

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

- (i) * Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- Unit 701 A, 7th Floor, Tower 2, Indiabulls Finance
Centre, Senapati Bapat Marg, Elphinstone Road
Mumbai
Mumbai City
Maharashtra
400012
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | Type of the Company | Category of the Company | Sub-category of the Company |
|---------------------|---------------------------|-------------------------------|
| Public Company | Company limited by shares | Indian Non-Government company |
- (v) Whether company is having share capital Yes No
- (vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 29/08/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 0

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1					

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 4

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	THE HINDUSTAN TIMES LTD	U74899DL1927PLC000155	Holding	0
2	HT MEDIA LIMITED	L22121DL2002PLC117874	Holding	51

3	NEXT RADIO LIMITED	U32201MH1999PLC122233	Subsidiary	51.4
4	SYNGIENCE BROADCAST AHM	U93090MH2017PLC293674	Subsidiary	0

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	80,000,000	66,892,908	66,892,908	66,892,908
Total amount of equity shares (in Rupees)	800,000,000	668,929,080	668,929,080	668,929,080

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	80,000,000	66,892,908	66,892,908	66,892,908
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	800,000,000	668,929,080	668,929,080	668,929,080

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	1,889	66,891,019	66892908	668,929,080	668,929,080	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	1,889	66,891,019	66892908	668,929,080	668,929,080	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

0

(ii) Net worth of the Company

15,344,912

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	10,715,043	16.02	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	39,446,264	58.97	0	
10.	Others	0	0	0	
	Total	50,161,307	74.99	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	10,130,599	15.14	0	
	(ii) Non-resident Indian (NRI)	145,128	0.22	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	

4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	1,636,409	2.45	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	4,786,960	7.16	0	
10.	Others (Clearing members, IEPF, Tr	32,505	0.05	0	
	Total	16,731,601	25.02	0	0

Total number of shareholders (other than promoters)

14,810

**Total number of shareholders (Promoters+Public/
Other than promoters)**

14,817

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

4

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ACACIA PARTNERS, LP	9 West 57th Street Suite 5000 New			907,065	1.36
ACACIA INSTITUTION/	9 West 57th Street Suite 5000 New			473,893	0.71
ACACIA BANYAN PAR	IFS COURT TWENTY EIGHT CYBERC			182,545	0.27
ACACIA II PARTNERS, I	9 West 57th Street Suite 5000 New			72,906	0.11

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	13,772	14,810
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year	Number of directors at the end of the year	Percentage of shares held by directors as at the end of year

	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	0	6	0	6	0	0
(i) Non-Independent	0	3	0	3	0	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	6	0	6	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Praveen Someshwar	01802656	Director	0	
Samudra Bhattacharya	02797819	Director	0	
Lloyd Mathias	02879668	Additional director	0	
Suchitra Rajendra	07962214	Director	0	
Sameer Singh	08138465	Director	0	
Dinesh Mittal	00105769	Director	0	31/05/2022
Ramesh Menon	AHXPM3214G	CEO	0	13/04/2022
Anup Sharma	AAKPS0255P	CFO	0	24/06/2022
Harshit Gupta	BFAPG9436G	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Samudra Bhattacharya	02797819	Director	23/09/2021	Change in Designation
Lloyd Mathias	02879668	Additional director	28/12/2021	Appointment
Diksha Singh	CCSPS8811F	Company Secretar	03/01/2022	Cessation
Harshit Gupta	BFAPG9436G	Company Secretar	11/03/2022	Appointment
Ajay Relan	00002632	Director	01/10/2021	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
NCLT Convened Meeting of	24/02/2022	14,740	37	51.44
Annual General Meeting	23/09/2021	14,077	49	75

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	09/06/2021	6	6	100
2	16/06/2021	6	6	100
3	29/07/2021	6	6	100
4	26/10/2021	5	5	100
5	25/01/2022	6	6	100
6	11/03/2022	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

7

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	09/06/2021	4	4	100
2	Audit Committee	16/06/2021	4	4	100
3	Audit Committee	29/07/2021	4	4	100
4	Audit Committee	26/10/2021	3	3	100
5	Audit Committee	25/01/2022	4	4	100
6	Nomination and	16/06/2021	3	3	100
7	Stakeholder's	16/02/2022	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	29/08/2022
								(Y/N/NA)
1	Praveen Som...	6	6	100	7	7	100	Yes
2	Samudra Bhat...	6	6	100	0	0	0	Yes
3	Lloyd Mathias	2	2	100	1	1	100	Yes
4	Suchitra Rajer...	6	6	100	7	7	100	Yes
5	Sameer Singh	6	6	100	5	5	100	Yes
6	Dinesh Mittal	6	6	100	1	1	100	Not Applicable

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Diksha Singh	Company Secre	1,235,537				1,235,537
2	Harshit Gupta	Company Secre	279,365				279,365
	Total		1,514,902	0			1,514,902

