 23 of SEBI Listing Regulations, were in the ordinary course of business and on arm's length terms, and they did not attract the provisions of Section 188 of the Act. There were no materially significant related party transactions that may have a potential conflict with the interests of the Company at large. The Audit Committee reviewed the statement containing details of transactions with the related parties, on quarterly basis.

The required disclosures on related parties and transactions with them, are appearing in note no. 25 and 25A of Standalone Financial Statements. The Company has formulated the 'Policy on Materiality of and dealing with Related Party

Transactions', which is hosted on the Company's website at <http://nextmediaworks.com/RPT-Policy-Revised-NMW.pdf>.

No penalty or stricture was imposed on the Company by SEBI or other statutory authority for non-compliance during last three years on any matter, related to capital markets, except the following fine imposed by NSE and BSE for:

- (i) delay in filing of the Shareholding Pattern of the Company under Regulation 31 of SEBI Listing Regulations for the quarter ended on June 30, 2019, on account of delay in receipt of requisite disclosures with respect to Significant Beneficial Ownership.
- (ii) delay in submission of the Un-audited Financial Results for the quarter and half-year ended on September 30, 2020, due to investigation of a whistle blower complaint received from a named employee alleging anomalies in certain practices adopted in the radio business of the subsidiary company viz. Next Radio Limited ('NRL'), which led to financial implications on previous period financial results/ statements.

The Company has prepared the financial statements to comply in all material respects with the Accounting Standards notified under Section 133 of the Act, read with Companies (Accounts) Rules, 2014. The CEO & CFO certificate in terms of Regulation 17(8) of SEBI Listing Regulations has been placed before the Board.

The Independent Directors have the requisite qualifications and experience which enable them to contribute effectively. Terms and conditions of appointment of Independent Directors are hosted on Company's website at <http://nextmediaworks.com/Terms-and-Conditions-of-appointment-of-Independent-Directors.pdf>.

All the Independent Directors meet the criteria of independence specified in Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations, and are independent of the management. Further, all the Independent Directors have confirmed that they have registered themselves with the databank maintained by Indian Institute of Corporate Affairs in compliance of the provisions of Rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014. During the year under review, none of the Independent Director(s) resigned before the expiry of his/her tenure.

The Company has complied with some of the non-mandatory requirements of SEBI Listing Regulations on Corporate Governance. In the spirit of good corporate governance,

the Company sends quarterly financial results via email to the members whose email address are registered with Depository Participant(s)/Company, after they are approved by the Board of Directors and disseminated to the Stock Exchanges. Chairperson's office is separate from that of the Chief Executive Officer.

The report of Statutory Auditor on Annual Financial Statements for the financial year ended on March 31, 2022 does not contain any qualification, reservation, adverse remark or disclaimer.

The Whistle Blower Policy provides opportunity to the directors/ employees/ stakeholders of the Company to report concerns about unethical behavior, actual or suspected fraud by any Director and/or employee of the Company or any violation of the Company's Code of Conduct and any incident of leak or suspected leak of Unpublished Price Sensitive Information (UPS). The policy provides for adequate safeguards against victimization of the whistle blower. The Policy is hosted on the Company's website at <http://nextmediaworks.com/NMW-WB-Policy.pdf>. During FY-22 no person was denied access to the Audit Committee.

The Company did not raise any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the SEBI Listing Regulations during the year under review.

During the year under review, all the recommendations made by the Committee(s) of Directors have been duly accepted by the Board of Directors.

During the year under review, the Company has complied with all mandatory requirements of Corporate Governance as specified in sub-paras (2) to (10) of Part C of Schedule V of the SEBI Listing Regulations, and disclosures on compliance with corporate governance requirements specified in Regulations 17 to 27 have been included in the relevant sections of this report.

During the year under review, no 'Loans and advances were provided to firms/companies in which Directors were interested.

CREDIT RATING

The Company has not issued any debt instrument, fixed deposit programme or scheme or proposal involving mobilization of funds, whether in India or abroad. Thus, credit rating was not required to be obtained.

FEES PAID TO STATUTORY AUDITORS

Details of fees paid by the Company and its subsidiary viz. NRL, during FY 2021-22, to B S R and Associates, Chartered Accountants ('BSR'), Statutory Auditor, and to all entities in the network firm / network entity of which BSR is a part, are as follows:

Particulars	Amount* (Rs. in Lac)
Audit fee	34.50
Fee for Limited Review of Quarterly Results	4.00
Miscellaneous Certifications	2.5
Total	41.00

*exclusive of applicable taxes & levies and re-imburement of out-of-pocket expenses

CODE OF CONDUCT

The Company has adopted a "Code of Conduct" governing the conduct of Directors and Senior Management Personnel which is available on the website of the Company at <http://nextmediaworks.com/NMW-Code-of-Conduct.pdf>.

The Board Members and Senior Management Personnel are expected to adhere to the Code, and have accordingly, affirmed compliance of the same during FY-22. The declaration of CEO affirming compliance of the Code by the Board Members and Senior Management Personnel of the Company during FY-22, is appearing at the end of this report as "Annexure - II".

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

During the year under review, no complaint was filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

PERFORMANCE EVALUATION

The process followed for evaluation of performance of the Board, its Committees, individual directors and the Chairperson for the financial year ended on March 31, 2022 along with criteria for the same, is outlined in the Board's Report.

FAMILIARIZATION PROGRAMME

Your Company conducts induction and familiarization programme for Independent Directors. The Company,

through such programme, familiarizes the Independent Directors with the background of the Company, nature of the industry in which it operates, business model, business operations, etc. The programme also includes interactive sessions with leadership team for better understanding of business strategy, operational performance, product offerings, marketing initiatives etc. Details of familiarization programme for Independent Directors are hosted on the Company's website at [http://nextmediaworks.com/Familiarisation-Programme-Website-\(FY-22\).pdf](http://nextmediaworks.com/Familiarisation-Programme-Website-(FY-22).pdf)

MEETING OF INDEPENDENT DIRECTORS

During the year, a separate meeting of Independent Directors was held on January 24, 2022 without the presence of Non-Independent Directors and members of the management, wherein performance of Non-Independent Directors and the Board as a whole was evaluated. The Independent Directors at their meeting also reviewed the performance of the Chairman after taking into account the views of other Directors.

PROHIBITION OF INSIDER TRADING OF SHARES

In compliance of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has in place the 'Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons' and the "Code for Fair disclosure of Unpublished Price Sensitive Information".

POLICY ON MATERIAL SUBSIDIARIES

The subsidiary companies are managed by their Board which are entrusted with the responsibility to manage the affairs in the best interest of all stakeholders. The Company has formulated 'Policy for determining Material Subsidiary(ies)' which is hosted on the Company's website at <http://nextmediaworks.com/Material-Subsidiary-NMW.pdf>.

MEANS OF COMMUNICATION

• Financial Results

The quarterly, half yearly and annual financial results of the Company are published in 'Mint' (English newspaper) and 'VrittaManas' (Marathi newspaper). The financial results are also forwarded to the investors via e-mail, whose e-mail address is available. Investors are encouraged to avail this service/ facility by providing their e-mail address to the Depository Participant/ Company. The Financial results are also filed electronically with

BSE and National Stock Exchange as per SEBI Listing Regulations.

- **Company's Website**

Important shareholders' information such as Annual Report, financial results etc. are displayed on the website of the Company viz. www.nextmediaworks.com.

- **Official News Releases, Presentations etc.**

Official news releases shareholding pattern, detailed presentations made to media, analysts, institutional investors etc. if any, are displayed on the Company's website viz. www.nextmediaworks.com.

- **Stock Exchange filings**

All disclosures are filed electronically on the portal/ web based application of BSE and NSE.

- **Management Discussion and Analysis**

Management Discussion and Analysis (MD&A), covering the operations of the Company and its subsidiary company viz. NRL, forms part of this Annual Report.

- **Designated E-mail Id**

The Company has designated an E-mail id viz. investor.comminication@radioone.in, for receiving investor requests/ complaints.

GENERAL SHAREHOLDER INFORMATION

41st Annual General Meeting

Day, Date & Time	Monday, August 29, 2022 at 11:00 A.M. (IST)
Venue	AGM will be conducted through video-conferencing/ OAVM. For details, please refer to the Notice of AGM.

As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards 2 (General Meetings), particulars of Directors(s) seeking appointment/ re-appointment at the AGM are given in the Annexure to the Notice convening this AGM.

Financial Year

April 1 of each year to March 31 of next year.

Financial Calendar (Tentative)

Results for quarter ended June 30, 2022	End of July, 2022
Results for quarter and half year ended September 30, 2022	End of October, 2022
Results for quarter and nine months period ending December 31, 2022	End of January, 2023
Results for year ending March 31, 2023	End of May, 2023
Annual General Meeting for financial year ending March 31, 2023	Mid of September, 2023

Resolutions passed through Postal ballot

The Company sought approval of its shareholders via postal ballot for the following Material Related Party Transactions:

Material Related Party Transactions between Next Radio Limited and HT Media Limited for the Financial Year 2022-23, 2023-24 and 2024-25.

Remuneration payable by Next Radio Limited to its Chief Executive Officer for the Financial Year 2022-23, 2023-24 and 2024-25, being a Material Related Party Transaction.

Both the above resolutions were passed by the shareholders on June 17, 2022 with over 99% votes cast in favour of the resolutions.

Mr. Sanket Jain, Company Secretary-in-Practice (CP No. 12583) acted as a Scrutinizer to scrutinize the voting through remote e-voting process, in a fair and transparent manner.

Postal ballot was carried out in compliance with the Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108, 110 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder.

Registrar & Share Transfer Agent

KFin Technologies Limited Unit : Next Mediaworks Limited
 Selenium Tower B, Plot No. 31 & 32 Gachibowli, Financial District Nanakramguda, Serilingampally Hyderabad – 500 032

Tel : +91 - 40 - 67162222

Fax : +91 - 40 - 23001153

Toll Free No. : 1800 309 4001

E-mail : einward.ris@kfintech.com

Website : www.kfintech.com

Share Transfer System

The equity shares of the Company are compulsorily traded in demat form. In terms of Regulation 40(1) of the SEBI Listing Regulations, as amended, equity shares can be transferred only in dematerialized form. Members are advised, in their own interest, to dematerialise the shares held by them in physical form. Transfer of equity shares in electronic form is effected through the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Whereas, requests of dematerialization of shares are processed within the time period prescribed under the law if all the documents are valid and in order.

As required under Regulation 40(9) of SEBI Listing Regulations, the Company obtains a certificate on annual basis from a Company Secretary-in-Practice, regarding share transfer formalities, which is filed with the stock exchanges.

Listing of Equity Shares on Stock Exchanges and Stock Codes

The Equity Shares of the Company are listed on the following Stock Exchanges

Name of the Stock Exchange	Scrip Code / Trading Symbol
BSE Limited (BSE) 25th Floor, Phiroze Jeejeebhoy Tower Dalal Street, Mumbai - 400 001	532416
National Stock Exchange of India Limited (NSE) Exchange Plaza, Plot No. C-1 G-Block, Bandra-Kurla Complex Bandra (East), Mumbai - 400 051	NEXTMEDIA

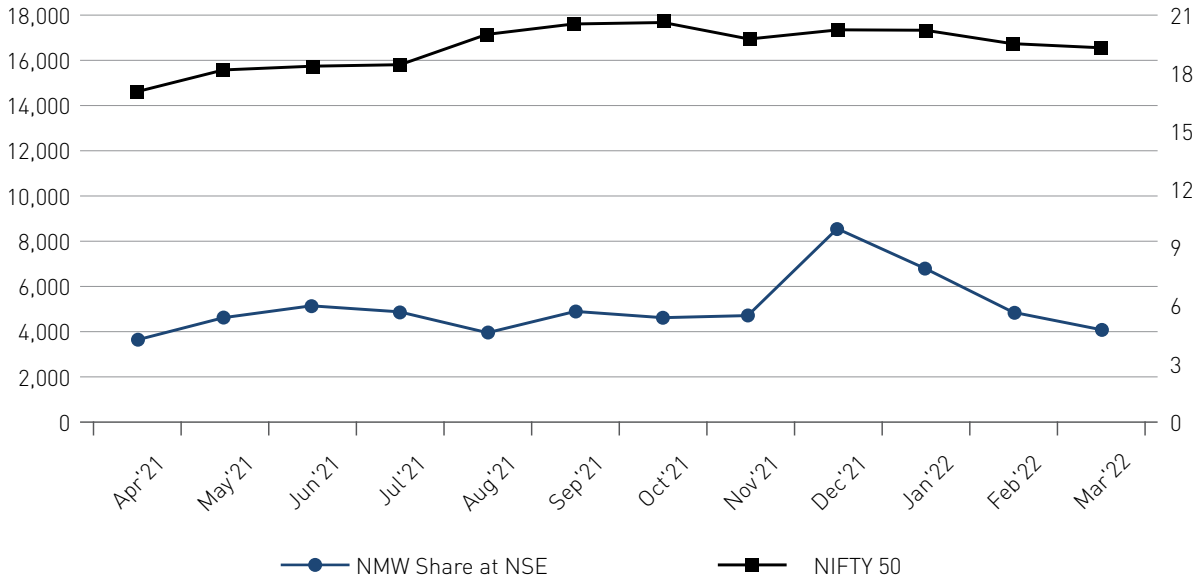
Annual listing fee for the financial year 2022-23 has been paid to both BSE and NSE. ISIN of the Equity Shares of the Company is 'INE747B01016'.

Stock Price Data

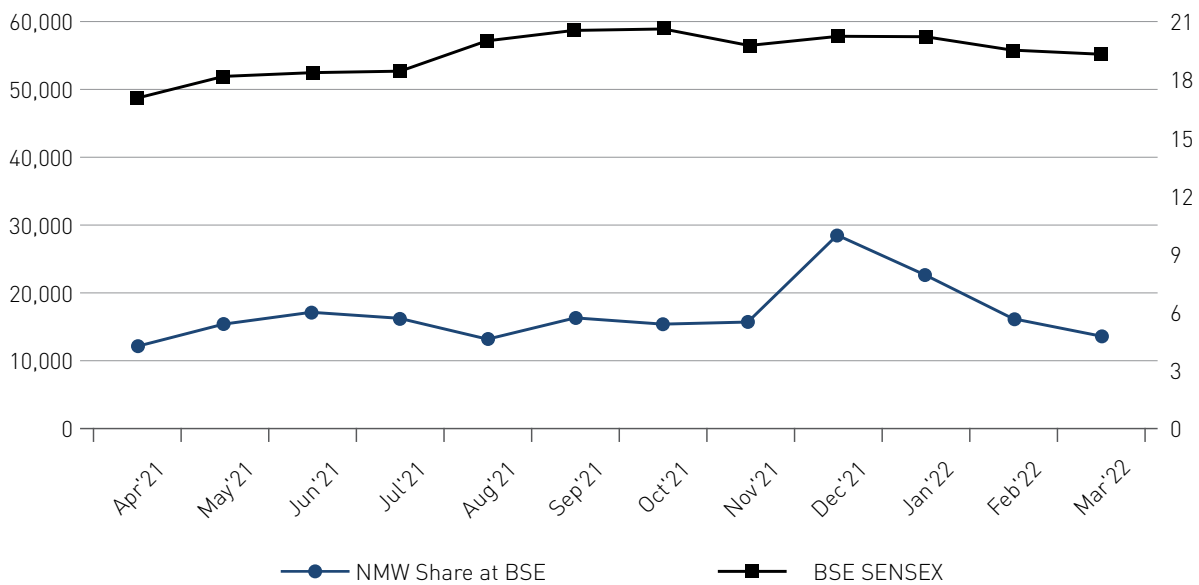
Month	BSE				NSE			
	NEXTMEDIA		SENSEX		NEXTMEDIA		NIFTY 50	
	High (in Rs.)	Low (in Rs.)	High	Low	High (in Rs.)	Low (in Rs.)	High	Low
April, 2021	5.36	3.43	50,375.77	47,204.50	5.35	3.50	15,044.35	14,151.40
May, 2021	5.45	3.95	52,013.22	48,028.07	5.50	3.90	15,606.35	14,416.25
June, 2021	6.80	5.32	53,126.73	51,450.58	6.85	5.30	15,915.65	15,450.90
July, 2021	6.30	5.60	53,290.81	51,802.73	6.40	5.50	15,962.25	15,513.45
August, 2021	5.76	4.37	57,625.26	52,804.08	5.85	4.30	17,153.50	15,834.65
September, 2021	7.19	4.40	60,412.32	57,263.90	7.05	4.30	17,947.65	17,055.05
October, 2021	6.30	5.29	62,245.43	58,551.14	6.40	5.10	18,604.45	17,452.90
November, 2021	5.90	5.18	61,036.56	56,382.93	5.85	5.00	18,210.15	16,782.40
December, 2021	11.45	5.19	59,203.37	55,132.68	11.45	5.00	17,639.50	16,410.20
January, 2022	9.59	8.67	61,475.15	56,409.63	9.50	7.80	18,350.95	16,836.80
February, 2022	9.10	7.06	59,618.51	54,383.20	8.20	5.55	17,794.60	16,203.25
March, 2022	6.71	4.93	58,890.92	52,260.82	5.75	4.00	17,559.80	15,671.45

Performance in comparison to broad-based indices (Month-end closing)

Movement of NMW Share at NSE during FY 22



Movement of NMW Share at BSE during FY 22



Distribution of shareholding by size as on March 31, 2022

No. of Equity Shares held	No. of shareholders [Ⓐ]	% of total shareholders	No. of Equity Shares held	% to total Equity Shares
Upto 500	12,425	83.86	17,69,384	2.65
501 – 1,000	1,203	8.12	10,30,084	1.54
1,001 – 5,000	901	6.08	20,67,620	3.09
5,001 – 10,000	151	1.02	11,57,800	1.73
10,001 & above	137	0.92	6,08,68,020	90.99
TOTAL	14,817	100.00	6,68,92,908	100.00

[Ⓐ] Pursuant to SEBI's circular, shareholding is consolidated on the basis of PAN and accordingly, number of shareholders is reduced from 14,817 to 14,574.

Category-wise Shareholding Pattern as on March 31, 2022

Category	No. of Equity Shares held	% to total Equity Shares
Promoters & Promoter Group (A)	5,01,61,307	74.99*
Public Shareholding (B)		
Foreign Institutional Investors	16,36,409	2.45
Bodies Corporate	47,86,960	7.16
Public	97,86,607	14.63
Non-Resident Indians	1,45,128	0.22
Clearing Members	18,653	0.03
HUF	3,43,992	0.51
IEPF	352	0.00
Trust	13,500	0.02
Total Public Shareholding	1,67,31,601	25.01
Non-Promoter Non-Public (C)	0	0.00
TOTAL (A+B+C)	6,68,92,908	100.00

*Consists of HT Media Limited and other promoters holding 51.00% and 23.99%, respectively

Dematerialisation of shares and liquidity as on March 31, 2022

Category	No. of shareholders	% of total shareholders
Shares held in Demat form	6,68,91,019	99.9999
Shares held in Physical form	1,889	0.0001
Total	6,68,92,908	100.0000

Number of outstanding GDRs/ADRs/Warrants or any convertible instruments

No GDR/ADR/warrant or any convertible instrument has been issued by the Company during FY-22.

Commodity price risk or foreign exchange risk and hedging activities

The Company had no exposure to commodity or foreign exchange risk and there was no hedging activity during the year under review.

Plant location(s)

The Company did not carry out any manufacturing activity during the period under review.

Address for correspondence

Company Secretary & Compliance Officer
Next Mediaworks Limited

Hindustan Times House (2nd Floor) 18-20, Kasturba
Gandhi Marg New Delhi – 110 001

Tel: +91-11-431 04119

E-mail: investor.communication@radioone.in

Website: www.nextmediaworks.com

Compliance Officer

Mr. Harshit Gupta, Company Secretary
Tel. +91-11-431 04119

Company Registration Details

Your Company is registered with the office of Registrar of Companies, Mumbai. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs is L22100MH1981PLC024052.

Compliance certificate

The certificate dated 24th May, 2022 of RMG & Associates, Company Secretaries, regarding compliance of conditions of 'Corporate Governance' as stipulated under Schedule V of SEBI Listing Regulations, is annexed to the Board's Report.

