NEXT MEDIAWORKS LIMITED

94.3 RADIO ONE INTERNATIONAL

# CLARITY. QUALITY. INTEGRITY

ANNUAL REPORT **2023-2024**

# Corporate Information

**Board of Directors**

Mr. Praveen Someshwar
Chairman [Non-Executive Director]

Ms. Suchitra Rajendra
Independent Director

Mr. Sameer Singh
Independent Director

Mr. Lloyd Mathias
Independent Director

Mr. Samudra Bhattacharya
Non-Executive Director

Mr. Sandeep Rao
Non-Executive Director

**Chief Executive Officer**

Mr. Ramesh Menon

**Chief Financial Officer**

Mr. Amit Madaan

**Company Secretary**

Ms. Sonali Manchanda

**Statutory Auditors**
B S R and Associates,
Chartered Accountants

**Registered Office**
Unit 701A, 7 Floor, Tower-2
Indiabulls Finance Centre
Senapati Bapat Marg, Elphinstone Road,
Mumbai - 400013

**Tel:** +91-22-44104104

**E-mail:** investor.communication@radioone.in

**Website:** www.nextmediaworks.com

**Corporate Office**
5th Floor, Lotus Tower, A Block,
Community Centre, New Friends Colony
New Delhi - 110025

**Tel:** +91 11 6656 1234

**Registrar and Share Transfer Agent**

KFin Technologies Limited
Unit: Next Mediaworks Limited
Ramky Selenium Building, Tower B,
Plot No. 31 & 32, Financial District,
Nanakramguda, Serilingampally
Hyderabad,Rangareddy, Telangana,
India -500032

**Toll Free No.** 1800-309-4001
**E-mail id:** einward.ris@kfintech.com
**Website:** https://ris.kfintech.com

To view the report online, please log on to: www.nextmediaworks.com

# Contents



## 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, ongoing global conflicts may pose unforeseen, unprecedented, unascertainable and constantly evolving risk[sl. 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 macro / market data used in the MD&A is primarily based on publicly available sources, and discrepancies, if any, are incidental and unintentional

# ABOUT US

Next Mediaworks Limited (NMW) has emerged as a pioneer in India's private FM broadcasting sector, operating under the esteemed brand name, Radio One. As a leader in the radio broadcasting industry, NMW has consistently pushed the boundaries of what radio can offer, crafting a rich repository of content that appeals to a broad spectrum of listeners. With its unique blend of contemporary, international, and retro music, Radio One has earned a reputation as the go-to destination for premium radio entertainment in India.

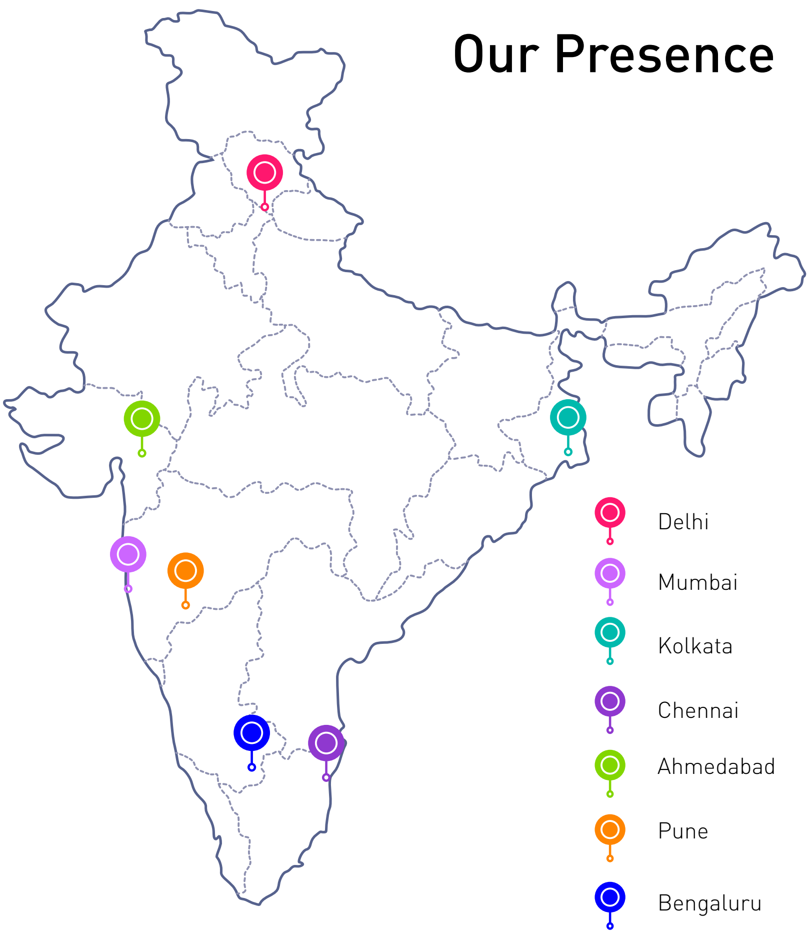
The Company's flagship brand, 'Radio One International,' holds the unique distinction of being India's leading international radio network, offering a diverse range of programming that sets it apart from its peers. NMW's dedication to innovation, coupled with a commitment to quality, has made Radio One a household name, beloved for its engaging shows and coverage of major music and entertainment events.

With a strong foundation in excellence and a vision for the future, Next Mediaworks Limited continues to influence and redefine the media landscape in India, delivering compelling and memorable experiences to its listeners every day.

## Key Brands

94.3 RADIO ONE INTERNATIONAL

## Our Presence



# Management Discussion and Analysis

## Indian Economy

India's economy demonstrated robust growth in FY 2023-24, with real GDP growth estimated at 8.2%, a notable increase from the 7.0% recorded in FY 2022-23, as reported by the National Statistical Office (NSO). This significant surge in economic performance was predominantly driven by strategic public investments in infrastructure and a strong export sector.

The substantial rise in GDP was particularly prominent in the second half of the fiscal year. Key contributors to this growth included extensive public investments in transport and energy infrastructure, alongside a vibrant services export sector. The government's strategic emphasis on capital expenditure played a pivotal role in this economic upturn. The focus on infrastructure has not only boosted public investments but has also encouraged private sector participation. Notable investments in highways, railways, and airports have streamlined logistics and improved economic efficiency. This period also witnessed a resurgence in private consumption, evidenced by the increased industrial production of consumer durables and higher sales of passenger vehicles and two-wheelers. Infrastructure improvements and rising consumer confidence have bolstered the domestic market's recovery.

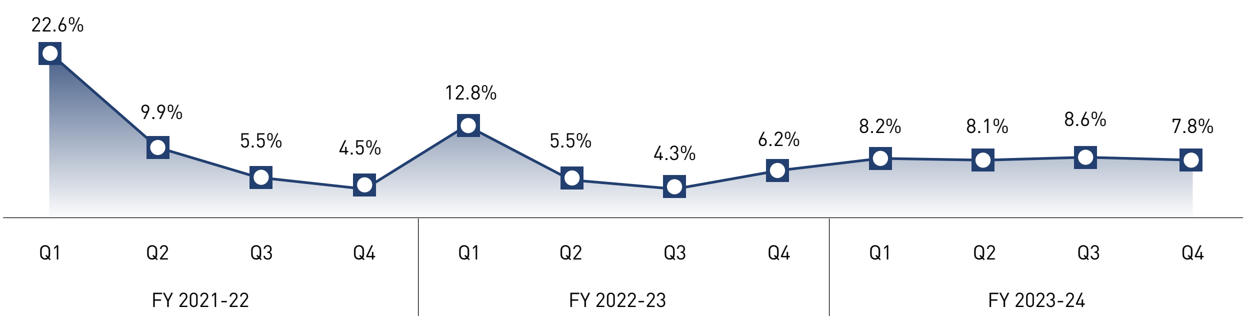
The Reserve Bank of India (RBI) remains committed to a medium-term CPI inflation target of 4%, while supporting economic growth. The 2024 Union Budget targeted a fiscal deficit of 4.9% of GDP for FY 2024-25, reflecting the government's balanced approach towards fiscal consolidation and economic growth.

Despite the positive trends, private consumption has not kept pace with other sectors. Indicators such as E-way bills and vehicle sales point to rising economic activity, yet digital payments and cement output have remained flat. While the stock market has reached new highs, supporting discretionary consumption, the uneven growth across sectors poses challenges. Addressing these disparities will require sustained focus on infrastructure development and strategic fiscal and monetary policies.

India's economic performance in FY 2023-24 has been marked by substantial growth and strategic investments in infrastructure. However, to maintain this momentum and address sectoral disparities, continuous emphasis on infrastructure development and prudent economic policies will be essential. The government's balanced approach towards managing inflation and fiscal health, while supporting growth, will be crucial in sustaining India's economic resilience.

Source: India Calling: PWC Report 2023, OECD Economic Outlook, RBI Annual Report 2023-24

**India's Real GDP Growth**




Source: Quarterly GDP Growth Rates, MoSPI

## Outlook

India's economic outlook for the coming years remains robust, with GDP growth projected to sustain a strong trajectory. The economy is expected to continue benefiting from substantial public investment and resilient domestic demand for consumer and business services. The government's strategic focus on capital expenditure, particularly in transport and energy infrastructure, is likely to further stimulate private investment and enhance economic growth.

Private investments are anticipated to accelerate, supported by improved global liquidity conditions as central banks worldwide ease their monetary policies. The anticipated global recovery is set to bolster exports, while increased capital flows will drive higher levels of investment and consumption. This environment may prompt the Indian government to reallocate its expenditures, potentially accelerating fiscal deficit reduction and boosting private investment. Additionally, the banking and financial sectors are experiencing robust growth, with increased credit demand from retail and SME segments. This trend, coupled with strong service exports, supports the positive economic outlook.

However, inflation concerns are expected to persist, as demand is likely to outpace supply in the short term, with higher food prices exerting additional pressure on overall price levels. The Reserve Bank of India aims to maintain CPI inflation within its target band of 2-6%, but persistent high food prices may challenge this goal. As private investment increases, the supply side is expected to improve, leading to a gradual reduction in inflationary pressures. Despite these improvements, inflation rates are projected to remain above the RBI's target through FY 2024-25 and FY 2025-26.

The government's efforts to improve fiscal health, are crucial for maintaining economic stability. Strategic fiscal management, continued investment in infrastructure, and structural reforms will be key to sustaining growth, managing inflation, and ensuring sustainable economic development in India.

India's economic outlook for the coming years remains optimistic, with strong GDP growth projected. Substantial public investment, resilient domestic demand, and strategic fiscal management will play crucial roles in driving economic growth. While inflation concerns persist, ongoing investments in infrastructure and structural reforms are expected to support sustained economic development. The government's balanced approach to managing fiscal health and stimulating private investment will be essential in maintaining economic stability and fostering long-term growth.

Source: RBI Annual Report 2023-24

## Industry Overview

### Indian Media and Entertainment Industry

India's media and entertainment (M&E) industry has seen remarkable growth in recent years, fueled by a variety of segments and innovative platforms. In CY 2023, the sector expanded by 8%, reaching INR 2,317 bn. This growth was primarily driven by digital media and online gaming, reflecting a significant shift in consumer preferences toward online content. The rise of digital platforms has had a transformative impact on traditional media consumption patterns in India.

Digital media's contribution to the M&E sector increased to 28% underscoring the growing dominance of online platforms. The sector's shift towards digital is evident, with digital media expected to surpass television by CY 2024.

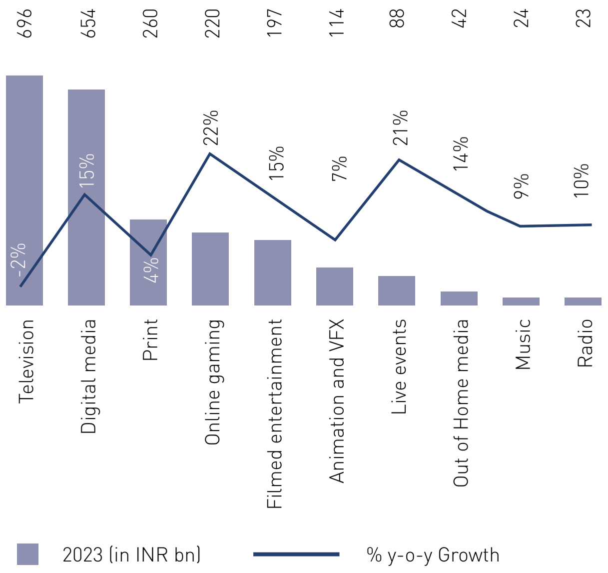
Television remains the largest segment within the M&E sector, but it faced stagnant growth in CY 2023. At an overall level however, traditional media, including television, print, radio, and cinema, continued to experience growth and profitability.

The radio segment saw growth by leveraging retail and local advertising, increasing revenues by 10% to INR 23 bn in CY 2023. Although advertisement volumes rose, ad rates remained below pre-pandemic levels. This growth indicates a steady demand for radio, supported by its reach and affordability.

Overall, the Indian M&E industry is poised for continued growth, driven by digital innovation, resilient traditional media, and evolving consumer preferences. The sector's diverse segments, coupled with the transformative impact of digital platforms, ensure that the industry will continue to thrive and adapt to changing market dynamics.

Source: EY FICCI M&E Report 2024

**M&E Industry Segment-wise Revenue and % Growth**




Source: EY FICCI M&E Report 2024

## Outlook

India's media and entertainment (M&E) sector is set for continued growth, largely driven by the dynamic expansion of digital and ancillary platforms. As these new media forms become more integrated into everyday consumption habits, their contribution to the M&E sector is expected to increase significantly. By the end of CY 2024, digital media could potentially surpass traditional television, reflecting changing consumer preferences and the rising influence of digital platforms in shaping the industry's future.

Despite facing challenges, the radio segment is anticipated to maintain its growth momentum by capitalizing on retail and local advertising opportunities. Projected revenue increases are expected to be driven by rising advertisement volumes, even though ad rates have yet to return to pre-pandemic levels. This growth underscores radio's continued relevance and its role in the broader media landscape.

Traditional media, including television, print, and radio, will continue to grow, supported by their long standing acceptance in the broader market. The increasing popularity of live sporting events and ad-supported video-on-demand (OTT) platforms will further boost the sector, driving higher engagement and revenue streams. These formats benefit from their broad reach and the ability to attract diverse audiences.

Overall, the Indian M&E industry is poised to thrive, driven by innovation and evolving consumer preferences. Continued investment in infrastructure and content will be crucial in sustaining this growth trajectory. The sector's ability to adapt to changing market dynamics and leverage new opportunities will determine its long-term success.

In summary, the M&E sector's future in India looks promising, with digital media leading the charge. The resilience of traditional media, combined with the innovative potential of new platforms, sets the stage for sustained growth and development. As consumer preferences evolve, the industry's ability to meet these demands through strategic investments and innovative approaches will be key to its continued success.

Source: EY FICCI M&E Report 2024

### India's Radio Sector

In CY 2023, the radio segment experienced a robust 10% growth in revenues, reaching INR 23 bn. Despite this increase, the figure is still only 74% of the levels seen in 2019. Ad volumes on radio rose significantly by 19% compared to the previous year. However, ad rates saw an average decline of 8%, largely due to increased volumes in smaller towns at lower yields, contributing to the softness in ad rates. Despite these challenges, the radio segment benefited from a rise in retail advertising, with companies focusing on regional shows and multimedia content to attract listeners and advertisers.

The radio industry in India expanded its reach significantly in CY 2023. The number of operational radio stations increased by 90, totaling 1,313 stations (incl. community radio). There were 36 private FM broadcasters operating 388 FM radio stations across 113 cities. Additionally, Prasar Bharati's All India Radio service continued to operate 479 stations in 23 languages and 179 dialects, covering 92% of the country's area and reaching over 99% of the population. This extensive reach underscores the significance of radio as a medium for information and entertainment across urban and rural India.

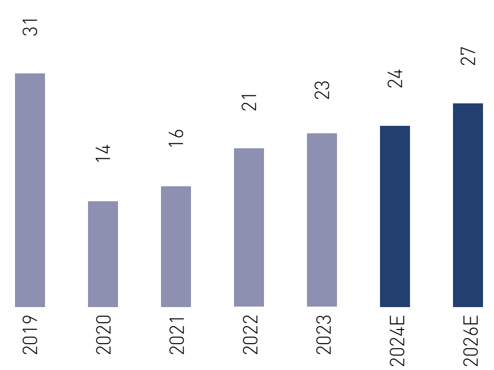
Radio companies have increasingly diversified their revenue streams, with non-FCT (Free Commercial Time) revenues contributing 20% to 25% of total revenues for major radio companies. These non-FCT revenues come from various sources, including event IPs, brand activations, community building, international music streaming, content production, digital marketing, and influencer marketing. Additionally, the government approved a 43% increase in the base rates of government advertisements on private FM radio stations, which is expected to boost revenues to a certain extent.

Looking ahead, radio revenues are projected to recover to INR 27 bn by 2026, with a significant portion coming from non-FCT revenue streams. Hyperlocal and D2C (Direct-to-Consumer) revenue streams will play a crucial role in differentiating radio from digital and national media, helping it adapt and thrive in a competitive landscape.

The radio segment in India has shown resilience and adaptability in the face of challenges. With a substantial increase in the number of operational stations and a strategic focus on diversified revenue streams, the industry is well-positioned for future growth. The government's support in boosting advertisement rates further enhances the sector's prospects. As the industry continues to evolve, radio remains a vital medium for reaching diverse audiences across the country, ensuring its continued relevance in India's media and entertainment landscape.

Source: EY FICCI M&E Report 2024

**Radio Segment Revenue (INR bn)**




Source: EY FICCI M&E Report 2024

**Advertisement Volumes**

In CY 2023, the radio segment in India saw a significant increase in ad volumes, rising by 19% compared to the previous year. This growth was particularly pronounced in smaller towns, where increased volumes at lower yields contributed to a decline in average ad rates by 8%. Despite the softness in ad rates, the surge in ad volumes was a positive indicator of the sector's recovery, driven by a rise in retail advertising. During this period, 426 categories, comprising over 10,000 advertisers and 13,615 brands, advertised on radio. Notably, 4,400 of these advertisers were not present on TV, print, or digital platforms. The top contributors to radio advertisements were the Services, Retail, and Auto segments, with shares of 31%, 10%, and 10% respectively. Additionally, 69% of advertisement volume came from states including Gujarat, Maharashtra, Uttar Pradesh, and Andhra Pradesh. Companies increasingly focused on regional shows and multimedia content to attract listeners and advertisers, leveraging radio's extensive reach across urban and rural areas. Despite a decline in the number of national advertisers, the radio segment continued to benefit from diversified revenue streams, with non-FCT revenues contributing an average of 20% to 25% of total revenues for large radio companies.

Source: EY FICCI M&E Report 2024

## Outlook

The Radio industry is undergoing a major transformation as it shifts towards a digital trajectory. Key regulatory changes are driving this evolution. The Telecom Regulatory Authority of India (TRAI) has proposed a revision of the annual license fee structure. Additionally, there is an anticipated approval for broadcasting news and current affairs programs. These changes, among others, if it happens are expected to significantly impact the industry, enhancing the diversity of content available.

Radio is anticipating a recovery in revenue, with projections suggesting revenues will reach INR 27 bn by 2026. Despite this growth, ad rates are expected to remain subdued. The rise in retail advertising and growth in non-FCT (Free Commercial Time) revenues are expected to drive future growth. Radio companies are creating brand extensions to seize opportunities in community building, content production, influencer marketing, and short videos. Additionally, the ability to tailor content to specific regions will further support industry growth.

A significant shift in revenue composition is anticipated, with hyperlocal and direct-to-consumer (D2C) revenue streams becoming key differentiators for radio players compared to digital media platforms. This strategic focus on localized and direct consumer engagement will substantially alter the revenue mix. By 2026, non-traditional revenue sources such as event partnerships, brand activations, and content monetization are expected to account for about one-fourth of total revenues for radio broadcasters.

Source: EY FICCI M&E Report 2024

## Company Overview

Next MediaWorks Limited (NMW), a subsidiary of HT Media Ltd. was acquired by the latter in a major media & entertainment sector related development in CY 2019. Next Radio Limited (NRL), a subsidiary of NMW, has been a pioneer in India's private FM broadcasting sector. Under the brand name 'Radio One', NMW has gained widespread popularity in metro and key tier-1 cities of India. The Company's focus on international along with contemporary and retro formats has distinguished it in a competitive market, showcasing its commitment to innovation and audience engagement. Through such distinguished positioning, NMW continues to diversify its media presence and strengthen its influence in the industry, underscoring its dynamic approach to the media industry.

### Radio One

Radio One operates a prominent network of radio stations across metro and tier-1 Indian cities. Known for its unique programming, Radio One offers a diverse mix of international music, contemporary hits, and beloved retro classics. The station has garnered acclaim for its engaging shows and carefully curated playlists that resonate with listeners nationwide.

A standout feature of Radio One is its 'Radio One International' network, uniquely positioned as India's sole international radio network. This platform highlights global music hits and celebrates international personalities, providing in-depth coverage of prestigious events like the Grammys and Oscars. Catering to a cosmopolitan Indian audience with a penchant for global culture, Radio One International distinguishes itself in the Indian radio landscape.

Recent enhancements at Radio One include new shows that have diversified its programming and boosted audience engagement. Collaborations with renowned music festivals further demonstrate Radio One's cultural impact and community involvement.

Radio One has been recognized with several prestigious awards, continuing to lead the industry with its distinctive blend of international music, compelling programs, and influential initiatives. By setting new standards in the Indian radio industry, Radio One remains a pioneer in introducing global culture to its listeners.

## Financial Overview (Consolidated)

### Revenue from Operations

Revenue from Operations with a 5.8% rise, stood at INR 38.4 crore in FY 2023-24 from INR 36.3 crore in FY 2022-23.

### Profitability

Earnings Before Interest, Tax and Depreciation (EBITDA) margin came in at 5.2% in FY 2023-24 from 7.0% in FY 2022-23, mainly on account of rise in other operating expenses for the year under consideration. Profit After Tax (PAT) was further impacted by an exceptional impairment of intangible assets. PAT declined to INR -38.7 crore in FY 2023-24 from INR -24.4 crore in FY 2022-23. Return on Networth for FY 2023-24 and FY 2022-23 could not be ascertained due to negative net worth of the Company.

### Earnings per share

Earnings per Share (EPS) decreased to INR -3.3 in FY 2023-24 from INR -2.1 in FY 2022-23. This was led by fall in overall profitability for the year.

### Debtors Turnover Ratio

Debtors Turnover Ratio increased marginally to 2.8 times in FY 2023-24 from 2.7 times in FY 2022-23, owing to an increase in operating revenue.

### Inventory Turnover Ratio

Inventory Turnover Ratio could not be ascertained as the Company does not hold inventory.

### Interest Coverage Ratio

Interest Coverage Ratio remained near similar at -0.3 times for both FY 2023-24 and FY 2022-23 as effect of increase in losses at the EBIT level being offset by an increase in finance costs.

### Current Ratio

Current Ratio increased to 2.6 times in FY 2023-24 from 2.3 times in FY 2022-23, primarily due to financial assets led increase in current assets.

### Debt Equity Ratio

Debt Equity Ratio could not be ascertained for both fiscal years' FY 2023-24 and FY 2022-23 due to negative shareholder's equity.

### Debt Service Coverage Ratio

Debt Service Coverage Ratio decreased marginally and stood at -0.3 times in FY 2023-24 from -0.4 times in FY 2022-23 due to increase in borrowing cost and decrease in EBIT during the fiscal year.

### Trade Payables Turnover Ratio

Trade Payables Turnover ratio stood at 3.0 times in FY 2023-24, as compared to 2.9 times in FY 2022-23, due to higher average purchases in the fiscal FY 2023-24.

## Marketing Initiatives

The Company's marketing efforts have been crucial in fostering brand awareness and driving growth. Radio One has effectively leveraged strategic partnerships to capture the robust events market and establish a strong presence. These partnerships have been instrumental in promoting the brand and expanding its reach.

