Public Announcement for the Attention of the Shareholders of

Digicontent Limited

(formerly HT Digital Ventures Limited)

CIN: U74999DL2017PLC322147

Registered Office: Hindustan Times House, 2nd Floor, 18-20, Kasturba Gandhi Marg, New Delhi - 110 001
Tel.: +91 11 6656 1234; **Fax:** +91 11 6656 1270
Contact Person: Mr. Vikas Prakash, Company Secretary & Compliance Officer
Website: www.digicontent.co.in; **Email:** investor@digicontent.co.in

STATUTORY ADVERTISEMENT IN COMPLIANCE WITH CLAUSE III(A)(5) OF THE ANNEXURE I TO THE SEBI CIRCULAR NO. CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017, READ WITH RULE 19(7) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957 PURSUANT TO GRANT OF RELAXATION BY SEBI FROM THE APPLICABILITY OF RULE 19(2)(B) OF SECURITIES CONTRACT (REGULATION) RULES, 1957

REASON/RATIONALE OF THE SCHEME

The Board of Directors of HT Media Limited ("Demerged Company"/"HTML") at its meeting held on August 25, 2017, approved a Scheme of Arrangement under section 230-232 read with section 66 of the Companies Act, 2013, between HTML and Digicontent Limited (formerly HT Digital Ventures Limited) ("Resulting Company" / "Company" / "DCL") and their respective shareholders and creditors for demerger of "Entertainment & Digital Innovation Business" and transfer and vesting thereof to and in the Resulting Company, as a 'going concern'. The Scheme was sanctioned by Hon'ble National Company Law Tribunal, New Delhi Bench vide order dated March 07, 2019 (certified copy received on March 27, 2019) and is effective from the Appointed Date being March 31, 2018 (at close of business hours).

"Entertainment & Digital Innovation Business" specifically includes the following:-

- Desimartini - Carries out internet related business for providing movie reviews and ratings in the name of www.desimartini.com
- Brand Promotion - Carries out media tool to build, promote and amplify brand communication & covers various brand activities like events, promotions, parties, campaigns, product launches across various media platforms
- Fever Audio Tool (FAT) - Carries out (1) aggregation and creation of audio and multi-screen videos, (2) audio feed which plays music and promotional talks across various stores, malls, buildings, restaurants, eateries etc. (3) distribution of in-house creative and niche celeb based content to mobile and digital users
- Photo Library - Maintains Repository of the copyrighted images
- Strategic investment in multimedia content management business

The Demerger is likely to offer benefits to the Company, as outlined hereunder:

- The demerger of "Entertainment & Digital Innovation Business" into a separate company would enable this business to innovate, scale up and run independently to pursue growth opportunities in a more focused manner.
- To be in position to attract the right set of investors, strategic partners, employees and other relevant stakeholders
- Enhanced focus to maximize value creation for investors and enhanced liquidity for the investors.

The Company has received in-principle approval for listing of its Equity Shares on NSE and BSE vide their letter no. NSE/LIST/1 dated May 09, 2019 and DCS/AMAL/SD/IP/1483/2019-20 dated June 04, 2019, respectively. Further, the Company has also received the relaxation of Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 from Securities and Exchange Board of India ("SEBI") vide their letter no. CFD/DIL-1/ADM/AC/14238/2019 dated June 07, 2019 for listing of the Equity Shares of Digicontent Limited on stock exchanges.

DETAILS OF CHANGE OF NAME AND/OR OBJECT CLAUSE

The Company was incorporated as HT Digital Ventures Limited on August 14, 2017, under the Companies Act, 2013 with the Registrar of Companies, N.C.T. of Delhi and Haryana. Subsequently, the name was changed to Digicontent Limited and a fresh certificate of incorporation was issued by Registrar of Companies, NCT of Delhi and Haryana on October 24, 2017. There has been no change in the object clause of the memorandum of association of the Company since its incorporation.

CAPITAL STRUCTURE

Particulars	Pre Scheme of Arrangement	Post Scheme of Arrangement
Authorized Share Capital	Rs. 1,00,000/- divided into 50,000 Equity Shares of face value of Rs. 2/- each	Rs. 12,00,00,000/- divided into 6,00,00,000 Equity Shares of face value of Rs. 2/- each
Issued, Subscribed and paid-up share capital	Rs. 1,00,000/- divided into 50,000 Equity Shares of face value of Rs. 2/- each	Rs. 11,63,74,156/- divided into 5,81,87,078 Equity Shares of face value of Rs. 2/- each