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ajay Relan	Independent Dir	0			500,000	500,000
2	Sameer Singh	Independent Dir	0			850,000	850,000
3	Suchitra Rajendra	Independent Dir	0			950,000	950,000
4	Lloyd Mathias	Independent Dir	0			250,000	250,000
	Total		0			2,550,000	2,550,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director 

DIN of the director

To be digitally signed by 

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

Next Mediaworks Ltd_MGT-8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

RMG & ASSOCIATES

Company Secretaries

Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **NEXT MEDIAWORKS LIMITED** (hereinafter referred to as "the Company") having CIN: **L22100MH1981PLC024052**, as required to be maintained under the Companies Act, 2013 (hereinafter referred to as "the Act") and the rules made thereunder for the financial year ended on **March 31, 2022**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. The status of compliance(s) of the provisions of the Act & Rules made thereunder, during the aforesaid financial year, are provided hereunder:
 1. As per the information available on website of Ministry of Corporate Affairs ("MCA"), the status of the Company is **Active Compliant** and the Company continues to be a Listed Public Company, limited by shares and having its Registered Office at **Unit 701 A, 7th Floor, Tower-2, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400013** and Corporate Office situated at **Hindustan Times House (2nd Floor), 18-20, Kasturba Gandhi Marg New Delhi- 110001**.
 2. As per the information furnished to us the Company has predominantly maintained registers/records & has made necessary entries in accordance with the applicable provisions of the Act;
 3. The Company has filed the forms and returns as stated in **Annexure 'A'** to this certificate, with the Registrar of Companies, Mumbai and IEPF Authority on the dates as specified in the said Annexure as per the Act. Further, as per the information provided to us, the Company has not filed any form(s) or return(s) with the Central Government, Regional Director, National Company Law Tribunal or other authorities & Court except to as mentioned in below as per the Companies Act, 2013, during the period under review.

207 & 201, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi - 110 005
Phone: 9212221110, 011 - 4504 2509; www.rmgcs.com; E-Mail: info@rmgcs.com



4. The Company has called, convened and held meetings of the Board of Directors & its Committees and the meetings of the Members of the Company on such dates as stated in the Annual Return as per the Act and as per the Notification No. G.S.R 186 (E) dated March 19, 2020 read with Notification No. G.S.R 806 (E) dated December 30, 2020 issued by the MCA, to conduct the Meetings of the Board & its Committees through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") and as per General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 respectively, issued by the MCA to hold Extra-Ordinary General Meetings/Annual General Meetings through VC or OAVM and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India ("SEBI"), in respect of which meetings, notices were given and the proceedings including the circular resolutions, if any have been recorded in the Minute Books/ Registers maintained for this purpose and the same have been signed. It is further recommended to observe the stricter applicability of Secretarial Standards.
5. As per the information provided to us, the Company has not closed its Register of Members/Security holders, during the period under review.
6. As per the information provided to us and based on the audited financial statements, the Company has not advanced any loan to its Directors and/or persons or firms or Companies referred in Section 185 of the Act, during the period under review.
7. As per the Minutes of Audit Committee and information provided to us and in accordance with audited financial statements, all the contracts/ arrangements/ transactions entered with related parties, during the period under review, were in compliance with the provisions of the Section 188 of the Act, to the extent applicable.
8. The Company has not issued, allotted or bought back any securities and there were no instances of redemption of preference shares or debentures, alteration or reduction of share capital, conversion of shares/ securities, during the period under review.
9. There were no transaction(s) necessitating the Company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares, during the period under review.
10. The Company has not declared any dividend during the period under review. Further, instances of transfer of unpaid/ unclaimed dividend/other amounts to the Investor Education and Protection Fund (IEPF) in accordance with Section 125 of the Act are not applicable to the Company.



11. The audited financial statements for the period under review, were signed in accordance with the provisions of Section 134 of the Act and the report of Directors, for the aforesaid period was also signed in accordance with the provisions of the Section 134(3), (4) & (5) of the Act.

12. During the period under review:

- i) The Board of Directors of the Company comprised of Non-Executive Director;
- ii) The changes in the composition of the Board of Directors and Key Managerial Personnel that took place during the period under review were carried out in compliance with the provisions of the Act;
- iii) The Company has complied with the provisions relating to disclosure of Directors of the Company, retirement and re-appointment of Directors, appointment of Key Managerial Personnel(s) and their remuneration, to the extent as applicable.

