

ANNEXURE – D TO THE BOARD’S REPORT

EXTRACT OF ANNUAL RETURN

Form No. MGT-9

(For the financial year ended March 31, 2020)

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

I. REGISTRATION & OTHER DETAILS

Sl. No.	Particulars	Details
i	Corporate Identification Number (CIN)	L22100MH1981PLC024052
ii	Registration Date	March 12, 1981
iii	Name of the Company	Next Mediaworks Limited
iv	Category / Sub-category of the Company	Public Company/Limited by shares
v	Address of the Registered Office and contact details	Unit 701A, 7 th Floor, Tower-2, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013 Tel: +91 – 22 - 44104104 E-mail: investor.communication@radioone.in
vi	Whether listed company	Yes
vii	Name, Address and contact details of Registrar & Transfer Agent	KFin Technologies Private Limited Selenium Tower B, Plot No. 31 & 32 Financial District, Nanakramguda, Serilingampally Mandal Hyderabad – 500 032 Tel : +91 - 40 - 67162222 Fax : +91 - 40 - 23001153 E-mail : einward.ris@kfintech.com Website : www.kfintech.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY: NIL

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the Company	CIN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	HT Media Limited* 18-20, Kasturba Gandhi Marg New Delhi - 110 001	L22121DL2002PLC117874	Holding	51.00	2(46)
2	Next Radio Limited Unit 701A, 7 th Floor, Tower-2, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400 013	U32201MH1999PLC122233	Subsidiary	51.40	2(87)
3	Syngience Broadcast Ahmedabad Limited# I-18, Floor - 10 th Plot - 156, Everest Apt, Pandit Madan Mohan Malviya Marg, Tardeo Mumbai - 400 034	U93090MH2017PLC293674	Subsidiary	00.00	2(87)

* HT Media Limited is a subsidiary of The Hindustan Times Limited

step-down subsidiary of Next Mediaworks Limited (shares held through Next Radio Limited)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

(i) Category-wise Shareholding

Sl. No.	Category of Shareholders	No. of shares held at the beginning of the year (as at 01.04.2019)				No. of shares held at the end of the year (as at 31.03.2020)				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(A)	Promoters									
(1)	Indian									
(a)	Individual / HUF	2,19,65,024	0	2,19,65,024	32.84	1,07,15,043	0	1,07,15,043	16.02	(16.82)
(b)	Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
(c)	State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Banks/Financial Institution	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Any Other									
	Body Corporate	1,94,31,460	0	1,94,31,460	29.05	3,94,46,264	0	3,94,46,264	58.97	29.92
	Sub-Total A(1)	4,13,96,484	0	4,13,96,484	61.88	5,01,61,307	0	5,01,61,307	74.99	13.10
(2)	Foreign									
(a)	NRI - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Banks/FIs	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(2)	0	0	0	0.00	0	0	0	0.00	0.00
	Total shareholding of Promoters (A) = A(1) + A(2)	4,13,96,484	0	4,13,96,484	61.88	5,01,61,307	0	5,01,61,307	74.99	13.10
(B)	Public Shareholding									
(1)	Institutions									
(a)	Mutual Funds	27,47,548	0	27,47,548	4.11	0	0	0	0.00	(4.11)
(b)	Banks/Financial Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Alternate Investment Fund	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
(e)	State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(g)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00