Recent enhancements at Radio One include the introduction of new shows such as 'Cruise Control with Bharat and Mehul', 'Mostly Candid with Mehul', and 'Drive Bangalore with L'nee'. These new programs along with 'Live in Concert' by popular global artists, have enriched Radio One's programming diversity and boosted audience engagement. The station's collaborations with renowned festivals like Spoken Fest and Lollapalooza further highlight Radio One's cultural impact and community involvement.

Radio One International has been recognized with three ACEF (Asian Customer Engagement Forum) awards, including distinctions such as Celebrity Radio Jockey of the Year and Minding My Business Women's Special programming. The station continues to lead the industry with its unique blend of international music, compelling programs, and influential initiatives. These achievements set new standards for the radio industry in India.

In the reported year, the Company launched new evening and afternoon shows across all its networks. Additionally, Radio One is focusing on increasing its reach and visibility through digital and social led engagements. The Company aims to bridge the gap between global and domestic content, enhancing its appeal to a wider audience. Through these efforts, Radio One continues to innovate and adapt to changing market dynamics, solidifying its position as a leader in the Indian radio landscape.

## Human Resources

The Company's human resource (HR) department plays a pivotal role in cultivating an engaging and inclusive work environment. The HR team, comprising HR business partners and HR operations, manages the hiring process, oversees employee performance management, guides learning and development initiatives, and ensures smooth internal communication. A revised recruitment strategy has been implemented to build a young and diverse workforce, with a particular focus on reducing attrition rates among the sales team.

To nurture talent and promote professional growth, the Company has undertaken various training and development programs during FY 2023-24. These include classroom sessions on artificial intelligence (AI) tools, audio/video techniques, regular operations refresher training, and new product deployment training. The emphasis on these programs reflects the Company's commitment to equipping employees with the skills necessary for their roles and future advancements.

The Company places a strong emphasis on employee engagement and motivation, organizing celebrations, contests, communication events, and special days. Initiatives such as 'Employee Connect' and 'Coffee Sessions' have facilitated connections between employees and leadership, providing an open forum to address concerns and brainstorm ideas effectively.

The Company's commitment to creating internal growth opportunities is evident, with internal employees being elevated to larger roles across the organization, expanding their work horizons. This approach not only promotes internal career progression but also reinforces the Company's dedication to fostering a supportive and growth-oriented work environment. The Company, along with its subsidiaries, had an employee strength of 45 as on March 31, 2024.

## Safety of Women at Workplace

Next Mediaworks (NMW) has established a robust policy in line with the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act and Rules 2013. The Company is committed to creating a safe, equitable, and healthy work environment for its employees.

Strict measures are in place to prevent and address sexual harassment, with policies easily accessible to all employees. An internal committee handles issues related to women's safety, underscoring the Company's dedication. Regular training programs for employees and committee members ensure awareness and compliance, fostering a culture of respect and safety.

In FY 2023-24, NMW received no complaints, highlighting its effectiveness in providing a secure workplace for women. This outcome reflects the Company's commitment to maintaining a safe and supportive environment for all employees.

## Risk Management

The Company is dedicated to effective risk management, employing a robust framework to identify, manage, and mitigate risks from external and internal factors. A meticulous risk identification exercise is conducted periodically to evaluate financial, operational, sectoral, sustainability, information, and cyber security risks.

To mitigate the risk posed by evolving competition and new advertisement mediums, the Company has implemented measures such as offering differentiated programming, including audio dramas and celebrity-driven shows, redefining pricing strategies, and leveraging diverse group brands. The Company is also enhancing its social media and digital presence and scaling up events across more cities and genres to capitalize on revenue opportunities.

Attracting and retaining relevant talent is crucial for the Company's sector relevance. To address this risk, the Company maintains employee engagement through regular town halls and one-on-one sessions with leadership. It maximizes digital skill-building by integrating AI-powered learning platforms like 'Skillsoft' and 'Coursera.' Incentive schemes are being redesigned to promote higher performance and incentivization, fostering a culture of excellence and retention.

Maintaining high governance standards in a rapidly evolving regulatory landscape is essential for the Company. To address this risk, the Company is enhancing governance standards through measures such as a Code of Conduct, Whistle-blower policies, POSH (Prevention of Sexual Harassment) and internal complaint committees, an independent revenue assurance function, and the integration of core accounting and financial systems. A regulatory framework is managed through automated monitoring tools, dedicated legal and secretarial support, and concurrent review of statutory compliances.

The Company's material subsidiary Next Radio Limited (NRL) has executed 'Grant of Permission Agreement's' ("Agreements") with the Ministry of Information & Broadcasting ("MIB") for its various radio stations. In terms of the FM Policy framework, NRL is required to meet certain networth criteria during the term of the Agreements. Presently NRL's networth is negative. The management of NRL is taking appropriate steps within the FM policy framework to improve its net worth position and has also requested MIB to provide relief to the industry.

## Internal Control

The Company fosters an effective system of internal controls that aligns with its size, nature of business, and operational complexity. This robust internal control mechanism includes a well-defined organizational structure with a clear authority and responsibility matrix, comprehensive policies, guidelines, and procedures governing the operations of respective functions. These controls are meticulously designed to safeguard the Company's assets and interests, as well as those of its stakeholders, while ensuring compliance with Company policies, procedures, and applicable regulations.

The Company's commitment to strong internal controls is reinforced by its established Code of Conduct (CoC) framework and Whistle-blower mechanism, both approved by the Board of Directors in compliance with regulatory requirements. A designated CoC Committee with cross-functional representation monitors and reviews whistle-blower complaints, ensuring proper and transparent complaint management and reporting, including to the Audit Committee when applicable.

The Company emphasizes technology and appropriate automated controls to enhance its existing control framework. This includes the use of a robust ERP system for accounting across functions and a Shared Service Centre (SSC) to aid in the centralization of processes and activities. Additionally, the Company implements an extensive program of operational and IT audits to periodically evaluate adherence to established processes and controls. These measures collectively ensure the integrity and effectiveness of the Company's internal control system.

## Way Ahead

The radio industry is on a promising path, with revenue recovery expected to continue and gain steady momentum in the near term. This growth will be driven by increased spending from SME and retail advertisers, the launch of new products / offerings across key consumer facing sectors, and the rise of non-FCT revenues through brand extensions, content production and influencer driven marketing. Despite challenges in ad rate recovery, innovation and effective measurement metrics will be crucial, especially for attracting national advertisers. The increase in DAVP rates for government ads will be advantageous in election cycles over the medium term. Additionally, radio's strength in creating regional content will boost growth in content production and influencer marketing.

The Company plans to leverage these changes and target both price-led and volume-led growth. Significant strides will be made in the coming year to improve ad yields by creating unique IP propositions, compelling audio content and ensuring widespread distribution and promotion across various social media platforms. To further strengthen market share, the Company plans to focus on their solution business and conduct more events and on-ground engagements. Additionally, it remains dedicated to offering innovative solutions to its esteemed business clients and enhance value proposition to all critical stakeholders.

# Board's Report

Dear Members,

Your Director(s) are pleased to present their Forty Third (43rd) report, together with the Audited Financial Statements (Standalone & Consolidated) for the financial year ended on March 31, 2024.

## FINANCIAL RESULTS

Your Company's performance during the financial year ended on March 31, 2024, along with previous year's figures is summarized below:

(₹ in Lacs)

| Particulars | Standalone | | Consolidated | |
|---|---|---|---|---|
| | 2023-24 | 2022-23 | 2023-24 | 2022-23 |
| **Total Income** | **-** | **-** | **4,279** | **4,087** |
| **Earnings before finance cost, tax, depreciation and amortization (EBITDA) before exceptional items and tax from operations** | **(96)** | **(100)** | **222** | **285** |
| Less: Depreciation and Amortization expense | - | - | 851 | 887 |
| Less: Finance Cost | 372 | 227 | 2,066 | 1,831 |
| **Profit/(Loss) before exceptional items and tax from operations** | **(468)** | **(327)** | **(2,695)** | **(2,433)** |
| Exceptional Items (Loss) | (777) | (1,397) | (1,177) | - |
| **Profit/(Loss) before tax for the year** | (1,245) | (1,724) | (3,872) | (2,433) |
| Less: Tax Expense | | | | |
| - Current Tax expense [Adjustment of tax charge related to earlier years] | - | 7 | - | 4 |
| Total tax expense | - | 7 | - | 4 |
| **Profit/(Loss) after tax for the year** | **(1,245)** | **(1,731)** | **(3,872)** | **(2,437)** |
| Add: Other Comprehensive Income/(Loss) (net of tax) | - | - | 10 | (17) |
| **Total Comprehensive Income/(Loss) for the year (net of tax)** | **(1,245)** | **(1,731)** | **(3,862)** | **(2,454)** |
| Opening balance in Retained Earnings | (16,873) | (15,142) | (21,870) | (20,446) |
| Add: Profit/(Loss) for the year | (1,245) | (1,731) | (2,218) | (1,415) |
| - Re-measurements of defined benefit plans (net of tax) | - | - | 5 | (9) |
| **Total Retained Earnings** | **(18,118)** | **(16,873)** | **(24,083)** | **(21,870)** |

## DIVIDEND

Your Director(s) have not recommended any dividend on the Equity Shares of the Company for the financial year ended on March 31, 2024.

## 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 operates a radio network of diverse programming across international music, contemporary hits and retro sound; in 7 prominent 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 95.0 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 an established risk management framework to identify, evaluate and mitigate business risks. The identified risks and appropriateness of management's response to significant risks are reviewed periodically by the Audit Committee. 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 Report.

## SUBSIDIARY AND ASSOCIATE COMPANY

As on March 31, 2024, your Company has one subsidiary company namely, Next Radio Limited (NRL). NRL is the material subsidiary of the Company. Your Company does not have any associate or joint venture company within the meaning of Section 2(6) of the Companies Act, 2013 ("the Act"), during the year under review.

In terms of the applicable provisions of Section 136 of the Act, the Financial Statements of subsidiary company for the financial year ended on March 31, 2024 are available for inspection at Company's website at https://nextmediaworks.com/

The contribution of NRL to the overall performance of your Company is outlined in note no. 35B of the Consolidated Financial Statements for the financial year ended on March 31, 2024.

A report on the performance and financial position of the subsidiary company 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 https://nextmediaworks.com/Material-Subsidiary-NMW.pdf.

No subsidiary, associate or joint venture has been acquired or ceased/ sold/ liquidated during the financial year ended on March 31, 2024.

## DEPOSITORY SYSTEM

The Company's equity shares are compulsorily tradeable in electronic form. As on March 31, 2024, 99.997% of the Company's total paid-up capital representing 6,68,91,031 equity shares are in dematerialized form.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

### Directors

As on March 31, 2024, the Board comprised of six (6) Non-Executive Directors out of which three (3) are Independent Directors. The Chairman of the Board is Non-executive Director. The Company also has one (1) Woman Director (Independent) on the Board.

#### Directors' Appointments:

The Board of Directors at its meeting held on May 15, 2023, based on the recommendation of Nomination and Remuneration Committee, approved the re-appointment of Ms. Suchitra Rajendra (DIN: 07962214) and Mr. Sameer Singh (DIN: 08138465) as an Independent Directors for a term of five (5) years w.e.f. April 01, 2024.

The above-mentioned re-appointments were approved by the members of the Company at their 42$^{nd}$ Annual General Meeting ("AGM") held on September 18, 2023.

#### Re-appointment of Directors retiring by rotation:

In accordance with the provisions of the Act, Mr. Sandeep Rao (DIN: 08711910), Director liable to retire by rotation at the ensuing AGM, being eligible has offered himself for re-appointment. The Board recommends the re-appointment of Mr. Sandeep Rao as Director, for approval of the Members, at the ensuing AGM.

The disclosures required pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Secretarial Standards on General Meeting ('SS-2') with respect to proposed re-appointment of Director retiring by rotation is appended as an Annexure in the Notice of ensuing AGM.

#### Independent Directors' Declaration:

The Independent Directors of the Company have confirmed the following:

a. they meet the criteria of independence as prescribed under the provisions of the Act, read with the Rules made thereunder and SEBI Listing Regulations.

b. they have registered themselves with the Independent Directors Database maintained by Indian Institute of Corporate Affairs and

c. they have complied with the Code for Independent Directors prescribed under Schedule IV to the Act.

In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and also they hold highest standards of integrity and possess requisite expertise and experience required to fulfil their duties as Independent Directors.

### 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:

Your Company recognizes that Board diversity is a pre-requisite to meet the challenges of globalization, ever evolving technology and balanced care of all stakeholders and therefore has appointed Directors from diverse backgrounds including a Woman Director.

### Key Managerial Personnel

In terms of Section 203 of the Act, the Key Managerial Personnel (KMPs) of the Company are Mr. Ramesh Menon, Chief Executive Officer, Mr. Amit Madaan, Chief Financial Officer and Ms. Sonali Manchanda, Company Secretary. During the year under review, following changes took place in the positions of KMPs of the Company:

### Appointments:

Mr. Ramesh Menon was appointed as Chief Executive Officer w.e.f. April 17, 2023 and Ms. Sonali Manchanda was appointed as Company Secretary & Compliance Officer (KMP) of the Company w.e.f. December 4, 2023 pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company.

### Cessations:

Mr. Ajit Dheer resigned from the position of Chief Executive Officer of the Company w.e.f. April 17, 2023 and Mr. Harshit Gupta resigned from the position of Company Secretary of the Company w.e.f. October 03, 2023. The Directors placed on record their appreciation for the contributions made by them during their tenure.

## 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, Directors (including Independent Directors) and Chairman.

The Nomination & Remuneration Committee framed questionnaires for evaluation of performance of the Board as a whole, Board Committees, Directors (including Independent Directors) and the Chairman.

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 Independent Directors, Nomination & Remuneration Committee and Board of Directors at their respective meetings. On the basis of the outcome of the evaluation questionnaire and discussion of the Board, the performance of the Board as a whole, Board Committees, Directors (including Independent Directors) and the Chairman have been assessed as satisfactory.

A separate meeting of Independent Directors was also held on May 03, 2024 without the presence of Non-Independent Directors and Members of the management to:

- Review the performance of the Non – Independent Directors and the Board as a whole.
- Review the performance of the Chairman of the Company considering the views of the other 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.

## AUDIT & AUDITORS

### Statutory Auditor

M/s B S R and Associates, Chartered Accountants (Firm Registration No. 128901W) ('B S R') 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 Auditors' Report of B S R on Annual Financial Statements (Standalone and Consolidated) for the financial year ended on March 31, 2024 does not contain any qualification, reservation or adverse remark or disclaimer.

The term of the Statutory Auditors is expiring on the conclusion of the ensuing AGM. Accordingly, the Board of Directors will be recommending the appointment/ re-appointment of Statutory Auditors for approval of the members at the ensuing AGM of the Company.

### Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act and rules made thereunder, the Board of Directors had appointed Ms. Malavika Bansal, Practicing Company Secretary (C.P No. 9159) as Secretarial Auditor, to conduct the Secretarial Audit for the financial year ended on March 31, 2024. The Secretarial Audit Report of the Company for FY-24 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-24, as required under Regulation 24A of SEBI Listing Regulations, has been conducted by Ms. Malavika Bansal, Practicing Company Secretary (C.P No. 9159). The Secretarial Audit Report of NRL is annexed herewith as **"Annexure - B"** and it does not contain any qualification, reservation, adverse remark or disclaimer.

## 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 the purpose of review and/or approval. During the year under review , the Company did not enter into any contracts/ arrangements/ transactions 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://www.nextmediaworks.com/RPT-Policy-of-NMW.pdf.

Reference of the Members is invited to Note no. 22 & 22A of the Annual Standalone Financial Statements, which set out the related party disclosures as per Ind AS-24.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, your Directors, to the best of their knowledge and ability, confirm that:

(i) in the preparation of the annual accounts for the financial year ended on March 31, 2024, 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, 2024, and of the loss of the Company for the year ended on March 31, 2024;

(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. 2 to the Annual Standalone Financial Statements.

**Board Meetings:** Yearly calendar of Board meetings was prepared and circulated in advance to the Directors. During the financial year ended on March 31, 2024, the Board met five(5) times on April 03, 2023, May 15, 2023, July 25, 2023, November 03, 2023 and January 16, 2024. For further details of these meetings, Members may please refer 'Report on Corporate Governance' which forms part of this 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, if any, 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 this Annual Report.

**Remuneration Policy:** The 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 https://www.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://www.nextmediaworks.com/3.NMW-Details-of-establishment-of-Vigil-Mechanism-Whistle-Blower-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 Annual 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-24, is available on the website of the Company at https://www.nextmediaworks.com/annual-return.php

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:** Nil

## INFORMATION ON MATERIAL CHANGES AND COMMITMENTS

No material changes/commitments have occurred after the end of financial year 2023-24 and till the date of this report, which affect the financial position of your Company.

## CORPORATE GOVERNANCE

The report on Corporate Governance in terms of SEBI Listing Regulations, forms part of this Annual Report. The certificate issued by Ms. Malavika Bansal, Practicing Company Secretary, the Secretarial Auditor 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.

Internal Complaints 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 also has an online compliance management tool with a centralized repository to cater to its statutory compliance requirements.

## GENERAL

Your Director(s) state that during the year under review:

1. There were no Deposits accepted by the Company under Chapter V of the Act.
2. The Company had not issued any shares (including sweat equity shares) to Directors or employees of the Company under any scheme.
3. There was no change in the share capital of the Company.
4. The Company had not issued any equity shares with differential rights as to dividend, voting or otherwise.
5. The Company does not have any Employee Stock Option Scheme.
6. The Company has not transferred any amount to the General Reserve.
7. The provisions relating to Corporate Social Responsibility (CSR), enshrined under Section 135 of the Act, were not applicable on the Company.
8. 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.
9. The 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.
10. There was no change in the nature of business of the Company.
11. The Company is not required to maintain cost records as per Section 148(1) of the Act.
12. There were no proceedings initiated/ pending against your Company under the Insolvency and Bankruptcy Code, 2016.
13. There was no instance of onetime settlement with any Bank or Financial Institution.
14. The Company has not made any private placement of shares or fully or partially or optionally convertible debentures.

## ACKNOWLEDGEMENT

Your Director(s) 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.

Your Director(s) 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

**(Praveen Someshwar)**
Chairman
DIN: 01802656

Date: July 23, 2024
Place: New Delhi

# ANNEXURE - A to Board's Report

## FORM NO. MR-3

**SECRETARIAL AUDIT REPORT**
**(For the Financial Year ended March 31, 2024)**

**[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
Regd. Office: Unit 701A, 7th Floor, Tower-2
Indiabulls Finance Centre, Senapati Bapat Marg,
Elphinstone Road, Mumbai- 400013

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Next Mediaworks Limited** (hereinafter referred to as "the Company"). The Secretarial Audit was conducted in a manner that provided me with a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2024, 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 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 by the Depositories with regard to dematerialization 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 ('FDI'), however, no FDI inflow observed during the period under review. Further, there was no transaction of Overseas Direct Investment ('ODI') and External Commercial Borrowings which was required to be reviewed 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations 2015");

   (b) 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;

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

(d) 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];***

(e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ***[Not Applicable as the Company has not offered any shares or granted any options pursuant to any employee benefit scheme 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];***

(i) 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].***

I have also examined compliance with the applicable clauses of the Secretarial Standards with respect to Meetings of the Board of Directors (SS-1) and General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

As confirmed 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 applicable Environmental Laws, Labour Laws & other General Laws, my examination and reporting is based on the records, information and explanations provided by the officers and management of the Company and to the best of my judgment and understanding of the applicability of the different enactments upon the Company, in my opinion there are systems and processes existing in the Company to monitor and ensure compliance with applicable Environmental Laws, Labour Laws & other General Laws, rules, regulations and guidelines.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Secretarial Standards, Circulars, Notification etc. mentioned above.

**I further report that:**

a. The Board of Directors of the Company is constituted only with the Non-Executive Directors which includes Woman Director and Independent Directors. 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 provisions of the Act/ SEBI (LODR) Regulations, 2015;

b. Adequate notice(s) were given to all Directors to schedule the Board/Committee Meetings, agenda and detailed notes on agenda thereto, were sent at least seven days in advance and with requisite compliances for holding of a Board Meeting at a shorter notice in case of urgency, 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. Majority decision is carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes;

c. As per the records, the Company has filed all the forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies, SEBI and other authorities; and

d. The company has duly complied with the provisions of Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading Regulations), 2015 with respect to maintenance of Structural Digital Database.

**I further report that,** based on the information provided and the representation made by the Company and also on the review of compliance reports / certificates taken on record by the Board of Directors of the Company, in my opinion, there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the period under review, 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.

(a) Ms. Suchitra Rajendra (DIN: 07962214) was re-appointed by the Board on the recommendation of Nomination and Remuneration Committee, as an Independent Director for a second term of 5 years w.e.f. April 1, 2024, subject to approval of the Members of the Company. The members accorded their approval to the said appointment at the Annual General Meeting held on September 18, 2023.

(b) Mr. Sameer Singh (DIN: 08138465) was re-appointed by the Board on the recommendation of Nomination and Remuneration Committee, as an Independent Director for a second term of 5 years w.e.f. April 1, 2024, subject to approval of the Members of the Company. The members accorded their approval to the said appointment at the Annual General Meeting held on September 18, 2023.

(c) Mr. Harshit Gupta, Company Secretary & Compliance Officer (KMP) had tendered his resignation w.e.f. October 03, 2023. Consequently, Ms. Sonali Manchanda was appointed as Company Secretary & Compliance Officer (KMP) of the Company w.e.f. December 04, 2023.

(d) Mr. Ajit Dheer, Chief Executive Officer (KMP) had tendered his resignation w.e.f. April 17, 2023. Consequently, Mr. Ramesh Menon was appointed as Chief Executive Officer (KMP) of the Company w.e.f. April 17, 2023.

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

**Malavika Bansal**
Practicing Company Secretary
FCS: 8231
COP No.: 9159
Peer Review No.: 5419/2024
UDIN: F008231F000803135

Place: New Delhi
Date: July 23, 2024

## Annexure

To,
The Members,
**Next Mediaworks Limited**
CIN: L22100MH1981PLC024052
Regd. Office: 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 on March 31, 2024 is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit carried as per applicable auditing standards.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have also relied upon the books, records and documents made available by the Company to us through electronic means and the management explanations and clarifications given to me from time to time in the process of Audit, including on-site inspection of hard copies of secretarial records required to be maintained as per the Companies Act, 2013.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance with the provisions of all applicable laws and regulations, and to ensure that the systems are adequate and operating effectively is the responsibility of management.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Malavika Bansal**
Practicing Company Secretary
FCS: 8231
COP No.: 9159

Place: New Delhi
Date: July 23, 2024

Peer Review No.: 5419/2024
UDIN: F008231F000803135

# ANNEXURE - B to Board's Report

## FORM NO. MR-3

**SECRETARIAL AUDIT REPORT**
**(For the Financial Year ended March 31, 2024)**

**[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
Regd. Office: Unit 701A, 7th Floor, Tower-2
Indiabulls Finance Centre, Senapati Bapat Marg,
Elphinstone Road, Mumbai – 400013

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Next Radio Limited** (hereinafter referred to as "the Company"). The Secretarial Audit was conducted in a manner that provided me with a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2024, 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.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 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 dematerialization/ rematerialization 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 ('FDI'), however, no FDI inflow observed during the year. Further, there was no transaction of Overseas Direct Investment ('ODI') 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 regulations 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.

I have also examined compliance with the applicable clauses of the Secretarial Standards with respect to Meetings of the Board of Directors (SS-1) and General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Secretarial Standards, Circulars, Notification etc. mentioned above.

vi. Laws specifically applicable to the industry to which the Company belongs, as identified by the management, are as follows:

- The Information Technology Act, 2000;
- The Information Technology (Reasonable security practices and procedures and sensitive personal data or information) Rules, 2011; and
- Information Technology (The Indian Computer Emergency Response Team and Manner of Performing Functions and Duties) Rules, 2013.

