

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

L72400TG2017PLC117649

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, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

| 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

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 |
|---|--------------------|-----------------------|------------|------|

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) | 0 | 0 | | |

(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

-157,755,840

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 | 10,150,101 | 15.17 | 0 | |
| | (ii) Non-resident Indian (NRI) | 130,537 | 0.2 | 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) | 4,799,592 | 7.18 | 0 | |
| 10. | Others Clearing member, trust, IEP | 14,962 | 0.02 | 0 | |
| | Total | 16,731,601 | 25.02 | 0 | 0 |

Total number of shareholders (other than promoters)

14,991

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

14,998

(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 INSTITUTIONAL | 9 West 57th Street Suite 5000 New | | | 473,893 | 0.71 |
| ACACIA BANYAN PARTNERS | IFS COURT TWENTY EIGHT CYBERC | | | 182,545 | 0.27 |
| ACACIA II PARTNERS, LP | 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) | 14,810 | 14,991 |
| 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 | Director | 0 | |
| Suchitra Rajendra | 07962214 | Director | 0 | |
| Sameer Singh | 08138465 | Director | 0 | |
| Sandeep Rao | 08711910 | Director | 0 | |
| Ajit Dheer | AEOPD5269G | CEO | 0 | 17/04/2023 |
| Amit Madaan | AJZPM9159Q | CFO | 0 | |
| Harshit Gupta | BFAPG9436G | Company Secretar | 0 | 03/10/2023 |

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

7

| 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) |
|---------------|------------|--|---|--|
| Ramesh Menon | AHXPM3214G | CEO | 13/04/2022 | Cessation |
| Ajit Dheer | AEOPD5269G | CEO | 14/04/2022 | Appointment |
| Anup Sharma | AAKPS0255P | CFO | 24/06/2022 | Cessation |
| Amit Madaan | AJZPM9159Q | CFO | 02/08/2022 | Appointment |
| Dinesh Mittal | 00105769 | Director | 31/05/2022 | Cessation |
| Sandeep Rao | 08711910 | Additional director | 01/06/2022 | Appointment |
| Sandeep Rao | 08711910 | Director | 29/08/2022 | Change in designation |

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

1

| Type of meeting | Date of meeting | Total Number of Members entitled to attend meeting | Attendance | |
|------------------------|-----------------|--|----------------------------|-------------------------|
| | | | Number of members attended | % of total shareholding |
| Annual General Meeting | 29/08/2022 | 15,199 | 44 | 54.45 |

B. BOARD MEETINGS

*Number of meetings held

4

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 24/05/2022 | 6 | 6 | 100 |
| 2 | 02/08/2022 | 6 | 5 | 83.33 |
| 3 | 01/11/2022 | 6 | 6 | 100 |
| 4 | 10/02/2023 | 6 | 5 | 83.33 |

C. COMMITTEE MEETINGS

Number of meetings held

6

| 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 | 24/05/2022 | 4 | 4 | 100 |
| 2 | Audit Committee | 02/08/2022 | 4 | 4 | 100 |
| 3 | Audit Committee | 01/11/2022 | 4 | 4 | 100 |
| 4 | Audit Committee | 10/02/2023 | 4 | 3 | 75 |
| 5 | Nomination and | 24/05/2022 | 3 | 3 | 100 |
| 6 | Stakeholder's | 10/02/2023 | 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 | 18/09/2023 |
| | | | | | | | | (Y/N/NA) |
| 1 | Praveen Som... | 4 | 4 | 100 | 6 | 6 | 100 | Yes |
| 2 | Samudra Bhat... | 4 | 3 | 75 | 0 | 0 | 0 | No |
| 3 | Lloyd Mathias | 4 | 4 | 100 | 4 | 4 | 100 | Yes |
| 4 | Suchitra Rajer... | 4 | 4 | 100 | 6 | 6 | 100 | Yes |
| 5 | Sameer Singh | 4 | 3 | 75 | 5 | 4 | 80 | Yes |
| 6 | Sandeep Rao | 3 | 3 | 100 | 1 | 1 | 100 | Yes |

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

1

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

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|---------------|---------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | Harshit Gupta | Company Secre | 1,414,238 | | | | 1,414,238 |
| | Total | | 1,414,238 | | | | 1,414,238 |

Number of other directors whose remuneration details to be entered

3

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------------------|-----------------|--------------|------------|-------------------------------|-----------|-----------------|
| 1 | Sameer Singh | Independent Dir | 0 | | | 550,000 | 550,000 |
| 2 | Suchitra Rajendra | Independent Dir | 0 | | | 750,000 | 750,000 |
| 3 | Lloyd Mathias | Independent Dir | 0 | | | 650,000 | 650,000 |
| | Total | | 0 | | | 1,950,000 | 1,950,000 |