Sl. No.	Category of Shareholders	No. of shares held at the beginning of the year (as at 01.04.2019)				No. of shares held at the end of the year (as at 31.03.2020)				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(h)	Foreign Institutional Investors / Foreign Portfolio Investors	18,22,664	0	18,22,664	2.72	18,22,664	0	18,22,664	2.72	0.00
(i)	Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(j)	Others(specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(1)	45,70,212	0	45,70,212	6.83	18,22,664	0	18,22,664	2.72	(4.11)
(2)	Non-Institutions									
(a)	Bodies Corporate									
(i)	Indian	1,02,85,669	1	1,02,85,670	15.38	46,62,677	1	46,62,678	6.97	(8.41)
(ii)	Overseas	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Individuals									
(i)	Individual shareholders holding nominal share capital upto ₹1 lakh	58,05,270	1,888	58,07,158	8.68	55,85,639	1,888	55,87,527	8.35	(0.33)
(ii)	Individual shareholders holding nominal share capital in excess of ₹1 lakh	38,88,458	0	38,88,458	5.81	44,99,810	0	44,99,810	6.73	0.91
(c)	Others									
(i)	Trust [#]	90,916*	0	90,916*	0.14	13,500	0	13,500	0.02	(0.12)
(ii)	Hindu Undivided Family	0	0	0	0.00	0	0	0	0.00	0.00
(iii)	Non Resident Indians (Repatriation)	66,653	0	66,653	0.10	51,339	0	51,339	0.08	(0.02)
(iv)	Non Resident Indians (Non Repatriation)	45,287	0	45,287	0.07	43,062	0	43,062	0.06	0.00
(v)	Clearing Member	7,42,070	0	7,42,070	1.11	50,669	0	50,669	0.08	(1.03)
(vi)	IEPF	0	0	0	0.00	352	0	352	0.00	0.00
	Sub-total (B)(2)	2,09,24,323	1,889	2,09,26,212	31.28	1,49,07,048	1,889	1,49,08,937	22.29	(9.00)
	Total public shareholding (B) = B(1) + B(2)	2,54,94,535	1,889	2,54,96,424	38.12	1,67,29,712	1,889	1,67,31,601	25.01	(13.10)
(C)	Shares held by custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
	Grand Total (A+B+C)	6,68,91,019	1,889	6,68,92,908	100.00	6,68,91,019	1,889	6,68,92,908	100.00	0.00

* includes 77,416 shares held by Mid-day Exports Private Limited out of which 36,500 shares were held as Employee Stock Option Trust.

[#] In terms of SEBI (Share Based Employee Benefits) Regulations, 2014, shareholding of Employees Stock Option Trust had been categorised under 'Non-Promoter Non-Public' category in the stock exchange filings. However, to conform to the format of Form MGT-9, the same has been categorized under 'Public' category.

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as at 01.04.2019)			Shareholding at the end of the year (as at 31.03.2020)			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	
1.	HT Media Limited	0	0.00	0.00	341,15,386	51.00	0.00	51.00
2.	Meridian Holding & Leasing Company Private Limited	74,69,856	11.17	0.00	37,73,246	5.64	0.00	(5.53)
3.	Ferrari Investments and Trading Company Private Limited	1,12,16,858	16.77	0.00	15,57,632	2.33	0.00	(14.44)
4.	Inquilab Offset Printers Limited	7,44,746	1.11	0.00	0	0.00	0.00	(1.11)
5.	Tarique Ansari	43,37,298	6.48	100.00	20,37,298	3.05	0.00	(3.43)
6.	Rukya Khalid Ansari	46,15,075	6.90	71.98	23,03,149	3.44	0.00	(3.46)
7.	Tehzeeb Ansari Grossman	43,37,298	6.48	0.00	43,37,298	6.48	0.00	0.00
8.	Sharique Ansari	43,37,298	6.48	100.00	20,37,298	3.05	0.00	(3.43)
9.	Khalid A H Ansari	43,38,055	6.49	0.00	0	0.00	0.00	(6.49)
	TOTAL	4,13,96,484	61.88	28.98	5,01,61,307	74.99	0.00	13.11