Nomination facility

In terms of Section 72 of the Act, shareholders holding shares in demat and/or physical form may, in their own interest, register their nomination with Depository Participant or R&T Agent of the Company, in Form SH-13. The investors are requested to visit Company's website viz. www.nextmediaworks.com/investor-forms/Form-SH13-NOMINATION-FORM.pdf and website of RTA viz. www.kfintech.com for downloading Form SH-13 and other KYC related documents.

Trading Suspension

During the year under review, the securities of the Company were not suspended from trading.

Annexure - I to Report on Corporate Governance

Certificate of Non-Disqualification of Directors

[Pursuant to Regulation 34(3) read with Schedule V Para C Clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members
Next Mediaworks Limited
CIN: L22100MH1981PLC024052
Unit 701 A, 7th Floor, Tower 2,
Indiabulls Finance Centre, Senapati Bapat Marg,
Elphinstone Road, Mumbai, Maharashtra- 400013

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Next Mediaworks Limited (CIN: L22100MH1981PLC024052), having its Registered Office situated at Unit 701 A, 7th Floor, Tower 2, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai Maharashtra- 400013 (hereinafter referred as the "Company") produced before us by the Company for the purpose of issuing this certificate, in pursuance of the provisions of Regulation 34(3) read with Clause 10(i) of Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as "SEBI LODR, 2015").

In our opinion and to the best of our information and to the extent of accessibility of the data or information as available and according to the verifications (including Director Identification Number ("DIN") status at the portal www.mca.gov.in) as considered necessary by us and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company stated below, for the financial year ended March 31, 2022, have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India ("SEBI"), Ministry of Corporate Affairs ("MCA") or any other statutory authority.

Sr. No.	Name of Director	DIN	Designation as on 31.03.2022	Date of Appointment
1.	Mr. Ajay Relan*	00002632	Director	18-04-2019
2.	Mr. Dinesh Mittal	00105769	Director	18-04-2019
3.	Mr. Praveen Someshwar	01802656	Director	18-04-2019
4.	Ms. Suchitra Rajendra	07962214	Director	18-04-2019
5.	Mr. Sameer Singh	08138465	Director	13-01-2020
6.	Mr. Samudra Bhattacharya	02797819	Director	30-12-2020
7.	Mr. Lloyd Mathias	02879668	Additional Director	28-12-2021

*Cessation due to untimely demise on 1-10-2021.

Ensuring the eligibility for the appointment/re-appointment/continuity of a Director on the Board is the ultimate responsibility of the management of the Company. Our responsibility is to express an opinion on the basis of the disclosures/information provided by the management of the company. 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.

For RMG & Associates
Company Secretaries
Firm Registration No. P2001DE016100
Peer Review No.: 734/2020

Date: 24/05/2022
Place: New Delhi
UDIN: F005123D000379277

CS Manish Gupta
Partner
FCS: 5123; C.P. No.: 4095

Annexure-II to Report on Corporate Governance

Declaration of Compliance with 'Code of Conduct' of the Company

I, Ajit Dheer, Chief Executive Officer of the Company, do hereby confirm that all the Board members and Senior Management Personnel of the Company have complied with the 'Code of Conduct' during the financial year 2021-22.

This declaration is based on and is in pursuance of the individual affirmations received from the Board members and Senior Management Personnel of the Company.

Place: New Delhi
Date: May 24, 2022

(Ajit Dheer)
Chief Executive Officer



Standalone Financial Statements

INDEPENDENT AUDITOR'S REPORT

To the Members of **Next Mediaworks Limited**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Next Mediaworks Limited (the "Company"), which comprise the standalone balance sheet as at 31 March 2022, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows 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 ("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 31 March 2022, and its loss and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs 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 standalone 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 obtained by us, is sufficient and appropriate to provide a basis for our 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 of the current period. 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.

Description of Key Audit Matter

Impairment assessment of Investment in subsidiary

See note 2 to the standalone financial statements

The key audit matter	How the matter was addressed in our audit
<p>The Company has performed an impairment assessment of its investment in subsidiary Next Radio Limited ('NRL') having carrying value of ₹ 2,174 lakhs (gross value before impairment ₹ 4,192 lakhs) as at 31 March 2022.</p> <p>The recoverable value is considered to be the higher of the Company's assessment of the value in use (VIU) and fair value less cost of disposal (FVLCD).</p> <p>The economic slowdown owing to the Covid-19 pandemic and other economic factors may impact the future cash flows of NRL and the key assumptions taken while computing VIU.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> - We assessed the recoverable value as the higher of the Company's assessment of VIU or FVLCD. - We assessed the FVLCD as determined by the Company using the market price of the equity shares of the Company. - We assessed the VIU as determined by the Company as under: <ul style="list-style-type: none"> - Assessed the method of determining VIU and key assumptions used therein through historical information, budgets / projections, externally derived data and other relevant information. - Challenged the key assumptions within the build-up and methodologies used by the Company. - Assessed the sensitivity of the outcome of impairment assessment to changes in key assumptions.

The key audit matter	How the matter was addressed in our audit
The impairment testing of the above investment is considered as a key audit matter as it involves significant judgements and estimates in assessing the recoverable value.	<ul style="list-style-type: none"> - Involved our internal specialists to assist us in performing above mentioned procedures. - Tested the adequacy of the disclosures made in the standalone financial statements, as required by the relevant accounting standards.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's 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 the other information is materially inconsistent with the standalone 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.

Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are 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 state of affairs, loss and other comprehensive income, changes in equity and cash flows 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy

and completeness of the accounting records, relevant to the preparation and presentation of the 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, the Management and Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for

one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements 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 standalone 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 of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) 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 standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows 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 Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act.

- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a) The Company has disclosed the impact of pending litigations as at 31 March 2022 on its financial position in its standalone financial statements - Refer Note 22(i) to the standalone financial statements.
- b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c) There were no amounts which were required to be required to be transferred to the Investor Education and Protection fund by the Company.
- d) (i) The management has represented that, to the best of its knowledge and belief, as disclosed in note 37(vi) to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company, to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) The management has represented, that, to the best of its knowledge and belief, as disclosed in note 37(vii) to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
- (iii) Based on such audit procedures as 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 (d) (i) and (d) (ii) contain any material mis-statement.
- e) The Company has neither declared nor paid any dividend during the year.
- (C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:
- In our opinion and according to the information and explanations given to us, there are no directors to whom remuneration is paid / payable in accordance with the provisions of Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R and Associates**
Chartered Accountants
 (Firm's Registration No.128901W)

David Jones
Partner
 Membership No. 098113
 UDIN: 22098113AJMDNJ7374

Place: Gurugram
Date: 24 May 2022

ANNEXURE A

referred to in our Independent Auditor's Report to the Members of Next Mediaworks Limited on the Standalone Financial Statements for the year ended 31 March 2022

We report that:

- (i) (a) The Company doesn't have any Property, Plant and Equipment and Intangible Assets during the year ended 31 March 2022. Accordingly, clauses 3(i)(a), (b), (c) and (d) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) The Company does not hold inventory. Accordingly, clause 3(ii)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, provisions of clauses 3(iii)(a) to 3(iii)(f) of the Order are not applicable to the Company.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no loans given by the Company or investments made which are not in compliance with section 185 and 186 of the Companies Act, 2013. Further, there are no guarantees given or securities provided by the Company as specified under section 185 and 186 of

the Companies Act, 2013.

- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub section (1) of section 148 of Companies Act, 2013 for any services rendered by the Company. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) (a) The Company does not have liability in respect of service tax, duty of excise, sales tax and value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including goods and services tax ('GST'), provident fund, income tax, cess and other statutory dues have been regularly deposited by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of customs.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of goods and services tax ('GST'), provident fund, income tax, cess and other statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to goods and services tax ('GST'), provident fund, income tax, cess and other statutory dues which have not been deposited on account of any dispute are as follows:

Statement of Disputed Tax Dues

(₹ in Lacs)					
Particulars	Nature of dues	Amount	Amount paid under protest	Period to which amount relates	Forum where dispute is pending
Income Tax Act, 1961	Disallowance of certain expenses/ adjustments	193	79	A.Y. 2009-10	Bombay High Court
Income Tax Act, 1961	Disallowance of certain expenses and default in advance payment	58	Nil	A.Y. 2017-18	Commissioner of Income Tax (Appeals)

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) In our opinion and according to explanations given to us and on the basis of our examination of the records of the Company, the Company has not raised funds on short term basis. Accordingly, clause 3(ix)(d) of the Order is not applicable.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Act. Further, the Company does not have any associate or joint venture as defined under the Act.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Act. Further, the Company does not have any joint venture or associate company as defined under the Act.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanation given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors 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) According to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanation given to us and on the basis of our examination of the records of the Company, the transactions with the related parties are in compliance

with section 177 and 188 of the Companies, 2013, where applicable and the details of such transactions have been disclosed in the standalone financial statements, as required by the applicable accounting standards.

(xiv) (a) Based on the information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. However, the Company is exempted from registration as CIC and continues to meet the criteria for such exemption.

(d) According to the information and explanations provided to us by management of the Company, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have more than one CIC (which is not required to be registered with RBI as not being Systemically Important CIC) as detailed in note 37(viii) to the standalone financial statements. We have not, however, separately evaluated whether the information provided by the management is accurate and complete.

(xvii) The Company has incurred cash losses in the financial year of ₹ 122 Lakhs and in the immediately preceding financial year for ₹ 169 Lakhs.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, paragraph 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The requirements as stipulated by the provisions of Section 135 are not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R and Associates**
Chartered Accountants
(Firm's Registration No.128901W)

David Jones
Partner

Membership No. 098113
UDIN: 22098113AJMDNJ7374

Place: Gurugram
Date: 24 May 2022

ANNEXURE B

to the Independent Auditor's Report on the Standalone Financial Statements of Next Mediaworks Limited for the year ended 31 March 2022

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

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

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal financial controls with reference to financial statements 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 (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable

financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 financial statements were established and maintained and whether 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 financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, 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 standalone 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 financial statements.

Meaning of Internal Financial controls with Reference to Financial Statements

A company's internal financial controls with reference to 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 financial statements include 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 standalone financial statements.

Inherent Limitations of Internal Financial controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to 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 controls 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.

For **B S R and Associates**
Chartered Accountants
(Firm's Registration No.128901W)

David Jones

Partner

Membership No. 098113
UDIN: 22098113AJMDNJ7374

Place: Gurugram
Date: 24 May 2022

BALANCE SHEET

as at March 31, 2022

(₹ in Lacs)

Particulars	Notes	As at March 31, 2022	As at March 31, 2021
I ASSETS			
1) Non current assets			
a) Investment in subsidiary	2	2,174	2,174
b) Income tax assets	3	153	152
Total Non-current assets		2,327	2,326
2) Current assets			
a) Financial assets			
i) Trade receivables	4	-	29
ii) Cash and cash equivalents	5	13	16
iii) Other financial assets **	6	-	-
b) Other current assets	7	36	23
Total current assets		49	68
TOTAL ASSETS		2,376	2,394
II EQUITY AND LIABILITIES			
1) Equity			
a) Equity share capital	8	6,689	6,689
b) Other equity	9	(6,536)	(6,284)
Total equity		153	405
2) Liabilities			
Non-current liabilities			
a) Financial Liabilities			
i) Borrowings	10	1,060	1,347
ii) Other financial liabilities	11	631	590
b) Provisions**	14	-	3
Total non-current liabilities		1,691	1,940
Current liabilities			
a) Financial liabilities			
i) Borrowings	10	400	-
ii) Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises	12	1	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	12	33	45
iii) Other financial liabilities	13	96	1
b) Other current liabilities	15	2	1
c) Provisions**	14	-	2
Total current liabilities		532	49
Total liabilities		2,223	1,989
TOTAL EQUITY AND LIABILITIES		2,376	2,394
Summary of significant accounting policies	1.1		

** INR less than 50,000/- has been rounded off to Nil.

See accompanying notes to the standalone financial statements.

In terms of our report of even date attached

For **B S R and Associates**

Chartered Accountants

(Firm Registration Number: 128901W)

David Jones

Partner

Membership No. 098113

Place: Gurugram

Date: May 24, 2022

For and on behalf of the Board of Directors of

Next Mediaworks Limited

Anup Sharma

Chief Financial Officer

Ajit Dheer

Chief Executive Officer

Harshit Gupta

Company Secretary

Membership No : A41111

Samudra Bhattacharya

Director

(DIN:02797819)

Dinesh Mittal

Director

(DIN: 00105769)

Place: New Delhi

Date: May 24, 2022

STATEMENT OF PROFIT AND LOSS

for the year ended March 31, 2022

(₹ in Lacs)

Particulars	Notes	Year ended March 31, 2022	Year ended March 31, 2021
I Income			
a) Revenue from operations		-	-
b) Other income	16	7	25
Total Income		7	25
II Expenses			
a) Employee benefits expense	17	30	31
b) Finance costs	18	152	139
c) Other expenses	19	77	104
Total Expenses		259	274
III Loss before exceptional items and tax from operations(I-II)		(252)	(249)
IV Loss before finance cost, tax, depreciation (EBITDA) [III+II(b)] and exceptional items		(100)	(110)
V Exceptional items		-	-
VI Loss before tax (III+V)		(252)	(249)
VII Tax expense			
a) Current tax		-	-
b) Deferred tax		-	-
Total tax expenses		-	-
VIII Loss after tax (VI-VII)		(252)	(249)
IX Other comprehensive income			
(a) Items that will not to be reclassified subsequently to profit or loss			
Remeasurement gain of the defined benefits plan **	27	-	-
Income tax effect		-	-
Other comprehensive income for the year, net of tax		-	-
X Total comprehensive loss for the year, net of tax (VIII+IX)		(252)	(249)
IX Loss per equity share (nominal value of INR 10 each)			
Loss per share	20		
Basic (Nominal value of share INR 10/-)		(0.38)	(0.37)
Diluted (Nominal value of share INR 10/-)		(0.38)	(0.37)
Summary of significant accounting policies	1.1		

** INR less than 50,000/- has been rounded off to Nil.

See accompanying notes to the standalone financial statements.

In terms of our report of even date attached

For **B S R and Associates**

Chartered Accountants

(Firm Registration Number: 128901W)

David Jones

Partner

Membership No. 098113

Place: Gurugram

Date: May 24, 2022

For and on behalf of the Board of Directors of

Next Mediaworks Limited

Anup Sharma

Chief Financial Officer

Harshit Gupta

Company Secretary

Membership No : A41111

Place: New Delhi

Date: May 24, 2022

Ajit Dheer

Chief Executive Officer

Samudra Bhattacharya

Director

[DIN:02797819]

Dinesh Mittal

Director

[DIN: 00105769]

STATEMENT OF CASH FLOWS

for the year ended March 31, 2022

(₹ in Lacs)

Particulars	March 31, 2022	March 31, 2021
Cash flows from operating activities:		
Loss before tax	(252)	(249)
Adjustments for :		
Interest cost on borrowings	152	139
Interest income - other	(2)	-
Dividend income	-	(1)
Liabilities no longer required written back	(5)	(24)
Cash flows used in operating activities before changes in operation assets and liabilities	(107)	(135)
Changes in operating assets and liabilities:		
Decrease in trade and other receivables	29	-
Increase in current financial assets, non-current financial assets, other current assets and other non-current assets	(11)	(14)
(Decrease)/Increase in trade payables, other current financial liabilities, other non-current financial liabilities, current provisions and non-current provisions	(10)	7
Cash generated used in operating activities	(99)	(142)
Income taxes paid **	(1)	-
Net cash used in operating activities (A)	(100)	(142)
Cash flows from investing activities:		
Proceeds from sale of mutual fund	-	57
Dividend received	-	1
Net cash flows from investing activities (B)	-	58
Cash flows from financing activities:		
Proceeds from borrowings (refer note 10)	113	120
Repayment of borrowings (refer note 10)	-	(25)
Interest paid	(16)	(34)
Net cash flows from financing activities (C)	97	61
Net decrease in cash and cash equivalents (D= A+B+C)	(3)	(23)
Cash and cash equivalents at the beginning of the year (E)	16	39
Cash and cash equivalents at year end (D+E)	13	16
Components of cash & cash equivalents as at end of the year		
Balances with banks		
- in current accounts	13	16
Cash and cash equivalents as per Cash Flow Statement	13	16

** INR less than 50,000/- has been rounded off to Nil.

See accompanying notes to the standalone financial statements.

In terms of our report of even date attached

For **B S R and Associates**

Chartered Accountants

(Firm Registration Number: 128901W)

David Jones

Partner

Membership No. 098113

Place: Gurugram

Date: May 24, 2022

For and on behalf of the Board of Directors of

Next Mediaworks Limited

Anup Sharma

Chief Financial Officer

Ajit Dheer

Chief Executive Officer

Harshit Gupta

Company Secretary

Membership No : A41111

Samudra Bhattacharya

Director

(DIN:02797819)

Dinesh Mittal

Director

(DIN: 00105769)

Place: New Delhi

Date: May 24, 2022

STATEMENT OF CHANGES IN EQUITY

for the year ended March 31, 2022

A Equity share capital (refer note 8)

Equity shares of INR 10 each issued, subscribed and paid-up

Particulars	Number of shares	Amount (₹ in Lacs)
As at April 1, 2020	66,892,908	6,689
Changes in equity share capital during the year	-	-
Balance as at March 31, 2021	66,892,908	6,689
Changes in equity share capital during the year	-	-
Balance as at March 31, 2022	66,892,908	6,689

B Other equity (refer note 9)

(₹ in Lacs)

Particulars	Reserves and Surplus		Other comprehensive income*	Total
	Securities Premium	Retained earnings		
As at April 1, 2020	8,606	(14,641)	-	(6,035)
Loss for the year	-	(249)	-	(249)
Other comprehensive income for the year (net of tax)**	-	-	-	-
Total comprehensive income for the year	-	(249)	-	(249)
Transferred to retained earnings	-	-	-	-
Balance as at March 31, 2021	8,606	(14,890)	-	(6,284)
Loss for the year	-	(252)	-	(252)
Other comprehensive income for the year (net of tax)**	-	-	-	-
Total comprehensive income for the year	-	(252)	-	(252)
Transferred to retained earnings	-	-	-	-
Balance as at March 31, 2022	8,606	(15,142)	-	(6,536)

* Other comprehensive income represents remeasurement of defined benefit plans (net of tax)

** INR less than 50,000 has been rounded off to NIL

See accompanying notes to the standalone financial statements.

In terms of our report of even date attached

For **B S R and Associates**

Chartered Accountants

(Firm Registration Number: 128901W)

David Jones

Partner

Membership No. 098113

Place: Gurugram

Date: May 24, 2022

For and on behalf of the Board of Directors of

Next Mediaworks Limited

Anup Sharma

Chief Financial Officer

Harshit Gupta

Company Secretary

Membership No : A41111

Place: New Delhi

Date: May 24, 2022

Ajit Dheer

Chief Executive Officer

Samudra Bhattacharya

Director

(DIN:02797819)

Dinesh Mittal

Director

(DIN: 00105769)

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

1. Corporate information

Next Mediaworks Limited ('the Company') is a public Company domiciled in India and incorporated under the provisions of Companies Act, 1956.

The company stock is listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE).

The company is an investment entity. All its operations are managed by its subsidiary company Next Radio Limited.

The registered office of the Company is located at Unit 701 A, 7th Floor, Tower-2, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai-400013.

Information on related party relationship of the Company is provided in Note 25.

The financial statements of the Company for the year ended March 31, 2022 are authorised for issue in accordance with a resolution of the Board of Directors on May 24, 2022.

1.1 Significant accounting policies followed by company

1.1.1 Basis of preparation

The standalone financial statements of the Company have been prepared in accordance with the Indian Accounting Standards ('Ind AS') specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Companies Act 2013 (the "accounting principles generally accepted in India").

The accounting policies are applied consistently to all the periods presented in the financial statements.

The standalone financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lacs as per the requirement of Schedule III, unless otherwise stated.

The standalone financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency.

1.1.2 Summary of significant accounting policies

a) Current versus 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 is:

- Expected to be realised or intended to 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 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

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The Company has identified twelve months as its operating cycle.