For the compliances of applicable Environmental Laws, Labour Laws & other General Laws, my examination and reporting is based on the records, information and explanations provided by the officers and management of the Company and to the best of my judgment and understanding of the applicability of the different enactments upon the Company, in my opinion there are systems and processes existing in the Company to monitor and ensure compliance with applicable Environmental Laws, Labour Laws & other General Laws, rules, regulations and guidelines.

**I further report that:**

a. The Board of Directors of the Company is constituted only with the Non-Executive Directors which includes Woman Director and Independent Directors. 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 provisions of the Act.

b. Adequate notice(s) were given to all Directors to schedule the Board/Committee Meetings, agenda and detailed notes on agenda thereto, were sent at least seven days in advance and with requisite compliances for holding of a Board/Committee Meeting at a shorter notice in case of urgency, 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. Majority decision is carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes; and

c. As per the records, the Company has filed all the forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies and other authorities.

**I further report that,** based on the information provided and the representation made by the Company and also on the review of compliance reports / certificates taken on record by the Board of Directors of the Company, in my opinion, there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the period under review, 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:

(a) Mr. Sameer Singh (Independent Director) had tendered his resignation w.e.f. April 04, 2023.

(b) Mr. Divyansh Saxena, Company Secretary (KMP), had tendered his resignation w.e.f. April 21, 2023. Consequently, Mr. Harshit Gupta, was appointed as Company Secretary (KMP) of the Company w.e.f. May 15, 2023.

(c) Mr. Ajit Dheer, Chief Executive Officer (KMP), had tendered his resignation w.e.f. April 17, 2023. Consequently, Mr. Ramesh Menon was appointed as Chief Executive Officer (KMP) of the Company w.e.f. April 17, 2023.

(d) Mr. Harshit Gupta, Company Secretary (KMP), had tendered his resignation w.e.f. October 03, 2023. Consequently, Ms. Sonali Manchanda was appointed as Company Secretary of the Company w.e.f. December 04, 2023.

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

**Malavika Bansal**
Practicing Company Secretary
FCS: 8231
COP No.: 9159
PR No.: 5419/2024
UDIN: F008231F000803355

Place: New Delhi
Date: July 23, 2024

**Annexure**

To,
The Members,
**Next Radio Limited**
CIN: U32201MH1999PLC122233
Regd. Office: 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 on March 31, 2024 is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit carried as per applicable auditing standards.

2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. I believe that the process and practices I followed provide a reasonable basis for my opinion.

3. I have also relied upon the books, records and documents made available by the Company to us through electronic means and the management explanations and clarifications given to me from time to time in the process of Audit, including on-site inspection of hard copies of secretarial records required to be maintained as per the Companies Act, 2013.

4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

5. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

6. The compliance with the provisions of all applicable laws and regulations, and to ensure that the systems are adequate and operating effectively is the responsibility of management.

7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Malavika Bansal**
Practicing Company Secretary
FCS: 8231
COP No.: 9159
PR No.: 5419/2024
UDIN: F008231F000803355

Place: New Delhi
Date: July 23, 2024

# ANNEXURE - C to 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, 2024, is as under –

| Name of Director/ KMP | Designation | Remuneration for FY-24 (₹ In Lacs) | % Increase in remuneration in FY-24 | Ratio of remuneration of each Director/KMP to median remuneration of employees in FY-24@ |
|---|---|---|---|---|
| Mr. Sameer Singh | Non-Executive-Independent Director | 8.50* | 54.54% | Not Applicable |
| Ms. Suchitra Rajendra | Non-Executive-Independent Director | 9.00* | 20.00% | Not Applicable |
| Mr. Lloyd Mathias | Non-Executive-Independent Director | 7.50* | 15.38% | Not Applicable |
| Mr. Harshit Gupta | Company Secretary | 8.84 | Not Applicable | Not Applicable |
| Ms. Sonali Manchanda | Company Secretary | 8.29 | Not Applicable | Not Applicable |

@Mean remuneration of employees during FY-24 was ₹ 8.56 Lacs. (Median could not be calculated as there was only 1 employee as on March 31, 2024)

*Sitting fee paid for attending Board/Committee meetings.

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

Note 2: Mr. Ramesh Menon (CEO w.e.f. April 17, 2023) and Mr. Amit Madaan (CFO w.e.f. August 2, 2022) were Key Managerial Personnel of the Company and Next Radio Limited (NRL). They drew remuneration from NRL during FY-24.

Note 3: Mr. Harshit Gupta, Company Secretary of the Company has resigned w.e.f. October 3, 2023 and Ms. Sonali Manchanda have been appointed as Company Secretary of the Company w.e.f. December 4, 2023

Note 4: Save and except the above, no remuneration was paid during FY-24 to Directors and KMP

(ii) Since both employees joined/resigned mid-year, there is no equivalent comparable previous year figures for them. Hence, the percentage of increase or decrease in the mean remuneration of employees of the Company in FY-24 cannot be determined.

(iii) As on March 31, 2024, there was 01 permanent employee on the rolls of the Company.

(iv) During FY-24, there was no change in the remuneration of employees. Further, no managerial remuneration was paid by the Company during the year.

(v) It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company

For and on behalf of the Board

**(Praveen Someshwar)**
Chairman
DIN: 01802656

Place: New Delhi
Date: July 23, 2024

# ANNEXURE - D to 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
Regd. Office: Unit 701A, 7th Floor, Tower-2
Indiabulls Finance Centre, Senapati Bapat Marg,
Elphinstone Road, Mumbai – 400013

I have examined the compliance of conditions of Corporate Governance of **Next Mediaworks Limited** (hereinafter referred to as 'the Company') , for the financial year ended on March 31, 2024, 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 ultimate responsibility of the Management. My 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 my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI (LODR), 2015.

I 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.

**Malavika Bansal**
Practicing Company Secretary
FCS: 8231
COP No.: 9159
PR No.: 5419/2024
UDIN: F008231F000803223

Place: New Delhi
Date: July 23, 2024

# 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 endeavors 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. The Company has framed its policies as per applicable laws and regulatory guidelines.

A report on Corporate Governance, in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (''SEBI Listing Regulations'') including amendments thereto, is outlined below.

## BOARD OF DIRECTORS

As on March 31, 2024, the Board comprised of six (6) Non-Executive Directors including three (3) Non-Executive Non-Independent Directors and three (3) Non-Executive Independent Directors. The Chairman of the Board is Non-Executive Non-Independent Director. The Company also has one (1) Woman Director (Non-Executive Independent) on the Board. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations.

The detailed composition of the Board of Directors as on March 31, 2024 is as follows:

| Name of Director & their category | Date of first appointment | Relationship between Directors, inter-se | Director Identification Number (DIN) |
|---|---|---|---|
| **Non-Executive Independent Directors** | | | |
| Ms. Suchitra Rajendra | April 18, 2019 | None | 07962214 |
| Mr. Sameer Singh | January 13, 2020 | None | 08138465 |
| Mr. Lloyd Mathias | December 28, 2021 | None | 02879668 |
| **Non-Executive Non-Independent Directors** | | | |
| Mr. Praveen Someshwar (Chairman) | April 18, 2019 | None | 01802656 |
| Mr. Samudra Bhattacharya | December 30, 2020 | None | 02797819 |
| Mr. Sandeep Rao | June 01, 2022 | None | 08711910 |

The Non-Executive Directors do not hold any shares and convertible instruments in the Company as on March 31, 2024.

Further, none of the Directors on the Board have been debarred or disqualified from being appointed or continuing as Director of a company by Securities Exchange Board of India/ Ministry of Corporate Affairs or any other statutory authority. The certificate of Ms. Malavika Bansal, Practicing Company Secretary, 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 core skills, expertise and competencies identified by the Board of Directors as required in the context of Company's business to function effectively and said skills available with the Board are as under:

| Skills/expertise/competence | Name of the Director | | | | | |
|---|---|---|---|---|---|---|
| | Mr. Praveen Someshwar | Ms. Suchitra Rajendra | Mr. Sameer Singh | Mr. Lloyd Mathias | Mr. Samudra Bhattacharya | Mr. Sandeep Rao |
| **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 | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Compliance & risk management | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| **Part C- Behavioral Competencies** | | | | | | |
| Integrity and ethical standards | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Decision making | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Problem solving skills | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

### Directors' attendance and Directorships held

During the financial year ended on March 31, 2024, five (5) Board meetings were held, details whereof are as follows:

| Date of Board Meeting | Board Strength | Number of Directors present | Number of Independent Director's present |
|---|---|---|---|
| April 03, 2023 | 6 | 6 | 3 out of 3 |
| May 15, 2023 | 6 | 6 | 3 out of 3 |
| July 25, 2023 | 6 | 6 | 3 out of 3 |
| November 03, 2023 | 6 | 6 | 3 out of 3 |
| January 16, 2024 | 6 | 5 | 3 out of 3 |

Attendance records of the Directors at the Board meetings held during FY-24, and details of other Directorships/ Committee positions held by them as on March 31, 2024 in Indian public limited companies (including deemed public companies), are as follows:

| Name of the Director | No. of Board meetings attended during FY-24 | No. of other Directorships held[@] | Committee positions held in other companies^ | | Directorship in other listed companies and category of Directorship |
|---|---|---|---|---|---|
| | | | Chairperson | Member | |
| Mr. Praveen Someshwar | 5 | 6 | - | 7 | i. Hindustan Media Ventures Limited (Managing Director)<br>ii. HT Media Limited (Managing Director & CEO)<br>iii. Digicontent Limited (Non-Executive Non-Independent Director) |
| Ms. Suchitra Rajendra | 5 | 3 | 2 | 3 | i. Digicontent Limited (Non-Executive Independent Director) |
| Mr. Sameer Singh | 5 | 1 | - | 1 | i. Hindustan Media Ventures Limited (Non-Executive Independent Director) |
| Mr. Lloyd Mathias | 5 | 4 | - | 3 | i. Digicontent Limited (Non-Executive Independent Director)<br>ii. Protean eGov Technologies Ltd (Non-Executive Independent Director) |
| Mr. Samudra Bhattacharya | 4 | 3 | - | 1 | i. Digicontent Limited (Non-Executive Non-Independent Director) |
| Mr. Sandeep Rao | 5 | 4 | - | - | - |

[@]Excluding foreign companies, private limited companies and companies under Section 8 of the Companies Act, 2013 ("Act")

^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 Act and SEBI Listing Regulations.

All the Directors except Mr. Samudra Bhattacharya, Non-Executive Non-Independent Director attended the previous AGM of Members of the Company held on Monday, September 18, 2023 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 (UPSI) are circulated to the Board and Committee Members, at a shorter notice, as per the general consent granted by the Board. The Directors are also provided with video-conferencing facility to enable them to join Board/ Committee meeting(s).

Open discussions 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 endeavor 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, 2024, the Independent Directors were paid sitting fee @ ₹ 1,00,000 and ₹ 50,000 per Board and Committee meetings, respectively. The details of sitting fee paid to the Directors during FY-24, are as under:

| Name of Director | Sitting fee (₹ In Lacs) |
|---|---|
| Mr. Lloyd Mathias | 7.50 |
| Mr. Sameer Singh | 8.50 |
| Ms. Suchitra Rajendra | 9.00 |

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 https://nextmediaworks.com/NMW-Revised-Remuneration-Policy-Final.pdf

No commission was paid to the Directors during FY-24.

During the year under review, none of the Non-Executive Directors were paid remuneration, except as stated above. Further, 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 –

a) Audit Committee

b) Stakeholders' Relationship Committee

c) Nomination & Remuneration Committee

d) Banking & Finance Committee

The role and composition of these Committees, particulars of meetings held during the financial year ended on March 31, 2024 and attendance of Directors thereat, are given hereunder:

### (a) Audit Committee

Audit Committee of the Board of Directors comprises four Members, including three Non-Executive Independent Directors. The Audit Committee acts as the link between the Statutory Auditor & 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, as amended, from time to time, which *inter-alia* includes, 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.

The Committee further reviews the processes and controls including compliance with laws, Code of Conduct and Insider Trading Code, Whistle Blower Policies and related cases thereto.

During the year under review, there were no instances when the recommendations of the Audit Committee were not accepted by the Board.

The Audit Committee reviews the consolidated financial statements of the Company and the investments made by NRL.

Pursuant to Regulation 23 of SEBI Listing Regulations, Members of the Audit Committee, who are Independent Directors, approve related party transactions of the Company.

During the financial year ended on March 31, 2024, four (4) meetings of the Audit Committee were held. The composition of Audit Committee, dates on which the meetings were held and attendance of members at the said meetings, are enumerated in the below table:

| Name of the Members | Category | Attendance at the meetings held on | | | |
|---|---|---|---|---|---|
| | | May 15, 2023 | July 25, 2023 | November 03, 2023 | January 16, 2024 |
| Mr. Sameer Singh (Chairman) | Non-Executive Independent Director | ✓ | ✓ | ✓ | ✓ |
| Ms. Suchitra Rajendra | Non-Executive Independent Director | ✓ | ✓ | ✓ | ✓ |
| Mr. Lloyd Mathias | Non-Executive Independent Director | ✓ | ✓ | ✓ | ✓ |
| Mr. Praveen Someshwar | Non-Executive Non-Independent Director | ✓ | ✓ | ✓ | ✓ |

Chairman of Audit Committe 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.

### (b) Stakeholders' Relationship Committee

Stakeholders' Relationship Committee (SRC) of the Board of Directors comprises three Directors including one Non-Executive Independent Director. Chairman of SRC is a Non-Executive Non-Independent 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 also discharges such other function(s) as may be delegated by the Board from time to time.

During the financial year ended on March 31, 2024, one (1) meeting of SRC was held on January 18, 2024. The composition of SRC, date on which meeting was held and attendance of members at the said meeting are enumerated in the below table:

| Name of the Members | Category | Attendance at the meeting held on January 18, 2024 |
|---|---|---|
| Mr. Praveen Someshwar (Chairman) | Non-Executive Non-Independent Director | ✓ |
| Ms. Suchitra Rajendra | Non-Executive Independent Director | ✓ |
| Mr. Sandeep Rao | Non-Executive Non-Independent Director | ✓ |

Ms. Sonali Manchanda, Company Secretary is the Compliance Officer of the Company. The status of investor complaints for FY-24 is as follows:

| Opening Balance | Received | Resolved | Closing Balance |
|---|---|---|---|
| NIL | | | |

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

**(c) Nomination & Remuneration Committee**

Nomination & Remuneration Committee (NRC) of the Board comprises three Non-Executive Directors including two Non-Executive Independent Director. Chairperson of NRC is a Non-Executive Independent Director.

The terms of reference of NRC are in accordance with the requirements of the Act and SEBI Listing Regulations, which, *inter- alia*, includes 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; for appointment of Independent Directors, evaluate balance of skill, knowledge and experience and prepare roles and capabilities; 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 https://nextmediaworks.com/NMW-Revised-Remuneration-Policy-Final.pdf

The performance of every Director including Chairman, 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 Chairman for the financial year ended on March 31, 2024 along with criteria for the same, is outlined in the Board's Report.

During the financial year ended on March 31, 2024, two (2) meetings of NRC were held. The composition of NRC, date on which meeting was held and attendance of members at the said meetings are enumerated in the below table:

| Name of the Members | Category | Attendance at the meeting held on April 03, 2023 | Attendance at the meeting held on May 15, 2023 |
|---|---|---|---|
| Ms. Suchitra Rajendra (Chairperson) | Non-Executive Independent Director | ✓ | ✓ |
| Mr. Sameer Singh | Non-Executive Independent Director | ✓ | ✓ |
| Mr. Praveen Someshwar | Non-Executive Non- Independent Director | ✓ | ✓ |

**(d) Banking & Finance Committee**

Banking & Finance Committee (BFC) of the Board has been entrusted with functions/ powers relating to banking and finance matters.

During the financial year ended on March 31, 2024, no meeting of BFC was held. The composition of BFC, is as follows:

| Name of the Members | Category |
|---|---|
| Mr. Praveen Someshwar (Chairman) | Non-Executive Non-Independent Director |
| Mr. Sameer Singh | Non-Executive Independent Director |
| Mr. Sandeep Rao | Non-Executive Non-Independent Director |
| Mr. Samudra Bhattacharya | Non-Executive Non-Independent Director |

## SENIOR MANAGEMENT

The Senior Management of the Company includes the members of its core management team, officers and personnel at one level below the Chief Executive Officer, functional heads, the Company Secretary and the Chief Financial Officer.

Further, following changes took place in the position of Senior Management of the Company during the financial year ended on March 31, 2024:

- Mr. Harshit Gupta resigned from the position of Company Secretary & Compliance officer of the Company w.e.f. October 03, 2023
- Ms. Sonali Manchanda was appointed as the Company Secretary & Compliance officer of the Company w.e.f. December 04, 2023.
- Mr. Ajit Dheer resigned from the position of Chief Executive Officer of the Company w.e.f. April 17, 2023.
- Mr. Ramesh Menon was appointed as the Chief Executive Officer of the Company w.e.f. April 17, 2023.

## GENERAL BODY MEETINGS

Details of the last three Annual General Meetings are as under:

| Date & Time | September 18, 2023 at 11:00 AM | August 29, 2022 at 11.00 AM | September 23, 2021 at 11.00 AM |
|---|---|---|---|
| Venue | Held via video-conferencing in compliance with the Circulars issued by the Ministry of Corporate Affairs | | |
| Special resolution(s) passed | 1) Re-appointment of Ms. Suchitra Rajendra (DIN: 07962214) as an Independent Director, not liable to retire by rotation.<br>2) Re-appointment of Mr. Sameer Singh (DIN: 08138465) as an Independent Director, not liable to retire by rotation. | 1) Appointment of Mr. Lloyd Mathias (DIN: 02879668) as an Independent Director, not liable to retire by rotation.<br>2) Approval of Borrowing Limits of the Company under Section 180(1)(c) of the Act | None |

*No Extra-ordinary General Meeting was held during last three years.*

**Resolutions passed through Postal Ballot**

During the FY-24, the Company has not passed any resolution through Postal Ballot and currently there is no proposal to pass any special resolution through Postal Ballot.

## DISCLOSURES

During the financial year ended on March 31, 2024, 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 was also no materially significant related party transaction that have potential conflict with the interest of the Company at large. The Audit Committee reviews 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. 35 & 35A of Consolidated 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 https://www.nextmediaworks.com/RPT-Policy-of-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.

There is no agreement which either directly or indirectly or potentially or whose purpose and effect may impact the management or control of the Company.

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 https://nextmediaworks.com/Terms-and-Conditions-of-appointment-of-Independent-Directors.pdf

In the opinion of the Board, all the Independent Directors meet the criteria of independence specified in the Act and 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, 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.

The Company has complied with some of the non-mandatory requirements of SEBI Listing Regulations on Corporate Governance. Chairman'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, 2024 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 (UPSI). The Policy provides for adequate safeguards against victimization of the whistle blower. No person was denied access to the Audit Committee. The Policy is hosted on the Company's website at https://nextmediaworks.com/2.Whistle-Blower-Policy-with-Office-Order.pdf

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, no Loans and advances were provided to firms/companies in which Directors of the Company and Next Radio Limited were interested.

## DETAILS OF MATERIAL SUBSIDIARY

As on March 31, 2024, the Company has only one (1) material subsidiary. Details of which are given below:

| Name of the Material Subsidiary | Next Radio Limited (NRL) |
|---|---|
| Date of Incorporation | 14/10/1999 |
| Place of Incorporation | Mumbai |
| Registered Office | Unit 701 A, 7th Floor, Tower 2, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400013 |
| Corporate Office | 5th Floor, Lotus Tower, A Block, Community Centre, New Friends Colony, New Delhi-110025 |
| Name of Statutory Auditor | M/s. B S R and Associates, Chartered Accountants |
| Date of appointment of Statutory Auditor | September 12, 2019 |

The Company has formulated the "Policy for determining Material Subsidiary(ies)" in compliance of SEBI Listing Regulations, which is available on the Company's website at https://nextmediaworks.com/Material-Subsidiary-NMW.pdf

The Audit Committee of the Company reviews the consolidated financial statements of the Company and the investments made by NRL.

The Minutes of the Board meetings along with a report on significant developments of the NRL are periodically placed before the Board of Directors of the Company.

## 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 2023-24 to M/s. B S R and Associates, Chartered Accountants ('B S R'), Statutory Auditor, and to all entities in the network firm / network entity of which B S R is a part, are as follows:

| Particulars | Amount (₹ In Lac) * |
|---|---:|
| Audit fee | 40.50 |
| Fee for Limited Review of Quarterly Results | 4.00 |
| Miscellaneous Certifications | 8.00 |
| **Total** | **52.50** |

*Exclusive of applicable taxes & levies and re-imbursement 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 https://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-24. The declaration of CEO affirming compliance of the Code by the Board Members and Senior Management Personnel of the Company during FY-24, is appearing in 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 Committee(s), Individual Directors and the Chairperson for the financial year ended on March 31, 2024 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 https://nextmediaworks.com/disclosures-sebi-lodr/familiarisation-programmes-independent-directors/NMW_Familiarisation-Programme-Website-FY-24.pdf

## MEETING OF INDEPENDENT DIRECTORS

A separate meeting of Independent Directors was held on May 03, 2024 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. They also assessed 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.

## PROHIBITION OF INSIDER TRADING

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 Company has formulated 'Policy for determining Material Subsidiary(ies)' which is hosted on the Company's website at https://nextmediaworks.com/Material-Subsidiary-NMW.pdf

The Company is in compliance with the provisions governing material subsidiary.

## 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 filed electronically with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) as per SEBI Listing Regulations.

- **Company's Website**

  Important shareholders/members' 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, etc, are displayed on the Company's website viz. www.nextmediaworks.com.

- **Stock Exchange filings**

  All disclosures are filed electronically on the web-based application of Stock Exchanges i.e. 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.communication@radioone.in for receiving investor requests/ complaints.

## GENERAL SHAREHOLDER INFORMATION

### Forthcoming Annual General Meeting

| | |
|---|---|
| Day, Date & Time | Tuesday, September 24, 2024 at 11:00 A.M. (IST) |
| Venue | AGM will be conducted through video-conferencing/ OAVM. For details, please refer to the Notice of AGM. |

### Financial Year

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

### Financial Calendar (Tentative)

| | |
|---|---|
| Results for quarter ended June 30, 2024 | July, 2024 |
| Results for quarter and half year ending September 30, 2024 | November, 2024 |
| Results for quarter and nine months period ending December 31, 2024 | January, 2025 |
| Results for year ending March 31, 2025 | May, 2025 |
| Annual General Meeting for financial year ending March 31, 2025 | September, 2025 |

### Registrar & Share Transfer Agent

**KFin Technologies Limited**

**Unit :** Next Mediaworks Limited

Ramky Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.

**Toll Free No. :** 1800 309 4001

**WhatsApp Number:** (91) 910 009 4099

**KPRISM (Web Application):** https://kprism.kfintech.com/

**E-mail id:** einward.ris@kfintech.com

**Corporate Website:** https://www.kfintech.com

**Website:** https://ris.kfintech.com/

### Share Transfer System

In terms of Regulation 40(1) of 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 affected through the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL). Whereas, requests of dematerialization of shares (if any received) are processed within the time period prescribed under the law if all the documents are valid and in order.

The Board has authorized the Stakeholders' Relationship Committee to sub-delegate its powers to the Officers of the Company for prompt reply/redressal of investor requests/ complaints.