SHAREHOLDING PATTERN

Table I: Summary statement holding of specified securities

Category	Category of Shareholder	No. of Shareholders	No. of fully paid up equity shares held	No. of partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. of Shares Held (VII) = (IV) + (V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) as a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including warrants)	Shareholding, as % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (X) as a % of (A+B+C2	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of Equity shares held in dematerialized form
								No. of Voting Rights			Total as % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class X (Equity)	Class Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	3	4,04,44,271	-	-	4,04,44,271	69.51	4,04,44,271	-	4,04,44,271	69.51	-	69.51	-	-	-	-	4,04,44,271
(B)	Public	31194	1,71,98,235	-	-	1,71,98,235	29.56	1,71,98,235	-	1,71,98,235	29.56	-	29.56	-	-	NA	NA	1,71,85,474
(C)	Non Promoter - Non Public																	
(C1)	Shares underlying DRs	-	-	-	-	-	NA	-	-	-	NA	-	NA	-	-	NA	NA	-
(C2)	Shares held by Employee Trust	1	5,44,572	-	-	5,44,572	0.94	5,44,572	-	5,44,572	0.94	-	0.94	-	-	NA	NA	5,44,572
	Total	**31,198**	**5,81,87,078**	**-**	**-**	**5,81,87,078**	**100.00**	**5,81,87,078**	**-**	**5,81,87,078**	**100.00**	**-**	**100.00**	**-**	**-**	**-**	**-**	**5,81,74,317**

Table II: Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category of Shareholder	No. of Shareholders	No. of fully paid up equity shares held	No. of partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. of Shares Held (VII) = (IV) + (V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) as a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including warrants)	Shareholding, as % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (X) As a % of (A+B+C2	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of Equity shares held in dematerialized form
								No. of Voting Rights			Total as % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class X (Equity)	Class Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(a)	Individuals/ Hindu undivided Family	1	5	0	0	5	0.00	5	0	5	0.00	0	0.00	0	0	0	0	5
	Ms. Shobhana Bhartia	1	5	0	0	5	0.00	5	0	5	0.00	0	0.00	0	0	0	0	5
(b)	Central Government / State Government(s)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	0
(c)	Financial Institutions / Banks	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	0
(d)	Any Other	1	4,04,38,621	0	0	4,04,38,621	69.50	4,04,38,621	0	4,04,38,621	69.50	0	69.50	0	0	0	0	4,04,38,621
	The Hindustan Times Limited	1	4,04,38,621	0	0	4,04,38,621	69.50	4,04,38,621	0	4,04,38,621	69.50	0	69.50	0	0	0	0	4,04,38,621
	Sub-total A(1)	**2**	**4,04,38,626**	**0**	**0**	**4,04,38,626**	**69.50**	**4,04,38,626**	**0**	**4,04,38,626**	**69.50**	**0**	**69.50**	**0**	**0**	**0**	**0**	**4,04,38,626**
(2)	Foreign																	
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	0
(b)	Government	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	0
(c)	Institutions	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	0
(d)	Foreign Portfolio Investors	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	0
(e)	Any Other	0	0	0	0	0	0.00	0	0	0				0	0	0	0	0
	GO4I.COM (MAURITIUS) LIMITED	1	5,645	0	0	5,645	0.01	5,645	0	5,645	0.01	0	0.01	0	0	0	0	5,645
	Sub-Total A(2)	1	5,645	0	0	5,645	0.01	5,645	0	5,645	0.01	0	0.01	0	0	0	0	5,645
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	**3**	**4,04,44,271**	**0**	**0**	**4,04,44,271**	**69.51**	**4,04,44,271**	**0**	**4,04,44,271**	**69.51**	**0**	**69.51**	**0**	**0**	**0**	**0**	**4,04,44,271**