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

b) Foreign currencies

The Company's financial statements are presented in INR, which is also the parent Company's functional currency. The Company determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

Transactions and Balances

Transactions in foreign currencies are initially recorded by the Company at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Company uses monthly average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on the settlement of monetary items or on restatement of the Company's monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, are recognized as income or as expenses in the period in which they arise.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates 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).

c) Fair value measurement

The Company measures financial instruments, such as, derivatives and certain investments at fair value at each reporting/ balance sheet date.

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 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

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

- 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 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.

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.

d) 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 is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to and credit risks.

Goods and Service Tax (GST)/ is not received by the Company on its own account. Rather, it is tax collected on behalf of the government. Accordingly, it is excluded from revenue.

Contract asset represents the Company's right to consideration in exchange for services that the Group has transferred to a customer when that right is conditioned on something other than the passage of time.

When there is unconditional right to receive cash, and only passage of time is required to do invoicing, the same is presented as Unbilled receivable.

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services and the Company is under an obligation to provide only the goods or services under the contract. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

The specific recognition criteria described below must also be met before revenue is recognised:

Revenue from other services

Revenue from other services is recognized, in the period in which the services are rendered and where applicable, the percentage completed method is applied.

Interest income

For all debt instruments measured at amortised cost, 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.

Dividends

Revenue is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

e) Taxes

Current income tax

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

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.

Appendix C to Ind AS 12, Income Taxes dealing with accounting for uncertainty over income tax treatments does not have any material impact on financial statements of the Company.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences except :

- When the deferred tax liability arises from the initial recognition of goodwill or 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
- In respect of taxable temporary differences associated with investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

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
- In respect of deductible temporary differences associated with investments in subsidiaries and associates, 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

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

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

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

Deferred tax assets and deferred tax liabilities are offset 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 taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

GST/ value added taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST/ value added taxes paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

f) Borrowing costs

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 asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

g) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a

result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

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

h) Retirement and other employee benefits

Short term employee benefits and defined contribution plans:

All employee benefits payable/available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc. are recognised in the statement of profit and loss in the period in which the employee renders the related service.

Employee benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

Gratuity

Gratuity is a defined benefit scheme. The defined benefit obligation is Computed by actuaries using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring cost

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

The Company recognises the following changes in the net defined benefit obligation as an expense in the Statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Termination benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date. The Group recognises termination benefits at the earlier of the following dates: (a) when the group can no longer withdraw the offer of those benefits; and (b) when the Group recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

Compensated Absences

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

The company treats leaves expected to be carried forward for measurement purposes. Such compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/ losses are immediately taken to the statement of profit and loss and are not deferred. The company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

i) Impairment of non-financial assets

For assets with definite useful life, the Company 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 Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. 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 groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

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 fair value

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded Company's or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss.

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 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.

Intangible assets with indefinite useful lives are tested for impairment annually at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

j) 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 are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, Debt instruments are measured at amortized cost.

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- 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.

After initial measurement, such financial assets are subsequently measured at amortized using the effective interest rate (EIR) method. Amortized 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

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

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.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e. removed from the Company's consolidated 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 recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes 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.

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:

- a) Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- b) 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 115 (referred to as 'contractual revenue receivables' in these financial statements)

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables or unbilled receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the Statement of Profit and Loss. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortized cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount. For assessing increase in credit risk and impairment loss. The Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

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 Company's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognised in profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortized 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 amortization is included as finance costs in the Statement of Profit and Loss. This category generally applies to borrowings.

De-recognition

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 de-recognition 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 and Loss.

Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of (i) the amount determined in accordance with the expected credit loss model as per Ind AS 109 and (ii) the amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with the principles of Ind AS 115.

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

Where guarantees in relation to loans or other payables of subsidiaries are provided for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

k) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits 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 equivalent consists 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. Cash flows from operating activities are being prepared as per the Indirect method mentioned in Ind AS 7.

l) Contingent liabilities

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

that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements. Contingent assets are only disclosed when it is probable that the economic benefits will flow to the entity.

m) Measurement of EBITDA

The Company has elected to present earnings before finance cost, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the statement of profit and loss. The Company measures EBITDA on the face of profit/ (loss) from continuing operations. In the measurement, the Company does not include depreciation and amortization expense, finance costs and tax expense.

n) Earnings per share

Basic earnings per share

Basic earnings per share are calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share

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

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

o) Investments in subsidiaries and associates

An investor, regardless of the nature of its involvement with an entity (the investee), shall

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

determine whether it is a parent by assessing whether it controls the investee.

An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Thus, an investor controls an investee if and only if the investor has all the following:

- (a) power over the investee;
- (b) exposure, or rights, to variable returns from its involvement with the investee and
- (c) the ability to use its power over the investee to affect the amount of the investor's returns.

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The considerations made in determining significant influence are similar to those necessary to determine control over subsidiaries.

The Company has elected to recognize its investments in subsidiary and associate companies at cost in accordance with the option available in Ind-AS 27, 'Separate Financial Statements'. Except where investments accounted for at cost shall be accounted for in accordance with Ind-AS 105, Non-current Assets Held for Sale and Discontinued Operations, when they are classified as held for sale.

Investment carried at cost will be tested for impairment as per Ind-AS 36.

1.1.3 Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and

the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The areas involving critical estimates are as below:

Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

Further details about gratuity obligations are given in Note 26.

The areas involving critical judgement are as below:

Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax assessments and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the Companies.

Deferred tax assets are recognised for unused tax losses only to the extent that the entity has sufficient taxable temporary differences against which the unused tax losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Further details on taxes are disclosed in Note 23

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

For more information refer Note 31.

Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Impairment of non- financial assets

The Company 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 Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. It 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 of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent markets transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

2 Investment in subsidiary

Particulars	(₹ in Lacs)	
	As at March 31, 2022	As at March 31, 2021
Investment in subsidiary (at cost)		
Unquoted		
Next Radio Limited	3,893	3,893
38,933,165 [Previous Year: 38,933,165] equity shares of INR10 each, fully paid up		
Deemed investment*	299	299
Total (A)	4,192	4,192
Provision for impairment in value of investment (B)	2,018	2,018
Total Investment in Subsidiary (A) - (B)	2,174	2,174
Aggregate book value of unquoted investments	2,174	2,174
Non - Current	2,174	2,174

* In relation to financial guarantee given for Next Radio Limited.

3 Income tax assets

Particulars	(₹ in Lacs)	
	As at March 31, 2022	As at March 31, 2021
Income tax assets	153	152
Total	153	152
Non - Current	153	152

4 Trade receivables

Particulars	(₹ in Lacs)	
	As at March 31, 2022	As at March 31, 2021
Considered good – Secured	–	–
Unsecured, considered good-*	–	29
Trade Receivables which have significant increase in credit risk	–	–
Trade Receivables – credit impaired	–	–
Total	–	29
Loss allowance for bad & doubtful receivables	–	–
Net Trade receivables	–	29

*Refer note 25A

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

4 Trade receivables (Contd..)

Trade Receivables ageing schedule for the year ended March 31,2021

(₹ in Lacs)

Particulars	Outstanding for following periods from the due date							Total
	Unbilled	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	-	-	-	29	-	-	29
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Total	-	-	-	-	29	-	-	29
Less: Loss allowance for bad & doubtful receivables	-	-	-	-	-	-	-	-
Net Receivable	-	-	-	-	29	-	-	29

No Trade Receivables are due from directors or other officers of the company either severally or jointly with any other person.

5 Cash and cash equivalents

(₹ in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
Balances with banks :		
- in current accounts	13	16
Total	13	16

6 Other financial assets

(₹ in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
Other financial assets at amortised cost		
Security deposit *	-	-
Total	-	-
Current	-	-

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

* INR less than 50,000/- has been rounded off to Nil.

6A Break up of financial assets carried at amortised cost

Particulars	(₹ in Lacs)	
	As at March 31, 2022	As at March 31, 2021
Cash and cash equivalents (note 5)	13	16
Security deposit (note 6)	-	-
Trade receivables (note 4)	-	29
Total	13	45

7 Other current assets

Particulars	(₹ in Lacs)	
	As at March 31, 2022	As at March 31, 2021
Prepaid expenses	1	1
Balance with Government authorities	35	22
Total	36	23

8 Share Capital

a Authorised share capital

Particulars	(₹ in Lacs)	
	Number of shares	Amount
As at April 1, 2020	80,000,000	8,000
Increase/(decrease) during the year	-	-
At March 31, 2021	80,000,000	8,000
Increase/(decrease) during the year	-	-
At March 31, 2022	80,000,000	8,000

b Terms of equity shares

The Company has only one class of equity shares having par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except for Interim Dividend. In the event of liquidation, the holders of the equity shares will be entitled to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by shareholders.

c Issued, subscribed and paid up share capital

Particulars	(₹ in Lacs)	
	Number of shares	Amount
As at April 1, 2020	66,892,908	6,689
Changes during the year	-	-
At March 31, 2021	66,892,908	6,689
Changes during the year	-	-
At March 31, 2022	66,892,908	6,689

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

8 Share Capital (Contd..)

d Reconciliation of Equity shares outstanding at the beginning of the year and at the end of the year

Equity shares

(₹ in Lacs)

Particulars	March 31, 2022		March 31, 2021	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	66,892,908	6,689	66,892,908	6,689
Shares outstanding at the end of year	66,892,908	6,689	66,892,908	6,689

e Shares held by holding/ ultimate holding company and/ or their subsidiaries/ associates

(₹ in Lacs)

Particulars	March 31, 2022		March 31, 2021	
	Number of shares	Amount	Number of shares	Amount
HT Media Limited, the holding company	34,115,386	3,412	34,115,386	3,412

f Details of shareholders holding more than 5% of Shares in the Company

Name of the Shareholder	March 31, 2022		March 31, 2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares				
HT Media Limited, the holding company	34,115,386	51.00%	34,115,386	51.00%
Tehzeeb Ansari	4,337,298	6.48%	4,337,298	6.48%
Meridian Holding and Leasing Company Private Limited	3,773,246	5.64%	3,773,246	5.64%
Bennett Coleman and Company Limited	3,649,391	5.46%	3,649,391	5.46%

As per records of the Company, including its register of shareholders/members and other declaration received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

g Aggregate number of bonus shares issued, shares issued for consideration other than cash during the period five years immediately preceding the reporting date

Particulars	2021-22	2020-21	2019-20	2018-19	2017-18
Equity shares					
Shares issued under ESOP	-	-	-	-	66,680

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

8 Share Capital (Contd..)

h Shares reserved for issue under employee stock options

There are no outstanding shares under ESOP scheme

i Shareholding of Promoters as below:

Shares held by promoters for the year ended March 31, 2022

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% Change during the year
Rukya Khalid Ansari	2,303,149	-	2,303,149	3.44%	-
Tarique Ansari	2,037,298	-	2,037,298	3.05%	-
Tehzeeb Ansari Grossman	4,337,298	-	4,337,298	6.48%	-
Sharique Ansari	2,037,298	-	2,037,298	3.05%	-
Ferari Investments and Trading Company Private Limited	1,557,632	-	1,557,632	2.33%	-
Meridian Holding and Leasing Company Private Limited	3,773,246	-	3,773,246	5.64%	-
HT Media Limited	34,115,386	-	34,115,386	51.00%	-
Total	50,161,307	-	50,161,307	74.99%	-

Shares held by promoters for the year ended March 31, 2021

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% Change during the year
Rukya Khalid Ansari	2,303,149	-	2,303,149	3.44%	-
Tarique Ansari	2,037,298	-	2,037,298	3.05%	-
Tehzeeb Ansari Grossman	4,337,298	-	4,337,298	6.48%	-
Sharique Ansari	2,037,298	-	2,037,298	3.05%	-
Ferari Investments and Trading Company Private Limited	1,557,632	-	1,557,632	2.33%	-
Meridian Holding and Leasing Company Private Limited	3,773,246	-	3,773,246	5.64%	-
HT Media Limited	34,115,386	-	34,115,386	51.00%	-
Total	50,161,307	-	50,161,307	74.99%	-

9 Other equity

(₹ in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
Securities premium *	8,606	8,606
Retained earning #	(15,142)	(14,890)
Total	(6,536)	(6,284)

* Securities premium is used to record the premium on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

Retained earnings are the accumulated profits/ (losses) earned by the Company till date.

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

9 Other equity (Contd..)

Securities premium

(₹ in Lacs)	
Particulars	Amount
As at April 1, 2020	8,606
Add: addition during the year	-
Balance as at March 31, 2021	8,606
Add: addition during the year	-
Balance as at March 31, 2022	8,606

Retained earning

(₹ in Lacs)	
Particulars	Amount
As at April 1, 2020	(14,641)
Loss for the year	(249)
Add: Items of other comprehensive income (OCI) recognised directly in retained earnings	
- Remeasurement of post-employment benefit obligation, net of tax*	-
Balance as at March 31, 2021	(14,890)
Loss for the year	(252)
Add: Items of other comprehensive income (OCI) recognised directly in retained earnings	
- Remeasurement of post-employment benefit obligation, net of tax *	-
Balance as at March 31, 2022	(15,142)

* INR less than 50,000 has been rounded off to NIL

10 Borrowings

(₹ in Lacs)		
Particulars	As at March 31, 2022	As at March 31, 2021
Non-current Borrowings		
Unsecured		
Loan from related party (refer note 25A & 37 (vi))		
Next Radio Limited*	1,060	1,347
Sub total (a)	1,060	1,347
Current Borrowings		
Unsecured		
Loan from related party (refer note 25A & 37 (vi))		
Next Radio Limited**	400	-
Sub total (b)	400	-
Total (a+b)	1,460	1,347

Note:

* Repayable at end of 8 years from April 29, 2015. The loan carries interest @ 11% p.a.

**Repayable on February 25, 2023. The loan carries interest @ 10.65% p.a.

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

10 Borrowings (Contd..)

Debt reconciliation for FY 2021-22

Particulars	(₹ in Lacs)	
	Current Borrowings	Non Current Borrowings
Opening Balance as at April 1, 2021	-	1,347
Cash Flows:		
Add: Drawdowns	-	113
Less: Repayments	-	-
Non-cash movements		
Reclassification of long-term borrowing	400	(400)
Closing Balance as at March 31, 2022	400	1,060

Debt reconciliation for FY 2020-21

Particulars	(₹ in Lacs)	
	Current Borrowings	Non Current Borrowings
Opening Balance as at April 1, 2020	25	1,227
Cash Flows:		
Add: Drawdowns	-	120
Less: Repayments	25	-
Closing Balance as at March 31, 2021	-	1,347

11 Other financial liabilities at amortised cost - non current

Particulars	(₹ in Lacs)	
	As at March 31, 2022	As at March 31, 2021
Interest accrued but not due on borrowings to related party (refer note 25A)	631	590
Total	631	590

12 Trade payables

Particulars	(₹ in Lacs)	
	As at March 31, 2022	As at March 31, 2021
Trade payables		
- Amount payable to micro enterprises and small enterprises (refer note 24)	1	-
- Amount payable to Related parties (refer note 25A)	1	3
- Amount payable to other than micro enterprises and small enterprises (refer note 24)	32	42
Total	34	45

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

12 Trade payables (Contd..)

Trade payable ageing schedule for the year ended March 31, 2022

(₹ in Lacs)

Particulars	Outstanding for following periods from the due date						Total
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	1	-	-	-	-	1
(ii) Others	13	1	7	12	-	-	33
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	13	2	7	12	-	-	34

Trade payable ageing schedule for the year ended March 31, 2021

(₹ in Lacs)

Particulars	Outstanding for following periods from the due date						Total
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-	-
(ii) Others	1	-	28	16	-	-	45
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	1	-	28	16	-	-	45

13 Other financial liabilities at amortised cost - current

(₹ in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
Employee related payable	1	1
Interest accrued but not due on borrowings to related party** (refer note 25A)	95	-
Total	96	1

**Repayable on February 25, 2023

13A Break up of financial liabilities carried at amortised cost

(₹ in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
Borrowings (note 10)	1,460	1,347
Trade payables (note 12)	33	45
Other non-current financial liabilities (note 11)	631	590
Other current financial liabilities (note 13)	96	1
Total	2,220	1,983

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

14 Provisions

Particulars	(₹ in Lacs)	
	As at March 31, 2022	As at March 31, 2021
Non-current		
Provision for employee benefits		
Gratuity (refer note 26)*	-	2
Leave encashment (refer note 26) *	-	1
Total	-	3
Current		
Provision for employee benefits		
Gratuity (refer note 26) *	-	2
Leave encashment (refer note 26) *	-	-
Total	-	2

* INR less than 50,000/- has been rounded off to Nil.

15 Other current liabilities

Particulars	(₹ in Lacs)	
	As at March 31, 2022	As at March 31, 2021
Statutory dues	2	1
Total	2	1

16 Other Income

Particulars	(₹ in Lacs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Interest income on EIR method		
– others	2	-
Dividend income	-	1
Other non - operating income		
Liabilities no longer required written back	5	24
Total	7	25

17 Employee benefits expense

Particulars	(₹ in Lacs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Salaries, wages and bonus	28	29
Contribution to provident and other funds (refer note 27)	1	1
Gratuity expense (refer note 26)*	-	1
Workmen and staff welfare expenses	1	-
Total	30	31

* INR less than 50,000/- in March 31, 2022 has been rounded off to Nil.

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

18 Finance cost

Particulars	(₹ in Lacs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Interest expenses on		
– loans from related party (refer note 25A)	152	139
Bank charges *	–	–
Total	152	139

* INR less than 50,000/- has been rounded off to Nil.

19 Other expenses

Particulars	(₹ in Lacs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Rates and taxes *	–	6
Travelling and conveyance	1	1
Repairs and maintenance :		
– Others *	–	–
Payment to auditors (refer note below)	9	8
Advertising and sales promotion (refer note no 25A)	9	11
Legal and professional fees	32	50
Directors sitting fees (refer note 25A)	26	28
Miscellaneous expenses *	–	–
Total	77	104

* INR less than 50,000/- has been rounded off to Nil.

Payment to auditors

Particulars	(₹ in Lacs)	
	Year ended March 31, 2022	Year ended March 31, 2021
As auditor :		
– Audit fee	5	4
– Special purpose audit	–	2
– Fee for limited review	4	2
– Reimbursement of expenses*	–	–
Total	9	8

* INR less than 50,000/- has been rounded off to Nil.

20 Loss per share

Basic loss per share amounts are calculated by dividing the loss for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted loss per share amounts are calculated by dividing the loss attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

20 Loss per share (Contd..)

The following reflects the income and share data used in the basic and diluted earnings per share computations:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Total loss attributable to equity holders (INR Lacs)	(252)	(249)
Weighted average number of Equity shares for basic and diluted loss per share	66,892,908	66,892,908
Loss per share		
Basic (Nominal value of share INR 10/-)	(0.38)	(0.37)
Diluted (Nominal value of share INR 10/-)	(0.38)	(0.37)

21 Segment reporting

Considering the nature of operations, the Company has concluded that there is only one operating segment as per Ind AS 108 "Operating Segments". Accordingly, no separate disclosure of segment information has been made.

22 Commitments and contingencies

(i) Contingent liabilities

- a. In respect of income tax demand under dispute INR 251 lacs (previous year INR 193 lacs) against the same the Company has paid tax under protest of INR 79 lacs (previous year INR 78 lacs).

Based on management assessment and current status of the above matter, the management is confident that no provision is required in the financial statements as on March 31, 2022.

(ii) Commitments

Estimated amount of contracts remaining to be executed on capital account is Nil (previous year Nil).