As required under Regulation 40(9) of SEBI Listing Regulations, the Company obtains a certificate on annual basis from a Practicing Company Secretary, 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

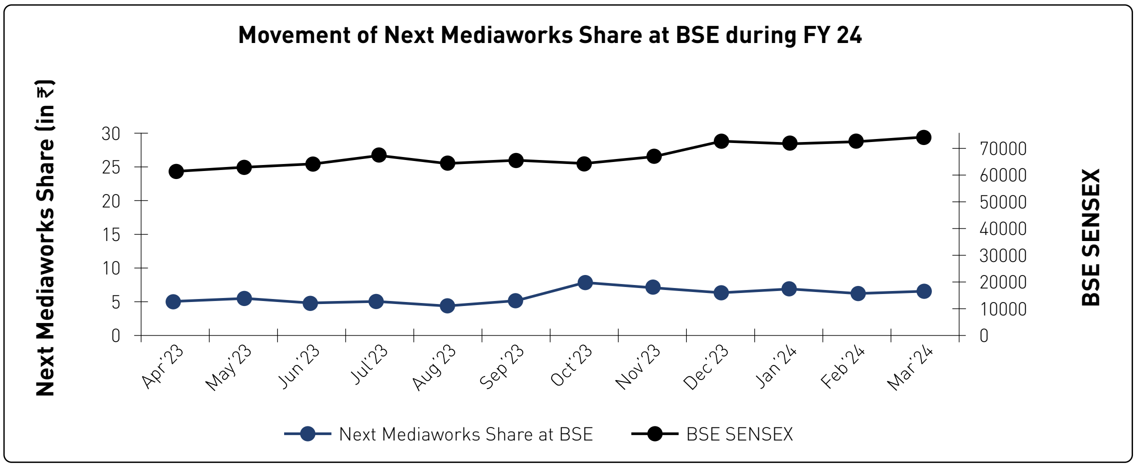
| Name of the Stock Exchange | Scrip Code / Trading Symbol |
|---|---|
| BSE Limited (BSE) 25th Floor, Phiroze Jeejeebhoy Tower Dalal Street, Mumbai - 400 001 | 532416 |
| National Stock Exchange of India Limited (NSE) Exchange Plaza, 5th Floor, Plot No. C/1 Block G, Bandra- Kurla Complex Bandra (East), Mumbai - 400 051 | NEXTMEDIA |

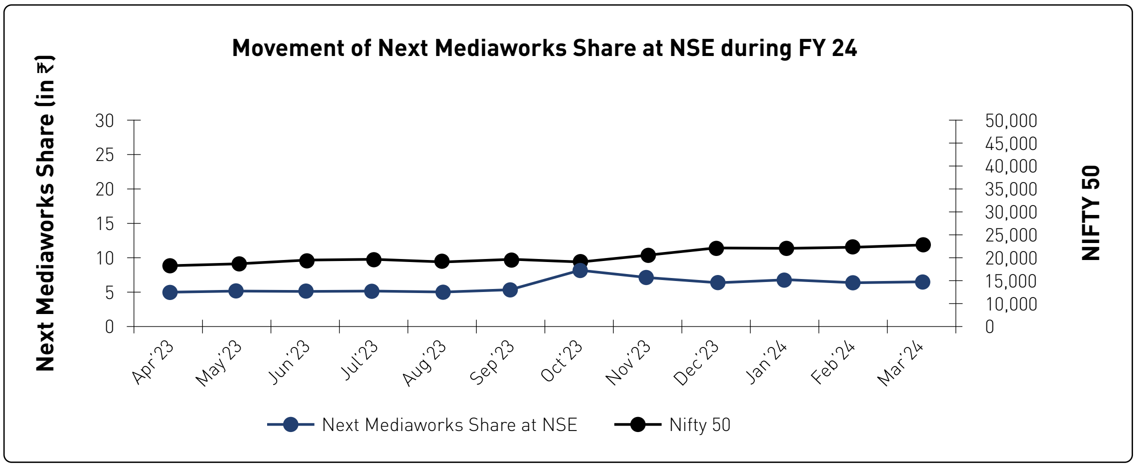
Annual listing fee for the financial year 2024-25 has been paid to both BSE and NSE. ISIN of the Equity Shares of the Company is 'INE747B01016'.

### 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, 2023 | 5.29 | 4.05 | 61,209.46 | 58,793.08 | 5.25 | 3.80 | 18,089.15 | 17,312.75 |
| May, 2023 | 6.93 | 4.63 | 63,036.12 | 61,002.17 | 6.75 | 4.40 | 18,662.45 | 18,042.40 |
| June, 2023 | 6.25 | 4.88 | 64,768.58 | 62,359.14 | 6.25 | 4.90 | 19,201.70 | 18,464.55 |
| July, 2023 | 5.52 | 4.68 | 67,619.17 | 64,836.16 | 5.35 | 4.80 | 19,991.85 | 19,234.40 |
| August, 2023 | 5.20 | 4.65 | 66,658.12 | 64,723.63 | 5.35 | 4.60 | 19,795.60 | 19,223.65 |
| September, 2023 | 6.40 | 4.63 | 67,927.23 | 64,818.37 | 6.40 | 4.80 | 20,222.45 | 19,255.70 |
| October, 2023 | 8.86 | 5.18 | 66,592.16 | 63,092.98 | 8.80 | 5.20 | 19,849.75 | 18,837.85 |
| November, 2023 | 8.00 | 6.72 | 67,069.89 | 63,550.46 | 8.20 | 6.65 | 20,158.70 | 18,973.70 |
| December, 2023 | 7.15 | 6.23 | 72,484.34 | 67,149.07 | 7.25 | 6.10 | 21,801.45 | 20,183.70 |
| January, 2024 | 8.40 | 6.32 | 73,427.59 | 70,001.60 | 8.30 | 6.25 | 22,124.15 | 21,137.20 |
| February, 2024 | 7.43 | 5.90 | 73,413.93 | 70,809.84 | 7.50 | 5.80 | 22,297.50 | 21,530.20 |
| March, 2024 | 7.33 | 5.82 | 74,245.17 | 71,674.42 | 7.35 | 5.80 | 22,526.60 | 21,710.20 |

## Performance in comparison to broad indices (month end closing)




### Distribution of shareholding by size as on March 31, 2024

| No. of Equity Shares held | No. of shareholders[@] | % of total no shareholders | No. of Equity Shares held | % to total no of Equity Shares |
|---|---|---|---|---|
| Upto 500 | 12,680 | 84.11 | 16,79,483 | 2.51 |
| 501 – 1,000 | 1,211 | 8.03 | 10,26,046 | 1.53 |
| 1,001 – 5,000 | 921 | 6.11 | 21,03,202 | 3.14 |
| 5,001 – 10,000 | 130 | 0.86 | 9,88,996 | 1.48 |
| 10,001 & above | 133 | 0.88 | 6,10,95,181 | 91.33 |
| **TOTAL** | **15,075** | **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 15318 to 15075.

### Category-wise Shareholding Pattern as on March 31, 2024

| Category | No. of Equity Shares held | % of Shareholding |
|---|---|---|
| Promoters & Promoter Group (A) | 5,01,61,307 | 74.99* |
| Public Shareholding (B) | | |
| Foreign Institutional (Portfolio) Investors | 16,36,409 | 2.45 |
| Bodies Corporate | 47,42,213 | 7.09 |

| Category | No. of Equity Shares held | % of Shareholding |
|---|---|---|
| Individuals | 99,41,869 | 14.86 |
| Non-Resident Indians | 1,20,846 | 0.18 |
| HUF | 2,76,412 | 0.41 |
| IEPF | 352 | 0.00 |
| Trust | 13,500 | 0.02 |
| **Total Public Shareholding (B)** | **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, 2024**

| Category | No. of Equity Shares held | % of Shareholding |
|---|---|---|
| Shares held in Demat form | 6,68,91,031 | 99.9972 |
| Shares held in Physical form | 1,877 | 0.0028 |
| **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-24.

### 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 year under review.

### Address for correspondence

Company Secretary and Compliance Officer
Next Mediaworks Limited

### Corporate Office

5th Floor, Lotus Tower, A Block,
Community Centre, New Friends Colony,
New Delhi-110025
Tel: +91-11 – 6656 1234
Email: investor.communication@radioone.in
Website: www.nextmediaworks.com

### Compliance Officer

Ms. Sonali Manchanda,
Company Secretary
Tel. +91-11-6656 1234

### 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 July 23, 2024 of Ms. Malavika Bansal, Practicing Company Secretary, 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, in their own interest, register their nomination with Depository Participant or Registrar and Share Transfer Agent (RTA) of the Company in Form SH-13. The investors are requested to visit Company's website viz. https://nextmediaworks.com/investor-forms/Form_SH-13.pdf and website of RTA viz. https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd for downloading Form SH-13 and other Nomination and 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
Regd. Office: Unit 701A, 7th Floor, Tower-2
Indiabulls Finance Centre, Senapati Bapat Marg,
Elphinstone Road, Mumbai- 400013

I have examined the relevant registers, records, forms, returns and disclosures received from the directors of **Next Mediaworks Limited** having its registered office at Unit 701A, 7th Floor, Tower-2 Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai- 400013 (hereinafter referred to as 'the Company') and Corporate Office situated at 5th Floor, Lotus Tower, A Block, Community Centre, New Friends Colony, New Delhi - 110025, produced before me for the purpose of issuing this Certificate, in accordance with regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

In my opinion and to the best of my information and according to the verifications and examinations of the disclosures maintained under sections 149, 164 and 184 of the Companies Act, 2013 including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Director of Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| S.No. | Name of the Directors | DIN | Date of Appointment |
|---|---|---|---|
| 1 | Mr. Praveen Someshwar | 01802656 | 18.04.2019 |
| 2 | Ms. Suchitra Rajendra | 07962214 | 18.04.2019 |
| 3 | Mr. Sameer Singh | 08138465 | 13.01.2020 |
| 4 | Mr. Samudra Bhattacharya | 02797819 | 30.12.2020 |
| 5 | Mr. Lloyd Mathias | 02879668 | 28.12.2021 |
| 6 | Mr. Sandeep Rao | 08711910 | 01.06.2022 |

Ensuring the eligibility for the appointment/re-appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on the 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.

**Malavika Bansal**
Practicing Company Secretary
FCS: 8231
COP No.: 9159
PR No.: 5419/2024
UDIN: F008231F000803223

Place: New Delhi
Date: July 23, 2024

# Annexure-II to Report on Corporate Governance

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

I, Ramesh Menon, 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 2023-24.

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: April 10, 2024

**(Ramesh Menon)**
Chief Executive Officer

# 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 2024, 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 material 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 2024, 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 we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

### Key Audit Matter

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.

**Impairment assessment of Investment in Subsidiary**

See Notes 2 and 34 to the standalone financial statements

| The key audit matter | How the matter was addressed in our audit |
|---|---|
| As at 31 March 2024, the carrying value of Investment in subsidiary is Rs. NIL (net of provision for Impairment of Rs. 4,192 lakhs).<br>The Company periodically assess indicators of impairment pertaining to Investment. Where any such indication exists, the Company estimates the recoverable amount of Investment and where the recoverable amount is less than its carrying amount, the carrying amount is reduced to its recoverable amount. This reduction is recorded as impairment loss.<br>The value in use (VIU) and/or fair value less cost of disposal (FVLCD) is considered while computing recoverable value. These valuation methods involve subjectivity and judgement in selection and application of assumptions. | Our audit procedures included:<br>• Evaluated the design and implementation of key controls in relation to impairment assessment and tested the operating effectiveness of such controls;<br>• We assessed the FVLCD as determined by the Company using the market price of the equity shares, wherever applicable;<br>• We assessed the VIU as determined by the Company as under:<br>i. Assessed the method of determining VIU and key assumptions used therein through historical information, budgets / projections, externally derived data and other relevant information. |

| The key audit matter | How the matter was addressed in our audit |
|---|---|
| Considering the inherent uncertainty, complexity and judgement involved and the significance of the value of the Investment, impairment assessment of the above mentioned Investment has been considered as a key audit matter. | ii. Challenged the key assumptions within the build up and methodologies used by the Company.<br>iii. Assessed the sensitivity of the outcome of impairment assessment to changes in key assumptions.<br>• Tested the adequacy of disclosures made in the standalone financial statements, as required by 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 financial statements and auditor's reports thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will 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 identified above when it becomes available 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.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

## 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, profit/ 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 except for the matters stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

   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 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.

f. the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) and paragraph 2B(f)] below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

g. 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 Auditors) 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 2024 on its financial position in its standalone financial statements - Refer Note 20(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 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 the Note 33(vi) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign 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 by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 33(vii) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), 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 by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The Company has neither declared nor paid any dividend during the year.

f. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility except that the audit trail was not enabled at the database level for accounting software to log any direct data changes.

For accounting software for which audit trail feature is enabled, the audit trail facility has been operating throughout the year for all relevant transactions recorded in the software and we did not come across any instance of audit trail feature being tampered with during the course of our audit.

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 CorporateAffairs 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
ICAI UDIN:24098113BKFLWU2886

Place: Gurugram
Date: 03 May 2024

# Annexure A

to the Independent Auditor's Report on the Standalone Financial Statements of Next Mediaworks Limited for the year ended 31 March 2024

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) (A) The Company doesn't have any Property, Plant and Equipment and Intangible Assets during the year ended 31 March 2024. Accordingly, clauses 3(i)(a), (b), (c) and (d) of the Order are not applicable to the Company.

(e) 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 Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The Company does not hold inventories. Accordingly, paragraph 3(ii)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital 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, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"). In respect of the investments made by the Company, in our opinion the provisions of Section 186 of the Act have been complied with.

(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 Section 148(1) of the Act for the services provided by it. 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 Provident Fund, Income-Tax or Cess or 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 Goods and Service Tax, 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 Provident Fund, Income-Tax, Cess or other statutory dues were in arrears as at 31 March 2024 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 Service Tax, Provident Fund, Income-Tax, Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

| Name of the statute | Nature of the dues | Amount (Rs. in Lakhs) | Amount paid under protest (Rs. in Lakhs) | Period to which the amount relates | Forum where dispute is pending |
|---|---|---|---|---|---|
| Income Tax Act, 1961 | Disallowance of certain expensesand default in advance payment | 57 | NIL | A.Y. 2017-18 | Commissioner of Income Tax (Appeal) |

(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) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(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 subsidiary 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 subsidiary 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 explanations 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 the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the 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, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) (a) Based on 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 Act 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 33(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 of Rs 133 lakhs in the current financial year and Rs 123 lakhs in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 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, 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.

Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in the Company's Annual report is expected to be made available to us after the date of this auditor's report.

(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
ICAI UDIN:24098113BKFLWU2886

Place: Gurugram
Date: 03 May 2024

# Annexure B

to the Independent Auditor's Report on the standalone financial statements of Next Mediaworks Limited for the year ended 31 March 2024

## 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 Act

(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 2024 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 2024, 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 and Board of Directors' Responsibilities 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 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 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 financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the 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 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 financial statements to future periods are subject to the risk that the internal financial controls with reference to 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
ICAI UDIN:24098113BKFLWU2886

Place: Gurugram
Date: 03 May 2024

# Standalone Balance Sheet

as at March 31, 2024

(INR Lacs)

| Particulars | Notes | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| **I ASSETS** | | | |
| **1) Non current assets** | | | |
| a) Investment in subsidiary | 2 | - | 777 |
| b) Non-current tax assets (net) | 3 | 147 | 147 |
| c) Other non-current assets | 4 | 57 | - |
| **Total Non-current assets** | | **204** | **924** |
| **2) Current assets** | | | |
| a) Financial assets | | | |
| i) Cash and cash equivalents | 5 | 4 | 4 |
| ii) Other financial assets ** | 6 | - | - |
| b) Other current assets | 7 | 2 | 48 |
| **Total current assets** | | **6** | **52** |
| **TOTAL ASSETS** | | **210** | **976** |
| **II EQUITY AND LIABILITIES** | | | |
| **1) Equity** | | | |
| a) Equity share capital | 8 | 6,689 | 6,689 |
| b) Other equity | 9 | (9,512) | (8,267) |
| **Total equity** | | **(2,823)** | **(1,578)** |
| **2) Liabilities** | | | |
| **Non-current liabilities** | | | |
| a) Financial Liabilities | | | |
| i) Borrowings | 10 | 2,991 | 2,512 |
| b) Provisions** | 13 | - | - |
| **Total non-current liabilities** | | **2,991** | **2,512** |
| **Current liabilities** | | | |
| a) Financial liabilities | | | |
| i) Trade payables | 11 | | |
| (a) Total outstanding dues of micro enterprises and small enterprises | | - | - |
| (b) Total outstanding dues of creditors other than micro enterprises and small enterprises | | 35 | 35 |
| ii) Other financial liabilities | 12 | 2 | 3 |
| b) Other current liabilities | 14 | 5 | 4 |
| c) Provisions** | 13 | - | - |
| **Total current liabilities** | | **42** | **42** |
| **Total liabilities** | | **3,033** | **2,554** |
| **TOTAL EQUITY AND LIABILITIES** | | **210** | **976** |
| Summary of material 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)

For and on behalf of the Board of Directors of
**Next Mediaworks Limited**

**David Jones**
*Partner*
Membership No. 098113

**Amit Madaan**
*Chief Financial Officer*

**Ramesh Menon**
*Chief Executive Officer*

**Sonali Manchanda**
*Company Secretary*
(M.No: F7283)

**Samudra Bhattacharya**
*Director*
(DIN:02797819)

**Praveen Someshwar**
*Director*
(DIN: 01802656)

Place: Gurugram
Date: May 03, 2024

Place: New Delhi
Date: May 03, 2024

# Standalone Statement of Profit and Loss

for the year ended March 31, 2024

(INR Lacs)

| | Particulars | Notes | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|---|
| **I** | **Income** | | | |
| | a) Revenue from operations | | - | - |
| | b) Other income | | - | - |
| | **Total Income** | | **-** | **-** |
| **II** | **Expenses** | | | |
| | a) Employee benefits expense | 15 | 22 | 24 |
| | b) Finance costs | 16 | 372 | 227 |
| | c) Other expenses | 17 | 74 | 76 |
| | **Total Expenses** | | **468** | **327** |
| **III** | **Loss before exceptional items and tax from operations (I-II)** | | **(468)** | **(327)** |
| **IV** | **Loss before finance cost, tax, depreciation (EBITDA) [III+II(b)] and exceptional items** | | **(96)** | **(100)** |
| **V** | Exceptional items (Loss) | 34 | (777) | (1,397) |
| **VI** | **Loss before tax (III+V)** | | **(1,245)** | **(1,724)** |
| **VII** | **Tax expense** | | | |
| | a) Current tax [Adjustment of tax charge related to earlier years Nil {Previous Year INR 7 lacs }] | 25 | - | 7 |
| | b) Deferred tax | | - | - |
| | **Total tax expenses** | | **-** | **7** |
| **VIII** | **Loss after tax (VI-VII)** | | **(1,245)** | **(1,731)** |
| **IX** | **Other comprehensive income** | | | |
| | (a) Items that will not to be reclassified subsequently to profit or loss | | | |
| | - Remeasurement gain of the defined benefits plan ** | 24 | - | - |
| | - Income tax effect | 25 | - | - |
| | **Other comprehensive income for the year, net of tax** | | **-** | **-** |
| **X** | **Total comprehensive loss for the year, net of tax (VIII+IX)** | | **(1,245)** | **(1,731)** |
| **XI** | **Loss per equity share (nominal value of INR 10 each)** | | | |
| | **Loss per share** | 18 | | |
| | Basic (Nominal value of share INR 10/-) | | (1.86) | (2.59) |
| | Diluted (Nominal value of share INR 10/-) | | (1.86) | (2.59) |
| | Summary of material 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 03, 2024

For and on behalf of the Board of Directors of
**Next Mediaworks Limited**

**Amit Madaan**
*Chief Financial Officer*

**Ramesh Menon**
*Chief Executive Officer*

**Sonali Manchanda**
*Company Secretary*
(M.No: F7283)

**Samudra Bhattacharya**
*Director*
(DIN:02797819)

**Praveen Someshwar**
*Director*
(DIN: 01802656)

Place: New Delhi
Date: May 03, 2024

# Standalone Statement of Cash Flows

for the year ended March 31, 2024

(INR Lacs)

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| **Cash flows from operating activities:** | | |
| **Loss before tax** | **(1,245)** | **(1,724)** |
| Adjustments for : | | |
| Interest cost on borrowings | 372 | 227 |
| Impairment of investment in subsidiary (exceptional item) | 777 | 1,397 |
| **Cash flows used in operating activities before changes in operation assets and liabilites** | **(96)** | **(100)** |
| **Changes in operating assets and liabilities:** | | |
| Increase in current financial assets, non-current financial assets, other current assets and other non-current assets | (11) | (12) |
| (Decrease)/Increase in trade payables, other current financial liabilities, other non-current financial liabilities, current provisions and non-current provisions | - | 4 |
| **Cash flows used in operating activities** | **(107)** | **(108)** |
| Income taxes paid | - | - |
| **Net cash flows used in operating activities (A)** | **(107)** | **(108)** |
| **Cash flows from financing activities:** | | |
| Proceeds from borrowings (refer note 10) | 144 | 122 |
| Interest paid | (37) | (23) |
| **Net cash flows from financing activities (B)** | **107** | **99** |
| **Net decrease in cash and cash equivalents (C= A+B)** | **-** | **(9)** |
| Cash and cash equivalents at the beginning of the year (D) | 4 | 13 |
| **Cash and cash equivalents at year end (C+D)** | **4** | **4** |

(INR Lacs)

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| **Components of cash & cash equivalents as at end of the year** | | |
| Balances with banks | | |
| - in current accounts | 4 | 4 |
| **Cash and cash equivalents as per Cash Flow Statement** | **4** | **4** |

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 03, 2024

For and on behalf of the Board of Directors of
**Next Mediaworks Limited**

**Amit Madaan**
*Chief Financial Officer*

**Ramesh Menon**
*Chief Executive Officer*

**Sonali Manchanda**
*Company Secretary*
(M.No: F7283)

**Samudra Bhattacharya**
*Director*
(DIN:02797819)

**Praveen Someshwar**
*Director*
(DIN: 01802656)

Place: New Delhi
Date: May 03, 2024

# Statement of Changes in Equity
for the year ended March 31, 2024

## A Equity share capital (refer note 8)

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

| Particulars | Number of shares | Amount (INR Lacs) |
|---|---|---|
| **Balance as at April 1, 2022** | **6,68,92,908** | **6,689** |
| Changes during the year | - | - |
| **Balance as at March 31, 2023** | **6,68,92,908** | **6,689** |
| Changes during the year | - | - |
| **Balance as at March 31, 2024** | **6,68,92,908** | **6,689** |

## B Other equity (refer note 9)

(INR Lacs)

| Particulars | Reserves and Surplus | | Total |
|---|---|---|---|
| | Securities Premium | Retained earnings | |
| **Balance as at April 1, 2022** | **8,606** | **(15,142)** | **(6,536)** |
| Loss for the year | - | (1,731) | (1,731) |
| Other comprehensive income for the year (net of tax)** | - | - | - |
| **Balance as at March 31, 2023** | **8,606** | **(16,873)** | **(8,267)** |
| Loss for the year | - | (1,245) | (1,245) |
| Other comprehensive income for the year (net of tax) ** | - | - | - |
| **Balance as at March 31, 2024** | **8,606** | **(18,118)** | **(9,512)** |

** 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 03, 2024

For and on behalf of the Board of Directors of
**Next Mediaworks Limited**

**Amit Madaan**
*Chief Financial Officer*

**Ramesh Menon**
*Chief Executive Officer*

**Sonali Manchanda**
*Company Secretary*
(M.No: F7283)

**Samudra Bhattacharya**
*Director*
(DIN:02797819)

**Praveen Someshwar**
*Director*
(DIN: 01802656)

Place: New Delhi
Date: May 03, 2024

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 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's shares are listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE).

The company is an investment entity. All it's operations are managed by it's 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 22.

The financial statements of the Company for the year ended March 31, 2024 are approved for issue in accordance with a resolution of the Board of Directors on May 3, 2024.

### 1.1 Material 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 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 material 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.