Table III: Statement showing shareholding pattern of public shareholder

Category	Category of Shareholder	No. of Shareholders	No. of fully paid up equity shares held	No. of partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. of Shares Held (VII) = (IV) + (V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) as a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including warrants)	Shareholding, as % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (X) as a % of (A+B+C2	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of Equity shares held in dematerialized form
								No. of Voting Rights			Total as % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class X (Equity)	Class Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
1	**Institutions**																	
(a)	Mutual Funds	2	34,88,704	0	0	34,88,704	6.00	34,88,704	0	34,88,704	6.00	0	6.00	0	0	NA	NA	34,88,704
	RELIANCE CAPITAL TRUSTEE CO. LTD-A/C RELIANCE SMALL CAP FUND	1	7,26,987	0	0	7,26,987	1.25	7,26,987	0	7,26,987	1.25	0	1.25	0	0	NA	NA	7,26,987
	FRANKLIN INDIA SMALLER COMPANIES FUND	1	27,61,717	0	0	27,61,717	4.75	27,61,717	0	27,61,717	4.75	0	4.75	0	0	NA	NA	27,61,717
(b)	Venture Capital Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	NA	NA	0
(c)	Alternative Investment Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	NA	NA	0
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	NA	NA	0
(e)	Foreign Portfolio Investors	28	33,43,713	0	0	33,43,713	5.75	33,43,713	0	33,43,713	5.75	0	5.75	0	0	NA	NA	33,43,713
	GOVERNMENT PENSION FUND GLOBAL	1	17,40,000	0	0	17,40,000	2.99	17,40,000	0	17,40,000	2.99	0	2.99	0	0	NA	NA	17,40,000
(f)	Financial Institutions / Banks	4	50,676	0	0	50,676	0.09	50,676	0	50,676	0.09	0	0.09	0	0	NA	NA	50,676
(g)	Insurance Companies	1	14,16,250	0	0	14,16,250	2.43	14,16,250	0	14,16,250	2.43	0	2.43	0	0	NA	NA	14,16,250
	ICICI LOMBARD GENERAL INSURANCE COMPANY LTD	1	14,16,250	0	0	14,16,250	2.43	14,16,250	0	14,16,250	2.43	0	2.43	0	0	NA	NA	14,16,250
(h)	Provident Funds / Pension Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	NA	NA	0
(i)	Any Other	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	NA	NA	0
	Sub Total (B)(1)	**35**	**82,99,343**	**0**	**0**	**82,99,343**	**14.26**	**82,99,343**	**0**	**82,99,343**	**14.26**	**0**	**14.26**	**0**	**0**	**NA**	**NA**	**82,99,343**
2	**Central Government / State Government (s)/ President of India**	**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	**0**	**0**	**NA**	**NA**	**0**
	Sub Total (B)(2)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	NA	NA	0
3	**Non-Institutions**																	
(a)	i. Individual shareholders holding nominal share capital upto Rs. 2 lakhs	30276	47,79,082	0	0	47,79,082	8.21	47,79,082	0	47,79,082	8.21	0	8.21	0	0	NA	NA	47,66,321
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	4	12,84,758	0	0	12,84,758	2.21	12,84,758	0	12,84,758	2.21	0	2.21	0	0	NA	NA	12,84,758
(b)	NBFCs Registered with RBI	1	92	0	0	92	0.00	92	0	92	0.00	0	0.00	0	0	NA	NA	92
(c)	Employees Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	NA	NA	0
(d)	Overseas Depositories (Holding DRs) (Balancing figure)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	NA	NA	0
(e)	Any Other	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	NA	NA	0
	TRUSTS	3	460	0	0	460	0.00	460	0	460	0.00	0	0.00	0	0	NA	NA	460
	NON RESIDENT INDIANS	350	2,12,277	0	0	2,12,277	0.36	2,12,277	0	2,12,277	0.36	0	0.36	0	0	NA	NA	2,12,277
	CLEARING MEMBERS	36	9,911	0	0	9,911	0.02	9,911	0	9,911	0.02	0	0.02	0	0	NA	NA	9,911
	NON RESIDENT INDIAN NON REPATRIABLE	149	3,67,765	0	0	3,67,765	0.63	3,67,765	0	3,67,765	0.63	0	0.63	0	0	NA	NA	3,67,765
	BODY CORPORATES	338	22,41,770	0	0	22,41,770	3.85	22,41,770	0	22,41,770	3.85	0	3.85	0	0	NA	NA	22,41,770
	FINQUEST SECURITIES PRIVATE LIMITED	1	11,61,400	0	0	11,61,400	2.00	11,61,400	0	11,61,400	2.00	0	2.00	0	0	NA	NA	11,61,400
	IEPF	1	2,643	0	0	2,643	0.00	2,643	0	2,643	0.00	0	0.00	0	0	NA	NA	2,643
	FOREIGN NATIONALS	1	134	0	0	134	0.00	134	0	134	0.00	0	0.00	0	0	NA	NA	134
	Sub Total (B)(3)	**31159**	**88,98,892**	**0**	**0**	**88,98,892**	**15.29**	**88,98,892**	**0**	**88,98,892**	**15.29**	**0**	**15.29**	**0**	**0**	**0**	**0**	**88,86,131**
	Total public shareholding (B) = (B)(1)+(B)(2)+(B)(3)	**31194**	**1,71,98,235**	**0**	**0**	**1,71,98,235**	**29.56**	**1,71,98,235**	**0**	**1,71,98,235**	**29.56**	**0**	**29.56**	**0**	**0**	**0**	**0**	**1,71,85,474**

Table IV: Statement showing shareholding pattern of Non Promoter Non Public Shareholder

Category	Category of Shareholder	No. of Shareholders	No. of fully paid up equity shares held	No. of partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total no. of Shares Held (VII) = (IV) + (V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) as a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including warrants)	Shareholding, as % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (X) as a % of (A+B+C2	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of Equity shares held in dematerialized form	No. of Equity Shares held in dematerialised form
								No. of Voting Rights			Total as % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		
								Class X (Equity)	Class Y	Total									
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)	-
(1)	Custodian / DR Holder	-	-	-	-	-	-	-	-	-	-	-	-		-		-	N.A	N.A
(2)	Employees Benefit Trust (under SEBI (Share Based Employee benefit) Regulations, 2014 –Mr. Sudershan Kumar Bansal (As a trustee of HT Media Employee Welfare Trust)	-	1	5,44,572	0	0	5,44,572	0.94	5,44,572	0	5,44,572	0.94	0	0.94	0	0.00	N.A	N.A	5,44,572
(b)	**Total Non Promoter Non Public Shareholding (C) = (C)(1) + (C)(2)**	**-**	**1**	**5,44,572**	**0**	**0**	**5,44,572**	**0.94**	**5,44,572**	**0**	**5,44,572**	**0.94**	**0**	**0.94**	**0**	**0.00**	**-**	**-**	**5,44,572**