(iii) Guarantees

Particulars	(₹ in Lacs)	
	As at March 31, 2022	As at March 31, 2021
Corporate guarantee in favor of the banks on behalf of related party for unutilised working capital credit limit.	1,500	1,500

23 Deferred tax*

Particulars	(₹ in Lacs)	
	As at March 31, 2022	As at March 31, 2021
Deferred tax Assets		
- on Carry forwards business loss [(Available for 8 Assessment Years i.e.from FY 2022-23 to FY 2029-30) (for previous year from FY 2021-22 to FY 2028-29)]	389	317
- on unabsorbed depreciation (Available for infinite period)	4	4
- on other temporary difference (Available on payment basis)	2	1
Net Deferred tax Assets	395	322

* In the absence of reasonable certainty, the Company has not recognised the deferred tax assets

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

24 Based on the information available with the Company, Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006

(₹ in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
Principal Amount	1	-
Interest due thereon at the end of the accounting year	-	-
The amount of interest paid by the buyer in terms of Section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the year for 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.	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
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 MSMED Act, 2006.	-	-

25 Related party transactions

Following are the related parties and transactions entered with related parties for the relevant financial year :

i) List of related parties and relationships:-

- a. Holding Company
 - HT Media Limited
 - The Hindustan Times Limited #
 - Earthstone Holding (Two) Private Limited### (Ultimate controlling party is the Promoter Group)
- b. Subsidiary Company
 - Next Radio Limited
 - (with whom transactions have occurred during the year)
- c. Fellow Subsidiary Company
 - HT Music and Entertainment Company Limited
 - (with whom transactions have occurred during the year)
- d. Key Managerial Personnel
 - Mr. Ajay Relan (Non-Executive independent Director)*
 - (with whom transactions have occurred during the year) Ms. Suchitra Rajendra (Non-Executive independent Director)
 - Mr. Sameer Singh (Non-Executive independent Director)
 - Mr. Lloyd Mathias (Non-Executive independent Director, w.e.f December 28, 2021)

* Relationship ceased from October 01, 2021

The Hindustan Times Limited (HTL) does not hold any direct investment in the Company. However, HTL's subsidiary HT Media Limited holds shares in the Company.

Earthstone Holding (Two) Private Limited (formerly known as Earthstone Holding (Two) Limited) is the holding Company of The Hindustan Times Limited .

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

25 Related party transactions (Contd..)

ii) Transactions with related parties

Refer note 25 A

iii) Terms and conditions of transactions with related parties

The transaction with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free except in case of loans taken and settlement occurs in cash.

25 A Transactions during the year with Related Parties (refer note A):-

(₹ in Lacs)

Sl No	Particulars	Holding Company		Subsidiary Company		Fellow Subsidiary Company		Key Managerial Personnel (KMP's) / Directors (Refer Note B)		Total	
		March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
		A EXPENSES									
1	Advertisement charges	9	11	-	-	-	-	-	-	9	11
2	Interest expenses	-	-	152	138	-	1	-	-	152	139
3	Directors sitting fees	-	-	-	-	-	-	26	28	26	28
B OTHERS											
4	Loan received during the year	-	-	113	120	-	-	-	-	113	120
5	Loan repaid During the year	-	-	-	-	-	25	-	-	-	25
C BALANCE OUTSTANDING											
6	Investment in shares	-	-	2,174	2,174	-	-	-	-	2,174	2,174
7	Trade Receivables	-	-	-	29	-	-	-	-	-	29
8	Inter corporate deposit taken and interest accrued on it	-	-	2,186	1,937	-	-	-	-	2,186	1,937
9	Trade payable *	1	3	-	-	-	-	-	-	1	3

* Amount payable as Trade payable to Key Managerial Personnel (KMP's) / Directors less than 50,000 rounded off to NIL

Note A:- The transactions above do not include GST, Service tax, VAT etc.

Note B- Key Managerial Personnel who are under the employment of the Company are entitled to post employment benefits and other long term employee benefits recognized as per Ind AS 19 - 'Employee Benefits' in the standalone financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.

Note C - Refer note 28 for corporate guarantees given on behalf of subsidiary.

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

26 Employee Benefits

The Company has classified the various benefits provided to the employees as under.

Defined Contribution Plans

Provident fund

The Company has recognised INR 1 lac (previous year INR 1 lac) in Statement of Profit and Loss towards employer's contribution to provident fund.

Define Benefit Plan: Gratuity

The Company has a defined benefit gratuity plan. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Every employee who has completed five years or more of services gets a gratuity on separation at 15 days salary (last drawn salary) for each completed year of service. The provision is made based on actuarial valuation done by independent valuer.

In accordance with the Ind AS 19, actuarial valuation was performed in respect of the aforesaid defined benefit plans based on the following assumptions:

Assumptions	As at March 31, 2022	As at March 31, 2021
Discount Rate	6.45% pa	6.15% pa
Rate of Increase in compensation levels (pa)	4.00% pa	4.00% pa
Mortality Rate	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate
Attrition Rate	Upto 30 years - 35% 31 to 44 years - 35% Above 44 years - 35%	Upto 30 years - 35% 31 to 44 years - 35% Above 44 years - 35%

a. Change in the Present Value obligation

Particulars	(₹ in Lacs)	
	For year ended March 31, 2022	For year ended March 31, 2021
Present Value of Defined Benefit Obligation as at beginning of the year	4	3
Interest cost *	-	-
Current service cost *	-	-
Benefits paid	4	-
Actuarial (gain) / loss on obligation arising from:		
- change in demographic assumptions *	-	1
- change in financial assumptions *	-	-
- experience variance (i.e. Actual experience vs assumptions) *	-	-
Present value of defined benefit obligation as at end of the year*	-	4

* INR less than 50,000/- has been rounded off to Nil.

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

26 Employee Benefits (Contd..)

b. Amount recognised in the Balance Sheet

Particulars	(₹ in Lacs)	
	As at March 31, 2022	As at March 31, 2021
Present Value of Defined Benefit Obligation as at the end of the year*	-	4
Liability / (net asset) recognised in the Balance Sheet*	-	4

* INR less than 50,000/- has been rounded off to Nil.

c. Expenses Recognised in the Statement of Profit and Loss Statement

Particulars	(₹ in Lacs)	
	For year ended March 31, 2022	For year ended March 31, 2021
Current service cost *	-	-
Interest cost *	-	-
Interest income	-	-
Total expenses recognised in the Statement of Profit and Loss (net)*	-	1

* INR less than 50,000/- has been rounded off to Nil.

d. Expenses Recognised in the Other comprehensive income

Particulars	(₹ in Lacs)	
	For year ended March 31, 2022	For year ended March 31, 2021
Actuarial (gains)/losses on obligation for the year *	-	-
Net (income)/ expense for the year recognised in OCI *	-	-

* INR less than 50,000/- has been rounded off to Nil.

e. Sensitivity analysis

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity of the defined benefit obligation to changes in the principal assumptions:

Particulars	(₹ in Lacs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Projected Benefit Obligation on Current Assumptions*	-	4
Delta Effect of +1% Change in Rate of Discounting *	-	-
Delta Effect of -1% Change in Rate of Discounting *	-	-
Delta Effect of +1% Change in Rate of Salary Increase *	-	-
Delta Effect of -1% Change in Rate of Salary Increase *	-	-
Delta Effect of +1% Change in Rate of Employee Turnover *	-	-
Delta Effect of -1% Change in Rate of Employee Turnover *	-	-

* INR less than 50,000/- has been rounded off to Nil.

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

26 Employee Benefits (Contd..)

f. Maturity analysis of projected benefit obligation:

	(₹ in Lacs)	
Projected benefits payable in future years from the date of reporting	Year ended March 31, 2022	Year ended March 31, 2021
within one year *	-	1
2 to 5 years *	-	2
6 to 10 years *	-	1
more than 10 years *	-	-

* INR less than 50,000/- has been rounded off to Nil.

g. Average duration of the defined benefit plan obligation

Particulars	As at March 31, 2022	As at March 31, 2021
Weighted Average duration	5 years	2 years

The expected contribution for next year is ₹ Nil (Previous Year ₹ Nil)

Leave Encashment (unfunded)

The Company recognises the leave encashment expenses in the statement of profit and loss based on the actuarial valuation.

The expenses recognised in the statement of profit and loss and the leave encashment liability at the beginning and at the end of the year:

	(₹ in Lacs)	
Particulars	As at March 31, 2022	As at March 31, 2021
Liability at the beginning of the year *	1	-
Benefits paid during the year *	1	-
Provided during the year *	-	-
Liability at the end of the year *	-	1

* INR less than 50,000/- has been rounded off to Nil.

27 Other comprehensive income

The disaggregation of changes to OCI by each type of reserve in equity is shown below :

During the year ended March 31, 2022

	(₹ in Lacs)	
Particulars	Retained earnings	Total
Remeasurement gain of the defined benefits plan (refer note 26) *	-	-
Total	-	-

* INR less than 50,000/- has been rounded off to Nil.

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

27 Other comprehensive income (Contd..)

During the year ended March 31, 2021

Particulars	(₹ in Lacs)	
	Retained earnings	Total
Remeasurement gain of the defined benefits plan (refer note 26)*	-	-
Total	-	-

* INR less than 50,000/- has been rounded off to Nil.

28 Disclosure required under section 186(4) of the Companies Act, 2013

- Corporate Guarantee amounting to INR 1,500 lacs (previous year: INR 1,500 lacs) has been given to bank on behalf of Next Radio Limited for unutilised working capital credit limit.
- Details of investment made are given under Note 2.

29 Financial risk management objectives and policies

The Company's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's principal financial assets include cash and cash equivalents that derive directly from its operations.

The Company is exposed to credit risk, liquidity risk, foreign currency risk and interest rate risk. The Company's senior management oversees the mitigation of these risks. The Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The policies for managing each of these risks, which are summarized below:-

1 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 two types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include loans and borrowings, deposits and derivative financial instruments.

a 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 fixed rate borrowings are carried at amortized cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate on account of a change in market interest rates.

b Foreign currency risk

Foreign currency risk arises due to the fluctuations in foreign currency exchange rates. The Company does not have any transactions in foreign currencies. Accordingly, its exposure to the foreign currency risk is limited.

2 Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The Company is exposed to credit risk from its operating activities. The Company's maximum exposure to credit risk is limited to the carrying amount of the financial assets recognised as at March 31, 2022.

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

29 Financial risk management objectives and policies (Contd..)

The Company believes that the risk associated with respect to trade/ other receivables is low, as there are no significant recoverables outside the group.

3 Liquidity Risk

Liquidity risk is defined as a risk that the Company will not be able to settle or meet its obligations on time. The Group's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by the Senior Management.

Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities-

(₹ in Lacs)

Particulars	March 31, 2022		March 31, 2021	
	Less than 1 year	More than 1 year	Less than 1 year	More than 1 year
Borrowings	400	1,060	-	1,347
Other financial liabilities	1	631	1	590
Trade payables	34	-	45	-
	435	1,691	46	1,937

for mitigating the liquidity risk, refer note no. 35

30 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves. The primary objective of the Company's capital management is to maximize 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 capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital and net debt. The Company includes within net debt, interest bearing loans and borrowings and interest accrued on borrowings.

(₹ in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
(a) Debt	1,691	1,937
(b) Total equity (as per balance sheet)	153	405
(c) Total capital (a) +(b)	1,844	2,342
(d) Net gearing ratio (a)/(c)	0.92	0.83

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

31 Fair value measurement

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 values:

Particulars	(₹ in Lacs)				Fair value measurement hierarchy level
	Carrying amount		Fair Value		
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021	
Financial liabilities measured at amortised cost					
Non-current					
Long Term Borrowings (Note 10)	1,060	1,347	1,060	1,347	Level 2

The management assessed that fair value of current investment, trade receivables, cash and cash equivalents, other current financial assets, loans (security deposit paid), trade payables, short-term borrowings and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- The fair values of Long term borrowings are determined by discounting future cash flows using rates currently available for items on similar terms, credit risk and remaining maturities.

32 A Composite Scheme of Amalgamation u/s 230-232 of the Companies Act, 2013 which provides for merger of Next Mediaworks Limited (NMWL), Digicontent Limited (DCL) and HT Mobile Solutions Limited (HTMSL) with HT Media Limited (HTML) ("Scheme"), has been approved by the Board of Directors of respective companies. Both NSE and BSE have issued their no-objection letter in relation to the Scheme pursuant to Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Scheme was filed before the Delhi and Mumbai Benches of Hon'ble National Company Law Tribunal (NCLTs) on September 08, 2021 and September 13, 2021 respectively.

Pursuant to directions of Hon'ble Mumbai NCLT vide its order dated December 03, 2021, the meeting of the equity shareholders of NMWL was convened on February 24, 2022, for considering their approval to the Scheme.

The Scheme has not been approved by the requisite majority of equity shareholders (including public shareholders) of NMWL as per the requirements of the SEBI Circular.

33 Standards issued but not yet effective

On 23 March 2022, the Ministry of Corporate Affairs (MCA) issued certain amendments and annual improvements to Ind AS. These amendments are applicable for accounting periods beginning on or after 1 April 2022.

Amendment to Ind AS 103

Reference of Conceptual Framework for Financial Reporting under Ind AS has been given for definition of assets and liabilities.

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

33 Standards issued but not yet effective (Contd..)

The application of this amendment is not expected to have a material impact on the Company's financial statements.

Amendment to Ind AS 16

Sale of items produced in the process of making PPE available for its intended use: Sale proceeds of such items would be deducted from the cost of PPE before its intended use.

The application of this amendment is not expected to have a material impact on the Company's financial statements.

Amendment to Ind AS 37

Cost to fulfil a contract: Include both:

- (a) incremental costs—for example, direct labour and materials; and
- (b) an allocation of other direct—for example, an allocation of the depreciation charge for an item of PPE used in fulfilling the contract

The application of this amendment is not expected to have a material impact on the Company's financial statements.

Amendment to Ind AS 101

Where a subsidiary adopts Ind AS later than its parent entity and applies Ind AS 101. D16(a), it is permitted to measure cumulative translation differences for all foreign operations at amounts included in CFS of parent's date of transition.

This amendment is not applicable to the Company.

Amendment to Ind AS 109

While performing the '10 per cent test' for derecognition of financial liabilities, borrower includes only fees paid or received between borrower and lender directly or on behalf of the other's behalf.

The application of this amendment is not expected to have a material impact on the Company's financial statements.

Amendment to Ind AS 41

Aligns the fair value measurement requirement in Ind AS 41 with those in Ind AS 113, Fair Value Measurement.

This amendment is not applicable to the Company.

- 34** Management has been continuously evaluating the possible effects that may result from the pandemic relating to COVID-19 on the operations and financial results of the Company for the year ended March 31, 2022. The Company has considered and taken into account internal and external information and has performed sensitivity analysis based on current estimates in assessing the recoverability of financial and non financial assets. Given the uncertainties associated with nature, condition and duration of COVID-19, the impact assessment on the Company's financial information will be continuously made and provided for as required.

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

- 35** The Company has incurred losses in the current year and has accumulated losses as at 31 March 2022, which has resulted in substantial erosion of its net worth as at 31 March 2022. Further, the Company's current liabilities exceed current assets as at March 31, 2022. Basis the carrying value of its investment in Next Radio Limited (Material subsidiary company), the Company believes the same can be used to settle the current and non-current liabilities. The Company also believes its current assets (financial and non-financial) as at 31 March 2022 will enable it to meet its known future obligations due in next year from the reporting date, in the ordinary course of business. Further, the Company has received a letter of support from its Holding Company, where in the holding company has agreed to provide financial support to the Company. In view of the above, use of going concern assumption has been considered appropriate in preparation of these standalone financial statements.
- 36** On the basis of the last audited Financial Statements for the year ended 31 March 2021, the Company meets the Core Investment Company (CIC) Criteria for classification as CIC in terms of the Master Direction - Core Investment Companies (Reserve Bank) Directions, 2016, as amended ('Regulations') issued by the Reserve Bank of India ('RBI') but is exempted from registration with RBI being not a Systemically Important Core Investment Company (SI-CIC).
- 37 Statutory Information:**
- (i) No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
 - (ii) The Company has not been declared as wilful defaulter by any bank or financial Institution or other lender.
 - (iii) The Company has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
 - (iv) There are no transaction which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
 - (v) There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.
 - (vi) There are no funds which have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - (vii) There are no funds which have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
 - a) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - b) provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
 - (viii) The Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have more than one CIC (which is not required to be registered with RBI as not being Systemically Important CIC)."

NOTES TO STANDALONE FINANCIAL STATEMENTS

for the year ended March 31, 2022

38 Ratios

Ratios	March 31, 2022	March 31, 2021	% Variance	Reason for variance
Current ratio (in times) (Current assets / Current liabilities)	0.09	1.38	-93.32%	Due to decrease in current assets and increase in current liabilities in the current year as compared to previous year.
Debt-equity ratio (in times) (Total Debt/ Total Equity) Total Debt = Debt comprises of current borrowings (including current maturities of long term borrowings), non-current borrowings and interest accrued on borrowings. Total Equity = Shareholders' Equity	13.65	4.78	185.42%	Due to increase in debt and decrease in equity in the current year as compared to previous year.
Debt service coverage ratio (in times) (EBITDA - Depreciation and amortization expense)/ (Debt payable within one year + Interest on debt)	(0.18)	(0.79)	-77.14%	Due to increase in current borrowings.
Return on Equity Ratio (%) (Profit/(Loss) After Tax/Average Shareholder's Equity)	(0.90)	(0.47)	91.76%	Due to decrease in average shareholder's equity.
Inventory turnover ratio (times) (Cost of goods sold /average Inventory) COGS = Cost of materials consumed + Changes in inventories of finished goods, work-in-progress and stock-in-trade	NA	NA	NA	
Trade receivables turnover ratio (in times) (Revenue from operations /average trade receivables)	NA	NA	NA	
Trade payables turnover ratio (in times) Other Expenses / Average Trade payables	1.23	1.77	-30%	Due to increase in average trade payables & decrease in other expenses.
Net capital turnover ratio (in times) (Operating Revenue from operations/ Working Capital)	NA	NA	NA	
Net profit ratio (%) {Net profit/(loss) after tax / Total Income}	(33.75)	(9.97)	238.40%	Mainly due to decrease in total income during the year.
Return On Capital Employed (%) (Earnings before interest and tax / Capital Employed)	(0.04)	(0.05)	-4.96%	
Return on investment (%) (PAT / Average total Assets)	NA	NA	NA	

See accompanying notes to the standalone financial statements.

In terms of our report of even date attached

For **B S R and Associates**

Chartered Accountants

(Firm Registration Number: 128901W)

David Jones

Partner

Membership No. 098113

Place: Gurugram

Date: May 24, 2022

For and on behalf of the Board of Directors of

Next Mediaworks Limited

Anup Sharma

Chief Financial Officer

Harshit Gupta

Company Secretary

Membership No : A41111

Place: New Delhi

Date: May 24, 2022

Ajit Dheer

Chief Executive Officer

Samudra Bhattacharya

Director

(DIN:02797819)

Dinesh Mittal

Director

(DIN: 00105769)



Consolidated Financial Statements

INDEPENDENT AUDITOR’S REPORT

To the Members of **Next Mediaworks Limited**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Next Mediaworks Limited (hereinafter referred to as the “Holding Company”) and its subsidiaries (Holding Company and its subsidiaries together referred to as “the Group”), which comprise the consolidated balance sheet as at 31 March 2022, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows 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 report of other auditor on separate financial statements of such subsidiary was audited by the other auditor, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (“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, as at 31 March 2022, of its consolidated loss and other

comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs 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 in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of report of other auditor referred to in paragraph (a) of the “Other Matters” section below, is sufficient and appropriate to provide a basis for our 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 of the current period. 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.