**b) Foreign currencies**

The Company's financial statements are presented in INR, which is also the parent Company's

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

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, 2024

- 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 and other Income**

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 towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. Revenue excludes taxes collected from customers.

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

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

### 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 is 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

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

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) 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 company 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) 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

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

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, are recognized 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

Interest is calculated by applying the discount rate to the net defined benefit liability.

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
- Interest expense

### 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

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

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 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 (other than trade receivables which is recognized at transaction price as per IND AS 115) 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

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

- 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 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

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

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.

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 cos

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 ElR 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 ElR 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

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

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.

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.

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

### 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**

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

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 23.

### 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

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

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.

**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 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 25.

### 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 29.

### 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, 2024

## 2 Investment in subsidiary

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Investment in subsidiary (at cost)** | | |
| **Unquoted** | | |
| Next Radio Limited 38,932,286 (Previous Year: 38,932,286) equity shares of INR10 each, fully paid up | 3,893 | 3,893 |
| Deemed investment* | 299 | 299 |
| **Total (A)** | **4,192** | **4,192** |
| Provision for impairment in value of investment (B) | 4,192 | 3,415 |
| **Total Investment in Subsidiary (A) - (B)** | **-** | **777** |
| Aggregate book value of unquoted investments | - | 777 |
| Non - Current | - | 777 |

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

### Provision for impairment in value of investment

| Particulars | Amount (INR Lacs) |
|---|---|
| **Opening as on April 1, 2022** | **2,018** |
| Add: Provision created during the year (refer note 34) | 1,397 |
| **Closing as on March 31, 2023** | **3,415** |
| Add: Provision created during the year (refer note 34) | 777 |
| **Closing as on March 31, 2024** | **4,192** |

## 3 Non-current tax assets (net)

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Non-current tax assets (net) | 147 | 147 |
| **Total** | **147** | **147** |

## 4 Other non current assets

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Balance with Government authorities | 57 | - |
| **Total** | **57** | **-** |

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 5 Cash and cash equivalents

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Balances with banks : | | |
| - in current accounts | 4 | 4 |
| **Total** | **4** | **4** |

## 6 Other financial assets

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Other financial assets at amortised cost** | | |
| Security deposit * | - | - |
| **Total** | **-** | **-** |

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

### 6A Break up of financial assets carried at amortised cost

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Cash and cash equivalents (note 5) | 4 | 4 |
| Security deposit (note 6) | - | - |
| **Total** | **4** | **4** |

## 7 Other current assets

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Advances given | 1 | - |
| Prepaid expenses | 1 | 1 |
| Balance with Government authorities | - | 47 |
| **Total** | **2** | **48** |

## 8 Share Capital

### a Authorised share capital

| Particulars | Number of shares | Amount (INR Lacs) |
|---|---|---|
| **As at April 1, 2022** | **8,00,00,000** | **8,000** |
| Changes during the year | - | - |
| **At March 31, 2023** | **8,00,00,000** | **8,000** |
| Changes during the year | - | - |
| **At March 31, 2024** | **8,00,00,000** | **8,000** |

# Notes to Standalone Financial Statements
for the year ended March 31, 2024

**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**

| Equity shares of INR 10 each issued, subscribed and fully paid | Number of shares | Amount (INR Lacs) |
|---|---|---|
| **As at April 1, 2022** | **6,68,92,908** | **6,689** |
| Changes during the year | - | - |
| **At March 31, 2023** | **6,68,92,908** | **6,689** |
| Changes during the year | - | - |
| **At March 31, 2024** | **6,68,92,908** | **6,689** |

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

**Equity shares**

| Particulars | March 31, 2024 | | March 31, 2023 | |
|---|---|---|---|---|
| | Number of shares | Amount (INR Lacs) | Number of shares | Amount (INR Lacs) |
| Shares outstanding at the beginning of the year | 6,68,92,908 | 6,689 | 6,68,92,908 | 6,689 |
| **Shares outstanding at the end of year** | **6,68,92,908** | **6,689** | **6,68,92,908** | **6,689** |

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

| Particulars | March 31, 2024 | | March 31, 2023 | |
|---|---|---|---|---|
| | Number of shares | Amount (INR Lacs) | Number of shares | Amount (INR Lacs) |
| HT Media Limited, the holding company | 3,41,15,386 | 3,412 | 3,41,15,386 | 3,412 |

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

| Name of the Shareholder | March 31, 2024 | | March 31, 2023 | |
|---|---|---|---|---|
| | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| **Equity shares of INR 10 each fully paid** | | | | |
| HT Media Limited, the holding company | 3,41,15,386 | 51.00% | 3,41,15,386 | 51.00% |
| Tehzeeb Ansari | 51,05,014 | 7.63% | 51,05,014 | 7.63% |
| Meridian Holding and Leasing Company Private Limited | 37,73,246 | 5.64% | 37,73,246 | 5.64% |
| Bennett Coleman and Company Limited | 36,49,391 | 5.46% | 36,49,391 | 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 Standalone Financial Statements
for the year ended March 31, 2024

**g Shareholding of Promoters as below:**

**Shares held by promoters for the year ended March 31, 2024**

| 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 |
|---|---|---|---|---|---|
| Tarique Ansari | 28,05,015 | - | 28,05,015 | 4.19% | - |
| Tehzeeb Ansari Grossman | 51,05,014 | - | 51,05,014 | 7.63% | - |
| Sharique Ansari | 28,05,014 | - | 28,05,014 | 4.19% | - |
| Ferari Investments and Trading Company Private Limited | 15,57,632 | - | 15,57,632 | 2.33% | - |
| Meridian Holding and Leasing Company Private Limited | 37,73,246 | - | 37,73,246 | 5.64% | - |
| HT Media Limited | 3,41,15,386 | - | 3,41,15,386 | 51.00% | - |
| **Total** | **5,01,61,307** | **-** | **5,01,61,307** | **74.99%** | **-** |

**Shares held by promoters for the year ended March 31, 2023**

| 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 | 23,03,149 | (23,03,149) | - | 0.00% | -3.44% |
| Tarique Ansari | 20,37,298 | 7,67,717 | 28,05,015 | 4.19% | 1.14% |
| Tehzeeb Ansari Grossman | 43,37,298 | 7,67,716 | 51,05,014 | 7.63% | 1.15% |
| Sharique Ansari | 20,37,298 | 7,67,716 | 28,05,014 | 4.19% | 1.15% |
| Ferari Investments and Trading Company Private Limited | 15,57,632 | - | 15,57,632 | 2.33% | - |
| Meridian Holding and Leasing Company Private Limited | 37,73,246 | - | 37,73,246 | 5.64% | - |
| HT Media Limited | 3,41,15,386 | - | 3,41,15,386 | 51.00% | - |
| **Total** | **5,01,61,307** | **-** | **5,01,61,307** | **74.99%** | **-** |

## 9 Other equity

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Securities premium * | 8,606 | 8,606 |
| Retained earning# | (18,118) | (16,873) |
| **Total** | **(9,512)** | **(8,267)** |

* 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 earned by the Company till date.

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

### Securities premium

(INR Lacs)

| Particulars | Amount |
|---|---|
| **Balance as at April 1, 2022** | **8,606** |
| Add: addition during the year | - |
| **Balance as at March 31, 2023** | **8,606** |
| Add: addition during the year | - |
| **Balance as at March 31, 2024** | **8,606** |

### Retained earning

(INR Lacs)

| Particulars | Amount |
|---|---|
| **Balance as at April 1, 2022** | **(15,142)** |
| Loss for the year | (1,731) |
| 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, 2023** | **(16,873)** |
| Loss for the year | (1,245) |
| 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, 2024** | **(18,118)** |

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

## 10 Borrowings (at amortised cost)

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Non-current Borrowings** | | |
| **Unsecured** | | |
| Loan from related party (refer note 22A & 33(vi)) | | |
| Next Radio Limited* | 2,991 | 2,512 |
| **Total** | **2,991** | **2,512** |

***Note:**

- Intercompany loan @ interest rate of Overnight MIBOR + 651 bps compounded on monthly basis and due for repayment on November 04, 2027.

### Debt reconciliation for FY 2023-24

(INR Lacs)

| Particulars | Current Borrowings | Non Current Borrowings | Total |
|---|---|---|---|
| Opening Balance as at April 1, 2023 | - | 2,512 | 2,512 |
| Add : Drawdown | - | 144 | 144 |
| **Non-cash movements** | | | |
| Add: interest accrued movement | - | 335 | 335 |
| **Closing Balance as at March 31, 2024** | **-** | **2,991** | **2,991** |

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

**Debt reconciliation for FY 2022-23**

(INR Lacs)

| Particulars | Current Borrowings | Non Current Borrowings | Total |
|---|---|---|---|
| Opening Balance as at April 1, 2022 | 400 | 1,060 | 1,460 |
| **Cash Flows:** | | | |
| Add : Drawdowns from April 1, 2022 to November 4, 2022 | - | 76 | 76 |
| Add : Accrued interest converted into Loan from November 5, 2022 | | 814 | 814 |
| Add : Drawdowns from November 5, 2022 to March 31, 2023 | | 46 | 46 |
| **Non-cash movements** | | | |
| Re-classification of borrowing | (400) | 400 | - |
| Add: Interest accrued movement | | 116 | 116 |
| **Closing Balance as at March 31, 2023** | **-** | **2,512** | **2,512** |

## 11 Trade payables

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Trade payables | | |
| - Total outstanding dues of micro enterprises and small enterprises (refer note 21) | - | - |
| - Amount payable to Related parties other than micro enterprises and small enterprises (refer note 22A) | - | 2 |
| - Amount payable to other than micro enterprises and small enterprises | 35 | 33 |
| **Total** | **35** | **35** |

**Trade payable ageing schedule for the year ended March 31, 2024**

(INR Lacs)

| Particulars | Outstanding for following periods from the due date | | | | | | |
|---|---|---|---|---|---|---|---|
| | Unbilled | Not Due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | - | - | - | - | - | - | - |
| (ii) Others | 33 | - | 1 | - | 1 | - | 35 |
| (iii) Disputed dues – MSME | - | - | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - | - | - |
| **Total** | **33** | **-** | **1** | **-** | **1** | **-** | **35** |

**Trade payable ageing schedule for the year ended March 31, 2023**

(INR Lacs)

| Particulars | Outstanding for following periods from the due date | | | | | | |
|---|---|---|---|---|---|---|---|
| | Unbilled | Not Due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | - | - | - | - | - | - | - |
| (ii) Others | 30 | 2 | 2 | 1 | - | - | 35 |
| (iii) Disputed dues – MSME | - | - | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - | - | - |
| **Total** | **30** | **2** | **2** | **1** | **-** | **-** | **35** |

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 12 Other financial liabilities at amortised cost - current

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Employee related payable | 2 | 3 |
| **Total** | **2** | **3** |

## 12A Break up of financial liabilities carried at amortised cost

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Borrowings (note 10) | 2,991 | 2,512 |
| Trade payables (note 11) | 35 | 35 |
| Other current financial liabilities (note 12) | 2 | 3 |
| **Total** | **3,028** | **2,550** |

## 13 Provisions

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Non-current** | | |
| Provision for employee benefits | | |
| Gratuity (refer note 23)* | - | - |
| Leave encashment (refer note 23)* | - | - |
| **Total** | **-** | **-** |
| **Current** | | |
| Provision for employee benefits | | |
| Gratuity (refer note 23)* | - | - |
| Leave encashment (refer note 23)* | - | - |
| **Total** | **-** | **-** |

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

## 14 Other current liabilities

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Statutory dues | 5 | 4 |
| **Total** | **5** | **4** |

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 15 Employee benefits expense

(INR Lacs)

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|
| Salaries, wages and bonus | 21 | 23 |
| Contribution to provident and other funds (refer note 23) | 1 | 1 |
| Gratuity expense (refer note 23)* | - | - |
| Workmen and staff welfare expenses* | - | - |
| **Total** | **22** | **24** |

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

## 16 Finance cost

(INR Lacs)

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|
| Interest expenses on | | |
| - Loans from related party (refer note 22A) | 372 | 227 |
| **Total** | **372** | **227** |

## 17 Other expenses

(INR Lacs)

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|
| Rates and taxes * | 1 | - |
| Travelling and conveyance | 9 | 3 |
| Repairs and maintenance : | | |
| - Others | 1 | 1 |
| Payment to auditors (refer note below) | 10 | 9 |
| Advertising and sales promotion (refer note no 22A) | 1 | 6 |
| Legal and professional fees | 26 | 36 |
| Directors sitting fees (refer note 22A) | 25 | 20 |
| Miscellaneous expenses | 1 | 1 |
| **Total** | **74** | **76** |

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

### Payment to auditors

(INR Lacs)

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|
| As auditor : | | |
| - Audit fee | 6 | 5 |
| - Fee for limited review | 4 | 4 |
| - Reimbursement of expenses* | - | - |
| **Total** | **10** | **9** |

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

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 18 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.

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

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Total loss attributable to equity holders (INR Lacs) | (1,245) | (1,731) |
| Weighted average number of Equity shares for basic and diluted loss per share | 6,68,92,908 | 6,68,92,908 |
| **Loss per share** | | |
| Basic (Nominal value of share INR 10/-) | (1.86) | (2.59) |
| Diluted (Nominal value of share INR 10/-) | (1.86) | (2.59) |

## 19 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.

## 20 Commitments and contingencies

### (i) Contingent liabilities

a. In respect of income tax demand under dispute INR 57 Lacs (previous year INR 251 Lacs) against the same the Company has paid tax under protest of INR Nil Lacs (previous year INR 79 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, 2024.

### (ii) Commitments

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

### (iii) Guarantees issued- Nil (Previous Year- Nil)

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

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

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Principal Amount | - | - |
| 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. | - | - |

## 22 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<br>The Hindustan Times Limited #<br>Earthstone Holding (Two) Private Limited## (Ultimate controlling party is the Promoter Group) |
| b. Subsidiary Company (with whom transactions have occurred during the year) | Next Radio Limited |
| c. Key Managerial Personnel (with whom transactions have occurred during the year) | Ms. Suchitra Rajendra (Non-Executive independent Director)<br>Mr. Sameer Singh (Non-Executive independent Director)<br>Mr. Lloyd Mathias (Non-Executive independent Director) |

# 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 22 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.

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 22A Transactions during the year with Related Parties (refer note A):-

(INR Lacs)

| SL No | Particulars | Holding Company | | Subsidiary Company | | Key Managerial Personnel (KMP's) / Directors | | Total | |
|---|---|---|---|---|---|---|---|---|---|
| | | March 31, 2024 | March 31, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2024 | March 31, 2023 |
| **A** | **EXPENSES** | | | | | | | | |
| 1 | Advertisement charges | 1 | 6 | - | - | - | - | **1** | **6** |
| 2 | Interest expenses | - | - | 372 | 227 | - | - | **372** | **227** |
| 3 | Directors sitting fees | - | - | - | - | 25 | 20 | **25** | **20** |
| **B** | **OTHERS** | | | | | | | | |
| 4 | Loan received during the year | - | - | 144 | 122 | - | - | **144** | **122** |
| 5 | Renewal of Intercorporate Loan taken by the company (extension of old loan including interest accrued) | - | - | - | 2,350 | - | - | **-** | **2,350** |
| 6 | Reimbursement of expenses incurred on behalf of the company by parties | 2 | 3 | - | - | - | - | **2** | **3** |
| **C** | **BALANCE OUTSTANDING** | | | | | | | | |
| 7 | Investment in shares | - | - | - | 777 | - | - | **-** | **777** |
| 8 | Inter corporate deposit taken and interest accrued on it | - | - | 2,991 | 2,512 | - | - | **2,991** | **2,512** |
| 9 | Trade payable | - | 2 | - | - | - | - | **-** | **2** |

Note A:-The transactions above do not include GST.

## 23 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:

(INR Lacs)

| Assumptions | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Discount Rate | 7.10% pa | 7.40% pa |
| Rate of Increase in compensation levels (pa) | 5.00% pa | 5.00% pa |
| Mortality Rate | Indian Assured Lives Mortality (2012-14) Ultimate | Indian Assured Lives Mortality (2012-14) Ultimate |
| Attrition Rate | 36% | 36% |

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

**a. Change in the Present Value obligation**

(INR Lacs)

| Particulars | For year ended March 31, 2024 | For year ended March 31, 2023 |
|---|---|---|
| Present Value of Defined Benefit Obligation as at beginning of the year | - | - |
| Interest cost * | - | - |
| Current service cost * | - | - |
| Benefits paid | - | - |
| Actuarial (gain) / loss on obligation arising from: | | |
| - change in demographic assumptions * | - | - |
| - change in financial assumptions * | - | - |
| - experience variance (i.e. Actual experience vs assumptions) * | - | - |
| Present value of defined benefit obligation as at end of the year* | - | - |

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

**b. Amount recognised in the Balance Sheet**

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Present Value of Defined Benefit Obligation as at the end of the year* | - | - |
| Liability / (net asset) recognised in the Balance Sheet* | - | - |

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

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

(INR Lacs)

| Particulars | For year ended March 31, 2024 | For year ended March 31, 2023 |
|---|---|---|
| Current service cost * | - | - |
| Interest cost * | - | - |
| **Total expenses recognised in the Statement of Profit and Loss (net)*** | **-** | **-** |

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

**d. Expenses Recognised in the Other comprehensive income**

(INR Lacs)

| Particulars | For year ended March 31, 2024 | For year ended March 31, 2023 |
|---|---|---|
| Actuarial (gains)/losses on obligation for the year * | - | - |
| Net (income)/ expense for the year recongised in OCI * | - | - |

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

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

**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:

(INR Lacs)

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|
| Projected Benefit Obligation on Current Assumptions* | - | - |
| 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.

**f. Maturity analysis of projected benefit obligation:**

(INR Lacs)

| Projected benefits payable in future years from the date of reporting | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|
| within one year * | - | - |
| 2 to 5 years * | - | - |
| 6 to 10 years * | - | - |
| more than 10 years * | - | - |

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

**g. Average duration of the defined benefit plan obligation**

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Weighted Average duration | 3 years | 5 years |

The expected contribution for next year is Rs. Nil (Previous Year Rs. 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:

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Liability at the beginning of the year * | - | - |
| Benefits paid during the year * | - | - |
| Provided during the year * | - | - |
| Liability at the end of the year * | - | - |

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

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 24 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, 2024

(INR Lacs)

| Particulars | Retained earnings | Total |
|---|---|---|
| Remeasurement gain of the defined benefits plan (refer note 23) * | - | - |
| **Total** | **-** | **-** |

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

### During the year ended March 31, 2023

(INR Lacs)

| Particulars | Retained earnings | Total |
|---|---|---|
| Remeasurement gain of the defined benefits plan (refer note 23)* | - | - |
| **Total** | **-** | **-** |

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

## 25 Income Tax

The major components of income tax expense for the year ended March 31, 2024 are :

### Statement of profit and loss :

(INR Lacs)

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| **Tax expense** | | |
| a) Current tax | - | - |
| b) Current tax expense pertaining to previous years | - | 7 |
| c) Deferred tax | - | - |
| d) Deferred tax pertaining to previous years | - | - |
| **Income tax expense reported in the statement of profit and loss** | **-** | **7** |

### OCI section :

Deferred tax related to items recognised in OCI during in the year :

(INR Lacs)

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Net loss/(gain) on remeasurements of defined benefit plans | - | - |
| **Income tax charged to OCI** | **-** | **-** |

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

**Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2024 and March 31, 2023:**

(INR Lacs)

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Accounting loss before tax | (1,245) | (1,724) |
| **Accounting loss before income tax** | **(1,245)** | **(1,724)** |
| At India's statutory income tax rate of 26% | (324) | (448) |
| **At the effective income tax rate** | **(324)** | **(448)** |
| Non-recognition of deferred tax asset | 324 | 448 |
| Current tax expense pertaining to previous years | - | 7 |
| **Income tax expense reported in the statement of profit and loss** | **-** | **7** |

**Deductible temporary differences, unused tax losses, and unused tax credits for which no deferred tax asset is recognised in the balance sheet as on 31 March 2024:**

(INR Lacs)

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| **Deferred tax assets** | | |
| - on Carry forwards business loss will expire based on the year of origination as follow: | | |
| FY-24-25 | 64 | 64 |
| FY-25-26 | 71 | 71 |
| FY-26-27 | 34 | 34 |
| Thereafter | 427 | 305 |
| - on unabsorbed depreciation (Available for infinite period) | 4 | 4 |
| - on other temporary differences | 1 | 1 |
| **Deferred tax Asset** | **601** | **479** |

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

- Details of investment made are given under Note 2.

## 27 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.

# Notes to Standalone Financial Statements
for the year ended March 31, 2024

### 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 companies exposure to the risk of changes in market interest rates relates primarily to long-term Borrowings with floating interest rates (refer note 10).

The sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, with all other variables held constant, on floating rate borrowings is as follows:

| Increase/ Decrease in basis points | Effect on profit before tax (INR Lacs) | |
|---|---|---|
| | March 31, 2024 | March 31, 2023 |
| +50 | 15 | 5 |
| -50 | 15 | 5 |

### 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 maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 6.

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-

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | Less than 1 year | More than 1 year | Less than 1 year | More than 1 year |
| Borrowings (refer note 10) | - | 2,991 | - | 2,512 |
| Other financial liabilities (refer note 12) | 2 | - | 3 | - |
| Trade payables (refer note 11) | 35 | - | 35 | - |
| | **37** | **2,991** | **38** | **2,512** |

For mitigating the liquidity risk, refer note 31

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 28 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.

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| (a) Total Debt | 2,991 | 2,512 |
| (b) Total equity (as per balance sheet) | (2,823) | (1,578) |
| (c) Total capital (a) +(b) | **168** | **934** |
| (d) Net gearing ratio (a)/(c) | **17.80** | **2.69** |

## 29 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:

(INR Lacs)

| Particulars | Carrying amount | | Fair Value | | Fair value measurement hierarchy level |
|---|---|---|---|---|---|
| | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2023 | As at March 31, 2023 | |
| **Financial liabilities measured at amortised cost** | | | | | |
| **Non-current** | | | | | |
| Long Term Borrowings (Note 10) | 2,991 | 2,512 | - | - | |

The management assessed that fair value of current investment, trade receivables, cash and cash equivalents, other current financial assets, 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.

## 30 Standards issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2024.

**31** The Company has incurred losses in the current and previous year, also the net worth of the Company is eroded as at March 31, 2024. Further, the Company's current liabilities exceed current assets as at March 31, 2024. 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.There are no external borrowings due to banks / financial institutions as at March 31, 2024, In view of the above, use of going concern assumption has been considered appropriate in preparation of these standalone financial statements.

**32** On the basis of the last audited Financial Statements for the year ended 31 March 2023, 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).

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 33 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 ).

## 34 Exceptional items

Impairment of investments in subsidiary Next Radio Limited (NRL) amounting to INR 777 lacs has been recorded during the year ended March 31, 2024 on account of recoverable amount lower than the carrying amount. The recoverable amount of INR Nil lakhs for the investment is determined as a weighted average of value in use using the discount rate of 14.40% and fair value less cost of disposal. The same is being presented as part of Exceptional item.

Impairment of investments in subsidiary Next Radio Limited (NRL) amounting to INR 1,397 lacs was recorded during the year ended March 31, 2023 on account of recoverable amount lower than the carrying amount. The recoverable amount of INR 777 lakhs for the investment is determined as a weighted average of value in use using the discount rate of 14.40% and fair value less cost of disposal. The same is being presented as part of Exceptional item.