NAME OF TOP TEN LARGEST SHAREHOLDERS OF COMPANY:

Sr. No.	Name of the Shareholders	No. of Equity Shares	% of total Shareholding	Nature of Interest
1	The Hindustan Times Limited	4,04,38,621	69.50	Promoter
2	Franklin India Smaller Companies Fund	27,61,717	4.75	Public
3	Government Pension Fund Global	17,40,000	2.99	Public
4	ICICI Lombard General Insurance Company Limited	14,16,250	2.43	Public
5	Finquest Securities Private Limited Client Beneficiary A/c	11,61,400	1.99	Public
6	Reliance Capital Trustee Co. Limited A/c Reliance Small Cap Fund	7,26,987	1.25	Public
7	Ms. Rohini Nilekani	5,58,225	0.96	Public
8	Mr. Sudershan Kumar Bansal as a Trustee of HT Media Employee Welfare Trust	5,44,572	0.94	Public
9	Mr. Nandan M Nilekani	4,82,890	0.83	Public
10	Bajaj Allianz Life Insurance Company Limited	4,19,306	0.72	Public
	Total	**5,02,49,968**	**86.36**	

BUSINESS AND MANAGEMENT OF THE COMPANY

Digicontent Limited ("DCL") (formerly, HT Digital Ventures Limited) was incorporated on August 14, 2017 and is engaged in the business of dealing, carrying out any activity or business in the digital media space and electronic media, for creation, dissemination and/or integration of news, knowledge, information, entertainment, brand/event promotion and content of general interest etc.

The Board of Directors and Key Managerial Personnel (KMP) of the Company:

Sr. No.	Name of the Director / KMP	Designation	DIN
1	Mr. Priyavrat Bhartia	Non- executive Director	00020603
2	Mr. Praveen Someshwar	Non- executive Director	01802656
3	Mr. Sharad Saxena	Non- executive Director	02239469
4	Mr. Ajay Relan	Independent Director	00002632
5	Mr. Vivek Mehra	Independent Director	00101328
6	Ms. Suchitra Rajendra	Independent Director	07962214
7	Mr. Anup Sharma	Chief Financial Officer	Not Applicable
8	Mr. Vikas Prakash	Company Secretary & Compliance Officer	Not Applicable

Note- All our Key Managerial Personnel are permanent employees of our Company.

PROMOTERS OF THE COMPANY

Sr. No.	Name and Address	Experience/Nature of business
1	Ms. Shobhana Bhartia, residing at 19, Friends Colony (West), New Delhi - 110 065	Ms. Shobhana Bhartia is a graduate from Calcutta University. She is the Chairperson and Editorial Director of HT Media Limited, one of India's largest publicly listed media company. She is also currently serving as the Pro-Chancellor of the Birla Institute of Technology and Sciences.
2	Mr. Priyavrat Bhartia, residing at 19, Friends Colony (West), New Delhi - 110 065	Mr. Priyavrat Bhartia, MBA from Stanford University (USA), started his career as a financial analyst with Wasserstein Perella & Co., New York, in 1998. He is also acting as director in a number of companies including HT Media Limited, Hindustan Media Ventures Limited and Jubilant Enpro Private Limited.
3	Mr. Shamit Bhartia, residing at 19, Friends Colony (West), New Delhi - 110 065	Mr. Shamit Bhartia holds degree in Economics from Dartmouth College, USA. He has worked in the Corporate Finance and M&A Group, Lazard Frere, New York, from July 2001 till August 2002.
4	The Hindustan Times Limited (CIN: U74899DL1927PLC000155) having registered office at 18-20, Kasturba Gandhi Marg, New Delhi - 110 001	Renting, maintenance and facility services and investment activity
5	Go4i.com (Mauritius) Limited (regn. No. 23866/5559), having address C/o NWT (Mauritius) Limited, 6/7th Floor, Dias Pier Building, Caudan, Port-Louis - 11307, Republic of Mauritius	Internet based services.

DETAILS OF GROUP COMPANIES OF DIGICONTENT LIMITED

1. HT Media Limited (HTML)

HTML (CIN - L22121DL2002PLC117874) was incorporated on December 03, 2002 under the Companies Act 1956 having its registered office at 18-20, Kasturba Gandhi Marg, New Delhi - 110 001. HTML is engaged, inter alia, in the business of publishing and printing newspapers and broadcasting of FM Radio etc. The equity shares of HTML are listed on BSE and NSE.

Capital Structure

As on March 31, 2019, the authorized share capital of HTML is Rs. 72,50,00,000/- divided into 36,25,00,000 equity shares of face value of Rs. 2/- each and issued, subscribed and paid up equity capital is Rs. 46,54,96,628/- divided into 23,27,48,314 equity shares of face value of Rs. 2/- each.