Description of Key Audit Matter

Impairment of Radio Licenses

See note 3 to the consolidated financial statements

The key audit matter	How the matter was addressed in our audit
<p>The carrying value of radio licenses (part of intangible assets) aggregates to INR 4,971 lakhs as at 31 March 2022.</p> <p>The Group performs annual assessment of the radio licenses at cash generating unit (CGU) level, to identify indicators of impairment, if any. The Group has identified each radio license as a separate CGU.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> – Assessed Group’s identification of CGUs with reference to the guidance in the applicable accounting standards; – Tested design, implementation and operating effectiveness of key controls over the impairment assessment process – We obtained and assessed the value in use (VIU) as determined by the Group as under:

The key audit matter	How the matter was addressed in our audit
<p>The recoverable amount of the CGUs which is based on the value in use ('VIU'), has been derived from discounted cash flow model. The model uses several key assumptions.</p> <p>The economic slowdown owing to the Covid-19 pandemic and other economic factors may impact the key assumptions taken while computing VIU.</p> <p>Considering the inherent uncertainty, complexity and judgment involved and the significance of the value of the assets, impairment assessment of the above mentioned radio licenses has been considered as a key audit matter.</p>	<ul style="list-style-type: none"> • Assessed the method of determining VIU and key assumptions used therein through historical information, budgets / projections, externally derived data and other relevant information. • Challenged the key assumptions and judgements within the build-up and methodologies used by the Group. • Assessed the sensitivity of the outcome of impairment assessment to changes in key assumptions. • Involved our internal specialists to assist us in performing above mentioned procedures. <p>– Tested the adequacy of disclosures made in the consolidated financial statements, as required by relevant accounting standards.</p>

Revenue Recognition

See note 23 to the consolidated financial statements

The key audit matter	How the matter was addressed in our audit
<p>As disclosed in Note 23 to the consolidated financial statements, the Group's revenue from operations for the year ended 31 March 2022 was INR 2,566 Lakhs (Previous year INR 1,949 Lakhs).</p> <p>Revenue is recognized upon transfer of control of promised services to the customers and when it is "probable" that the Group will collect the consideration. Revenue is recognized on the airing of client's commercials.</p> <p>There is a risk that revenue is recognized before the advertisement is aired.</p> <p>Standards on Auditing presume that there is fraud risk with regard to revenue recognition. Also, revenue is one of the key performance indicators of the Group which makes it susceptible to misstatement.</p> <p>In view of the above, we have identified revenue recognition as a key audit matter.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> – Assessed the appropriateness of the accounting policy for revenue recognition as per the relevant accounting standard; – Evaluated the design and implementation of key controls in relation to revenue recognition and tested the operating effectiveness of such controls for a sample of transactions; – Involved our IT specialists to assist us in testing of key IT system controls which impact revenue recognition; – Performed detailed testing by selecting samples of revenue transactions recorded during and after the year. For such samples, verified the underlying documents supporting the revenue recognition;

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's 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 the 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 and based on the work done/ audit report of other auditor, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the 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 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 Management and Board of Directors of the Holding Company, as aforesaid.

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

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

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 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 the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. 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 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 such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entity included in the consolidated financial statements, which have been audited by other auditor, such other auditor remain responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

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 of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so

would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

(a) We did not audit the financial statements of one subsidiary, whose financial statements reflect Group's Share of total assets (before consolidation adjustments) of ₹ 212 Lakhs as at 31 March 2022, Group's share of total revenues (before consolidation adjustments) of ₹ 17 Lakhs, Group's share of total net profit after tax (before consolidation adjustments) of ₹ 8 Lakhs and Group's share of net cash outflows (before consolidation adjustments) amounting to ₹ 1 Lakh for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose report have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of said subsidiary and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the report of the other auditor.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the report of the other auditor.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. A. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditor on separate financial statements of subsidiary company, as was audited by other auditor, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditor.
- c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2022 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditor of its subsidiary company, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, 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 auditor on separate financial statements of the subsidiary company, as noted in the "Other Matters" paragraph:
- a) The consolidated financial statements disclose the impact of pending litigations as at 31 March 2022 on the consolidated financial position of the Group. Refer Note 32(ii) to the consolidated financial statements.
- b) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2022.
- c) There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies during the year ended 31 March 2022.
- d) (i) The respective managements of the Company and its subsidiaries have represented to us and the other auditor of such subsidiary company that, to the best of its knowledge and belief, as disclosed in note 52(vi) to the accounts, 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 or any of such subsidiaries to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or any of such subsidiaries or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) The respective managements of the Company and its subsidiaries have represented to us and the other auditor of such subsidiary company that, to the best of its knowledge and belief, as disclosed in note 52(vii) to the accounts, no funds have been received by the Company or any of such subsidiaries from any persons or entities, including

foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall:

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

(iii) Based on such audit procedures as 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 (d) (i) and (d) (ii) contain any material mis-statement.

e) The Holding Company and its Subsidiary Companies have neither declared nor paid any dividend during the year.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, there no directors in Holding Company and its Subsidiary Companies to whom remuneration is paid / payable in accordance with the provisions of Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R and Associates**

Chartered Accountants

(Firm's Registration No.128901W)

David Jones

Partner

Membership No. 098113

UDIN: 22098113AJMDQH9921

Place: Gurugram

Date: 24 May 2022

ANNEXURE A

to the Independent Auditor's Report on Consolidated Financial Statements

We report that:

(xxi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualifications or adverse remarks given in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

Statement of Disputed Tax Dues

(₹ in Lacs)

S. No	Name of Entity	CIN	Relation-ship	Clause Number of CARO which is unfavourable or qualified or adverse	Remarks
1.	Next Mediaworks Limited	L22100MH1981PLC024052	Holding Company	Clause (xvii)	The Company has incurred cash losses in the financial year and immediately preceding financial year
2.	Next Radio Limited	U32201MH1999PLC122233	Subsidiary Company	Clause (xvii)	The Company has incurred cash losses in the financial year and immediately preceding financial year

For **B S R and Associates**
 Chartered Accountants
 (Firm's Registration No.128901W)

David Jones
 Partner
 Membership No. 098113
 UDIN: 22098113AJMDQH9921

Place: Gurugram

Date: 24 May 2022

ANNEXURE B

to the Independent Auditor's report on the consolidated financial statements of Next Mediaworks Limited for the year ended 31 March 2022

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2022, we have audited the internal financial controls with reference to consolidated financial statements of Next Mediaworks Limited (hereinafter referred to as "the Holding Company") and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies, as of that date (Holding Company along with subsidiary companies, referred to as "Group").

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies have in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. 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 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. 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 were 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 the internal controls 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 consolidated 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 auditor of the relevant subsidiary company in terms of their report 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 controls 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 controls 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.

Other Matters

Our aforesaid reports 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 insofar as it relates to one subsidiary company, which are companies incorporated in India, is based on the corresponding report of the auditor of such company incorporated in India.

For **B S R and Associates**
Chartered Accountants
(Firm's Registration No.128901W)

David Jones
Partner

Membership No. 098113
UDIN: 22098113AJMDQH9921

Place: Gurugram
Date: 24 May 2022

CONSOLIDATED BALANCE SHEET

as at March 31, 2022

(₹ in Lacs)

Particulars	Notes	As at March 31, 2022	As at March 31, 2021
I ASSETS			
1) Non current assets			
a) Property, plant and equipment	2	301	352
b) Right-of- use assets	29	1,679	1,915
c) Intangible assets	3	4,971	5,592
d) Financial assets			
i) Other financial assets	4	186	139
e) Income tax assets (net)	5	263	392
f) Other non-current assets	6	57	13
Total non-current assets		7,457	8,403
2) Current assets			
a) Financial assets			
i) Investments	7	500	-
ii) Trade receivables	8	1,207	672
iii) Cash and cash equivalents	9	334	166
iv) Bank balances other than (iii) above	10	20	93
v) Other financial assets	11	159	478
b) Other current assets	12	399	393
Total current assets		2,619	1,802
TOTAL ASSETS		10,076	10,205
II EQUITY AND LIABILITIES			
1) Equity			
a) Equity share capital	13	6,689	6,689
b) Other equity	14	(11,840)	(10,151)
Equity attributable to equity holders of parent company		(5,151)	(3,462)
c) Non controlling interest		(2,964)	(1,603)
Total equity		(8,115)	(5,065)
2) Liabilities			
Non-current liabilities			
a) Financial liabilities			
i) Borrowings	15	13,900	11,520
ii) Lease liabilities	16	1,643	1,760
iii) Other financial liabilities	17	1,315	389
b) Provisions	20	25	47
Total non-current liabilities		16,883	13,716
Current liabilities			
a) Financial liabilities			
i) Lease liabilities	16	252	315
ii) Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises	18	29	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	18	501	766
iii) Other financial liabilities	19	282	214
b) Contract liabilities	21	185	213
c) Other current liabilities	22	45	36
d) Provisions	20	14	10
Total current liabilities		1,308	1,554
Total liabilities		18,191	15,270
TOTAL EQUITY AND LIABILITIES		10,076	10,205
Summary of significant accounting policies	1.1		

See accompanying notes to the consolidated financial statements.

In terms of our report of even date attached

For **B S R and Associates**

Chartered Accountants

(Firm Registration Number: 128901W)

David Jones

Partner

Membership No. 098113

Place: Gurugram
Date: May 24, 2022For and on behalf of the Board of Directors of
Next Mediaworks Limited**Anup Sharma**

Chief Financial Officer

Harshit GuptaCompany Secretary
Membership No : A41111Place: New Delhi
Date: May 24, 2022**Ajit Dheer**

Chief Executive Officer

Samudra BhattacharyaDirector
(DIN:02797819)**Dinesh Mittal**Director
(DIN: 00105769)

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended March 31, 2022

(₹ in Lacs)

Particulars	Notes	Year ended March 31, 2022	Year ended March 31, 2021
I Income			
a) Revenue from operations	23	2,566	1,949
b) Other income	24	456	231
Total income		3,022	2,180
II Expenses			
a) Radio license fees		1,390	1,390
b) Employee benefits expense	25	860	916
c) Finance costs	26	1,589	1,221
d) Depreciation and amortisation expense	27	931	952
e) Other expenses	28	1,324	1,620
Total expenses		6,094	6,099
III Loss before exceptional items and tax from operations(I-II)		(3,072)	(3,919)
IV Loss before finance cost , tax, depreciation and amortisation (EBITDA) before exceptional items [III+II(c)+II(d)]		(552)	(1,746)
V Exceptional items		-	-
VI Loss before tax (III+V)		(3,072)	(3,919)
VII Tax expense	33		
a) Current tax		3	4
b) Deferred tax		-	-
Total tax expenses		3	4
VIII Loss after tax (VI-VII)		(3,075)	(3,923)
IX Other comprehensive income			
(a) Items that will not to be reclassified subsequently to profit or loss			
Remeasurement of the defined benefits plans	37	25	(5)
Income tax effect		-	-
Other comprehensive income/(loss) for the year, net of tax		25	(5)
X Total comprehensive loss for the year, net of tax (VIII+IX)		(3,050)	(3,928)
XI Net loss attributable to:			
a) Owners of the Company		(1,702)	(2,147)
b) Non-controlling interest		(1,373)	(1,776)
XII Other comprehensive income			
a) Owners of the Company		13	(3)
b) Non-controlling interest		12	(2)
XIII Total comprehensive loss			
a) Owners of the Company		(1,689)	(2,150)
b) Non-controlling interest		(1,361)	(1,778)
XIV Loss per equity share (nominal value of INR 10 each)			
Loss per share	30		
Basic (Nominal value of share INR 10/-)		(2.54)	(3.21)
Diluted (Nominal value of share INR 10/-)		(2.54)	(3.21)
Summary of significant accounting policies	1.1		

See accompanying notes to the consolidated financial statements.

In terms of our report of even date attached

For **B S R and Associates**

Chartered Accountants

(Firm Registration Number: 128901W)

David Jones

Partner

Membership No. 098113

Place: Gurugram
Date: May 24, 2022

For and on behalf of the Board of Directors of
Next Mediaworks Limited

Anup Sharma

Chief Financial Officer

Harshit Gupta

Company Secretary
Membership No : A41111

Place: New Delhi
Date: May 24, 2022

Ajit Dheer

Chief Executive Officer

Samudra Bhattacharya

Director
[DIN:02797819]

Dinesh Mittal

Director
[DIN: 00105769]

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended March 31, 2022

(₹ in Lacs)

Particulars	March 31, 2022	March 31, 2021
Cash flows from operating activities:		
Loss before tax	(3,072)	(3,919)
Adjustments for :		
Depreciation and amortisation expenses	931	952
Loss allowance for doubtful receivables	89	298
Finance costs	1,563	1,221
Rental income	(7)	(31)
Interest income on deposit & others	(42)	(25)
Gain on lease termination	-	(11)
Fair value through profit or loss (FVTPL) gain on derivative	-	(51)
Unrealised foreign exchange fluctuation	-	59
Employee stock option expenses	-	19
Loss on property, plant and equipment sold/discarded (Net)	-	11
Dividend Income in investments designated at FVTPL	-	(1)
Liabilities no longer required written back	(52)	(37)
Cash used in operating activities before changes in operating assets and liabilities	(590)	(1,515)
Changes in operating assets and liabilities:		
(Increase)/Decrease in trade and other receivables	(623)	489
Decrease/(Increase) in current and non-current financial assets and other current and non-current assets	254	(354)
Decrease in trade payables, other current and non - current financial liabilities and current and non-current provisions	(196)	(157)
(Decrease) / Increase in contract liabilities	(29)	135
Cash used in operating activities	(1,184)	(1,402)
Income taxes refund	125	89
Net cash used in operating activities (A)	(1,059)	(1,313)
Cash flows from investing activities:		
Purchase of property, plant and equipment	(66)	(6)
Sale of property, plant and equipment	-	11
Deposits matured/(done)	27	(4)
Rental income	7	31
Interest received	48	13
Purchase of Mutual Fund	(500)	-
Proceeds from sale of mutual fund	-	57
Net cash flows from/ (used in) investing activities (B)	(484)	102

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended March 31, 2022

(₹ in Lacs)

Particulars	March 31, 2022	March 31, 2021
Cash flows from financing activities:		
Proceeds from borrowings	5,385	5,470
Repayment of borrowings	(3,005)	(3,017)
Repayment of lease liability	(180)	(27)
Interest paid	(489)	(1,202)
Net cash flows from financing activities (C)	1,711	1,224
Net increase in cash and cash equivalents (D= A+B+C)	168	13
Cash and cash equivalents at the beginning of the year (E)	166	153
Cash and cash equivalents at year end (D+E)	334	166
Components of cash & cash equivalents as at end of the year		
Balances with banks		
-in current accounts	334	143
Cheques in hand	-	23
Cash and cash equivalents as per cash flow statement	334	166

See accompanying notes to the consolidated financial statements.

Refer Note 15 for debt reconciliation disclosure

Refer Note 29 for leases reconciliation disclosure

In terms of our report of even date attached

For **B S R and Associates**

Chartered Accountants

(Firm Registration Number: 128901W)

David Jones

Partner

Membership No. 098113

Place: Gurugram

Date: May 24, 2022

For and on behalf of the Board of Directors of

Next Mediaworks Limited

Anup Sharma

Chief Financial Officer

Harshit Gupta

Company Secretary

Membership No : A41111

Place: New Delhi

Date: May 24, 2022

Ajit Dheer

Chief Executive Officer

Samudra Bhattacharya

Director

(DIN:02797819)

Dinesh Mittal

Director

(DIN: 00105769)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended March 31, 2022

A Equity share capital (refer note 13)

Equity shares of INR 10 each issued, subscribed and paid-up

Particulars	Number of shares	(₹ in Lacs)
		Amount
As at April 1, 2020	66,892,908	6,689
Changes in equity share capital during the year	-	-
Balance as at March 31, 2021	66,892,908	6,689
Changes in equity share capital during the year	-	-
Balance as at March 31, 2022	66,892,908	6,689

B Other equity (refer note 14)

Particulars	Reserves and Surplus		Other comprehensive income*	Total attributable to owners of Company	Non Controlling Interest
	Securities Premium	Retained earnings			
As at April 1, 2020	8,606	(16,607)	-	(8,001)	175
Loss for the year	-	(2,147)	-	(2,147)	(1,776)
Other comprehensive income for the year (net of tax) *	-	-	(3)	-	-
Transferred to retained earnings	-	(3)	3	(3)	(2)
Balance as at March 31, 2021	8,606	(18,757)	-	(10,151)	(1,603)
Loss for the year	-	(1,702)	-	(1,702)	(1,373)
Other comprehensive income for the year (net of tax) *	-	-	13	-	-
Transferred to retained earnings	-	13	(13)	13	12
Balance as at March 31, 2022	8,606	(20,446)	-	(11,840)	(2,964)

* Other comprehensive income represents remeasurement of defined benefit plans (net of tax)

See accompanying notes to the consolidated financial statements.

In terms of our report of even date attached

For **B S R and Associates**

Chartered Accountants

(Firm Registration Number: 128901W)

David Jones

Partner

Membership No. 098113

Place: Gurugram

Date: May 24, 2022

For and on behalf of the Board of Directors of

Next Mediaworks Limited

Anup Sharma

Chief Financial Officer

Ajit Dheer

Chief Executive Officer

Harshit Gupta

Company Secretary

Membership No : A41111

Samudra Bhattacharya

Director

(DIN:02797819)

Dinesh Mittal

Director

(DIN: 00105769)

Place: New Delhi

Date: May 24, 2022

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

1. Corporate information

Next Mediaworks Group consists of Next Mediaworks Limited ("the Company" or "the Parent Company") and its wholly owned subsidiary (Next Radio Limited) and its step down subsidiary (Syngience Broadcast Ahmedabad Limited) [hereinafter referred to as "the Group"].

Next Radio Limited (NRL) was among the first private players to venture into private FM broadcasting and presently has established "Radio One" as the premium FM Brand in top 7 cities of the country being Delhi, Mumbai, Chennai, Kolkata, Bangalore, Pune, and Ahmedabad. The principal revenue stream is advertising. Advertising revenues are generated through the sale of air time in the NRL's FM radio broadcasting stations, activations and monetization of NRL's other media properties.

The registered office of the Company is located at Unit 701 A, 7th Floor, Tower-2, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai-400013.

Information on related party relationship of the Group is provided in Note No 35.

The financial statements of the Company for the year ended March 31, 2022 are authorised for issue in accordance with a resolution of the Board of Directors on May 24, 2022.

1.1 Significant accounting policies

1.1.1 Basis of preparation

The Consolidated financial statements (CFS) of the Group have been prepared in accordance with the Indian Accounting Standards ('Ind-AS') specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Companies Act 2013 (the "accounting principles generally accepted in India").

The accounting policies are applied consistently to all the periods presented in the Consolidated financial statements.

The consolidated financial statements have been prepared on a historical cost basis, except for the

following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)
- Defined benefit plans- plan assets measured at fair value.

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lacs as per the requirement of Schedule III, unless otherwise stated.

The consolidated financial statements and notes have been rounded off to the nearest lacs as per the requirement of Schedule III, unless otherwise stated.

1.1.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 March, 2022. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent, i.e., year ended on 31 March. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

i) Subsidiaries:

- (a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries.
- (b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

- (c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as property, plant and equipment, are eliminated in full). Ind-AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

1.1.3 Summary of significant accounting policies

a) Current versus 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 is:

- Expected to be realised or intended to 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 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

The 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 display of advertisement on websites and delivery of content and their realization in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

b) Foreign currencies

The Group's consolidated financial statements are presented in INR, which is also the parent Company's functional currency. For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

Transactions and Balances

Transactions in foreign currencies are initially recorded by the Group at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Group uses monthly average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on the settlement of monetary items or on restatement of the Group's monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, are recognized as income or as expenses in the period in which they arise.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates 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).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

c) Fair value measurement

The Group measures financial instruments, such as, derivatives and certain investments at fair value at each reporting/ balance sheet date.

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 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 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
- Level 3 — Valuation techniques for which inputs are unobservable inputs for the asset or liability

For assets and liabilities that are recognised in the 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.

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.

d) Revenue recognition

Revenue is recognised 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 is measured based on the transaction price, which is the consideration, adjusted for allowances, trade discounts, volume rebates, if any, as specified in the contract with the customer. Revenue excludes taxes collected from customers. The Group has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to credit risks.

Goods and Service Tax (GST) is not received by the Group on its own account. Rather, it is tax collected on behalf of the government. Accordingly, it is excluded from revenue.

Contract asset represents the Group's right to consideration in exchange for services that the Group has transferred to a customer when that right is conditioned on something other than the passage of time.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

When there is unconditional right to receive cash, and only passage of time is required to do invoicing, the same is presented as Unbilled receivable.

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services and the Company is under an obligation to provide only the goods or services under the contract. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

The specific recognition criteria described below must also be met before revenue is recognised:

Airtime revenue

Revenue from radio broadcasting categorised in Free Commercial Time (FCT) and Pure Money is recognized on the airing of client's commercials. Revenue from radio broadcasting is measured based on the transaction price, which is the consideration, adjusted for allowances, trade discounts and volume rebates, if any, as specified in the contract with the customer.

Interest income

For all debt instruments measured either at amortised cost, 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 other income in the statement of profit and loss.

Dividends

Revenue is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

Management support service income

Income from management support service is recognised as per terms of contract with customers.

e) Taxes

Current income tax

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of 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.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

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.