(iii) Change in Promoters' Shareholding

Sl. No.	Name	Shareholding at the beginning of the year		Change in shareholding			Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	Date	Increase/ (Decrease) in shareholding	Reason	No. of shares	% of total shares of the Company
1.	HT Media Limited	0	0.00	19.04.2019	3,41,15,386	Acquisition of shares pursuant to open offer under SEBI (SAST) Regulations and Share Purchase Agreement dated 20.12.2018	341,15,386	51.00
2.	Ferrari Investments and Trading Company Private Limited	1,12,16,858	16.77	19.04.2019	(96,59,226)	Sale of shares pursuant to Share Purchase Agreement dated 20.12.2018	15,57,632	2.33
3.	Meridian Holding & Leasing Company Private Limited	74,69,856	11.17	19.04.2019	(29,74,610)	Sale of shares pursuant to Share Purchase Agreement dated 20.12.2018	37,73,246	5.64
4.	Rukya Khalid Ansari	46,15,075	6.90	28.02.2020 19.04.2019	(7,22,000) (23,11,926)	Market Sale Sale of shares pursuant to Share Purchase Agreement dated 20.12.2018	23,03,149	3.44
5.	Khalid A H Ansari	43,38,055	6.49	19.04.2019	(43,38,055)	Sale of shares pursuant to Share Purchase Agreement dated 20.12.2018	0	0.00
6.	Tarique Ansari	43,37,298	6.48	19.04.2019	(23,00,000)	Sale of shares pursuant to Share Purchase Agreement dated 20.12.2018	20,37,298	3.05
7.	Sharique Ansari	43,37,298	6.48	19.04.2019	(23,00,000)	Sale of shares pursuant to Share Purchase Agreement dated 20.12.2018	20,37,298	3.05
8.	Inquilab Offset Printers Limited	7,44,746	1.11	19.04.2019	(7,44,746)	Sale of shares pursuant to Share Purchase Agreement dated 20.12.2018	0	0.00

(iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and holders of GDRs and ADRs)

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	BENNETT, COLEMAN AND COMPANY LIMITED				
	At the beginning of the year	36,49,391	5.46	36,49,391	5.46
	Bought during the year	0	0.00	36,49,391	5.46
	Sold during the year	0	0.00	36,49,391	5.46
	At the end of the year	36,49,391	5.46	36,49,391	5.46
2.	ACACIA PARTNERS, LP				
	At the beginning of the year	9,07,065	1.36	9,07,065	1.36
	Bought during the year	0	0.00	9,07,065	1.36
	Sold during the year	0	0.00	9,07,065	1.36
	At the end of the year	9,07,065	1.36	9,07,065	1.36
3.	ALTAF YUSUF WAHEDNA*				
	At the beginning of the year	0	0.00	0	0.00
	Bought during the year	7,16,000	1.07	7,16,000	1.07
	Sold during the year	0	0.00	7,16,000	1.07
	At the end of the year	7,16,000	1.07	7,16,000	1.07
4.	LINCOLN P COELHO				
	At the beginning of the year	5,00,000	0.75	5,00,000	0.75
	Bought during the year	0	0.00	5,00,000	0.75
	Sold during the year	0	0.00	5,00,000	0.75
	At the end of the year	5,00,000	0.75	5,00,000	0.75
5.	ACACIA INSTITUTIONAL PARTNERS, LP				
	At the beginning of the year	4,73,893	0.71	4,73,893	0.71
	Bought during the year	0	0.00	4,73,893	0.71
	Sold during the year	0	0.00	4,73,893	0.71
	At the end of the year	4,73,893	0.71	4,73,893	0.71
6.	ACACIA BANYAN PARTNERS				
	At the beginning of the year	3,68,800	0.55	3,68,800	0.55
	Bought during the year	0	0.00	3,68,800	0.55
	Sold during the year	0	0.00	3,68,800	0.55
	At the end of the year	3,68,800	0.55	3,68,800	0.55
7.	THE INDIAN EXPRESS PRIVATE LIMITED				
	At the beginning of the year	2,45,011	0.37	2,45,011	0.37
	Bought during the year	0	0.00	2,45,011	0.37
	Sold during the year	0	0.00	2,45,011	0.37
	At the end of the year	2,45,011	0.37	2,45,011	0.37
8.	YAZDI NARIMAN BATLIWALA				
	At the beginning of the year	2,24,922	0.34	2,24,922	0.34
	Bought during the year	0	0.00	2,24,922	0.34
	Sold during the year	0	0.00	2,24,922	0.34
	At the end of the year	2,24,922	0.34	2,24,922	0.34
9.	KIRAN SUZANNE COELHO*				
	At the beginning of the year	2,00,000	0.30	2,00,000	0.30
	Bought during the year	0	0.00	2,00,000	0.30
	Sold during the year	0	0.00	2,00,000	0.30
	At the end of the year	2,00,000	0.30	2,00,000	0.30
10.	NEELAMBEN KIRITKUMAR PATEL				
	At the beginning of the year	1,50,000	0.22	1,50,000	0.22
	Bought during the year	0	0.00	1,50,000	0.22
	Sold during the year	27,117	0.04	1,22,883	0.18
	At the end of the year	1,22,883	0.18	1,22,883	0.18