Further, following changes were made in the Composition of Board of Directors and Key Managerial Personnel during the period under review:

S. No	Name of Director	DIN/PAN	Designation	Date of appointment / change in designation/ cessation	Nature of change (Appointment / Change in designation/ Cessation)
1	Mr. Samudra Bhattacharya	02797819	Non-Executive Director	23/09/2021	Change in designation (Regularization)
2	Mr. Ajay Relan	00002632	Independent Director	01/10/2021	Cessation
3	Mr. Lloyd Mathias	02879668	Additional Director	28/12/2021	Appointment
4	Ms. Diksha Singh	CCSPS8811F	CS	03/01/2022	Cessation
5	Mr. Harshit Gupta	BFAPG9436G	CS	11/03/2022	Appointment
6	Mr. Ajit Dheer	AEOPD5269G	CEO	14/04/2022	Appointment
7	Mr. Ramesh Menon	AHXPM3214G	CEO	14/04/2022	Resignation

13. The Company had appointed M/S B S R & Associates, Chartered Accountant [Firm Registration No.128901W] as statutory auditor in the Annual General Meeting held on September 12, 2019 to hold office from the conclusion of said AGM till the conclusion of AGM to be held in the calendar year 2024.

14. Pursuant to directions of the Hon'ble National Company Law Tribunal, New Delhi Bench (Order dated February 03, 2022 read with Order dated December 22, 2021), the meetings of the Equity Shareholders of HT Mobile Solutions Limited (HTMSL), Digicontent Limited (DCL) & HT Media Limited (HTML), were



convened on March 25, 2022, March 29, 2022 and March 29, 2022 respectively and the meetings of secured and unsecured creditors of HTML were convened on March 28, 2022, for their approval to the Scheme of amalgamation among them. Further, Pursuant to directions of the Hon'ble National Company Law Tribunal, Mumbai Bench (Order dated December 03, 2021), the meeting of the Equity Shareholders of Next Mediaworks Limited (NMWL) was convened on February 24, 2022, for their approval to the Scheme.

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

15. As per the information furnished to us and in accordance with the Auditor's Report, the Company has not invited any deposits falling within the purview of relevant sections of the Act, during the period under review.
16. The details of borrowing have been disclosed in the Financial Statements of the Company prepared for the period under review. Further, as confirmed by the Management of the Company, the Company has not borrowed any secured funds from its Directors, members and public financial institutions and banks, accordingly instances for creation/modification/ satisfaction of charges are not applicable.
17. As per the information given to us and in accordance with Auditors Report of the Company for the period under review, the loans and investments made by the Company, if any, to other bodies corporate or persons, are in accordance with the provisions of Section 186 of the Act. Further, during the period under review, the Company has not given any guarantee/provided security to other bodies corporate or persons falling under the provisions of Section 186 of the Act.
18. The Company has not altered any of the clauses of Memorandum of Association & Articles of Association of the Company, during the period under review.

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



Manish Gupta
22/10/2022

CS Manish Gupta
Partner

Place: New Delhi
Date: 22-10-2022
UDIN: F005123D001348784

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

Annexure 'A'

Forms and Returns as filed by the Company with the Registrar of Companies, Mumbai and IEPF Authority, during the Financial Year ended on **March 31, 2022** majorly covered following:

Sl. No.	Form / Return	Under Section / Rule of Companies Act, 2013	Date of Filing	Whether filed within prescribed time (Including extended time)	If delay in filing whether requisite additional fees paid or not
1.	MSME FORM I	Section 405	13/05/2021	Yes	NA
2.	Form CFSS-2020	General circular No. 12/2020	23/06/2021	Yes	NA
3.	Form DPT-3	Rule 16	29/06/2021	Yes	NA
4.	Form MGT-14	Section 117	15/07/2021	Yes	NA
5.	Form MGT-14	Section 117	28/08/2021	Yes	NA
6.	Form DIR-12	Section 170	13/10/2021	Yes	NA
7.	Form MGT-14	Section 117	19/10/2021	Yes	NA
8.	Form MGT-15	Section 121	19/10/2021	Yes	NA
9.	Form DIR-12	Section 149 & 161	19/10/2021	Yes	NA
10.	Form AOC-4 XBRL	Section 137	21/10/2021	Yes	NA
11.	Form MGT-7	Section 92	08/12/2021	Yes	NA
12.	Form GNL-1	Rule 12(2)	20/01/2022	Yes	NA
13.	Form DIR-12	Section 161	24/01/2022	Yes	NA
14.	Form DIR-12	Section 170	24/01/2022	Yes	NA
15.	Form GNL-1	Rule 12(2)	03/02/2022	Yes	NA
16.	Form IEPF-2	Rule 7(2B)	22/03/2022	No	Yes
17.	Form DIR-12	Section 170	09/04/2022	Yes	NA
18.	Form MGT-14	Section 117	09/04/2022	Yes	NA

For RMG & Associates
Company Secretaries

Firm Registration No. P2001DE016100

Peer Review No.: 734/2020



Manish Gupta
22/10/2022

CS Manish Gupta

Partner

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

Place: New Delhi

Date: 22-10-2022

UDIN: F005123D001348784