Financial performance

The operating results of HTML for last three financial years are as under:

(Rs./Lakh)

Particulars	March 31, 2019	March 31, 2018*	March 31, 2017
Total Revenue	144,683	159,559	158,893
Net profit / (loss) after tax from continuing operations	(13,894)	21,116	6,151
Equity Share Capital	4,611	4,611	4,610
Reserves & Surplus	1,57,577	1,73,461	1,65,225
Book Value per share (in Rs.) of face value of Rs. 2/- each	70.35	77.23	73.67

* Post effectiveness of the Scheme

2. Hindustan Media Ventures Limited (HMVL)

HMVL (CIN - L21090BR1918PLC000013) was incorporated on July 09, 1918 under the Companies Act 1913 as Behar Journals Limited and its name was changed to Searchlight Publishing House Limited and subsequently to Hindustan Media Ventures Limited. The registered office of HMVL is situated at Budh Marg, P.S. Kotwali Patna - 800001. It is engaged in the business of printing and publishing of newspapers and other periodicals. The equity shares of HMVL are listed on BSE and NSE.

Capital Structure

As on March 31, 2019, the authorized share capital of HMVL is Rs. 87,00,00,000/- divided into 8,70,00,000 equity shares of face value of Rs. 10/- each and the issued, subscribed and paid up equity capital is Rs. 73,39,37,700/- divided into 7,33,93,770 equity shares of face value of Rs. 10/- each.

Financial performance

The operating results of HMVL for last three financial years are as under:

(Rs./Lakh)

Particulars	March 31, 2019	March 31, 2018	March 31, 2017
Total Revenue	95,591	95,956	102,532
Net profit / (loss) after tax from continuing operations	7,190	17,122	19,360
Equity Share Capital	7,339	7,339	7,339
Reserves & Surplus	1,31,668	125,832	109,746
Book Value per share (in Rs.) of face value Rs. 10/- each	189.41	181.45	159.53

3. Firefly e-Ventures Limited (FEVL)

FEVL (CIN - U74140DL2007PLC164566) was incorporated on June 11, 2007 under Companies Act 1956 as Medialab Web Solutions Limited and subsequently name changed to Firefly e-Ventures Limited. The registered office of FEVL is situated at Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi - 110 001. FEVL is engaged in the internet business. The equity shares of the company are not listed on any Stock Exchange.

Capital Structure

As on March 31, 2019, the authorized share capital of FEVL is Rs. 60,00,00,000/- divided into 4,00,00,000 equity shares of face value of Rs. 10/- each and 2,00,00,00,000 Optional Convertible Cumulative perference shares of Re. 0.10/- each and issued, subscribed and paid up equity capital is Rs. 12,43,430/- divided into 1,24,343 equity shares of face value of Rs. 10/- each.

Financial performance

The operating results of FEVL for last three financial years are as under:

(Rs./Lakh)

Particulars	March 31, 2019	March 31, 2018	March 31, 2017
Total Revenue	5.03	49.55	76.10
Net profit / (loss) after tax from continuing operations	(2.68)	(32.64)	27.36
Equity Share Capital	12.43	12.43	12.43
Reserves & Surplus	(24.12)	(20.85)	4.11
Book Value (in Rs.) of face value of Rs. 10/- each	(9.40)	(6.77)	13.31

4. HT Mobile Solutions Limited (HTMSL)

HTMSL (CIN - U74900DL2009PLC187795) was incorporated on February 19, 2009 under the Companies Act 1956 having its registered office at Hindustan Times House, Second Floor, 18-20, Kasturba Gandhi Marg, New Delhi - 110 001. HTMSL is engaged in the business of 'Digital Quotient' (a social media space which provide digital marketing and enterprise solutions to brands and businesses) and 'htcampus.com' (an education information website). The equity shares of HTMSL are not listed on any Stock Exchange.

Capital Structure

As on March 31, 2019, the authorized share capital of HTMSL is Rs. 41,50,00,000/- divided into 410,00,000 equity shares of face value of Rs. 10/- each and 5,00,00,000 Optional Convertible Cumulative Perference Shares of Re. 0.1/- each and issued, subscribed and paid up equity capital is Rs. 35,45,85,980/- divided into 354,58,598 equity shares of face value of Rs. 10/- each.

Financial performance

The operating results of HTMSL for last three financial years are as under:

(Rs./Lakh)

Particulars	March 31, 2019	March 31, 2018	March 31, 2017
Total Revenue	1,892.89	3,688.17	5,315.32
Net profit / (loss) after tax from continuing operations	820.11	(932.73)	(1,054.67)
Equity Share Capital	3,545.86	3,545.86	2,917.53
Instruments entirely equity in nature	-	-	565.83
Reserves & Surplus	(1,682.15)	(2,504.30)	(1,531.56)
Book Value (in Rs.) of face value of Rs. 10/- each	5.26	2.94	6.69

5. Topmovies Entertainment Limited (TEL)

TEL (CIN-U92120DL2013PLC252652) was incorporated on May 24, 2013 under the Companies Act, 1956 having its registered office at 18-20, Kasturba Gandhi Marg, New Delhi - 110 001. TEL is engaged in the business of dissemination of news, knowledge and general information etc. The equity shares of TEL are not listed on any Stock Exchange.