Appendix C to Ind AS 12, Income Taxes dealing with accounting for uncertainty over income tax treatments does not have any material impact on financial statements of the Group.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences except :

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

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

- In respect of taxable temporary differences associated with investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

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
- In respect of deductible temporary differences associated with investments in subsidiaries and associates, 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

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when

the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

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

Deferred tax assets and deferred tax liabilities are offset if 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 taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

GST/ value added taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST/ value added taxes paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

f) Property, plant and equipment

Construction in progress is stated at cost, net of accumulated impairment losses, if any. Plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for

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long-term construction projects if the recognition criteria are met.

Cost comprises the purchase price, borrowing costs if capitalization criteria are met and any directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Recognition:

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if:

- (a) it is probable that future economic benefits associated with the item will flow to the entity; and
- (b) the cost of the item can be measured reliably.

All other expenses on existing assets, including day- to- day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

Depreciation methods, estimated useful life and residual value

Depreciation on Property, Plant and Equipment, other than leasehold improvements, is provided on straight line method as per the useful life and in the manner specified in Schedule II to the Companies Act, 2013 (other than Plant and machinery – Transmission*).

Leasehold improvements are depreciated on straight line basis, over the lease period.

The estimated useful lives used by the Group to compute depreciation are as under:

Type	Useful lives estimated by the management (in years)
Building (Including compensation paid for use of land)	60
Plant and machinery – Studio	3-15

Type	Useful lives estimated by the management (in years)
Plant and machinery – Transmission*	15
Furniture and fixtures	10
Office equipment	5
Motor vehicles	8
Leasehold improvements	Life based on lease period
Computers	3
Computers – Servers	6

*The Group, based on technical assessment made by the management depreciates “Plant and machinery –Transmission” over estimated useful live which is different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management has estimated, supported by technical assessment, the useful lives as 15 years. The useful live is higher than those indicated in Schedule II. The management believes that the estimated useful live is realistic and reflects fair approximation of the period over which the asset is likely to be used.

Property, Plant and Equipment which are added/ disposed off during the year, depreciation is provided on pro-rata basis with reference to the month of addition/deletion.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or 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 income statement when the asset is derecognised.

Subsequent expenditure can be capitalised only if it is probable that future economic benefits associated with the expenditure will flow to the Company.

Expenditure directly attributable to construction activity is capitalized. Other indirect costs incurred

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during the construction periods which are not directly attributable to construction activity are charged to Statement of Profit and Loss. Reinvested income earned during the construction period is adjusted against the total of indirect expenditure.

The residual values, useful life and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

g) Intangible assets

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 amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful life of intangible assets is assessed as either finite or indefinite.

Intangible assets with finite life are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite life is recognised in the statement of profit and loss.

Intangible assets with indefinite useful life are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition 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 or loss.

Intangible assets with finite life are amortized on straight line basis using the estimated useful life as follows:

Asset class	Useful lives estimated by the management
Non Refundable One Time Migration Fees for Radio License	15 years with effect from April 1, 2015
Computer software	3 years

Gains or losses arising from de-recognition 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 or loss when the asset is derecognised.

h) Borrowing costs

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 asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

i) Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

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Group as a lessee

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 asset 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 asset is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. 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 Group uses incremental borrowing rate. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. 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 recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in statement of profit and loss.

The Group has elected not to apply the requirements of Ind AS 116 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.

As a practical expedient a lessee (the Group) has elected, by class of underlying asset, not to separate lease components from any associated non-lease components. A lessee (the Group) accounts for the lease component and the associated non-lease components as a single lease component.

Group as a lessor

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease.

j) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the

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obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

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

k) Employee benefits

Short term employee benefits and defined contribution plans:

All employee benefits payable/available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc. are recognised in the statement of profit and loss in the period in which the employee renders the related service.

Employee benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Gratuity

Gratuity is a defined benefit scheme. The defined benefit obligation is Computed by actuaries using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognises related restructuring cost

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

The Group recognises the following changes in the net defined benefit obligation as an expense in the Statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Termination benefits

Termination benefits are payable when employment is terminated by the group before the normal retirement date. The Group recognises termination benefits at the earlier of the following dates: (a) when the group can no longer withdraw the offer of those benefits; and (b) when the Group recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

Compensated Absences

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short

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term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Group treats leaves expected to be carried forward for measurement purposes. Such compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the profit or loss and are not deferred. The Group presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Group has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

l) Impairment of non-financial assets

For assets with definite useful life, 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 or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. 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 groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

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 fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated

by valuation multiples, quoted share prices for publicly traded Group's or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss.

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 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.

Intangible assets with indefinite useful lives are tested for impairment annually at the CGU level, as

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appropriate, and when circumstances indicate that the carrying value may be impaired.

m) 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 (except trade receivable/contract assets measured at transaction price) are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- 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.

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 instruments 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. This category 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.

In addition, the Company 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').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss as "Finance income from debt instruments at FVTPL" under the head "Other Income."

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind-AS 103 applies are Ind-AS classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from

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OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

De-recognition

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 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.

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:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- b) 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 115 (referred to as 'contractual revenue receivables' in these financial statements)

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables or unbilled receivables; and

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss.

However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within

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12 months after the reporting date.

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the Statement of Profit and Loss. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortized cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount. For assessing increase in credit risk and impairment loss. The Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

For assessing increase in credit risk and impairment loss. the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Group does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

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 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 designated upon initial recognition as at fair value through profit or loss. This category 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.

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 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 or loss.

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Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognised in profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortized 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 amortization is included as finance costs in the Statement of Profit and Loss. This category generally applies to borrowings.

De-recognition

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 de-recognition 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 and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously

n) Derivative financial Instruments

Derivative accounting

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as currency swaps. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the

fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

o) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits 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 equivalent consists 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. Cash flows from operating activities are being prepared as per the Indirect method mentioned in Ind AS 7.

p) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group 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 financial statements. Contingent assets are only disclosed when it is probable that the economic benefits will flow to the entity.

q) Measurement of EBITDA

The Group has elected to present earnings before finance cost, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the statement of profit and loss. The Group measures EBITDA on the face of profit/ (loss) from continuing operations. In the measurement, the Group does not include depreciation and amortization expense, finance costs and tax expense.

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r) Earnings per share

Basic earnings per share

Basic earnings per share are calculated by dividing:

- the profit attributable to owners of the Group
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share

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

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

1.1.4. Significant accounting judgements, estimates and assumptions

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The areas involving critical estimates are as below:

Property, Plant and Equipment

The Group, based on technical assessment and management estimate, depreciates certain assets over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management has estimated, supported by technical assessment, the useful lives of certain plant and machinery as 16 to 21 years. These useful

lives are higher than those indicated in 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.

Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

Further details about gratuity obligations are given in Note 37.

The areas involving critical judgement are as below:

Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Group establishes provisions, based on reasonable estimates.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

The amount of such provisions is based on various factors, such as experience of previous tax assessments and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the Companies.

Deferred tax assets are recognised for unused tax losses only to the extent that the entity has sufficient taxable temporary differences against which the unused tax losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Further details on deferred taxes are given in Note 33 & 34.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

For more information refer Note 43.

Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

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 or CGU's fair value less costs of disposal and its value in use. It 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 of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. 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 fair value less costs of disposal, recent markets transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

Determining the lease term of contracts with renewal and termination options – as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

The periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised.

For further details about leases, refer to accounting policy on leases and Note 29.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

2 Property, plant and equipment

(₹ in Lacs)

Particulars	Building (Leasehold Improvement)	Furniture and fixtures	IT Equipment	Office Equipment	Plant & Machinery	Studio Equipment	Total
Gross block							
As at April 1, 2020	435	212	409	287	6	1,547	2,896
Additions	-	-	1	5	-	-	6
Less: Disposals	185	93	4	68	-	143	493
As at March 31, 2021	250	119	406	224	6	1,404	2,409
Additions	2	-	4	-	-	3	9
Additions: transferred from capital advance*	-	-	-	14	-	-	14
Less: Disposals**	-	15	47	48	-	183	293
As at March 31, 2022	252	104	363	190	6	1,224	2,139
Accumulated Depreciation/ Impairment							
As at April 1, 2020	399	199	406	262	4	1,169	2,439
Charge for the year	15	1	2	12	-	58	88
Less: Disposals	178	88	4	61	-	139	470
As at March 31, 2021	236	112	404	213	4	1,088	2,057
Charge for the year**	14	1	1	8	-	50	74
Less: Disposals**	-	15	47	48	-	183	293
As at March 31, 2022	250	98	358	173	4	955	1,838
Net block							
As at March 31, 2022	2	6	5	17	2	269	301
As at March 31, 2021	14	7	2	11	2	316	352

*Assets worth INR 14 Lacs are towards group's proportionate share for right to use in the Common Infrastructure for channel transmission built on land owned by Prasar Bharti and used by all the broadcasters.

** INR less than 50,000 has been rounded off to NIL

3 Intangible assets

(₹ in Lacs)

Particulars	Licenses	Computer software	Total
Gross block			
As at April 1, 2020	13,815	62	13,877
Additions	-	-	-
Less: Disposals	-	-	-
As at March 31, 2021	13,815	62	13,877
Additions	-	-	-
Less: Disposals	-	-	-
As at March 31, 2022	13,815	62	13,877
Accumulated Amortization/ Impairment			
As at April 1, 2020	7,602	62	7,664
Charges for the year	621	-	621
Less: Disposals	-	-	-
As at March 31, 2021	8,223	62	8,285
Charges for the year	621	-	621
Less: Disposals	-	-	-
As at March 31, 2022	8,844	62	8,906
Net Block			
As at March 31, 2022	4,971	-	4,971
As at March 31, 2021	5,592	-	5,592

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

4 Other financial assets

(₹ in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
Other financial assets at amortised cost		
Security deposits	136	141
Receivables from related parties (refer note 35A)	157	468
Interest accrued on fixed deposits	2	8
Deposits with bank held as margin money*	50	-
Total	345	617
Current	159	478
Non-current	186	139

* Margin money lien for bank guarantee given.

5 Income tax assets (net)

(₹ in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
Income tax assets (net)	263	392
Total	263	392
Non - Current	263	392

6 Other non current assets

(₹ in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
Capital advances	-	13
Balance with government authorities	57	-
Total	57	13

7 Investments

(₹ in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
Investment at fair value through profit & loss		
Quoted		
Investments in mutual funds	500	-
Total	500	-
Current	500	-
Aggregate book value of quoted investments	500	-
Aggregate market value of quoted investments	500	-
Aggregate book value of unquoted investments	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

8 Trade receivables

(₹ in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
- Receivable from related party (refer note 35A)	146	30
- Receivables from others	1,043	642
- Unbilled receivables	18	-
Total	1,207	672

(₹ in Lacs)

8A Particulars	As at March 31, 2022	As at March 31, 2021
Secured, considered good	-	-
Unsecured, considered good:	2,174	1,564
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - credit impaired	-	-
Total	2,174	1,564
Loss allowance for bad and doubtful receivables	(967)	(892)
Net Trade receivables	1,207	672

No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person.

8B Trade receivables ageing schedule for the year ended March 31, 2022

(₹ in Lacs)

Particulars	Outstanding for following periods from the due date							Total
	Unbilled	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	18	329	697	105	144	266	348	1,907
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables-considered good	-	2	3	1	10	54	197	267
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-	-
Total	18	331	700	106	154	320	545	2,174
Less: Loss allowance for bad & doubtful receivables	-	-	22	58	99	250	538	967
Net Trade Receivables	18	331	678	48	55	70	7	1,207

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

8 Trade receivables (Contd..)

Trade receivables ageing schedule for the year ended March 31, 2021

(₹ in Lacs)

Particulars	Unbilled	Outstanding for following periods from the due date						Total
		Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	148	305	71	336	363	168	1,391
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	8	53	112	173
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Total	-	148	305	71	344	416	280	1,564
Less: Loss allowance for bad & doubtful receivables	-	-	6	32	161	413	280	892
Net Trade Receivables	-	148	299	39	183	3	-	672

9 Cash and cash equivalents

(₹ in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
Balances with banks :		
- in current accounts	134	143
Deposit with original maturity of less than three months	200	-
Cheques on hand	-	23
Total	334	166

10 Other bank balances

(₹ in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
Bank balances other than (note 9) above		
-Margin money*	20	88
-Deposits with original maturity of more than three months	-	5
Total	20	93

* Margin money lien for bank guarantee given.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

11 Break up of financial assets carried at amortised cost

Particulars	(₹ in Lacs)	
	As at March 31, 2022	As at March 31, 2021
Other current financial assets (note 4)	345	478
Cash and cash equivalents (note 9)	334	166
Trade receivables (note 8)	1,207	672
Other bank balances (note 10)	20	93
Total	1,906	1,409

11A Break up of financial assets at fair value through profit and loss

Particulars	(₹ in Lacs)	
	As at March 31, 2022	As at March 31, 2021
Investments (note 7)	500	-
Total	500	-

12 Other current assets

Particulars	(₹ in Lacs)	
	As at March 31, 2022	As at March 31, 2021
Advances given	22	37
Prepaid expenses	30	30
Balance with government authorities	294	326
Other receivables	53	-
Total	399	393

13 Share Capital

a Authorised share capital

Particulars	(₹ in Lacs)	
	Number of shares	Amount
As at April 1, 2020	80,000,000	8,000
Increase/(decrease) during the year	-	-
At March 31, 2021	80,000,000	8,000
Increase/(decrease) during the year	-	-
At March 31, 2022	80,000,000	8,000

b Terms of equity shares

The Company has only one class of equity shares having par value of INR 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except for Interim Dividend. In the event of liquidation, the holders of the equity shares will be entitled to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by shareholders.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

13 Share Capital (Contd..)

c Issued, subscribed and paid up share capital

(₹ in Lacs)

Particulars	Number of shares	Amount
As at April 1, 2020	66,892,908	6,689
Changes during the year	-	-
As at March 31, 2021	66,892,908	6,689
Changes during the year	-	-
As at March 31, 2022	66,892,908	6,689

d Reconciliation of Equity shares outstanding at the beginning of the year and at the end of the year

(₹ in Lacs)

Particulars	March 31, 2022		March 31, 2021	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	66,892,908	6,689	66,892,908	6,689
Shares outstanding at the end of year	66,892,908	6,689	66,892,908	6,689

e Shares held by holding/ ultimate holding company and/ or their subsidiaries/ associates

(₹ in Lacs)

Particulars	March 31, 2022		March 31, 2021	
	Number of shares	Amount	Number of shares	Amount
HT Media Limited, the holding company	34,115,386	3,412	34,115,386	3,412

f Details of shareholders holding more than 5% of Shares in the Company

Name of the Shareholder	March 31, 2022		March 31, 2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares				
HT Media Limited, the holding company	34,115,386	51.00%	34,115,386	51.00%
Tehzeeb Ansari	4,337,298	6.48%	4,337,298	6.48%
Meridian Holding and Leasing Company Private Limited	3,773,246	5.64%	3,773,246	5.64%
Bennett Coleman and Company Limited	3,649,391	5.46%	3,649,391	5.46%

As per records of the Company, including its register of shareholders/members and other declaration received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

13 Share Capital (Contd..)

- g **Aggregate number of shares issued for consideration other than cash during the period five years immediately preceding the reporting date**

Particulars	2021-22	2020-21	2019-20	2018-19	2017-18
Equity shares issued under ESOP	-	-	-	-	66,680

- h **Shares reserved for issue under options**

There are no outstanding shares under ESOP scheme

- i **Shareholding of Promoters as below:**

Shares held by promoters for the year ended March 31, 2022

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% Change during the year
Rukya Khalid Ansari	2,303,149	-	2,303,149	3.44%	-
Tarique Ansari	2,037,298	-	2,037,298	3.05%	-
Tehzeeb Ansari Grossman	4,337,298	-	4,337,298	6.48%	-
Sharique Ansari	2,037,298	-	2,037,298	3.05%	-
Ferari Investments and Trading Company Private Limited	1,557,632	-	1,557,632	2.33%	-
Meridian Holding and Leasing Company Private Limited	3,773,246	-	3,773,246	5.64%	-
HT Media Limited	34,115,386	-	34,115,386	51.00%	-
Total	50,161,307	-	50,161,307	74.99%	-

Shares held by promoters for the year ended March 31, 2021

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% Change during the year
Rukya Khalid Ansari	2,303,149	-	2,303,149	3.44%	-
Tarique Ansari	2,037,298	-	2,037,298	3.05%	-
Tehzeeb Ansari Grossman	4,337,298	-	4,337,298	6.48%	-
Sharique Ansari	2,037,298	-	2,037,298	3.05%	-
Ferari Investments and Trading Company Private Limited	1,557,632	-	1,557,632	2.33%	-
Meridian Holding and Leasing Company Private Limited	3,773,246	-	3,773,246	5.64%	-
HT Media Limited	34,115,386	-	34,115,386	51.00%	-
Total	50,161,307	-	50,161,307	74.99%	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

14 Other equity

Particulars	(₹ in Lacs)	
	As at March 31, 2022	As at March 31, 2021
Securities premium *	8,606	8,606
Retained earning #	(20,446)	(18,757)
Total	(11,840)	(10,151)

* Securities premium is used to record the premium on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

Retained earnings are the accumulated losses incurred by the Company till date.

Securities premium

Particulars	(₹ in Lacs)	
	Amount	
As at April 1, 2020	8,606	
Add: addition during the year	-	
Balance as at March 31, 2021	8,606	
Add: addition during the year	-	
Balance as at March 31, 2022	8,606	

Retained earning

Particulars	(₹ in Lacs)	
	Amount	
As at April 1, 2020	(16,607)	
Loss for the year	(2,147)	
Add: Items of other comprehensive income (OCI) recognised directly in retained earnings		
- Remeasurement of defined benefit plans, net of tax	(3)	
As at March 31, 2021	(18,757)	
Loss for the year	(1,702)	
Add: Items of other comprehensive income (OCI) recognised directly in retained earnings		
- Remeasurement of defined benefit plans, net of tax	13	
As at March 31, 2022	(20,446)	

15 Borrowings

Particulars	(₹ in Lacs)	
	As at March 31, 2022	As at March 31, 2021
Non-current Borrowings		
Unsecured		
Loan from related party (refer note 34A & note 52)*	13,900	11,520
Total	13,900	11,520

Note:

* Carries interest rate of 11% p.a. w.e.f June 19, 2021 (upto June 18, 2021 @ 10%p.a) compounded annually and repayable on March 31, 2030).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

15 Borrowings (Contd..)

Debt reconciliation for FY 2021-22

(₹ in Lacs)

Particulars	Current Borrowings (including Current Portion of Long- term Borrowings)	Non Current Borrowings
Opening balance as at April 1, 2021	-	11,520
Cash flows:		
Add: Drawdowns	-	5,385
Less: Repayments	-	(3,005)
Closing Balance as at March 31, 2022	-	13,900

Debt reconciliation for FY 2020-21

(₹ in Lacs)

Particulars	Current Borrowings (including Current Portion of Long- term Borrowings)	Non Current Borrowings
Opening balance as at April 1, 2020	2,203	6,864
Cash flows:		
Add: Drawdowns	-	5,470
Less: Repayments	(2,203)	(814)
Closing Balance as at March 31, 2021	-	11,520

16 Lease liabilities

(₹ in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
Lease liabilities (refer note 29)	1,895	2,075
Total	1,895	2,075
Current	252	315
Non-current	1,643	1,760

17 Other financial liabilities at amortised cost - non current

(₹ in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
Interest accrued but not due on borrowings (refer note 35A)	1,315	389
Total	1,315	389

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

18 Trade payables

(₹ in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
Trade payables		
- Amount payable to micro and small enterprises (refer note 50)	29	-
- Amount payable to related parties (refer note 35A)	101	273
- Amount payable to other than micro enterprises and small enterprises	400	493
Total	530	766

Trade payable ageing schedule for the year ended March 31, 2022

(₹ in Lacs)

Particulars	Outstanding for following periods from the due date						Total
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	9	20	-	-	-	29
(ii) Others	94	108	73	154	4	-	433
(iii) Disputed dues - MSME	-	-	17	51	-	-	68
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	94	117	110	205	4	-	530

Trade payable ageing schedule for the year ended March 31, 2021

(₹ in Lacs)

Particulars	Outstanding for following periods from the due date						Total
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-	-
(ii) Others	161	10	251	293	-	-	715
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	51	-	-	-	51
Total	161	10	302	293	-	-	766

19 Other financial liabilities at amortised cost - current

(₹ in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
Employee related payable	254	208
Capex Vendors-Domestic	28	6
Retention money *	-	-
Total	282	214

* INR less than 50,000/- has been rounded off to Nil.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

19A Break up of financial liabilities carried at amortised cost

(₹ in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
Borrowings (note 15)	13,900	11,520
Lease liabilities (note 16)	1,895	2,075
Trade payables (note 18)	530	766
Other non-current financial liabilities (note 17)	1,315	389
Other current financial liabilities (note 19)	282	214
Total	17,922	14,964

20 Provisions

(₹ in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
Non-current		
Provision for employee benefits		
– Gratuity (refer note 37)	20	34
– Leave encashment (refer note 37)	5	13
Total	25	47
Current		
Provision for employee benefits		
– Gratuity (refer note 37)	11	9
– Leave encashment (refer note 37)	3	1
Total	14	10

21 Contract liabilities

(₹ in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
Unearned revenue	27	93
Advance from customers	158	120
Total	185	213

(₹ in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
Opening contract liabilities	213	77
Revenue recognised/advance settled during the year	135	16
Unearned revenue accrued during the year	107	152
Closing contract liabilities	185	213

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

22 Other current liabilities

(₹ in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
Statutory dues	45	36
Total	45	36

23 Revenue from operations

Revenue from contracts with customers

(₹ in Lacs)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Sale of services		
-Airtime revenue	2,566	1,949
Total	2,566	1,949

Reconciliation of revenue recognised with the contracted price is as follows:

(₹ in Lacs)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Contract price	2,675	1,976
Adjustments to the contract price	109	27
Revenue recognised	2,566	1,949

The adjustments made to the contract price comprises of volume discounts, returns, credits, etc under the head "Revenue from operations".