(INR Lacs)

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Provision for diminution in value of investments created during the year | 777 | 1,397 |

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

## 35 Ratios

| Ratios | March 31, 2024 | March 31, 2023 | % Variance | Reason for variance |
|---|---|---|---|---|
| Current ratio (in times) | 0.14 | 1.24 | -88% | Mainly on account of decrease in current assets by 88% in the current year as compared to the previous year. |
| (Current assets / Current liabilities) | | | | |
| Debt-equity ratio (in times) | (1.06) | (1.59) | -33% | Mainly on account of decrease in Equity by 79% and increase in debt by 19% in the current year as compared to the previous year. |
| (Total Debt/ Total Equity)<br>Total Debt = Debt comprises of current borrowings (including current maturities of long term borrowings), non-current borrowings and interest accrued on borrowings.<br>Total Equity = Shareholders' Equity | | | | |
| Debt service coverage ratio (in times) | (0.26) | (0.44) | -41% | Mainly on account of increase in Debt Service by 64% in the current year as compared to the previous year. |
| (EBITDA - Depreciation and amortization expense)/ (Debt payable within one year + Interest on debt) | | | | |
| Return on Equity Ratio (%) | 57% | 243% | -77% | Mainly on account of decrease in average shareholders equity by 209% and decrease in loss after tax by 28% the current year as compared to the previous year. |
| (Profit/(Loss) After Tax/Average Shareholder's Equity) | | | | |
| Inventory turnover ratio (times) | NA | NA | NA | |
| (Cost of goods sold /average Inventory)<br>COGS = Cost of materials consumed + Changes in inventories of finished goods, work-in-progress and stock-in-trade | | | | |
| Trade receivables turnover ratio (in times) | NA | NA | NA | |
| (Revenue from operations /average trade receivables) | | | | |
| Trade payables turnover ratio (in times) | 2.11 | 2.20 | -4% | |
| Other Expenses / Average Trade payables | | | | |

# Notes to Standalone Financial Statements

for the year ended March 31, 2024

| Ratios | March 31, 2024 | March 31, 2023 | % Variance | Reason for variance |
|---|---|---|---|---|
| Net capital turnover ratio (in times) | NA | NA | NA | |
| (Operating Revenue from operations/ Working Capital) | | | | |
| Net profit ratio (%) | NA | NA | NA | |
| {Net profit/(loss) after tax / Total Income} | | | | |
| Return On Capital Employed (%) | -57% | -11% | 434% | Mainly on account of decrease in Capital Employed by 82%. |
| (Earnings before interest and tax / Capital Employed) | | | | |
| Return on investment (%) | NA | NA | NA | |
| (PAT / Average total Assets) | | | | |

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 03, 2024

For and on behalf of the Board of Directors of
**Next Mediaworks Limited**

**Amit Madaan**
*Chief Financial Officer*

**Ramesh Menon**
*Chief Executive Officer*

**Sonali Manchanda**
*Company Secretary*
(M.No: F7283)

**Samudra Bhattacharya**
*Director*
(DIN:02797819)

**Praveen Someshwar**
*Director*
(DIN: 01802656)

Place: New Delhi
Date: May 03, 2024

# 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 subsidiary (Holding Company and its subsidiary together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2024, 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 material 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, 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 2024, of its consolidated loss and other comprehensive loss, 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 we have obtained 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.

**Impairment of Radio Licenses**

See Notes 3 and 38 to consolidated financial statements

| The key audit matter | How the matter was addressed in our audit |
|---|---|
| The Group is engaged in providing radio broadcasting services through its radio stations.<br><br>The carrying value of such intangible assets (Radio licenses) of the Group amounts to Rs. 2,585 lakhs as at 31 March 2024.<br><br>The Group periodically assess indicators of impairment pertaining to such radio licenses at cash generating unit (CGU) level. Where any such indication exists, the Group estimates the recoverable amount of these assets and where the recoverable amount is less than its carrying amount, the carrying amount is reduced to its recoverable amount. This reduction is recorded as impairment loss. | Our audit procedures included:<br><br>• Assessed Group's identification of CGUs with reference to the guidance in the applicable accounting standards;<br>• Tested design, implementation and operating effectiveness of key controls over the impairment assessment process.<br>• We assessed the value in use (VIU) as determined by the Group as under:<br>i. Assessed the method of determining VIU and key assumptions used therein through historical information, budgets / projections, and other relevant information. |

| The key audit matter | How the matter was addressed in our audit |
|---|---|
| The recoverable amount of the CGU which is based on value in use ('VIU'), is derived from discounted forecast cash flow model. The model involves subjectivity and judgement in selection and application of assumptions.<br>Considering the inherent uncertainty, complexity and judgement involved and the significance of the value of the assets, impairment assessment of the abovementioned assets has been considered as a key audit matter. | ii. Challenged the key assumptions and judgements within the build up and methodologies used by the Company.<br>iii. Assessed the sensitivity of the outcome of impairment assessment to changes in key assumptions.<br>• Tested the adequacy of disclosures made in the consolidated financial statements, as required by relevant accounting standards. |

**Revenue Recognition**

See Note 23 to consolidated financial statements

| The key audit matter | How the matter was addressed in our audit |
|---|---|
| As disclosed in Note 23 to the consolidated financial statements, the Group's revenue from operations for the year ended 31 March 2024 is Rs. 3,837 lakhs.<br>Revenue is recognized upon transfer of control of promised services to the customers and when the collection of consideration by the Company is probable.<br>In specific, revenue from airtime sales is recognized on the airing of client's commercials.<br>There is a risk of revenue being recognized for services before the services are delivered to the customer or revenue is not recorded in the correct accounting period.<br>There is presumption of fraud risk with regard to revenue recognition as per the Standards on Auditing. Also, revenue is one of the key performance indicators of the Company which makes it susceptible to misstatement. | Our audit procedures included:<br>• Assessed the Group's accounting policy for revenue recognition as per the relevant accounting standard.<br>• Tested design, implementation and operating effectiveness of key controls including general IT controls and IT application controls over recognition of revenue.<br>• Performed detailed testing by selecting samples of revenue transactions recorded during and after the year. For such samples, tested the underlying documents to assess revenue recognition as per the accounting policy in the correct accounting year.<br>• Tested sample journal entries for revenue recognized during the year, selected based on specified risk-based criteria, to identify unusual transactions.<br>• Tested the adequacy of disclosures made in the consolidated financial statements, as required by relevant accounting standards. |

## 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 financial statements and auditor's reports thereon. The Holding Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will 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 identified above when it becomes available 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.

When we read the Holding company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions as applicable under the applicable laws and regulations.

### 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 profit/ 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 the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the 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.

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.

## 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, 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 except for the matters stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

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 2024 taken on record by the Board of Directors of the Holding Company and the written representations received from the directors of the subsidiary company as on 31 March 2024 taken on record by the Board of Directors of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.

f. the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company incorporated in India 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 Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2024 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 2024.

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 company during the year ended 31 March 2024.

d (i) The respective management of the Holding Company and its subsidiary company incorporated in India whose financial statements has been audited have represented that, to the best of its knowledge and belief, as disclosed in the Note 47(vi) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary company to or in any other person(s) or entity(ies), 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 by or on behalf of the Holding Company or any of such subsidiary company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The respective management of the Holding Company and its subsidiary company incorporated in India whose financial statements has been audited have represented that, to the best of its knowledge and belief, as disclosed in the Note 47(vii) to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The Holding Company and its subsidiary company incorporated in India have neither declared nor paid any dividend during the year.

f. Based on our examination which included test checks, except for the instances mentioned below, the Group has used accounting Softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective Softwares :

i. The feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for the accounting software.

ii. The feature of recording audit trail (edit log) facility was not available or not enabled at the application layer of one of the accounting software used for maintaining the books of account relating to revenue.

iii. In the absence of a Type 2 report in relation to controls at service organisation for accounting software used for maintaining the books of account relating to revenue process, which is operated by a third-party software service provider, we are unable to comment whether audit trail feature of the said software was enabled and operated throughout the year for all relevant transactions recorded in the software.

Further, we did not come across any instance of the audit trail feature being tampered with, except for (iii) above for which we are unable to comment whether the audit trail feature was tampered with. In case of (i) and (ii) above, the question of audit trail feature being tampered with does not arise since audit trail (edit log) facility was not available or not enabled.

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
ICAI UDIN:24098113BKFLWV6606

Place: Gurugram
Date: 03 May 2024

# Annexure A

to the Independent Auditor's Report on the Consolidated Financial Statements of Next Mediaworks Limited for the year ended 31 March 2024

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(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, qualification or adverse remarks given by its auditor in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

| Sr. No. | Name of the entities | CIN | Holding Company/ Subsidiary/ JV/ Associate | Clause number of the CARO report which is unfavourable or qualified or adverse |
|---|---|---|---|---|
| 1 | Next Mediaworks Limited | L22100MH1981PLC024052 | Holding Company | The Company has incurred cash losses of Rs 133 lakhs in the current financial year and Rs 123 lakhs in the immediately preceding financial year. |
| 2 | Next Radio Limited | U32201MH1999PLC122233 | Subsidiary Company | The Company has not incurred cash losses in the current financial year, however the Company had incurred cash losses of Rs. 83 lakhs in the immediately preceding financial year. |

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

**David Jones**
*Partner*
Membership No.: 098113
ICAI UDIN:24098113BKFLWV6606

Place: Gurugram
Date: 03 May 2024

# Annexure B

to the Independent Auditor's Report on the consolidated financial statements of Next Mediaworks Limited for the year ended 31 March 2024

## 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 Act

(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 Next Mediaworks Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2024, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company, as of that date.

In our opinion, the Holding Company and its subsidiary company, have, 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 2024, based on the internal financial controls with reference to 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 and Board of Directors' Responsibilities for Internal Financial Controls

The respective 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 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 Act.

## Auditor's Responsibility

Our responsibility is to express an opinion on the 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 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 financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated 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 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 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 financial statements to future periods are subject to the risk that the internal financial controls with reference to 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
ICAI UDIN:24098113BKFLWV6606

Place: Gurugram
Date: 03 May 2024

# Consolidated Balance Sheet

as at March 31, 2024

(INR Lacs)

| Particulars | Notes | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| **I ASSETS** | | | |
| **1) Non current assets** | | | |
| a) Property, plant and equipment | 2 | 419 | 453 |
| b) Right-of- use assets | 29 | 1,319 | 1,518 |
| c) Intangible assets | 3 | 2,585 | 4,350 |
| d) Financial assets | | | |
| i) Other financial assets | 4 | 216 | 146 |
| e) Non-current tax assets (net) | 5 | 266 | 237 |
| f) Other non-current assets | 6 | 99 | 37 |
| **Total non-current assets** | | **4,904** | **6,741** |
| **2) Current assets** | | | |
| a) Financial assets | | | |
| i) Investments | 7 | 231 | - |
| ii) Trade receivables | 8 | 1,323 | 1,467 |
| iii) Cash and cash equivalents | 9 | 762 | 344 |
| iv) Bank balances other than (iii) above | 10 | 16 | 70 |
| v) Other financial assets | 11 | 238 | 138 |
| b) Other current assets | 12 | 412 | 437 |
| **Total current assets** | | **2,982** | **2,456** |
| **TOTAL ASSETS** | | **7,886** | **9,197** |
| **II EQUITY AND LIABILITIES** | | | |
| **1) Equity** | | | |
| a) Equity share capital | 13 | 6,689 | 6,689 |
| b) Other equity | 14 | (15,477) | (13,264) |
| **Equity attributable to equity holders of parent company** | | **(8,788)** | **(6,575)** |
| c) Non controlling interest | | (5,643) | (3,994) |
| **Total equity** | | **(14,431)** | **(10,569)** |
| **2) Liabilities** | | | |
| **Non-current liabilities** | | | |
| a) Financial liabilities | | | |
| i) Borrowings | 15 | 19,616 | 16,947 |
| ii) Lease liabilities | 16 | 1,510 | 1,686 |
| iii) Other financial liabilities | 16A | 22 | - |
| b) Provisions | 20 | 17 | 46 |
| **Total non-current liabilities** | | **21,165** | **18,679** |
| **Current liabilities** | | | |
| a) Financial liabilities | | | |
| i) Lease liabilities | 16 | 159 | 119 |
| ii) Trade payables | 17 | | |
| (a) Total outstanding dues of micro enterprises and small enterprises | | 1 | 5 |
| (b) Total outstanding dues of creditors other than micro enterprises and small enterprises | | 556 | 549 |
| iii) Other financial liabilities | 18 | 149 | 135 |
| b) Contract liabilities | 21 | 216 | 217 |
| c) Other current liabilities | 22 | 43 | 38 |
| d) Provisions | 20 | 28 | 24 |
| **Total current liabilities** | | **1,152** | **1,087** |
| **Total liabilities** | | **22,317** | **19,766** |
| **TOTAL EQUITY AND LIABILITIES** | | **7,886** | **9,197** |
| Summary of material 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 03, 2024

For and on behalf of the Board of Directors of
**Next Mediaworks Limited**

**Amit Madaan**
*Chief Financial Officer*

**Ramesh Menon**
*Chief Executive Officer*

**Sonali Manchanda**
*Company Secretary*
(M.No: F7283)

**Samudra Bhattacharya**
*Director*
(DIN:02797819)

**Praveen Someshwar**
*Director*
(DIN: 01802656)

Place: New Delhi
Date: May 03, 2024

# Consolidated Statement of Profit and Loss

for the year ended March 31, 2024

(INR Lacs)

| | Particulars | Notes | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|---|
| **I** | **Income** | | | |
| | a) Revenue from operations | 23 | 3,837 | 3,625 |
| | b) Other income | 24 | 442 | 462 |
| | **Total income** | | **4,279** | **4,087** |
| **II** | **Expenses** | | | |
| | a) Radio license fees | | 1,397 | 1,390 |
| | b) Employee benefits expense | 25 | 863 | 863 |
| | c) Finance costs | 26 | 2,066 | 1,831 |
| | d) Depreciation and amortisation expense | 27 | 851 | 887 |
| | e) Other expenses | 28 | 1,797 | 1,549 |
| | **Total expenses** | | **6,974** | **6,520** |
| **III** | **Loss before exceptional items and tax from operations(I-II)** | | **(2,695)** | **(2,433)** |
| **IV** | **Earnings before finance cost , tax, depreciation and amortisation (EBITDA) before exceptional items [III+II(c)+II(d)]** | | **222** | **285** |
| V | Exceptional items (Loss) | 38 | (1,177) | - |
| **VI** | **Loss before tax (III+V)** | | **(3,872)** | **(2,433)** |
| **VII** | **Tax expense** | 33 | | |
| | a) Current tax expense [Adjustment of tax charge/(credit) related to earlier years Nil {Previous Year INR 4 lacs }] | | - | 4 |
| | b) Deferred Tax | | - | - |
| | **Total tax expense** | | **-** | **4** |
| **VIII** | **Loss after tax (VI-VII)** | | **(3,872)** | **(2,437)** |
| **IX** | **Other comprehensive income** | | | |
| | (a) Items that will not to be reclassified subsequently to profit or loss | | | |
| | Remeasurement (loss)/gain of the defined benefits plan | 37 | 10 | (17) |
| | Income tax effect | | - | - |
| | **Other comprehensive income/(loss) for the year, net of tax** | | **10** | **(17)** |
| **X** | **Total comprehensive loss for the year, net of tax (VIII+IX)** | | **(3,862)** | **(2,454)** |
| **XI** | **Net loss attributable to:** | | | |
| | a) Owners of the Company | | (2,218) | (1,415) |
| | b) Non-controlling interest | | (1,654) | (1,022) |
| **XII** | **Other comprehensive income/(loss)** | | | |
| | a) Owners of the Company | | 5 | (9) |
| | b) Non-controlling interest | | 5 | (8) |
| **XIII** | **Total comprehensive loss** | | | |
| | a) Owners of the Company | | (2,213) | (1,424) |
| | b) Non-controlling interest | | (1,649) | (1,030) |
| **XIV** | **Loss per equity share (nominal value of INR 10 each)** | | | |
| | **Loss per share** | 30 | | |
| | Basic (Nominal value of share INR 10/-) | | (3.32) | (2.12) |
| | Diluted (Nominal value of share INR 10/-) | | (3.32) | (2.12) |
| Summary of material 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 03, 2024

For and on behalf of the Board of Directors of
**Next Mediaworks Limited**

**Amit Madaan**
*Chief Financial Officer*

**Ramesh Menon**
*Chief Executive Officer*

**Sonali Manchanda**
*Company Secretary*
(M.No: F7283)

**Samudra Bhattacharya**
*Director*
(DIN:02797819)

**Praveen Someshwar**
*Director*
(DIN: 01802656)

Place: New Delhi
Date: May 03, 2024

# Consolidated Statement of Cash Flows

for the year ended March 31, 2024

(INR Lacs)

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| **Cash flows from operating activities:** | | |
| **Loss before tax** | **(3,872)** | **(2,433)** |
| Adjustments for : | | |
| Depreciation and amortisation expenses | 851 | 887 |
| Allowance/(reversal) for doubtful debts | 107 | (33) |
| Finance costs | 2,066 | 1,831 |
| Rental income | (13) | (7) |
| Impairment of property, plant and equipment and Intangibles (exceptional item) net loss | 1,177 | - |
| Finance income from investment & other interest | (30) | (29) |
| Writeback of Advances from customers | (45) | - |
| Liabilities no longer required written back | (46) | (74) |
| **Cash flows from operating activities before changes in operation assets and liabilites** | **195** | **142** |
| **Changes in operating assets and liabilities:** | | |
| (Increase)/Decrease in trade and other receivables | 37 | (227) |
| (Increase)/Decrease in current and non-current financial assets and other current and non-current assets | (139) | 1 |
| Increase/(Decrease) in trade payables, other current and non-current financial liabilities and current and non-current liabilities & provisions | 115 | (6) |
| **Cash flows from/(used in) operating activities** | **208** | **(90)** |
| Income taxes (paid)/refund (net) | (29) | 22 |
| **Net cash flow from/(used in) operating activities (A)** | **179** | **(68)** |
| **Cash flows from investing activities:** | | |
| Purchase of property, plant and equipment | (26) | (210) |
| Deposits matured | (7) | 5 |
| Rental income | 13 | 7 |
| Interest received | 19 | 16 |
| Purchase of Mutual Fund | (660) | (835) |
| Sale of mutual fund | 433 | 1,335 |
| **Net cash flows from/ (used in) investing activities (B)** | **(228)** | **318** |
| **Cash flows from financing activities:** | | |
| Proceeds from borrowings | 800 | 170 |
| Repayment of borrowings | - | (39) |
| Repayment of lease liability | (136) | (141) |
| Interest paid | (197) | (230) |
| **Net cash flows from/(used in) financing activities (C )** | **467** | **(240)** |
| **Net increase in cash and cash equivalents (D= A+B+C)** | **418** | **10** |
| Cash and cash equivalents at the beginning of the year (E ) | 344 | 334 |
| **Cash and cash equivalents at year end (D+E)** | **762** | **344** |

# Consolidated Statement of Cash Flows

for the year ended March 31, 2024

(INR Lacs)

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| **Components of cash & cash equivalents as at end of the year** | | |
| Balances with banks | | |
| - in current accounts | 762 | 344 |
| **Cash and cash equivalents as per cash flow statement** | **762** | **344** |

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 03, 2024

For and on behalf of the Board of Directors of
**Next Mediaworks Limited**

**Amit Madaan**
*Chief Financial Officer*

**Ramesh Menon**
*Chief Executive Officer*

**Sonali Manchanda**
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(M.No: F7283)

**Samudra Bhattacharya**
*Director*
(DIN:02797819)

**Praveen Someshwar**
*Director*
(DIN: 01802656)

Place: New Delhi
Date: May 03, 2024

# Consolidated Statement of Changes in Equity

for the year ended March 31, 2024

## A Equity share capital (refer note 13)

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

| Particulars | Number of shares | Amount (INR Lacs) |
|---|---|---|
| **Balance as at April 1, 2022** | **6,68,92,908** | **6,689** |
| Changes during the year | - | - |
| **Balance as at March 31, 2023** | **6,68,92,908** | **6,689** |
| Changes during the year | - | - |
| **Balance as at March 31, 2024** | **6,68,92,908** | **6,689** |

## B Other equity (refer note 14)

(INR Lacs)

| Particulars | Reserves and Surplus | | Total attributable to owners of Company | Non Controlling Interest |
|---|---|---|---|---|
| | Securities Premium | Retained earnings | | |
| **Balance as at April 1, 2022** | **8,606** | **(20,446)** | **(11,840)** | **(2,964)** |
| Loss for the year | - | (1,415) | (1,415) | (1,022) |
| Other comprehensive loss for the year (net of tax) | - | (9) | (9) | (8) |
| **Balance as at March 31, 2023** | **8,606** | **(21,870)** | **(13,264)** | **(3,994)** |
| Loss for the year | - | (2,218) | (2,218) | (1,654) |
| Other comprehensive income for the year (net of tax) | - | 5 | 5 | 5 |
| **Balance as at March 31, 2024** | **8,606** | **(24,083)** | **(15,477)** | **(5,643)** |

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 03, 2024

For and on behalf of the Board of Directors of
**Next Mediaworks Limited**

**Amit Madaan**
*Chief Financial Officer*

**Ramesh Menon**
*Chief Executive Officer*

**Sonali Manchanda**
*Company Secretary*
(M.No: F7283)

**Samudra Bhattacharya**
*Director*
(DIN:02797819)

**Praveen Someshwar**
*Director*
(DIN: 01802656)

Place: New Delhi
Date: May 03, 2024

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 1. Corporate information

Next Mediaworks Group consists of Next Mediaworks Limited ("the Company" or "the Parent Company") and its subsidiary (Next Radio Limited) [hereinafter referred to as "the Group"].

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

The company's shares are listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE).

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

Next Radio Limited (NRL) is engaged in the business of private FM broadcasting and presently has established "Radio One" as a FM Brand in 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 Group for the year ended March 31, 2024 are approved for issue in accordance with a resolution of the Board of Directors on May 3, 2024.

## 1.1 Material 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)

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.

### 1.1.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 March, 2024. 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

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- 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 subsidiary and the parent's portion of equity of 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

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

- 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 appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

### 1.1.3 Summary of material accounting policies

**a) Business combinations - common control transactions**

Common control business combination means a business combination involving entities or businesses in which all the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory.

Common control business combination are accounted for using the pooling of interests method as follows:

- The assets and liabilities of the combining entities are reflected at their carrying amounts.
- No adjustments are made to reflect fair values, or recognise any new assets or liabilities. Adjustments are only made to harmonise accounting policies.
- The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, where the business combination had occurred after that date, the prior period information is restated only from that date.
- The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee or is adjusted against general reserve.
- The identity of the reserves are preserved and the reserves of the transferor become the reserves of the transferee.
- The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and is presented separately from other capital reserves.

**b) 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.

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

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

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.

**c) 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.

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).

**d) 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.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

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.

**e) Revenue recognition and other Income**

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 towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract.

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.

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 Group transfers the related goods or services and the Group is under an obligation to provide only the goods or services under the contract. Contract liabilities are recognised as revenue when the Group 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 at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

### 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 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.

## f) 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 is 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 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:

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

- 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.

## g) Property, plant and equipment

The Group has applied for one time transition option of considering the carrying cost of Property, Plant & Equipment on the transition date i.e. April 1, 2016 as the deemed cost under Ind-AS.

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 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.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

### 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 |
| 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 ll 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 Group and cost of the item can be measured reliably.

Expenditure directly attributable to construction activity is capitalized. Other indirect costs incurred 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.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

**h) Intangible assets**

On transition to Ind-AS, the Group has elected to continue with the carrying value of all of its Intangible assets recognised as at April 1, 2016 measured as per the Indian GAAP and use that carrying value as the deemed cost of the 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.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

**i) 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

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

**j) 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.

**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.

**k) Provisions**

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

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

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.

**l) 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, are recognized 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

Interest is calculated by applying the discount rate to the net defined benefit liability.

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
- Interest expense

**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.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

### Compensated Absences

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short 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.

### m) 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

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

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.

**n) 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 (other than trade receivables which is recognized at transaction price as per IND AS 115) 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, financial assets are classified in three 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 Group that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109.

In addition, the Group may elect to designate a debt instrument which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

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-

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

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 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.

  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

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

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 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

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

loss. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109.