Capital Structure

As on March 31, 2019, the authorized share capital of TEL is Rs. 13,50,00,000/- divided into 1,15,00,000 equity shares of face value of Rs. 10/- each and 20,00,00,000 Preference Shares of Rs. 0.10 each and issued, subscribed and paid up equity capital is Rs. 11,50,00,000/- divided into 1,15,00,000 equity shares of face value of Rs. 10/- each.

Financial performance

The operating results of TEL for last three financial years are as under:

(Rs./Lakh)

Particulars	March 31, 2019	March 31, 2018	March 31, 2017
Total Revenue	32.58	13.39	9.30
Net profit / (loss) after tax from continuing operations	1.92	341.42	(6.73)
Equity Share Capital	1,150.00	1,150.00	680.00
Instruments entirely equity in nature	-	-	4.70
Reserves & Surplus	(603.49)	(605.40)	(391.42)
Book Value (in Rs.) of face value of Rs. 10/- each	4.75	4.74	4.31

6. India Education Services Private Limited (IESPL)

IESPL (CIN - U80301DL2011PTC226705) was incorporated on October 24, 2011 under Companies Act, 1956 and having its registered office at 18-20, Kasturba Gandhi Marg, New Delhi - 110 001. IESPL is engaged in the business to provide all types of academic and non-academic services. The equity shares of IESPL are not listed on any Stock Exchange.

Capital Structure

As on March 31, 2019, the authorized share capital of IESPL is Rs. 1,18,40,00,000/- divided into 11,84,00,000 equity shares of face value of Rs. 10/- each and issued, subscribed and paid up equity capital is Rs. 2,00,00,000/- divided into 20,00,000 equity shares of face value of Rs. 10/- each.

Financial performance

The operating results of IESPL for last three financial years are as under:

(Rs./Lakh)

Particulars	March 31, 2019	March 31, 2018	March 31, 2017
Total Revenue	253.63	343.36	418.42
Net profit / (loss) after tax	(659.99)	(2,213.77)	(3,841.67)
Equity Share Capital	200.00	11,840.00	11,840.00
Reserves & Surplus	(2,092.43)	(13,076.74)	(10,880.62)
Book Value (in Rs.) of face value of Rs. 10/- each	(94.62)	(1.04)	0.81

7. HT Overseas Pte. Limited (HTOS)

HTOS was incorporated on August 19, 2010 under the Companies Act (CAP 50) of the Republic of Singapore having its registered office at 30, Cecil Street, #23-03/04, Prudential Tower, Singapore - 049712. The Registration Number of HTOS is 201017570W and is engaged in the business of purchase, negotiation and sale of third party digital advertising, marketing and sourcing newsprint and publishing of news including printing thereof and distribution of third party newspaper. The equity shares of HTOS are not listed on any Stock Exchange.

Capital Structure

As on March 31, 2019, the issued, subscribed and paid up capital of HTOS is S$ (Singaporean Dollar) 154,52,500 divided into 154,52,500 ordinary shares of S$ 1 each.

Financial performance as per Singapore Financial Reporting Standards (SFRS)

The operating results of HTOS for last three financial years are as under:

(Rs./Lakh)

Particulars	March 31, 2019	March 31, 2018	March 31, 2017
Total Revenue	2,455.73	3391.57	941.72
Net profit / (loss) after tax	(2,694.68)	(213.53)	(343.29)
Equity Share Capital	7,883.56	1,608.89	607.71
Share Application Money Pending Allotment	-	-	895.33
Reserves & Surplus	(3,405.00)	(690.23)	(171.64)

The summary financials are converted into Indian Rupees based on the currency exchange rate as on March 31, 2017, March 31, 2018 and March 31, 2019 of 1 SGD= INR 46.39, 1 SGD = INR 49.66 and 1 SGD = INR 51.02 respectively (source: Thomson Reuters)

For further details on the group companies of our Company, please refer to the section Group Companies on page 69 of the Information Memorandum

CONSOLIDATED FINANCIAL INFORMATION

The following tables set forth the consolidated financial statements of DCL for the year ended, March 31, 2019. These financial statements have been prepared in accordance with the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Companies Act, 2013. The said financial statements should be read in conjunction with the Auditors' Report included in the Chapter titled "Financial Statements" in the Information Memorandum and also available on the website of the Company at www.digicontent.co.in

Digicontent Limited (formerly known as HT Digital Ventures Limited)
Consolidated Balance sheet as at March 31, 2019