24 Other Income

(₹ in Lacs)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Interest income on EIR method		
- on bank deposit	4	6
- others	37	18
Dividend income	-	1
Other non - operating income		
Finance income from debt instruments at FVTPL** ^	-	-
Rental income (refer note 35A)	7	31
Fair value gain from derivatives at FVTPL	-	51
Liabilities no longer required written back	52	37
Management support income (refer note 35A)	350	61
Other miscellaneous income*	6	26
Total	456	231

*Commission income from related party of INR 6 Lacs (Previous year INR 7 lacs) (refer note 35A)

**Gain on account of fair value movement (refer note 1.1.3 (m) Debt instruments at FVTPL)

^ INR less than 50,000/- in March 31, 2022 has been rounded off to Nil.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

25 Employee benefits expense

(₹ in Lacs)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Salaries, wages and bonus	816	842
Contribution to provident and other funds (refer note 37)	36	39
Employee stock option expenses (refer note 38)	-	19
Gratuity expense (refer note 37)	6	16
Workmen and staff welfare expenses*	2	-
Total	860	916

* INR less than 50,000/- has been rounded off to Nil.

26 Finance cost

(₹ in Lacs)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Interest on loan from others	-	114
Interest on inter corporate deposits taken from related parties (refer note 35A)	1,406	918
Interest on lease liability (refer note 29)	147	155
Interest on others	10	1
Guarantee commission related to related parties (refer note 35A)	15	22
Bank charges	11	11
Total	1,589	1,221

27 Depreciation and amortization expenses

(₹ in Lacs)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Depreciation of tangible assets (refer note 2)	74	88
Amortization of intangible assets (refer note 2A)	621	622
Depreciation expense of right-of-use assets (refer note 29)	236	242
Total	931	952

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

28 Other expenses

Particulars	(₹ in Lacs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Insurance	15	14
Rates and taxes	6	6
Communication charges	9	14
Travelling and conveyance	52	64
Royalty	160	138
Radio programme creation and others	57	57
Repairs and maintenance :		
– Equipments	37	40
– Others	12	46
Power and fuel	149	149
Rent (refer note 29)	99	181
Payment to auditors	47	41
Allowances for doubtful receivables (includes bad debts written off)	89	298
Exchange differences (net)	–	59
Loss on property, plant and equipment sold/discarded (Net)	–	11
Advertising and sales promotion	146	120
Legal and professional fees	331	287
Printing and stationery *	1	–
Directors sitting fees (refer note 35A)	46	53
Miscellaneous expenses**	68	42
Total	1,324	1,620

* INR less than 50,000/- has been rounded off to Nil.

** includes commission expenses to related party INR 34 lacs (Previous year INR 18 lacs) (refer note 35A)

29 Leases

Leases as Lessee

The group has taken various office premises under lease arrangements. Information about leases for which the group is a lessee is presented below:

i) The details of the right-of-use asset held by the group is as follows:

Particulars	(₹ in Lacs)	
	Amount	
Balance at 1 April 2020	2,138	
Reclassification from pre-paid rent	12	
Depreciation charge for the year	(242)	
Derecognition of right-of-use assets	7	
Balance at 31 March 2021	1,915	
Depreciation charge for the year	(236)	
Balance at 31 March 2022	1,679	

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

29 Leases (Contd..)

ii) Set out below are the carrying amounts of lease liabilities and the movements during the year:

Particulars	(₹ in Lacs)	
		Licenses
Balance at 1 April 2020		2,106
Accretion of interest		155
Payment of lease liability (Principal) (considered below for cash flow)		(27)
Derecognition of lease liability		(4)
Payment of lease liability (Interest)		(155)
Balance at 31 March 2021		2,075
Accretion of interest		147
Payment of lease liability (Principal) (considered below for cash flow)		(180)
Payment of lease liability (Interest)		(147)
Balance at 31 March 2022		1,895
Current		252
Non- Current		1,643
Balance at 31 March 2021		2,075
Current		315
Non- Current		1,760

The maturity analysis of lease liabilities are disclosed in Note 41.

iii) Amounts recognised in profit or loss:

Particulars	(₹ in Lacs)	
	As at March 31, 2022	As at March 31, 2021
Interest on lease liabilities	147	155
Depreciation expense of right-of-use assets	236	242
Expenses relating to short-term leases	99	181

iv) Amounts recognised in statement of cash flows:

Particulars	(₹ in Lacs)	
	As at March 31, 2022	As at March 31, 2021
Total cash outflow for leases	(180)	(27)

30 Loss per share

Basic loss per share amounts are calculated by dividing the loss for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted loss per share amounts are calculated by dividing the loss attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

30 Loss per share (Contd..)

The following reflects the income and share data used in the basic and diluted loss per share computations:

Particulars	For year ended March 31, 2022	For year ended March 31, 2021
Total loss attributable to equity holders (INR Lacs)	(1,702)	(2,147)
Weighted average number of Equity shares for basic and diluted loss per share	66,892,908	66,892,908
Loss per share		
Basic (Nominal value of share INR 10/-)	(2.54)	(3.21)
Diluted (Nominal value of share INR 10/-)	(2.54)	(3.21)

31 Segment reporting

In accordance with Ind AS-108 'Operating Segments', the Group' business segment is Media and Entertainment and it has no other primary reportable segments. Considering the nature of operations and the manner in which the chief operating decision maker of the Group reviews the operating results, the Group has concluded that there is only one operating segment. Accordingly, the segment revenue, segment results, total carrying amount of segment assets and segment liabilities, total cost incurred to acquire segment assets and total amount of charge for depreciation during the year, are as reflected in the Financial Statements as at and for the year ended March 31, 2022. The geographical revenue is allocated based on the location of the customers. The Group primarily caters to the domestic market and hence it has been considered as to be operating in a single geographical location.

Information about major customers:

There was one customer who represented 10% or more of the Company's total revenue with total amounting to INR 258 lacs for the year ended March 31, 2022.

There was one customer who represented 10% or more of the Group's total revenue with total amounting to INR 252 Lacs for the year ended March 31, 2021. "

32 Commitments and contingencies

(i) Guarantees

Particulars	(₹ in Lacs)	
	For year ended March 31, 2022	For year ended March 31, 2021
Guarantees issued by the Company's bankers	1,381	1,381
Total	1,381	1,381

(ii) Contingent liabilities

- In respect of Income tax demand under dispute INR 290 lacs (Previous Year INR 232 lacs) The tax demands are mainly on account of disallowances of expenses claimed by the Company under the Income Tax Act and on account of mismatch between Form 26AS and books of account.

In respect of Service tax demand under dispute INR 25 lacs (Previous Year INR 25 lacs).The tax demands are mainly on account of Input Tax credit disallowances under the Cenvat credit rules,2004."

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

32 Commitments and contingencies (Contd..)

Based on management assessment and current status of the above matter, the management is confident that no provision is required in the financial statements as on March 31, 2022.

(iii) Commitments

Estimated amount of contracts remaining to be executed on capital account is Nil (previous year Nil).

33 Taxation

	(₹ in Lacs)	
	As at March 31, 2022	As at March 31, 2021
Income tax recognised in profit or loss**		
Income tax recognised in profit or loss		
-current tax	3	2
-in respect of earlier years*	-	2
Total	3	4

* INR less than 50,000/- has been rounded off to Nil.

**Income tax expense, pertains to Syngience Broadcast Ahmedabad Limited (Subsidiary Company)

34 Deferred tax*

	(₹ in Lacs)	
Particulars	As at March 31, 2022	As at March 31, 2021
Deferred tax assets		
- on Carry forwards business loss [(Available for 8 Assessment Years i.e.from FY 2022-23 to FY 2029-30) (for previous year from FY 2021-22 to FY 2028-29)]	1,815	1,180
- on unabsorbed depreciation (Available for infinite period)	4,416	4,224
- on other temporary difference (Available on payment basis)	19	14
- on other temporary difference (Available on actual write off basis)	260	232
Total deferred tax assets	6,510	5,650
Deferred tax liabilities		
- on WDV of property, plant and equipment and investment property	735	729
Net deferred tax assets	5,775	4,921

*In the absence of reasonable certainty, the Group has not recognised the deferred tax assets.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

35 Related party transactions

Following are the related parties and transactions entered with related parties for the relevant financial year :

i) List of related parties and relationships:-

a.	Holding Company	HT Media Limited The Hindustan Times Limited # Earthstone Holding (Two) Private Limited## (Ultimate controlling party is the Promoter Group)
b.	Fellow subsidiary company (with whom transactions have occurred during the year)	HT Music and Entertainment Limited Hindustan Media Ventures Limited Digicontent Limited HT Digital Streams Limited
c.	Entities which are post employment benefit plans (with whom transactions have occurred during the year)	Radio Midday West India Limited Employees Gratuity Trust**
d.	Key Managerial Personnel (with whom transactions have occurred during the year)	Mr. Ajay Relan (Non-Executive independent Director)* Ms. Suchitra Rajendra (Non-Executive independent Director) Mr. Sameer Singh (Non-Executive independent Director) Mr. Harshad Jain (Managing Director, resigned w.e.f. November 27, 2020) Mr. Lloyd Mathias (Non-Executive independent Director, w.e.f December 28, 2021)
e.	Relatives of Key Managerial Personnel (with whom transactions have occurred during the year)	Mrs. Kamini Jain (Relative of Mr. Harshad Jain) (relationship ceased w.e.f. November 27, 2020)

* Relationship ceased from October 01, 2021

** Policy surrendered on January 14, 2022

The Hindustan Times Limited (HTL) does not hold any direct investment in the Company. However, HTL's subsidiary HT Media Limited holds shares in the Company.

Earthstone Holding (Two) Private Limited (formerly known as Earthstone Holding (Two) Limited) is the holding Company of The Hindustan Times Limited .

ii) Transactions with related parties

Refer note 35 A

iii) Terms and conditions of transactions with related parties

The transaction with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free except in case of loans taken (refer note 15) and settlement occurs in cash.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

35A Transactions during the year with Related Parties (refer note A):-

SL No	Particulars	Holding Company		Fellow Subsidiary		Entities which are post employment benefit plans		Key Managerial Personnel (KMPs) / Directors (Refer Note B)		Relatives of KMP		Total
		March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	
A	REVENUE											
1	Rental Income	7	31	-	-	-	-	-	-	-	-	7
2	Management support charges	333	59	17	2	-	-	-	-	-	-	350
3	Share of Revenue received on Joint Sales / Revenue Sharing & Income from advertisement	259	18	4	-	-	-	-	-	-	-	263
4	Miscellaneous income :- Commission income*	6	7	-	-	-	-	-	-	-	-	6
B	EXPENSES											
5	Advertisement expenses	9	12	-	-	-	-	-	-	-	-	9
6	Interest expenses	1,321	132	85	786	-	-	-	-	-	-	1,406
7	Rent expense	84	140	-	15	-	-	-	-	-	-	84
8	Guarantee commission	15	22	-	-	-	-	-	-	-	-	15
9	Miscellaneous expenses :- Commission expenses	32	18	2	-	-	-	-	-	-	-	34
10	Remuneration paid to Key managerial personnel	-	-	-	-	-	-	-	314	-	-	314
11	Directors sitting fees	-	-	-	-	-	-	-	46	-	-	46
12	Share of Advertisement Revenue given on Joint Sales	15	3	-	-	-	-	-	-	-	-	15
13	Royalty Expense- for use of Fever brand on Pune & Ahmedabad Station	17	-	-	-	-	-	-	-	-	-	17
C	OTHERS											
14	Reimbursement of expenses incurred on behalf of the Company by parties	38	3	-	-	-	-	-	-	-	-	38
15	Reimbursement of expenses incurred on behalf of the parties by Company	-	25	-	-	-	-	-	-	-	-	25
16	Sale of Fixed Assets by Company	-	1	-	-	-	-	-	-	-	-	1
17	Loan taken during the year	5,385	8,515	-	1,950	-	-	-	-	-	-	5,385
18	loan repaid during the year	-	-	3,005	5,020	-	-	-	-	-	-	3,005
19	Policy surrendered & funds withdrawn during the year	-	-	-	-	14	-	-	-	-	-	14
D	BALANCE OUTSTANDING											
20	Trade and other receivables (including advances given)	293	449	11	49	-	-	-	-	-	-	303
21	Trade Payables *	93	273	8	-	-	-	-	-	-	-	101
22	Inter corporate deposit taken and interest accrued on it	15,215	8,640	-	3,269	-	-	-	-	-	-	15,215

* For the year ended March 31, 2021 amount payable as Trade payable to Key Managerial Personnel (KMPs) / Directors less than 50,000 rounded off to NIL

Note A:-The transactions above do not include GST, Service Tax, VAT etc.

Note B:- Key Managerial Personnel who are under the employment of the Group are entitled to post employment benefits and other long term employee benefits recognized as per Ind AS 19 - 'Employee Benefits' in the consolidated financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

35B Additional information as required under Schedule III of the Companies Act, 2013, of the enterprises consolidated as subsidiaries

Particulars	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 (INR Lacs)	As % of consolidated profit or loss	Amount (INR Lacs)	As % of consolidated other comprehensive income	Amount (INR Lacs)	As % of total comprehensive income	Amount (INR Lacs)
Current Year : As on March 31, 2022								
I. Parent :								
Next Mediaworks Limited*	-2.65%	153	8.19 %	(252)	0.00 %	-	8.25 %	(252)
II Subsidiaries :								
a) Indian								
Next Radio Limited	105.48%	(6,108)	92.08 %	(2,833)	100.00 %	25	92.01 %	(2,808)
Syngience Broadcast Ahmedabad Limited	-2.83%	164	(0.26)%	8	0.00 %	-	(0.27)%	8
Subtotal	100.00%	(5,791)	100.00%	(3,077)	100.00%	25	100.00%	(3,052)
Adjustment arising out of consolidation		(2,324)		2		-		2
		(8,115)		(3,075)		25		(3,050)
III Non- controlling interest in all subsidiaries		(2,964)		(1,373)		12		(1,361)
Attributable to equity holders of parent		(5,151)		(1,702)		13		(1,689)

* INR Less than 50,000 rounded off to NIL

Particulars	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 (INR Lacs)	As % of consolidated profit or loss	Amount (INR Lacs)	As % of consolidated other comprehensive income	Amount (INR Lacs)	As % of total comprehensive income	Amount (INR Lacs)
Previous Year : As on March 31, 2021								
I. Parent :								
Next Mediaworks Limited*	-14.79%	405	6.38%	(249)	0.00%	-	6.37%	(249)
II Subsidiaries :								
a) Indian								
Next Radio Limited	120.48%	(3,300)	93.78%	(3,662)	100.00%	(5)	93.77%	(3,667)
Syngience Broadcast Ahmedabad Limited	-5.69%	156	-0.17%	6	0.00%	-	-0.16%	6
Subtotal	100.00%	(2,739)	100.00%	(3,905)	100.00%	(5)	99.97%	(3,910)
Adjustment arising out of consolidation		(2,326)		(18)		-		(18)
		(5,065)		(3,923)		(5)		(3,928)
III Non- controlling interest in all subsidiaries		(1,603)		(1,776)		(2)		(1,778)
Attributable to equity holders of parent		(3,462)		(2,147)		(3)		(2,150)

* INR Less than 50,000 rounded off to NIL

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

Note 35C : Material partly owned subsidiaries

Financial information of subsidiaries that have material non-controlling interests is provided below:

Proportion of equity interest held by non-controlling interests:

Name	Country of Incorporation	March 31, 2022	March 31, 2021
Next Radio Limited	India	48.60	48.60

Information regarding non-controlling interest

Particulars	[₹ in Lacs]	
	March 31, 2022	March 31, 2021
Accumulated balances of material non-controlling interest	(2,968)	(1,603)
Loss allocated to material non-controlling interest	(1,365)	(1,782)

The summarised financial information of the subsidiary are provided below. This information is based on amounts before inter-Company eliminations.

Summarised statement of profit and loss for the year ended March 31, 2022 and March 31, 2021:

Particulars	[₹ in Lacs]	
	March 31, 2022	March 31, 2021
Revenue (including other incomes)	3,170	2,318
Radio licence fees	1,390	1,390
Employee benefits expense	831	886
Finance costs	1,606	1,237
Depreciation and amortization expense	931	951
Other expenses	1,245	1,516
Loss before exceptional items and tax from operations	(2,833)	(3,662)
Exceptional items	-	-
Other Comprehensive Income	25	(5)
Total comprehensive loss	(2,808)	(3,667)
Attributable to non-controlling interests	(1,365)	(1,782)

Summarised balance sheet as at March 31, 2022 and March 31, 2021:

Particulars	[₹ in Lacs]	
	March 31, 2022	March 31, 2021
Current assets, including cash and cash equivalents	3,107	1,799
Non-current assets	9,145	10,339
Current liabilities, including tax payable	1,477	1,724
Non-current liabilities, including deferred tax liabilities	16,883	13,714
Total equity	(6,108)	(3,300)
Attributable to:		
Equity holders of parent	(3,140)	(1,697)
Non-controlling interest	(2,968)	(1,603)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

35 Related party transactions (Contd..)

Summarised cash flow statement for the year ended March 31, 2022 and March 31, 2021:

Particulars	(₹ in Lacs)	
	March 31, 2022	March 31, 2021
Net cash used in operating activities	(997)	(1,157)
Net cash used in investing activities	(541)	(77)
Net cash flows generated financing activities	1,708	1,272
Net increase in Cash and Cash Equivalents	170	38

36 Group Information

Subsidiaries considered in the consolidated financial statements

Name of the subsidiary	Country of Incorporation	Ownership Interest / Voting power	Financial Year ends on
Next Radio Limited	India	51.40%	31st March

Step-down Subsidiaries considered in the consolidated financial statements

Name of the subsidiary	Country of Incorporation	Ownership Interest / Voting power	Financial Year ends on
Syngience Broadcast Ahmedabad Limited (Subsidiary of Next Radio Limited)	India	51.40%	31st March

37 Employee Benefits

The Group has classified the various benefits provided to the employees as under.

Defined Contribution Plans

Provident Fund

The Group has recognised INR 36 lacs (previous year INR 39 lacs) in Profit and Loss Statement towards employer's contribution to provident fund.