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 Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

**Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the ElR 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 ElR 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

**o) 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.

**p) 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 Group's cash management. Cash flows from operating activities are being prepared as per the Indirect method mentioned in Ind AS 7.

**q) 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.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

**r) 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.

**s) 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 3 to 15 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.

### 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.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

**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. 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.

### 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 41.

### 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, 2024

## 2 Property, plant and equipment

(INR Lacs)

| Particulars | Building (Leasehold Improvement) | Furniture and fixtures | IT Equipment | Office Equipment | Plant & Machinery | Studio Equipment | Total |
|---|---|---|---|---|---|---|---|
| **Gross block** | | | | | | | |
| **As at April 1, 2022** | **252** | **104** | **363** | **190** | **6** | **1,224** | **2,139** |
| Additions | - | 8 | - | 3 | - | 195 | 206 |
| Less: Disposals** | - | - | 58 | - | - | - | 58 |
| **As at March 31, 2023** | **252** | **112** | **305** | **193** | **6** | **1,419** | **2,287** |
| Additions | - | - | 6 | 3 | 3 | 20 | 32 |
| Less: Disposals | - | 2 | 58 | 9 | - | 40 | 109 |
| **As at March 31, 2024** | **252** | **110** | **253** | **187** | **9** | **1,399** | **2,210** |
| **Accumulated Depreciation/ Impairment** | | | | | | | |
| **As at April 1, 2022** | **250** | **98** | **358** | **173** | **4** | **955** | **1,838** |
| Charge for the year | 2 | 1 | 2 | 6 | 2 | 41 | 54 |
| Less: Disposals** | - | - | 58 | - | - | - | 58 |
| **As at March 31, 2023** | **252** | **99** | **302** | **179** | **6** | **996** | **1,834** |
| Charge for the year | - | 2 | 2 | 5 | - | 55 | 64 |
| Impairment (refer note below) | - | - | - | - | - | 2 | 2 |
| Less: Disposals | - | 2 | 58 | 9 | - | 40 | 109 |
| **As at March 31, 2024** | **252** | **99** | **246** | **175** | **6** | **1,013** | **1,791** |
| **Net block** | | | | | | | |
| **As at March 31, 2024** | **-** | **11** | **7** | **12** | **3** | **386** | **419** |
| **As at March 31, 2023** | **-** | **13** | **3** | **14** | **-** | **423** | **453** |

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

**Note: Additional information for which impairment loss has been recognized are as under:**

Nature of asset : Studio Equipments

Amount of impairment : INR 2 lacs (Previous Year: Nil)

Reason of impairment : On account of physical damage

## 3 Intangible assets

(INR Lacs)

| Particulars | Licenses | Total |
|---|---|---|
| **Gross block** | | |
| **As at April 1, 2022** | **13,815** | **13,815** |
| Additions | - | - |
| Less: Disposals | - | - |
| **As at March 31, 2023** | **13,815** | **13,815** |
| Additions | - | - |
| Less: Disposals | - | - |
| **As at March 31, 2024** | **13,815** | **13,815** |

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

(INR Lacs)

| Particulars | Licenses | Total |
|---|---|---|
| **Accumulated Amortization/ Impairment** | | |
| **As at April 1, 2022** | **8,844** | **8,844** |
| Charges for the year | 621 | 621 |
| Less: Disposals | - | - |
| **As at March 31, 2023** | **9,465** | **9,465** |
| Charges for the year | 588 | 588 |
| Impairment (refer note 38) | 1,177 | 1,177 |
| Less: Disposals | - | - |
| **As at March 31, 2024** | **11,230** | **11,230** |
| **Net Block** | | |
| **As at March 31, 2024** | **2,585** | **2,585** |
| **As at March 31, 2023** | **4,350** | **4,350** |

## 4 Other financial assets - Non-Current

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Other financial assets at amortised cost** | | |
| Security deposits | 158 | 146 |
| Deposits with bank held as margin money# | 58 | - |
| **Total** | **216** | **146** |

# Margin money lien for bank guarantee given.

## 5 Non-current tax assets (net)

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Non-current tax assets (net) | 266 | 237 |
| **Total** | **266** | **237** |

## 6 Other non current assets

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Balance with government authorities | 99 | 37 |
| **Total** | **99** | **37** |

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 7 Investments

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Investment at fair value through profit & loss** | | |
| Quoted | | |
| Investments in mutual funds | 231 | - |
| **Total** | **231** | **-** |
| **Current** | **231** | **-** |
| **Aggregate book value of quoted investments** | **231** | **-** |
| **Aggregate market value of quoted investments** | **231** | **-** |
| **Aggregate book value of unquoted investments** | **-** | **-** |

## 8 Trade receivables

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| - Receivable from related party (refer note 35A) | 86 | 78 |
| - Receivables from others | 1,216 | 1,383 |
| - Unbilled receivables | 21 | 6 |
| **Total** | **1,323** | **1,467** |

**8A**

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Secured, considered good | - | - |
| Unsecured, considered good: | 1,816 | 2,045 |
| Trade Receivables which have significant increase in credit risk | - | - |
| Trade Receivables – credit impaired | - | - |
| **Total** | **1,816** | **2,045** |
| Loss allowance for bad and doubtful receivables | (493) | (578) |
| **Net Trade receivables** | **1,323** | **1,467** |

No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 8B Trade receivables ageing schedule for the year ended March 31, 2024

(INR Lacs)

| Particulars | Unbilled | Not Due | Outstanding for following periods from the due date | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade receivables – considered good | 21 | 741 | 342 | 188 | 108 | 97 | 208 | 1,705 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables– considered good | - | - | - | 17 | 9 | 13 | 72 | 111 |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - | - | - |
| **Total** | **21** | **741** | **342** | **205** | **117** | **110** | **280** | **1,816** |
| Less: Loss allowance for bad & doubtful receivables | - | - | 4 | 75 | 54 | 80 | 280 | 493 |
| **Net Trade Receivables** | **21** | **741** | **338** | **130** | **63** | **30** | **-** | **1,323** |

### Trade receivables ageing schedule for the year ended March 31, 2023

(INR Lacs)

| Particulars | Unbilled | Not Due | Outstanding for following periods from the due date | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade receivables – considered good | 6 | 353 | 752 | 228 | 137 | 175 | 276 | 1,927 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables– considered good | - | - | 1 | 1 | 2 | 26 | 88 | 118 |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - | - | - |
| **Total** | **6** | **353** | **753** | **229** | **139** | **201** | **364** | **2,045** |
| Less: Loss allowance for bad & doubtful receivables | - | - | 10 | 28 | 48 | 128 | 364 | 578 |
| **Net Trade Receivables** | **6** | **353** | **743** | **201** | **91** | **73** | **-** | **1,467** |

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 9 Cash and cash equivalents

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Balances with banks : | | |
| - in current accounts | 762 | 344 |
| **Total** | **762** | **344** |

## 10 Other bank balances

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Bank balances other than (note 9) above | | |
| - Margin money* | 16 | 70 |
| **Total** | **16** | **70** |

* Margin money lien for bank guarantee given.

## 11 Other financial assets- Current

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Other financial assets at amortised cost** | | |
| Receivables from related parties (refer note 35A) | 238 | 138 |
| **Total** | **238** | **138** |

## 11A Break up of financial assets carried at amortised cost

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Other non-current financial assets (note 4) | 216 | 146 |
| Trade receivables (note 8) | 1,323 | 1,467 |
| Cash and cash equivalents (note 9) | 762 | 344 |
| Other bank balances (note 10) | 16 | 70 |
| Other current financial assets (note 11) | 238 | 138 |
| **Total** | **2,555** | **2,165** |

## 11B Break up of financial assets at fair value through profit and loss

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Investments (note 7) | 231 | - |
| **Total** | **231** | **-** |

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 12 Other current assets

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Advances given | 99 | 71 |
| Prepaid expenses | 17 | 12 |
| Balance with government authorities | 296 | 354 |
| **Total** | **412** | **437** |

## 13 Share Capital

### a Authorised share capital

| Particulars | Number of shares | Amount (INR Lacs) |
|---|---|---|
| **As at April 1, 2022** | **8,00,00,000** | **8,000** |
| Changes during the year | - | - |
| **As March 31, 2023** | **8,00,00,000** | **8,000** |
| Changes during the year | - | - |
| **As March 31, 2024** | **8,00,00,000** | **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

| Equity shares of INR 10 each issued, subscribed and fully paid | Number of shares | Amount (INR Lacs) |
|---|---|---|
| **As at April 1, 2022** | **6,68,92,908** | **6,689** |
| Changes during the year | - | - |
| **As at March 31, 2023** | **6,68,92,908** | **6,689** |
| Changes during the year | - | - |
| **As at March 31, 2024** | **6,68,92,908** | **6,689** |

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

| Particulars | March 31, 2024 | | March 31, 2023 | |
|---|---|---|---|---|
| | Number of shares | Amount (INR Lacs) | Number of shares | Amount (INR Lacs) |
| Shares outstanding at the beginning of the year | 6,68,92,908 | 6,689 | 6,68,92,908 | 6,689 |
| **Shares outstanding at the end of year** | **6,68,92,908** | **6,689** | **6,68,92,908** | **6,689** |

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

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

| Particulars | March 31, 2024 | | March 31, 2023 | |
|---|---|---|---|---|
| | Number of shares | Amount (INR Lacs) | Number of shares | Amount (INR Lacs) |
| HT Media Limited, the holding company | 3,41,15,386 | 3,412 | 3,41,15,386 | 3,412 |

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

| Name of the Shareholder | March 31, 2024 | | March 31, 2023 | |
|---|---|---|---|---|
| | No. of Shares | % of Holding | No. of Shares | % of Holding |
| **Equity shares of INR 10 each fully paid** | | | | |
| HT Media Limited, the holding company | 3,41,15,386 | 51.00% | 3,41,15,386 | 51.00% |
| Tehzeeb Ansari | 51,05,014 | 7.63% | 51,05,014 | 7.63% |
| Meridian Holding and Leasing Company Private Limited | 37,73,246 | 5.64% | 37,73,246 | 5.64% |
| Bennett Coleman and Company Limited | 36,49,391 | 5.46% | 36,49,391 | 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 Shareholding of Promoters as below:**

**Shares held by promoters for the year ended March 31, 2024**

| 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 |
|---|---|---|---|---|---|
| Tarique Ansari | 28,05,015 | - | 28,05,015 | 4.19% | - |
| Tehzeeb Ansari | 51,05,014 | - | 51,05,014 | 7.63% | - |
| Sharique Ansari | 28,05,014 | - | 28,05,014 | 4.19% | - |
| Ferari Investments and Trading Company Private Limited | 15,57,632 | - | 15,57,632 | 2.33% | - |
| Meridian Holding and Leasing Company Private Limited | 37,73,246 | - | 37,73,246 | 5.64% | - |
| HT Media Limited | 3,41,15,386 | - | 3,41,15,386 | 51.00% | - |
| **Total** | **5,01,61,307** | **-** | **5,01,61,307** | **74.99%** | **-** |

**Shares held by promoters for the year ended March 31, 2023**

| 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 | 23,03,149 | (23,03,149) | - | - | -3.44% |
| Tarique Ansari | 20,37,298 | 7,67,717 | 28,05,015 | 4.19% | 1.14% |
| Tehzeeb Ansari | 43,37,298 | 7,67,716 | 51,05,014 | 7.63% | 1.15% |
| Sharique Ansari | 20,37,298 | 7,67,716 | 28,05,014 | 4.19% | 1.15% |

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

| 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 |
|---|---|---|---|---|---|
| Ferari Investments and Trading Company Private Limited | 15,57,632 | - | 15,57,632 | 2.33% | - |
| Meridian Holding and Leasing Company Private Limited | 37,73,246 | - | 37,73,246 | 5.64% | - |
| HT Media Limited | 3,41,15,386 | - | 3,41,15,386 | 51.00% | - |
| **Total** | **5,01,61,307** | **-** | **5,01,61,307** | **74.99%** | **-** |

## 14 Other equity

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Securities premium * | 8,606 | 8,606 |
| Retained earning # | (24,083) | (21,870) |
| **Total** | **(15,477)** | **(13,264)** |

* 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

(INR Lacs)

| Particulars | Amount |
|---|---|
| **Balance as at April 1, 2022** | **8,606** |
| Add: addition during the year | - |
| **Balance as at March 31, 2023** | **8,606** |
| Add: addition during the year | - |
| **Balance as at March 31, 2024** | **8,606** |

### Retained earning

(INR Lacs)

| Particulars | Amount |
|---|---|
| **Balance as at April 1, 2022** | **(20,446)** |
| Loss for the year | (1,415) |
| Add: Items of other comprehensive loss (OCI) recognised directly in retained earnings | |
| - Remeasurement of defined benefit plans, net of tax | (9) |
| **Balance as at March 31, 2023** | **(21,870)** |
| Loss for the year | (2,218) |
| Add: Items of other comprehensive income (OCI) recognised directly in retained earnings | |
| - Remeasurement of defined benefit plans, net of tax | 5 |
| **Balance as at March 31, 2024** | **(24,083)** |

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 15 Borrowings (at amortised cost)

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Non-current Borrowings*** | | |
| **Unsecured** | | |
| Loan from related party (refer note 35A & note 47) | 19,616 | 16,947 |
| **Total** | **19,616** | **16,947** |

* Carries interest rate of 11% p.a. compounded annually and payable on or before March 31, 2030.

### Debt reconciliation for FY 2023-24

(INR Lacs)

| Particulars | Current Borrowings | Non Current Borrowings |
|---|---|---|
| Opening balance as at April 1, 2023 | - | 16,947 |
| **Cash flows:** | | |
| Add: Drawdowns | - | 800 |
| Less: Repayments | - | - |
| **Non-cash movement** | | |
| Add: Interest accrued movement | - | 1,869 |
| **Closing Balance as at March 31, 2024** | **-** | **19,616** |

### Debt reconciliation for FY 2022-23

(INR Lacs)

| Particulars | Current Borrowings | Non Current Borrowings |
|---|---|---|
| Opening balance as at April 1, 2022 | - | 15,215 |
| **Cash flows:** | | |
| Add: Drawdowns | - | 170 |
| Less: Repayments | - | (39) |
| Non-cash movement | | |
| Add: Interest accrued movement | - | 1,601 |
| **Closing Balance as at March 31, 2023** | **-** | **16,947** |

## 16 Lease liabilities

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Lease liabilities (refer note 29) | 1,669 | 1,805 |
| **Total** | **1,669** | **1,805** |
| **Current** | **159** | **119** |
| **Non-current** | **1,510** | **1,686** |

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

### 16A Other financial liabilities at amortised cost - non current

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Employee related payables | 22 | - |
| **Total** | **22** | **-** |

## 17 Trade payables

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Trade payables | | |
| - Total outstanding dues of micro enterprises and small enterprises (refer note 46) | 1 | 5 |
| **Sub total (a)** | **1** | **5** |
| - Amount payable to related parties (refer note 35A) | 52 | 61 |
| - Total outstanding dues of creditors other than micro enterprises and small enterprises | 504 | 488 |
| **Sub total (b)** | **556** | **549** |
| **Total (a+b)** | **557** | **554** |

### Trade payable ageing schedule for the year ended March 31, 2024

(INR Lacs)

| Particulars | Unbilled | Not Due | Outstanding for following periods from the due date | | | | |
|---|---|---|---|---|---|---|---|
| | | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | - | 1 | - | - | - | - | 1 |
| (ii) Others | 365 | 63 | 13 | 28 | 2 | 1 | 472 |
| (iii) Disputed dues – MSME | - | - | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | 28 | 29 | 17 | 10 | 84 |
| **Total** | **365** | **64** | **41** | **57** | **19** | **11** | **557** |

### Trade payable ageing schedule for the year ended March 31, 2023

(INR Lacs)

| Particulars | Unbilled | Not Due | Outstanding for following periods from the due date | | | | |
|---|---|---|---|---|---|---|---|
| | | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | - | 4 | - | 1 | - | - | 5 |
| (ii) Others | 153 | 53 | 158 | 116 | 13 | - | 493 |
| (iii) Disputed dues – MSME | - | - | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | 29 | 17 | 10 | - | 56 |
| **Total** | **153** | **57** | **187** | **134** | **23** | **-** | **554** |

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 18 Other financial liabilities at amortised cost - current

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Employee related payable | 121 | 111 |
| Capex Vendors-Domestic | 28 | 24 |
| **Total** | **149** | **135** |

## 19 Break up of financial liabilities carried at amortised cost

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Borrowings (note 15) | 19,616 | 16,947 |
| Trade payables (note 17) | 557 | 554 |
| Other current financial liabilities (note 18) | 149 | 135 |
| **Total** | **20,344** | **17,636** |

## 20 Provisions

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| **Non-current** | | |
| Provision for employee benefits | | |
| - Gratuity (refer note 37) | 17 | 37 |
| - Leave encashment (refer note 37) | - | 9 |
| **Total** | **17** | **46** |
| **Current** | | |
| Provision for employee benefits | | |
| - Gratuity (refer note 37) | 10 | 18 |
| - Leave encashment (refer note 37) | 18 | 6 |
| **Total** | **28** | **24** |

## 21 Contract liabilities- current

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Unearned revenue | 114 | 56 |
| Advance from customers | 102 | 161 |
| **Total** | **216** | **217** |

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Opening contract liabilities | 217 | 185 |
| Revenue recognised/advance settled during the year | (131) | (113) |
| Unearned revenue accrued during the year | 130 | 145 |
| **Closing contract liabilities** | **216** | **217** |

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 22 Other current liabilities

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Statutory dues | 43 | 38 |
| **Total** | **43** | **38** |

## 23 Revenue from operations

**Revenue from contracts with customers**

(INR Lacs)

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|
| **Sale of services** | | |
| - Airtime revenue | 3,789 | 3,625 |
| **Other Operating Revenue** | | |
| - Writeback of old customer credit balances | 45 | - |
| - Others | 3 | - |
| **Total** | **3,837** | **3,625** |

**Reconciliation of revenue recognised with the contracted price is as follows:**

(INR Lacs)

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|
| Contract price | 3,862 | 3,716 |
| Adjustments to the contract price | (25) | (91) |
| **Revenue recognised** | **3,837** | **3,625** |

The adjustments made to the contract price comprises of volume discounts, credits, etc under the head "Revenue from operations".

## 24 Other Income

(INR Lacs)

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|
| **Interest income on EIR method** | | |
| - on bank deposit | 5 | 3 |
| - others | 5 | 11 |
| **Other non - operating income** | | |
| Finance income from debt instruments at FVTPL** | 10 | 5 |
| Profit on sale of assets* | - | - |
| Rental income (refer note 35A) | 13 | 7 |
| Liabilities no longer required written back | 46 | 74 |
| Management suport income (refer note 35A) | 353 | 315 |
| Unwinding of discount on security deposit | 10 | 10 |
| Other miscellaneous income* | - | 4 |
| Reversal of doubtful debts and advances (refer note II to Note 28) | - | 33 |
| **Total** | **442** | **462** |

**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, 2024 has been rounded off to Nil.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 25 Employee benefits expense

(INR Lacs)

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|
| Salaries, wages and bonus | 823 | 817 |
| Contribution to provident and other funds (refer note 37) | 30 | 31 |
| Gratuity expense (refer note 37) | 7 | 9 |
| Workmen and staff welfare expenses | 3 | 6 |
| **Total** | **863** | **863** |

## 26 Finance cost

(INR Lacs)

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|
| Interest on inter corporate deposits taken from related parties (refer note 35A) | 1,938 | 1,696 |
| Interest on lease liability (refer note 29) | 128 | 135 |
| **Total** | **2,066** | **1,831** |

## 27 Depreciation and amortization expenses

(INR Lacs)

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|
| Depreciation of tangible assets (refer note 2) | 64 | 54 |
| Amortization of intangible assets (refer note 3) | 588 | 621 |
| Depreciation expense of right-of-use assets (refer note 29) | 199 | 212 |
| **Total** | **851** | **887** |

## 28 Other expenses

(INR Lacs)

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|
| Insurance | 10 | 9 |
| Rates and taxes | 35 | 5 |
| Communication charges | 12 | 9 |
| Travelling and conveyance | 67 | 68 |
| Royalty | 139 | 156 |
| Fee for programming software | 61 | 57 |
| Repairs and maintenance : | | |
| - Equipments | 29 | 28 |
| - Others | 22 | 15 |
| Power and fuel | 143 | 135 |
| Rent (refer note 29)* | 143 | 139 |
| Payment to auditors (refer note I below) | 57 | 46 |
| Allowances for bad & doubtful receivables (includes bad debts written off) (refer note II below) | 107 | - |
| Service Charges on Ad Revenue*** | 47 | 51 |
| Advertising and sales promotion | 360 | 193 |
| Legal and professional fees | 421 | 508 |
| Directors sitting fees (refer note 35A) | 42 | 38 |
| Miscellaneous expenses** | 102 | 92 |
| **Total** | **1,797** | **1,549** |

*includes rent expense to related party INR 87 lacs (previous year INR 99 lacs) (refer note 35A)

** includes misc expense to related party INR 38 lacs (previous year INR 30 lacs) (refer note 35A)

*** includes service charges to related party INR 47 lacs (previous year 51 Lakhs) (refer note 35A)

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

**Note I : Payment to auditors**

(INR Lacs)

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|
| As auditor : | | |
| - Audit fee | 41 | 35 |
| - Fee for limited review | 4 | 4 |
| - Certification service fees | 8 | 4 |
| - Reimbursement of expenses | 4 | 3 |
| **Total** | **57** | **46** |

**Note II : Allowances for bad & doubtful receivables (includes bad debts written off)**

(INR Lacs)

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|
| Opening balance of provision for bad & doubtful receivables | 578 | 968 |
| Provision created (Net) | 107 | (33) |
| Bad debt written off | (192) | (357) |
| **Closing balance of provision for bad & doubtful receivables** | **493** | **578** |

## 29 Leases

### Leases as Lessee

The group has taken various office premises under lease arrangemements. 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 | Amount (INR Lacs) |
|---|---|
| **Balance at 1 April 2022** | **1,679** |
| Addition of ROU | 51 |
| Depreciation charge for the year | (212) |
| **Balance at 31 March 2023** | **1,518** |
| Depreciation charge for the year | (199) |
| **Balance at 31 March 2024** | **1,319** |

**ii) Set out below are the carrying amounts of lease liabilities and the movements during the year:**

| Particulars | Amount (INR Lacs) |
|---|---|
| **Balance at 1 April 2022** | **1,895** |
| Additions | 51 |
| Accretion of interest | 135 |
| Pre payments (considered below for cashflow) | (20) |
| Payment of lease liability (Principal) (considered below for cash flow) | (121) |
| Payment of lease liability (Interest) | (135) |
| **Balance at 31 March 2023** | **1,805** |

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

| Particulars | Amount (INR Lacs) |
|---|---|
| Accretion of interest | 128 |
| Pre payments (considered below for cashflow) | (22) |
| Payment of lease liability (Principal) (considered below for cash flow) | (114) |
| Payment of lease liability (Interest) | (128) |
| **Balance at 31 March 2024** | **1,669** |
| **Current** | **159** |
| **Non- Current** | **1,510** |
| | |
| **Balance at 31 March 2023** | **1,805** |
| **Current** | **119** |
| **Non- Current** | **1,686** |

The maturity analysis of lease liabilities are disclosed in Note 39

**iii) Amounts recognised in profit or loss:**

(INR Lacs)

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Interest on lease liabilities | 128 | 135 |
| Depreciation expense of right-of-use assets | 199 | 212 |
| Expenses relating to short-term leases | 143 | 139 |

**iv) Amounts recognised in statement of cash flows:**

(INR Lacs)

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Total cash outflow for leases | 136 | 141 |

## 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.

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

(INR Lacs)

| Particulars | For the year March 31, 2024 | For the year March 31, 2023 |
|---|---|---|
| Total loss attributable to equity holders (INR lacs) | (2,218) | (1,415) |
| Weighted average number of Equity shares for basic and diluted loss per share | 6,68,92,908 | 6,68,92,908 |
| **Loss per share** | | |
| Basic (Nominal value of share INR 10/-) | (3.32) | (2.12) |
| Diluted (Nominal value of share INR 10/-) | (3.32) | (2.12) |

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 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, 2024. 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 is no customer who represents 10% or more of the Group's total revenue for the year ended March 31, 2024. There was no customer who represented 10% or more of the Group's total revenue for the year ended March 31, 2023.