	Particulars	Note No	As at March 31, 2019 INR Lacs	As at March 31, 2018 (refer note 28) INR Lacs
	ASSETS			
1)	Non-current assets			
	(a) Property, Plant & Equipment	3	219	135
	(b) Goodwill	4	7,238	10,857
	(c) Other Intangible Assets	4	124	145
	(d) Intangible assets under development	4	3	-
	(e) Financial assets			
	(i) Investments	6A	10	-
	(ii) Loans	6B	7	7
	(f) Deferred Tax assets (net)	18	1,772	1,307
	(g) Income tax assets (net)	5	2,964	2,084
	Total Non- current assets		**12,337**	**14,535**
2)	**Current assets**			
	(a) Financial assets			
	(i) Trade Receivables	7	4,648	2,695
	(ii) Cash and cash equivalents	8	1,219	1,890
	(iii) Loans	6B	2	1
	(iv) Other financial assets	9A	1,720	1,486
	(b) Contract assets	9B	201	-
	(c) Other current assets	10	112	192
	Total Current assets		**7,902**	**6,264**
	TOTAL ASSETS		**20,239**	**20,799**
	EQUITY AND LIABILITIES			
1)	**Equity**			
	(a) Equity share capital	11	-	-
	(b) Share suspense account	11	1,164	1,164
	(c) Other equity	12	5,325	6,470
	Total equity		**6,489**	**7,634**
2)	**Liabilities**			
	Non-current liabilities			
	(a) Financial liabilities			
	(i) Borrowings	13	8,000	8,000
	(ii) Other financial liabilities	15	1,010	218
	Total non-current liabilities		**9,010**	**8,218**
	Current liabilities			
	(a) Financial liabilities			
	(i) Trade Payables			
	a) total outstanding due of micro, small and medium enterprises	14	53	34
	b) total outstanding due other than (i)(a) above	14	3,471	4,046
	(ii) Other financial liabilities	15	19	6
	(b) Other Current Liabilities	17A	619	423
	(c) Contract Liabilities	17B	45	-
	(d) Provisions	16	533	438
	Total current liabilities		**4,740**	**4,947**
	Total Liabilities		**13,750**	**13,165**
	TOTAL EQUITY AND LIABILITIES		**20,239**	**20,799**

Summary of significant accounting policies 2

The accompanying notes are an integral part of the financial statements

Consolidated Statement of Profit and Loss for the year ended March 31, 2019

	Particulars	Note No	As at March 31, 2019 INR Lacs	Period ended August 14, 2017 to March 31, 2018 (refer note 28) INR Lacs
I	**Income**			
a)	Revenue from operations	19	26,797	-
b)	Other Income	20	58	-
	Total Income		**26,855**	**-**
II	**Expenses**			
a)	Employee benefits expense	21	13,900	-
b)	Finance costs	22	912	218
c)	Depreciation and amortization expense	23	3,765	-
d)	Net impairment losses on financial assets		71	-
e)	Other expenses	24	9,860	-
	Total expenses		**28,508**	**218**
III	**Profit/(loss) before tax and share of profit/ (loss) of associate(I-II)**		(1,653)	(218)
IV	**Earnings before interest, tax, deprecation and amortization (EBITDA) before exceptional items [III-II(a)]**		**3,024**	**-**
V	**Income tax expense**			
	Current tax	18	-	-
	Deferred tax charge/(credit)	18	(476)	-
	Total tax expense		**(476)**	**-**
VI	**Profit/(loss) for the year after tax before share of profit/ (loss) of associate (III+V)**		**(1,177)**	**(218)**
VII	Share of net profit (loss) of associate accounted for using the equity method		-	(309)
VIII	**Profit/(loss) for the year after tax and after share of loss of associate (VI+VII)**		**(1,177)**	**(527)**
IX	**Other Comprehensive Income**	25		
	Items that will not to be reclassified to profit or loss			
i)	Remeasurement of the defined benefit plan gain/(loss)		43	-
ii)	Income tax relating to items that will not be reclassified to profit or loss		(11)	-
iii)	Share of other comprehensive income of associate accounted for using the equity method (net of tax)		-	55
	Other comprehensive income for the year, net of tax		32	55
X	**Total Comprehensive Income for the year, net of tax(VIII+IX)**		**(1,145)**	**(472)**
XI	**Earnings/(loss) per share (INR)**			
	Basic (Nominal value of share INR 2/-)	26	(2.02)	(0.91)
	Diluted (Nominal value of share INR 2/-)	26	(2.02)	(0.91)