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

Manish Gupta

Whether associate or fellow

Associate Fellow

Certificate of practice number

4095

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

Samudra
Bhattachary
a

DIN of the director

02797819

To be digitally signed by

KAPIL
SALUJA
Digitally signed by
KAPIL SALUJA
Date: 2023.11.10
11:31:55 +05'30'

Company Secretary

Company secretary in practice

Membership number

6993

Certificate of practice number

7633

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 |
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List of attachments

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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, 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, 2023**. 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 hereby 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, is 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 maintained registers/records & has made necessary entries in accordance with the applicable provisions of the Act;
 3. The Company has generally filed the forms and returns as stated in **Annexure ‘A’** to this certificate, with the Registrar of Companies, Mumbai 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.
 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 General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022 and 10/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, May 05, 2022, and December 28, 2022 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/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 Minutes Books/ Registers maintained for this purpose and the same have been signed.

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 to in Section 185 of the Act, during the period under review.
7. As per the Minutes of the Audit Committee and information and explanation furnished to us and as per the audited financial statements, the contract & arrangements entered with the related parties during the period under review, were in the ordinary course of business & on arms' length basis and in compliance with terms of the provisions of 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 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 is constituted only with the Non-Executive Directors which includes Independent Directors and Woman 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, regularization of Directors, appointment of Key Managerial Personnel(s) and their remuneration, to the extent as applicable.

Furthermore, the re-constitution of the Committees were made with the approval of the Board, during the period under review.

Following changes were made in the Composition of Board of Directors and Key Managerial Personnels 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. Ramesh Menon | AHXPM3214G | Chief Executive Officer | 13/04/2022 | Resignation |
| 2 | Mr. Ajit Dheer | AEOPD5269G | Chief Executive Officer | 14/04/2022 | Appointment |
| 3 | Mr. Dinesh Mittal | 00105769 | Non-Executive Director | 31/05/2022 | Cessation |
| 4 | Mr. Sandeep Rao | 08711910 | Additional Director | 01/06/2022 | Appointment |
| 5 | Mr. Anup Sharma | AAKPS0255P | Chief Financial Officer | 24/06/2022 | Cessation |
| 6 | Mr. Amit Madaan | AJZPM9159Q | Chief Financial Officer | 02/08/2022 | Appointment |
| 7 | Mr. Sandeep Rao | 08711910 | Non-Executive Director | 29/08/2022 | Change in designation (Regularization) |
| 8 | Mr. Lloyd Mathias | 02879668 | Independent Director | 29/08/2022 | Change in designation (Regularization) |

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. During the period under review, the Company has not obtained any other approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under various provisions of the Act. However, the Scheme of Amalgamation u/s 230-232 of the Act which provides for amalgamation of Syngience Broadcast Ahmedabad Limited (SBAL) (wholly owned subsidiary of NRL) with Next Radio Limited (NRL) (Subsidiary of the Company) ("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 date as April 1, 2021. The copy of the order

was filed with the Registrar of Companies, Mumbai and scheme became effective on July 20, 2022 i.e. upon filing of the copy of the Order.

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 Auditor's 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 Digitally signed by
GUPTA MANISH GUPTA
Date: 2023.10.19
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Place: New Delhi
Date: 19.10.2023
UDIN: F005123E001369739

CS Manish Gupta
Partner
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, 2023** 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. | Form DIR-12 | Section 170 | 09/04/2022 | Yes | NA |
| 2. | Form MGT-14 | Section 117 | 09/04/2022 | Yes | NA |
| 3. | Form DIR-12 | Section 168, 170 | 05/05/2022 | Yes | NA |
| 4. | Form AOC-5 | Section 128 | 27/05/2022 | Yes | NA |
| 5. | Form DIR-12 | Section 152 | 16/06/2022 | Yes | NA |
| 6. | Form MGT-14 | Section 117 | 16/06/2022 | Yes | NA |
| 7. | Form DPT-3 | Rule 16 of Companies (Acceptance of Deposits) Amendment Rules | 24/06/2022 | Yes | NA |
| 8. | Form DIR-12 | Section 170 | 12/07/2022 | Yes | NA |
| 9. | Form DIR-12 | Section 170 | 22/08/2022 | Yes | NA |
| 10. | Form MGT-14 | Section 117 | 01/09/2022 | No | Yes |
| 11. | Form DIR-12 | Section 152 | 17/09/2022 | Yes | NA |
| 12. | Form MGT-15 | Section 121 | 17/09/2022 | Yes | NA |
| 13. | Form MGT-14 | Section 117 | 23/09/2022 | Yes | NA |
| 14. | Form AOC-4 XBRL | Section 137 | 27/09/2022 | Yes | NA |
| 15. | Form MGT-7 | Section 92 | 26/10/2022 | Yes | NA |

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

MANISH GUPTA
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Date: 2023.10.19
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Place: New Delhi
Date: 19.10.2023
UDIN: F005123E001369739

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