## 32 Commitments and contingencies

**(i)** No Guarantees exists as on March 31, 2024 and March 31,2023 respectively.

**(ii) Contingent liabilities**

**Claims against the Company not acknowledged as debts:**

**Legal claim contingency:**

a. In respect of Income tax demand under dispute INR 96 lacs (Previous Year INR 290 lacs) against the same company has paid tax under protest of INR 10 Lacs (Previous year INR 10 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 121 lacs (Previous Year INR 25 lacs) against the same company has paid tax under protest of INR 4 Lacs (Previous year- Nil).The tax demands are mainly on account of Input Tax credit disallowances under the Cenvet credit rules,2004.

In respect GST demand order of Rs. 57 lakhs(Previous year Nil), against the same company has paid tax under protest of Rs 3 Lacs (Previous year Nil).

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, 2024.

**(iii) Commitments**

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

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 33 Income Tax

The major components of income tax expense for the year ended March 31, 2024 are :

**Statement of profit and loss :**

(INR Lacs)

| Income tax recognised in profit or loss | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Income tax recognised in profit or loss | | |
| - Current tax expense | - | - |
| - Current tax expense pertaining to previous years | - | 4 |
| - Deferred Tax | - | - |
| - Deferred Tax pertaining to previous years | - | - |
| **Income tax expense reported in the statement of profit and loss** | **-** | **4** |

**OCI section :**

Deferred tax related to items recognised in OCI during in the year ended March 31, 2024:

(INR Lacs)

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Income tax effect on remeasurements of defined benefit plans | | - |
| **Income tax charged to OCI** | **-** | **-** |

**Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2024 and March 31, 2023:**

(INR Lacs)

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Accounting loss before tax | (3,872) | (2,433) |
| **Accounting loss before income tax** | **(3,872)** | **(2,433)** |
| At India's statutory income tax rate of 26% | (1,007) | (633) |
| **At the effective income tax rate** | **(1,007)** | **(633)** |
| Non-recognition of deferred tax asset | 1,007 | 633 |
| Current tax expense | - | 4 |
| Current tax expense pertaining to previous years | - | - |
| **Income tax expense reported in the statement of profit and loss** | **-** | **4** |

Deductible temporary differences, unused tax losses, and unused tax credits for which no deferred tax asset is recognised in the balance sheet as on 31 March 2024:

**Deferred tax***

(INR Lacs)

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| **Deferred tax assets** | | |
| - on Carry forwards business loss will expire based on the year of origination as follow: | | |
| FY-24-25 | 64 | 64 |
| FY-25-26 | 71 | 71 |
| FY-26-27 | 34 | 34 |
| Thereafter | 2,701 | 2,170 |
| - on unabsorbed depreciation (Available for infinite period) | 4,680 | 4,563 |
| - on other temporary differences | 252 | 270 |
| **Total deferred tax assets** | **7,802** | **7,172** |
| **Deferred tax liabilities** | | |
| - on WDV of property, plant and equipment | 349 | 707 |
| **Net Deferred tax assets** | **7,453** | **6,465** |

* 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, 2024

## 34 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, 2024**

(INR Lacs)

| Particulars | Retained earnings | Total |
|---|---|---|
| Remeasurement gain of the defined benefits plan (refer note 37) | 5 | 5 |
| Tax Impact | - | - |
| **Total** | **5** | **5** |

**During the year ended March 31, 2023**

(INR Lacs)

| Particulars | Retained earnings | Total |
|---|---|---|
| Remeasurement loss of the defined benefits plan (refer note 37) | (9) | (9) |
| Tax Impact | - | - |
| **Total** | **(9)** | **(9)** |

## 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<br>The Hindustan Times Limited#<br>Earthstone Holding (Two) Private Limited##<br>(Ultimate controlling party is the Promoter Group) |
| b. Fellow subsidiary company (with whom transactions have occurred during the year) | HT Music and Entertainment Company Limited<br>Hindustan Media Ventures Limited<br>HT Digital Streams Limited |
| c. Key Managerial Personnel (with whom transactions have occurred during the year) | Ms. Suchitra Rajendra (Non-Executive independent Director)<br>Mr. Sameer Singh (Non-Executive independent Director)<br>Mr. Lloyd Mathias (Non-Executive independent Director) |

# 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, 2024

### 35A Transactions during the year with Related Parties (refer note A):-

| SL No | Particulars | Holding Company | | Fellow Subsidiary | | Key Managerial Personnel (KMP's) / Directors | | Total | |
|---|---|---|---|---|---|---|---|---|---|
| | | March 31, 2024 | March 31, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2024 | March 31, 2023 | March 31, 2024 | March 31, 2023 |
| **A** | **REVENUE** | | | | | | | | |
| 1 | Rental Income | 13 | 7 | - | - | - | - | **13** | **7** |
| 2 | Management support charges | 340 | 305 | 13 | 10 | - | - | **353** | **315** |
| 3 | Share of Revenue received on Joint Sales / Revenue Sharing | 453 | 354 | 6 | 2 | - | - | **459** | **356** |
| 4 | Miscellaneous income :- Commission income* | 3 | 3 | - | - | - | - | **3** | **3** |
| 5 | Income from advertisement | 10 | 1 | 19 | 1 | - | - | **29** | **2** |
| **B** | **EXPENSES** | | | | | | | | |
| 6 | Advertisement expenses | 1 | 6 | - | - | - | - | **1** | **6** |
| 7 | Interest expenses | 1,938 | 1,696 | - | - | - | - | **1,938** | **1,696** |
| 8 | Rent expense | 81 | 94 | 6 | 5 | - | - | **87** | **99** |
| 9 | Guarantee commission | 15 | 15 | - | - | - | - | **15** | **15** |
| 10 | Miscellaneous expenses :- Commission expenses | 47 | 49 | 2 | 2 | - | - | **49** | **51** |
| 11 | Directors sitting fees | - | - | - | - | 42 | 38 | **42** | **38** |
| 12 | Share of Advertisement Revenue given on Joint Sales | 74 | 42 | 3 | 1 | - | - | **77** | **43** |
| 13 | Royalty Expense | 36 | 30 | - | - | - | - | **36** | **30** |
| **C** | **OTHERS** | | | | | | | | |
| 14 | Reimbursement of expenses incurred on behalf of the Company by parties | 3 | 21 | - | - | - | - | **3** | **21** |
| 15 | Loan taken during the year | 800 | 170 | - | - | - | - | **800** | **170** |
| 16 | Loan repaid during the year | - | 39 | - | - | - | - | **-** | **39** |
| **D** | **BALANCE OUTSTANDING** | | | | | | | | |
| 17 | Trade and other receivables (including advances given) | 318 | 195 | 6 | 21 | - | - | **324** | **216** |
| 18 | Trade Payables | 51 | 52 | 1 | 9 | - | - | **52** | **61** |
| 19 | Inter corporate deposit taken and Interest accrued on it | 19,616 | 16,947 | - | - | - | - | **19,616** | **16,947** |

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

Note A:-The transactions above do not include GST.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 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, 2024** | | | | | | | | | |
| **I.** | **Parent :** | | | | | | | | |
| | Next Mediaworks Limited* | 19.56% | (2,823) | 26.78 % | (1,245) | 0.00 % | - | 26.84 % | (1,245) |
| **II** | **Subsidiaries :** | | | | | | | | |
| a) | Indian | | | | | | | | |
| | Next Radio Limited | 80.44% | (11,613) | 73.22 % | (3,404) | 100.00% | 10 | 73.16 % | (3,394) |
| | **Subtotal** | **100.00%** | **(14,436)** | **100.00%** | **(4,649)** | **100.00%** | **10** | **100.00%** | **(4,639)** |
| | Adjustment arising out of consolidation | | 5 | | 777 | | - | | 777 |
| | | | **(14,431)** | | **(3,872)** | | **10** | | **(3,862)** |
| **III** | Non- controlling interest in all subsidiaries | | (5,643) | | (1,654) | | 5 | | (1,649) |
| | **Attributable to equity holders of parent** | | **(8,788)** | | **(2,218)** | | **5** | | **(2,213)** |

* 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, 2023** | | | | | | | | | |
| **I.** | **Parent :** | | | | | | | | |
| | Next Mediaworks Limited* | 16.11% | (1,578) | 45.15% | (1,731) | 0.00% | - | 44.95% | (1,731) |
| **II** | **Subsidiaries :** | | | | | | | | |
| a) | Indian | | | | | | | | |
| | Next Radio Limited | 83.89% | (8,219) | 54.85% | (2,103) | 100.00% | (17) | 55.05% | (2,120) |
| | **Subtotal** | **100.00%** | **(9,797)** | **100.00%** | **(3,834)** | **100.00%** | **(17)** | **100.00%** | **(3,851)** |
| | Adjustment arising out of consolidation | | (772) | | 1,397 | | - | | 1,397 |
| | | | **(10,569)** | | **(2,437)** | | **(17)** | | **(2,454)** |
| **III** | Non- controlling interest in all subsidiaries | | (3,994) | | (1,022) | | (8) | | (1,030) |
| | **Attributable to equity holders of parent** | | **(6,575)** | | **(1,415)** | | **(9)** | | **(1,424)** |

* INR Less than 50,000 rounded off to NIL

# Notes to Consolidated Financial Statements
for the year ended March 31, 2024

### 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, 2024 | March 31, 2023 |
|---|---|---|---|
| Next Radio Limited | India | 48.60% | 48.60% |

Information regarding non-controlling interest

(INR Lacs)

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Accumulated balances of material non-controlling interest | (5,644) | (3,994) |
| Loss allocated to material non-controlling interest | (1,649) | (1,030) |

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, 2024 and March 31, 2023:**

(INR Lacs)

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Revenue (including other incomes) | 4,651 | 4,314 |
| Radio licence fees | 1,397 | 1,390 |
| Employee benefits expense | 841 | 839 |
| Finance costs | 2,066 | 1,831 |
| Depreciation and amortization expense | 851 | 887 |
| Other expenses | 1,723 | 1,473 |
| **Loss before exceptional items and tax from operations** | **(2,227)** | **(2,106)** |
| Exceptional items | (1,177) | - |
| **Loss before tax** | **(3,404)** | **(2,106)** |
| Tax credit | - | (3) |
| **Loss for the year** | **(3,404)** | **(2,103)** |
| Other Comprehensive Income/(loss) | 10 | (17) |
| **Total comprehensive loss** | **(3,394)** | **(2,120)** |
| Attributable to non-controlling interests | (1,649) | (1,030) |

**Summarised balance sheet as at March 31, 2024 and March 31, 2023:**

(INR Lacs)

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Current assets, including cash and cash equivalents | 2,976 | 2,404 |
| Non-current assets | 7,691 | 9,106 |
| Current liabilities, including tax payable | 1,115 | 1,050 |
| Non-current liabilities, including deferred tax liabilities | 21,165 | 18,679 |
| Total equity | (11,613) | (8,219) |
| Attributable to: | | |
| Equity holders of parent | (5,969) | (4,225) |
| Non-controlling interest | (5,644) | (3,994) |

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

**Summarised cash flow statement for the year ended March 31, 2024 and March 31, 2023:**

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Net cash flows from operating activities | 286 | 40 |
| Net cash from/(used in) investing activities | (335) | 219 |
| Net cash flows from/(used in) financing activities | 467 | (240) |
| **Net increase in Cash and Cash Equivalents** | **418** | **19** |

## 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 |

## 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 30 lacs (previous year INR 31 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.

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:

(INR Lacs)

| Assumptions | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Discount Rate | 7.10% pa | 7.40% pa |
| Rate of Increase in compensation levels (pa) | 5.00% pa | 5.00% pa |
| Mortality Rate | Indian Assured Lives Mortality (2012-14) Ultimate | Indian Assured Lives Mortality (2012-14) Ultimate |
| Attrition Rate | 36% | 36% |

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 :

# Notes to Consolidated Financial Statements
for the year ended March 31, 2024

**a. Change in the present value obligation**

(INR Lacs)

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|
| Present value of defined benefit obligation as at beginning of the year | 55 | 31 |
| Interest cost | 4 | 2 |
| Current service cost | 3 | 7 |
| Benefits paid | (25) | (1) |
| Transfer In/(Out) | - | (1) |
| Actuarial (gain) / loss on obligation arising from: | | |
| - change in demographic assumptions* | - | - |
| - change in financial assumptions* | - | - |
| - experience variance (i.e. Actual experiencevs assumptions) | (10) | 17 |
| Present value of defined benefit obligation as at end of the year | 27 | 55 |

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

**b. Amount recognised in the balance sheet**

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Present Value of defined benefit obligation as at the end of the year | 27 | 55 |
| Liability recognized in the balance sheet | 27 | 55 |

**c. Expenses recognised in statement of profit and loss**

(INR Lacs)

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|
| Current service cost | 3 | 7 |
| Interest cost | 4 | 2 |
| **Total expenses recognised in the statement of profit and loss** | **7** | **9** |

**d. Expenses recognised in the Other Comprehensive Income (OCI)**

(INR Lacs)

| Particulars | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|
| Actuarial (gains)/losses on obligation for the year | (10) | 17 |
| Net (income)/expense for the year recognized in OCI | (10) | 17 |

**e. Maturity analysis of projected benefit obligation: From the Fund**

(INR Lacs)

| Projected Benefits Payable in Future Years From the Date of Reporting | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| within one year | 10 | 18 |
| 2 to 5 Years | 19 | 40 |
| 6 to 10 years | 4 | 9 |
| above 10 years* | - | 1 |

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

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

**f. Sensitivity Analysis**

(INR Lacs)

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Defined Benefit Obligation (Base) | 27 | 55 |

(INR Lacs)

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | Decrease | Increase | Decrease | Increase |
| Discount Rate (- / + 1%) | 28 | 27 | 56 | 53 |
| (% change compared to base due to sensitivity) | | | | |
| Salary Growth Rate (- / + 1%) | 27 | 28 | 53 | 56 |
| (% change compared to base due to sensitivity) | | | | |
| Attrition Rate (- / + 50% of attrition rates) | 27 | 27 | 56 | 52 |
| (% change compared to base due to sensitivity) | | | | |
| Mortality Rate (- / + 10% of mortality rates) | 28 | 28 | 55 | 55 |
| (% change compared to base due to sensitivity) | | | | |

**g. Average duration of the defined benefit plan obligation**

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Weighted Average duration | 2-3 years | 2-5 years |

### 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:

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Liability at the beginning of the year | 15 | 8 |
| Benefits paid during the year | (6) | (3) |
| Provided during the year | 9 | 10 |
| Transfer in / (Out)* | - | - |
| **Liability at the end of the year** | **18** | **15** |

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

## 38 Exceptional items

(INR Lacs)

| Particulars | March 31, 2024 | March 31, 2023 |
|---|---|---|
| Provision for diminution in value of intangible assets (refer note below) | (1,177) | - |

**Note:** During the current year, the group after considering the current economic environment has performed an impairment assessment of Intangible Assets. As the recoverable amount of Cash Generating Unit ("CGU') is lower than the carrying amount of assets, the Company has recognised an net impairment loss of INR 1,177 lacs towards Intangible Assets as an exceptional item. The recoverable amount of CGU is based on its value in use which is INR 5,168 lacs using discount rate of 15.5%. For this purpose, each radio license has been considered as a separate CGU.

# Notes to Consolidated Financial Statements
for the year ended March 31, 2024

## 39 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.

#### b Foreign currency risk

Foreign currency risk arises due to the fluctuations in foreign currency exchange rates. The Group has no exposure against foreign currency risk as at March 31, 2024.

### 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.

#### Trade receivables and other financial assets at amortised cost

An impairment analysis is performed at each reporting date on an individual basis for major clients. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 4, 8, and 11 . The Group does not hold collateral as security for trade receivables.

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.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

### 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 contractual undiscounted payments:

| Particulars | As at March 31, 2024 | | As at March 31, 2023 | |
|---|---|---|---|---|
| | Less than 1 year | More than 1 year | Less than 1 year | More than 1 year |
| Borrowings (refer note 15) | - | 19,616 | - | 16,947 |
| Lease liabilities | 275 | 1,855 | 262 | 2,130 |
| Trade payables (refer note 17) | 557 | - | 554 | - |
| Other financial liabilities (refer note 18) | 149 | 22 | 135 | - |
| **Total** | **981** | **21,493** | **951** | **19,077** |

For mitigating the liquidity risk, refer note no. 43

## 40 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.

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Total Borrowings | 19,616 | 16,947 |
| **(a) Debts** | **19,616** | **16,947** |
| **(b) Equity attributable to equity holders of parent** | **(8,788)** | **(6,575)** |
| **(c) Total capital employed (a+b)** | **10,828** | **10,372** |
| (d) Less: Intangible assets | 2,585 | 4,350 |
| **(e) Net capital employed (c-d)** | **8,243** | **6,022** |
| **(f) Net gearing ratio (a)/(e)** | **2.38** | **2.81** |

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

## 41 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:

| Particulars | Carrying amount | | Fair Value | | Fair value measurement hierarchy level |
|---|---|---|---|---|---|
| | As at March 31, 2024 | As at March 31, 2023 | As at March 31, 2024 | As at March 31, 2023 | |
| **Financial liabilities measured at amortised cost** | | | | | |
| Security deposits given - (note 4) | 158 | 146 | - | - | |
| Deposits with bank held as margin money (note 4) | 58 | - | - | - | |
| **Financial liabilities measured at amortised cost** | | | | | |
| Long term borrowings (note 15) | 19,616 | 16,947 | - | - | |

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.

## 42 Standards issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2024.

**43** The Group has incurred losses in the current and previous year, also the net worth of the Group is eroded as at March 31, 2024. However, the Group's current assets exceed the current liabilities as at March 31, 2024. 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. Further, the Group believes that obligations falling due beyond one year from the reporting date can also be met from various internal sources, in the ordinary course of business. There are no external borrowings due to banks / financial institutions as at March 31, 2024. In view of the above, the use of going concern assumption has been considered appropriate in preparation of these consolidated financial statements.

## 44 For the year ended March 31, 2023

The Scheme of Amalgamation u/s 230-232 of the Companies Act, 2013 which provides for amalgamation of Syngience Broadcast Ahmedabad Limited (SBAL) (wholly owned subsidiary of NRL) with Next Radio Limited (NRL) ("Scheme"), has been sanctioned by the Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench vide its order delivered on June 10, 2022 (""Order""), with Appointed as April 1, 2021. The certified true copy of the Order was received on July 18, 2022. As per the Order, the Scheme became effective on July 20, 2022 i.e. upon filing of the copy of the Order with the Registrar of Companies, NCT of Mumbai.

The transaction as per the Scheme of Amalgamation is in the nature of business acquisition under Common Control as defined under Ind AS 103 "Business Combinations". Accordingly, the Scheme has been given effect from April 1, 2021 i.e. acquisition date under common control business combination accounting.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

There is no impact on Capital Reserve as on April 1, 2021 since net assets including reserves of SBAL are equivalent to amount of investment by NRL in SBAL being de-recognised. Further, there is no impact of the comparative period numbers since SBAL being wholly owned subsidiary of NRL.

The effect of such Scheme of Arrangement has been accounted for in the books of account of the Group 'in accordance with the Scheme' and 'in accordance with accounting standards'.

45 On the basis of the last audited Financial Statements for the year ended 31 March 2023, 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).

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

(INR Lacs)

| Particulars | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|
| Principal Amount | 1 | 5 |
| 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. | - | - |

## 47 Statutory Information:

(i) 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.

(ii) The Group has not been declared as wilful defaulter by any bank or financial Institution or other lender.

(iii) 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.

(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.

# Notes to Consolidated Financial Statements

for the year ended March 31, 2024

(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 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:

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 Group 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 Group from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group shall:

a) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("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 ).

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 03, 2024

For and on behalf of the Board of Directors of
**Next Mediaworks Limited**

**Amit Madaan**
*Chief Financial Officer*

**Ramesh Menon**
*Chief Executive Officer*

**Sonali Manchanda**
*Company Secretary*
(M.No: F7283)

**Samudra Bhattacharya**
*Director*
(DIN:02797819)

**Praveen Someshwar**
*Director*
(DIN: 01802656)

Place: New Delhi
Date: May 03, 2024

# 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 Rs)

(INR Lacs)

| | |
|---|---|
| 1. Sl. No | 1 |
| 2. Name of the subsidiary | Next Radio Limited |
| 3. Reporting period for the subsidiary concerned, if different from the holding Company's reporting period | Not Applicable |
| 4. Date since when subsidiary was acquired | 14-Oct-99 |
| 5. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | Not Applicable |
| 6. Share capital | 7,574 |
| 7. Reserves and surplus | (19,187) |
| 8. Total assets | 10,667 |
| 9. Total Liabilities | 22,280 |
| 10. Investments including investment in subsidiary | 231 |
| 11. Turnover * | 4,651 |
| 12. Profit/ (loss) before taxation | (3,404) |
| 13. Provision for taxation | - |
| 14. Profit/ (loss) after taxation | (3,404) |
| 15. Proposed Dividend (includes Dividend Distribution Tax) | - |
| 16. % of shareholding | 51.40% |

* includes other income

1. Names of subsidiaries which are yet to commence operations:- Not Applicable
2. 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**

**Amit Madaan**
*Chief Financial Officer*

**Ramesh Menon**
*Chief Executive Officer*

**Sonali Manchanda**
*Company Secretary*
(M.No: F7283)

**Samudra Bhattacharya**
*Director*
(DIN:02797819)

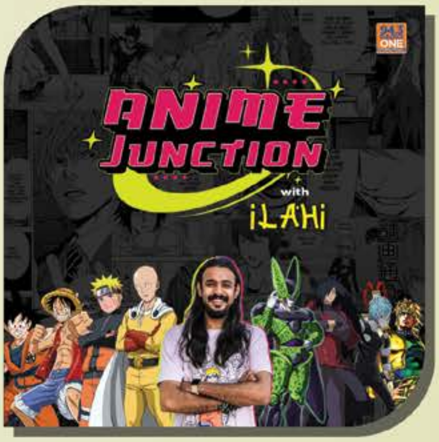
**Praveen Someshwar**
*Director*
(DIN: 01802656)

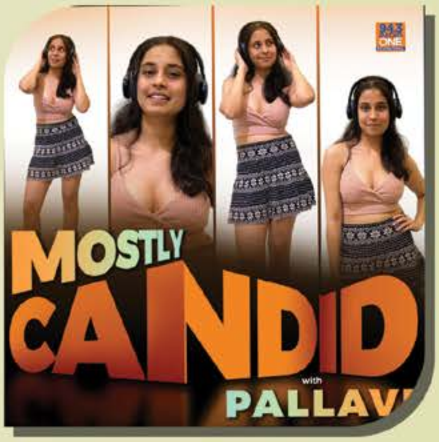
Place: New Delhi
Date: May 03, 2024

INDIA'S ONLY

# INTERNATIONAL RADIO

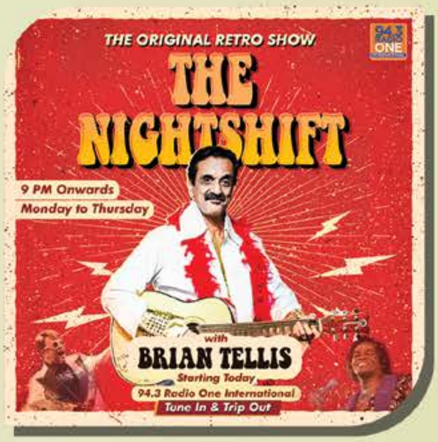
NETWORK







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LIMITED

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