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
11.	RAJASTHAN GLOBAL SECURITIES PRIVATE LIMITED [#]				
	At the beginning of the year	39,95,406	5.97	39,95,406	5.97
	Bought during the year	0	0.00	39,95,406	5.97
	Sold during the year	39,95,406	5.97	0	0.00
	At the end of the year	0	0.00	0	0.00
12.	EDELWEISS MULTI STRATEGY INVESTMENT TRUST- EDELWEISS CATALYST OPPORTUNITIES FUND [#]				
	At the beginning of the year	20,02,548	2.99	20,02,548	2.99
	Bought during the year	0	0.00	20,02,548	2.99
	Sold during the year	20,02,548	2.99	0	0.00
	At the end of the year	0	0.00	0	0.00
13.	RATNABALI SECURITIES PRIVATE LIMITED [#]				
	At the beginning of the year	9,96,778	1.49	9,96,778	1.49
	Bought during the year	0	0.00	9,96,778	1.49
	Sold during the year	9,96,778	1.49	0	0.00
	At the end of the year	0	0.00	0	0.00
14.	ALPHA ALTERNATIVES MULTISTRATEGY ABSOLUTE RETURN SCHEME [#]				
	At the beginning of the year	7,45,000	1.11	7,45,000	1.11
	Bought during the year	0	0.00	7,45,000	1.11
	Sold during the year	7,45,000	1.11	0	0.00
	At the end of the year	0	0.00	0	0.00

* Not in the list of top 10 shareholders as on April 1, 2019. The same has been reflected above as the shareholder was one of the top 10 shareholders as on March 31, 2020.

[#] Ceased to be in the list of top 10 shareholders as on March 31, 2020. The same is reflected above as the shareholder was one of the top 10 shareholders as on April 1, 2019.

Notes:

1. Year in the above table denotes the period from April 1, 2019 to March 31, 2020
2. Any member desirous of obtaining date-wise particulars of sale/purchase of shares by above shareholders may write to the Company Secretary

(v) Shareholding of Directors and Key Managerial Personnel (KMP)

Sl. No.	Name of Director/KMP	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	Mr. Tarique Ansari (Chairman & MD)*				
	At the beginning of the year	43,37,298	6.48	43,37,298	6.48
	Bought during the year	0	0.00	43,37,298	6.48
	Sold during the year	23,00,000	3.44	20,37,298	3.05
	At the end of the year	20,37,298	3.05	20,37,298	3.05
2.	Mr. Adille Sumariwalla (Director)*				
	At the beginning of the year	5,875	0.01	5,875	0.01
	Bought during the year	0	0.00	5,875	0.01
	Sold during the year	0	0.00	5,875	0.01
	At the end of the year	5,875	0.01	5,875	0.01

Sl. No.	Name of Director/KMP	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
3.	Mr. Abhishek Kapoor (Chief Financial Officer)#				
	At the beginning of the year	18,500	0.03	18,500	0.03
	Bought during the year	0	0.00	18,500	0.03
	Sold during the year	0	0.00	18,500	0.03
	At the end of the year	18,500	0.03	18,500	0.03

* ceased to be Director w.e.f. April 18, 2019

appointed as Chief Financial Officer w.e.f. April 22, 2019 and resigned w.e.f. November 26, 2020

Notes:

1. Year in the above table denotes the period from April 1, 2019 to March 31, 2020
2. Any member desirous of obtaining date-wise particulars of sale/purchase of shares by above shareholders may write to the Company Secretary