Define Benefit Plan: Gratuity

The group has a defined benefit gratuity plan. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Every employee who has completed five years or more of services gets a gratuity on separation at 15 days salary (last drawn salary) for each completed year of service. The Company has formed a gratuity trust to which contribution is made based on actuarial valuation done by independent valuer. The Company has invested in HDFC Group Unit Linked plan - Option B through the trust "Radio Midday West India Limited Employees Gratuity Cum Life Assurance Scheme", however the same is surrendered during the year ended March 31, 2022.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

37 Employee Benefits (Contd..)

In accordance with the Indian Accounting Standards (Ind AS 19) , actuarial valuation was performed in respect of the aforesaid defined benefit plans based on the following assumptions:

Assumption	As at March 31, 2022	As at March 31, 2021
Discount Rate	6.45% pa	6.15% pa
Rate of Increase in compensation levels (pa)	4.00% pa	4.00% pa
Mortality Rate	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate
Attrition Rate	Upto 30 years - 35%	Upto 30 years - 35%
	31 to 44 years - 35%	31 to 44 years - 35%
	Above 44 years - 35%	Above 44 years - 35%

The following tables summaries 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 :”

a. Change in the present value obligation

Particulars	(₹ in Lacs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Present value of defined benefit obligation as at beginning of the year	54	98
Interest cost	3	7
Current service cost	3	10
Benefits paid	(4)	(63)
Actuarial (gain) / loss on obligation arising from:		
- change in demographic assumptions*	-	1
- change in financial assumptions	-	(2)
- experience variance (i.e. Actual experiencevs assumptions)	(25)	2
Present value of defined benefit obligation as at end of the year	31	54

*INR less than 50,000/- in March 31, 2022 has been rounded off to Nil.

b. Fair value of plan assets (for funded scheme – gratuity)

Particulars	(₹ in Lacs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Present value of plan assets as at beginning of the year	10	13
Interest income	-	1
Return on plan asset recognised in OCI**	-	(4)
Contributions	4	-
Benefits paid	4	-
Fair value of plan assets as at end of the year	-	10

**INR less than 50,000/- in March 31, 2022 has been rounded off to Nil.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

37 Employee Benefits (Contd..)

c. Amount recognised in the balance sheet

Particulars	(₹ in Lacs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Present Value of defined benefit obligation as at the end of the year	31	54
Fair value of plan assets as at the end of the year	-	10
Liability (net) recognized in the balance sheet	31	44

d. Expenses recognised in statement of profit and loss

Particulars	(₹ in Lacs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Current service cost	3	10
Interest cost	3	7
Interest income	-	(1)
Total expenses recognised in the statement of profit and loss	6	16

e. Expenses recognised in the Other Comprehensive Income (OCI)

Particulars	(₹ in Lacs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Actuarial (gains)/losses on obligation for the year	(25)	1
Remeasurement- return on plan assets excluding interest income	-	4
Net (income)/expense for the year recognized in OCI	(25)	5

f. Maturity analysis of projected benefit obligation: From the Fund

Projected Benefits Payable in Future Years From the Date of Reporting	(₹ in Lacs)	
	As at March 31, 2022	As at March 31, 2021
within one year	11	18
2 to 5 Years	20	34
6 to 10 years	5	8
above 10 years	-	1

g. Sensitivity Analysis

Particulars	(₹ in Lacs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Projected benefit obligation on current assumptions	31	54
Delta effect of +1% change in rate of discounting	31	1
Delta effect of -1% change in rate of discounting	1	(1)
Delta effect of +1% change in rate of salary increase	(1)	1
Delta effect of -1% change in rate of salary increase	1	(1)
Delta effect of +1% change in rate of employee turnover *	(1)	-
Delta effect of -1% change in rate of employee turnover *	-	-

* INR less than 50,000 has been rounded off to NIL

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

37 Employee Benefits (Contd..)

The expected rate of return on plan assets is based on market expectation at the beginning of the year. The rate of return on risk free investments is taken as reference for this purpose.

h. Average duration of the defined benefit plan obligation

Particulars	As at March 31, 2022	As at March 31, 2021
Weighted Average duration	2 years	2 years

The expected contribution for next year is ₹ Nil (Previous Year ₹ 46 lacs)

Leave Encashment (unfunded)

The Group recognises the leave encashment expenses in the statement of profit and loss based on the actuarial valuation.

The expenses recognised in the statement of profit and loss and the leave encashment liability at the beginning and at the end of the year:

Particulars	(₹ in Lacs)	
	As at March 31, 2022	As at March 31, 2021
Liability at the beginning of the year	14	21
Benefits paid during the year	(4)	(13)
Provided/(reversed) during the year	(2)	6
Liability at the end of the year	8	14

38 Share-based payments

In accordance with the Securities and Exchange Board of India (Share Based Employee benefits) Regulations, 2014 and Ind-AS 102 Share-based Payment, the scheme detailed below is managed and administered, compensation benefits in respect of the scheme is assessed and accounted by the Group. To have an understanding of the scheme, relevant disclosures are given below.

I. The Holding Company, HT Media Limited has given Employee Stock Options (ESOPs) to employees of the Company.

A. Details of these plans are given below:

Employee stock options

A stock option gives an employee, the right to purchase equity shares of HT Media Limited at a fixed price within a specific period of time.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

38 Share-based payments (Contd..)

B. Details of stock options granted during the current year and earlier year are as given below:

Type of arrangement	Date of grant	Options granted (nos.)	Fair value on the grant date (INR)	Vesting conditions	Weighted average remaining contractual life in years as at March 31, 2022 (in years)
Employee stock options-Plan C (Method of settlement-equity)	Oct 24, 2019	500,000	9.04	Starts from the date of listing of HT Media Limited as per the following vesting schedule 75% 12 months from the date of grant 25% 24 months from the date of grant	NA

C. Summary of activity under the Plan C for the year ended March 31, 2022 are given below.

Particulars	31-Mar-22		31-Mar-21	
	Number of options	Weighted-average exercise price (INR)	Number of options	Weighted-average exercise price (INR)
Outstanding at the beginning of the year	375,000	19.80	500,000	-
Granted during the year	-	-	-	19.80
Forfeited during the year	375,000	19.80	125,000	-
Exercised during the year	-	-	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	-	19.80	375,000	19.80
Weighted average remaining contractual life (in years)	NA		9.34	
Weighted average fair value of options granted during the year	NA		9.04	

The employee compensation cost (accounting charge for the year) calculated using the fair value of stock options in current year is INR Nil and in previous year INR 19 Lacs.

39 Other comprehensive income

The disaggregation of changes to OCI by each type of reserve in equity (net of non controlling interests) is shown below :

During the year ended March 31, 2022

Particulars	₹ in Lacs	
	Retained earnings	Total
Remeasurement of the defined benefits plan (refer note 37)	13	13
Tax Impact	-	-
Total	13	13

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

39 Other comprehensive income (Contd..)

During the year ended March 31, 2021

Particulars	(₹ in Lacs)	
	Retained earnings	Total
Remeasurement of the defined benefits plan (refer note 37)	(3)	(3)
Tax Impact	-	-
Total	(3)	(3)

40 The subsidiary companies viz. Syngience Broadcast Ahmedabad Limited (SBAL) and Next Radio Limited (NRL) filed a joint application before Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) on 21st May, 2020 for recall of NCLT's earlier order dated October 5, 2017 sanctioning the Scheme of Arrangement between NRL & SBAL and their respective shareholders & creditors (Scheme) for transfer of Ahmedabad FM Radio Broadcasting business of NRL into SBAL; and reverse all actions that may have been taken on the basis of said NCLT's order including any corporate actions, changes to issued capital, filing with any regulatory authority etc. The said joint application was filed as NRL did not receive approval of Ministry of Information & Broadcasting (MIB) for transfer of Ahmedabad FM Radio license from NRL to SBAL pursuant to the Scheme, as a result of which the Scheme did not come into effect. The application was allowed by NCLT vide order passed on September 22, 2020. Accordingly, the allotment of 1,82,10,000 equity shares of ₹ 10/- each by SBAL to NRL on November 27, 2017 pursuant to the Scheme was void ab-initio, and the paid-up share capital of SBAL was reduced to ₹ 1,55,00,000 comprising of 15,50,000 equity shares of ₹ 10 each. The same has also been updated on MCA portal on November 6, 2020.

41 Financial risk management objectives and policies

The Group's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations and to support its operations. The Group's principal financial assets include other receivables, security deposits given and cash and cash equivalents that derive directly from its operations.

The Group is exposed to credit risk, liquidity risk, foreign currency risk and interest rate risks. The Group's senior management oversees the mitigation of these risks. The Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The policies for managing each of these risks, which are summarized below:-

1 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 two types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include loans and borrowings, deposits and derivative financial instruments.

a 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 Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations. The Group's long-term debt obligations are fixed rate borrowings carried at amortized cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate on account of a change in market interest rates.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

41 Financial risk management objectives and policies (Contd..)

b Foreign currency risk

Foreign currency risk arises due to the fluctuations in foreign currency exchange rates. The Group has taken derivative cover to mitigate exposure against foreign currency risk in relation to foreign currency borrowing which was settled in July 2020. The Group has no exposure against foreign currency risk as at March 31, 2022

2 Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including investments in debt mutual funds and deposits with banks. The Group's maximum exposure to credit risk is limited to the carrying amount of the financial assets recognised as at March 31, 2022.

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. The Group undertakes a detailed review of the credit worthiness of clients before extending credit. Outstanding customer receivables are regularly monitored. The Group believes the concentration of risk with respect to trade receivables as low, as its customers are in several jurisdictions and industries and operate in largely independent markets.

The Group uses the expected credit loss model as per IND AS 109 - 'Financial Instruments' 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 considers available external and internal credit risk factors and the Group's historical experience in respect of customers.

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made as per guidelines and within limits approved by Board of Directors. Board of Directors/ Management reviews and update guidelines, time to time as per requirement. The guidelines are set to minimize the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

3 Liquidity Risk

Liquidity risk is defined as a risk that the Group will not be able to settle or meet its obligations on time. The Group's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by the Senior Management.

Maturities of financial liabilities

The tables below analyze the Group's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities.

(₹ in Lacs)

Particulars	As at March 31, 2022		As at March 31, 2021	
	Less than 1 year	More than 1 year	Less than 1 year	More than 1 year
Borrowings	-	13,900	-	11,520
Lease liabilities	252	1,643	315	1,760
Trade payables	530	-	766	-
Other financial liabilities	282	1,315	214	389

for mitigating the liquidity risk, refer note no. 47

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

42 Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves. The primary objective of the Company's capital management is to maximize 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 Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital and net debt. The Company includes within net debt, interest bearing loans and borrowings and interest accrued on borrowings.

(₹ in Lacs)

Particulars	As at March 31, 2022	As at March 31, 2021
Borrowings Long Term	13,900	11,520
Interest Accrued but not due (grouped under other financial liability)	1,315	389
(a) Debts	15,215	11,909
(b) Equity attributable to equity holders of parent	(5,151)	(3,462)
(c) Total capital employed (a+b)	10,065	8,448
(d) Less: Intangible assets	4,971	5,592
(e) Net capital employed (c-d)	5,094	2,855
(f) Net gearing ratio (a)/[e]	2.99	4.17

43 Fair value measurement

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 values:

(₹ in Lacs)

Particulars	Carrying amount		Fair Value		Fair value measurement hierarchy level
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021	
Financial assets measured at amortised cost					
Security deposits given - (note 4)	136	141	136	141	Level 2
Financial liabilities measured at amortised cost					
Long term borrowings (note 15)	13,900	11,520	13,900	11,520	Level 2

The management assessed that fair value of Investment in mutual fund, trade receivables, cash and cash equivalents, other bank balances, other current financial assets, short- term borrowings, short- term lease liabilities, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- The fair values of Long term borrowings are determined by discounting future cash flows using rates currently available for items on similar terms, credit risk and remaining maturities.
- The Security deposits are evaluated by the group based on parameters such as interest rate, risk factors, risk characteristics and individual credit-worthiness of the counterparty. Based on this evaluation, allowances are taken into account for the expected losses.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

44 Standards issued but not yet effective

On 23 March 2022, the Ministry of Corporate Affairs (MCA) issued certain amendments and annual improvements to Ind AS. These amendments are applicable for accounting periods beginning on or after 1 April 2022.

Amendment to Ind AS 103

Reference of Conceptual Framework for Financial Reporting under Ind AS has been given for definition of assets and liabilities.

The application of this amendment is not expected to have a material impact on the Group's financial statements.

Amendment to Ind AS 16

Sale of items produced in the process of making PPE available for its intended use: Sale proceeds of such items would be deducted from the cost of PPE before its intended use.

The application of this amendment is not expected to have a material impact on the Group's financial statements.

Amendment to Ind AS 37

Cost to fulfil a contract: Include both:

- (a) incremental costs—for example, direct labour and materials; and
- (b) an allocation of other direct—for example, an allocation of the depreciation charge for an item of PPE used in fulfilling the contract

The application of this amendment is not expected to have a material impact on the Group's financial statements.

Amendment to Ind AS 101

Where a subsidiary adopts Ind AS later than its parent entity and applies Ind AS 101. D16(a), it is permitted to measure cumulative translation differences for all foreign operations at amounts included in CFS of parent's date of transition.

This amendment is not applicable to the Group.

Amendment to Ind AS 109

While performing the '10 per cent test' for derecognition of financial liabilities, borrower includes only fees paid or received between borrower and lender directly or on behalf of the other's behalf.

The application of this amendment is not expected to have a material impact on the Group's financial statements.

Amendment to Ind AS 41

Aligns the fair value measurement requirement in Ind AS 41 with those in Ind AS 113, Fair Value Measurement.

This amendment is not applicable to the Group.

- 45** Management has been continuously evaluating the possible effects that may result from the pandemic relating to COVID-19 on the operations and financial results of the group for the year ended March 31, 2022. The group has considered and taken into account internal and external information and has performed sensitivity analysis based on current estimates in assessing the recoverability of financial and non financial assets. Given the uncertainties associated with nature, condition and duration of COVID-19, the impact assessment on the group's financial information will be continuously made and provided for as required.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

46 The Group has incurred losses in the current and previous years which has resulted in complete erosion of its net worth of the Group as at 31 March 2022. However, the Group's current assets exceed the current liabilities as at 31 March 2022. The Group has obtained a letter of support from the Holding Company in order to meet the entire shortfall in its fund requirements, to meet out all the obligations and operational requirements which are in progress. The Group has considered the possible impact of COVID-19 pandemic in the financial projections. Further, the Group believes that obligations falling due beyond one year from the reporting date can also be met from various internal and external sources, in the ordinary course of business. During the current year, the Group has received financial assistance from its Holding Company in the form of long term loan and the group has undrawn facilities from a Bank as at March 31, 2022. There are no external borrowings due to banks / financial institutions as at 31 March 2022. In view of the above, the use of going concern assumption has been considered appropriate in preparation of these consolidated financial statements.

47 For reclass & statutory information refer note no 51 and 52 respectively.

48 A Scheme of Amalgamation u/s 230-232 of the Companies Act, 2013 which provides for amalgamation of Syngience Broadcast Ahmedabad Limited (SBAL) with Next Radio Limited (NRL) ("Scheme"), has been approved by the Board of Directors of SBAL and NRL at their respective meeting held on March 31, 2021. The Scheme was filed with Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) on June 7, 2021. Further, the second motion petition has been filed with Hon'ble NCLT on 22 December 2021.

Pending aforementioned sanction and approvals of the Scheme, impact of the Scheme has not been considered in the Company's consolidated financial statements for the period ended March 31, 2022.

49 On the basis of the last audited Financial Statements for the year ended 31 March 2021, the Company meets the Core Investment Company (CIC) Criteria for classification as CIC in terms of the Master Direction - Core Investment Companies (Reserve Bank) Directions, 2016, as amended ('Regulations') issued by the Reserve Bank of India ('RBI') but is exempted from registration with RBI being not a Systemically Important Core Investment Company (SI-CIC).

50 Based on the information available with the Company, Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006

(₹ in Lacs)

	As at March 31, 2022	As at March 31, 2021
Principal Amount	29	-
Interest due thereon at the end of the accounting year	-	-
The amount of interest paid by the buyer in terms of Section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the year for 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.	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
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 MSMED Act, 2006.	-	-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

51 Reclassification

- Pursuant to amendment in Schedule III to the Companies Act, 2013, effective from 1 April 2021, the Group has modified the classification of certain assets and liabilities. Comparative amounts in the notes to the consolidated financial statements were reclassified for consistency.

(₹ in Lacs)			
Assets:	Original	Reclassified	Difference
Non current financial assets			
i) Loans	139	-	139
ii) Other financial assets	-	139	(139)
Liabilities:			
Contract liabilities	93	213	(120)
Other current liabilities	155	35	120

- During the year ended 31 March 2022, the Group has revised the presentation of certain notes to the consolidated financial statements for better presentation. Comparative amounts in the notes to the consolidated financial statements were reclassified for consistency.

52 Statutory Information:

- No proceeding has been initiated or pending against the group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- The Group has not been declared as wilful defaulter by any bank or financial Institution or other lender.
- The Group has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- There are no transaction which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.
- There are no funds which have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the group to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Group or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- There are no funds which have been received by the Group from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group shall:
 - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
- The Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have more than one CIC (which is not required to be registered with RBI as not being Systemically Important CIC).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended March 31, 2022

53 A Composite Scheme of Amalgamation u/s 230-232 of the Companies Act, 2013 which provides for merger of Next Mediaworks Limited (NMWL), Digicontent Limited (DCL) and HT Mobile Solutions Limited (HTMSL) with HT Media Limited (HTML) ("Scheme"), has been approved by the Board of Directors of respective companies. Both NSE and BSE have issued their no-objection letter in relation to the Scheme pursuant to Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Scheme was filed before the Delhi and Mumbai Benches of Hon'ble National Company Law Tribunal (NCLTs) on September 08, 2021 and September 13, 2021 respectively.

Pursuant to directions of Hon'ble Mumbai NCLT vide its order dated December 03, 2021, the meeting of the equity shareholders of NMWL was convened on February 24, 2022, for considering their approval to the Scheme.

The Scheme has not been approved by the requisite majority of equity shareholders (including public shareholders) of NMWL as per the requirements of the SEBI Circular.

See accompanying notes to the consolidated financial statements.

In terms of our report of even date attached

For **B S R and Associates**

Chartered Accountants

(Firm Registration Number: 128901W)

David Jones

Partner

Membership No. 098113

Place: Gurugram

Date: May 24, 2022

For and on behalf of the Board of Directors of

Next Mediaworks Limited

Anup Sharma

Chief Financial Officer

Harshit Gupta

Company Secretary

Membership No : A41111

Place: New Delhi

Date: May 24, 2022

Ajit Dheer

Chief Executive Officer

Samudra Bhattacharya

Director

[DIN:02797819]

Dinesh Mittal

Director

[DIN: 00105769]

FORM AOC-I

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

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

Part “A”: Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹)

1. SL. No	(₹ in Lacs)	
	1	2
2. Name of the subsidiary	Next Radio Limited	Syngience Broadcast Ahmedabad Limited
3. Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Not Applicable	Not Applicable
4. Date since when subsidiary was acquired	14-Oct-99	9-Apr-17
5. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable	Not Applicable
6. Share capital	7,574	155
7. Reserves and surplus	(13,682)	9
8. Total assets	12,252	212
9. Total Liabilities	18,361	48
10. Investments including investment in subsidiary	155	-
11. Turnover *	3,170	16
12. Profit/ (loss) before taxation	(2,833)	11
13. Provision for taxation	-	3
14. Profit/ (loss) after taxation	(2,833)	8
15. Proposed Dividend (includes Dividend Distribution Tax)	-	-
16. % of shareholding	51.40%	100.00%

* includes other income

- Names of subsidiaries which are yet to commence operations:- Not Applicable
- Names of subsidiaries which have been liquidated or sold during the year:- Not Applicable

Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures – Not Applicable

For and on behalf of the Board of Directors of
Next Mediaworks Limited

Anup Sharma
Chief Financial Officer

Ajit Dheer
Chief Executive Officer

Harshit Gupta
Company Secretary
Membership No : A41111

Samudra Bhattacharya
Director
(DIN:02797819)

Dinesh Mittal
Director
(DIN: 00105769)

Place: New Delhi
Date: May 24, 2022

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THE CEO STORY

HARIDIKA SHAH
FOUNDER CEO KINARA CAPITAL

HRISHI K
RADIO & PODCAST HOST

RAMESH MENON
CEO, FEVER NETWORK

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