V. INDEBTEDNESS

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

(Rs. in Lac)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	-	1,213.98	-	1,213.98
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	385.08	-	385.08
Total (i) + (ii) + (iii)	-	1,599.06	-	1,599.06
Change in indebtedness during the financial year				
Addition	-	1,313.86	-	1,313.86
Reduction	-	(1,175.00)	-	(1,175.00)
Net Change	-	138.86	-	138.86
Indebtedness at the end of the financial year				
(i) Principal Amount	-	1,252.29	-	1,252.29
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	485.63	-	485.63
Total (i) + (ii) + (iii)	-	1,737.92	-	1,737.92

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rs. in Lac)

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/Manager	
		Mr. Tarique Ansari* (Managing Director)	
1	Gross salary		2.93
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-
2	Stock Option		-
3	Sweat Equity		-
4	Commission		-
5	Others		-
	Total (A)		2.93
	Ceiling as per the Act[#]		3.00

* ceased to be MD w.e.f. April 18, 2019

[#] computed in terms of the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 for the period Mr. Tarique Ansari held office as MD.

Note:

- 1) The net profit for FY-20 computed as per Section 198 of the Companies Act, 2013 was inadequate for the purpose of payment of Managerial Remuneration in FY-20. In terms of the provisions of Section 197 read with Schedule V of the Companies Act, 2013, the Company has paid remuneration to Mr. Tarique Ansari within as per Section II of Schedule V of the Companies Act, 2013.
- 2) During the year, Mr. Tarique Ansari was paid gratuity of Rs. 45.20 Lac upon cessation of office as MD.
- 3) Mr. Harshad Jain, CEO, draw remuneration from the subsidiary company viz. Next Radio Limited.

B. Remuneration to other directors

(Rs. in Lac)

Sl. No.	Particulars of Remuneration	Non-executive Directors								Total
		Mr. Adille Sumariwalla*	Mr. I. Venkat*	Ms. Monisha Shah*	Mr. Chetan Desai*	Mr. Dilip Cherian [#]	Mr. Ajay Relen [@]	Ms. Suchitra Rajendra [@]	Mr. Sameer Singh [^]	
1	Fee for attending Board / Committee Meeting	0.10	0.10	0.10	0.10	7.50	9.50	8.50	1.00	26.90
2	Commision	0	0	0	0	0	0	0	0	0
3	Others	0	0	0	0	0	0	0	0	0
	Total (B)	0.10	0.10	0.10	0.10	7.50	9.50	8.50	1.00	26.90
	Total managerial remuneration									2.93
	Overall ceiling as per the Act									3.00[§]

* ceased to be director w.e.f. April 18, 2019

[#] ceased to be director w.e.f. January 23, 2020

[@] appointed as director w.e.f. April 18, 2019

[^] appointed as director w.e.f. January 13, 2020

[§] does not include fee paid to Non-executive Directors for attending Board/ Committee meetings held during FY-20 in terms of the provisions of Section 197(5) of the Companies Act, 2013

[§] computed in terms of the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 for the period Mr. Tarique Ansari held office as MD.

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

(Rs. in Lac)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Mr. Ismail Dabhoya* (Chief Financial Officer)	Mr. Gaurav Sharma ^a (Company Secretary)	Ms. Diksha Singh [^] (Company Secretary)	
1	Gross salary	5.08	19.18	0.75	25.01
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
5	Others	-	-	-	-
	Total	5.08	19.18	0.75	25.01


* ceased to be CFO w.e.f. April 18, 2019

^a ceased to be CS w.e.f. March 15, 2020[^] appointed as CS w.e.f. March 16, 2020**Note:**

- During the year, Mr. Ismail Dabhoya was paid gratuity of Rs. 8.67 Lac upon cessation of office as CFO
- Mr. Abhishek Kapoor, CFO, draw remuneration from the subsidiary company viz. Next Radio Limited

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NIL

For and on behalf of the Board


(Dinesh Mittal)

Director

DIN: 00105769


(Praveen Someshwar)

Director

DIN: 01802656

Date: November 27, 2020**Place:** New Delhi