Summary of significant accounting policies 2

The accompanying notes are an integral part of the financial statements

Consolidated Cash Flow Statement for the year ended March 31, 2019

Particulars	March 31, 2019 INR Lacs	August 14, 2017 to March 31, 2018 (refer note 28) INR Lacs
Cash flows from Operating activities		
Profit before taxation	**(1,653)**	**(218)**
Adjustments to reconcile profit before tax to net cash flows:		
Interest Income from deposits	(35)	-
Depreciation and amortization expense	3,765	-
Finance cost	904	218
Impairment of doubtful debts and advances (including bad debts written off)	71	-
Profit on sale of Fixed Assets (net)	(1)	-
Working capital adjustments:		
Increase in trade receivables	(2,024)	-
Increase in other financial assets	(235)	-
Decrease in current assets	80	-
Increase in contract assets	(201)	-
Decrease in Trade payables and Other financial liabilities	(556)	-
Increase in contract liability	45	-
Increase in Other current liabilities	196	-
Increase in provisions	138	-
Cash generated from Operations	**494**	**-**
Income tax paid	(880)	-
Net cash outflow from operating activities (A)	**(386)**	**-**
Cash flows from Investing activities		
Interest received on deposits	35	-
Purchase of investments	(10)	-
Purchase of Property, Plant and equipment	(198)	-
Investment in Associate	-	(7,675)
Net cash outflows from investing activities (B)	**(173)**	**(7,675)**
Cash flow from Financing activities		
Proceeds from Issue of Equity Shares	-	1
Interest paid	(112)	-
Inter corporate deposits received	-	8,000
Net cash inflow/(outflows) from financing activities (C)	**(112)**	**8,001**
Net increase/ (decrease) in cash and cash equivalents (D= A+B+C)	**(671)**	**326**
Cash component on acquisition of subsidiary (E)	-	1,564
Cash and cash equivalents at the beginning of the year (F)	1,890	-
Cash and cash equivalents at the end of the year (D+E+F)	**1,219**	**1,890**

Consolidated Cash Flow Statement for the year ended March 31, 2019		
Particulars	**March 31, 2019 INR Lacs**	**August 14, 2017 to March 31, 2018 (refer note 28) INR Lacs**
Components of Cash & Cash Equivalents as at end of the year		
Cash in hand	1	1
With banks		
- On deposit with original maturity of upto 3 months	1,094	1,749
- On current accounts	124	140
Total cash and cash equivalents	1,219	1,890

Debt reconciliation disclosure pursuant to Amendment to Ind-AS 7:

Particulars	**Non Current Borrowings (INR Lacs)**
Opening Balance as at April 01, 2018	**8,000**
Cash Flows:	
-Drawdowns	-
-Repayments	-
Non-Cash movements:	-
Closing Balance as at March 31, 2019	8,000

The accompanying notes are an integral part of the financial statements

Consolidated Statement of changes in equity for the year ended March 31, 2019

A. Equity Share Capital (Refer Note 11)

Equity Shares of INR 2 each issued, subscribed and fully paid up

(INR Lacs)

Particulars	**Number of shares**	**Amount**
Balance as at August 14, 2017	-	-
Change during the period	50,000	1
Share cancelled during the year (refer note 28)	(50,000)	(1)
Balance as at March 31, 2018	-	-
Change during the year	-	-
Balance as at March 31, 2019	-	-

B. Share Suspense Account (Refer Note 11)

(INR Lacs)

Particulars	**Number of shares**	**Amount**
Balance as at August 14, 2017	-	-
Change during the period	58,187,078	1,164
Balance as at March 31, 2018	**58,187,078**	**1,164**
Change during the year	-	-
Balance as at March 31, 2019	**58,187,078**	**1,164**

C. Other Equity attributable to equity holders (Refer Note 12)

(INR Lacs)

Particulars	**Retained earnings**	**Capital Reserve**	**Total**
Balance as at August 14, 2017	**-**	**-**	**-**
Profit/(loss) for the period	(218)	-	(218)
Share of net loss of associate accounted for using the equity method	(309)	-	(309)
Share of other comprehensive income of associate accounted for using the equity method	55	-	55
Capital reserve on account of scheme (Refer Note 28)	-	10,703	10,703
Capital reserve on account of control (Refer Note 30)	-	(3,761)	(3,761)
Balance as at March 31, 2018	**(472)**	**6,942**	**6,470**
Profit/(loss) for the year	(1,177)	-	(1,177)
Items of other comprehensive income recognised directly in retained earnings			
- Remeasurements of post-employment benefit obligation, net of tax	32	-	32
Balance as at March 31, 2019	**(1,617)**	**6,942**	**5,325**

The accompanying notes are an integral part of the financial statements

1. Corporate Information

Digicontent Group consists of Digicontent Limited (the Company) and its wholly owned subsidiary (HT Digital Streams Limited) [hereinafter referred to as "the Group"].

Pursuant to Scheme of Arrangement ('The Scheme') between the Company and HT Media Limited (HTML) and their respective creditors and shareholders, the "Entertainment & Digital Innovation Business" of HTML along with its related assets and liabilities, and the related strategic investment in HT Digital Streams Limited (HTDS) has been transferred to the Company upon the sanction of the Scheme by Hon'ble National Company Law Tribunal (NCLT), New Delhi Bench vide order dated 7 March, 2019 (certified copy received by the Company on 27 March, 2019) has sanctioned the Scheme ("the order"). The certified copy of the order sanctioning the Scheme has been filed with the Registrar of Companies, NCT of Delhi and Haryana on April 05, 2019. Accordingly, the Scheme has been given effect from March 31, 2018 (closing business hours), i.e. Appointed Date.

"Entertainment & Digital Innovation Business" includes the following:-

Fever Audio Tool	Carries out: • Aggregation and creation of audio and multi-screen videos • Audio feed which plays music inside across various stores • Distribution of in-house creative and niche celeb based content to mobile and digital users
Desi Martini	Carries out internet related business for providing movie reviews and ratings in the name of www.desimartini.com
Photo Library	Maintains Repository of the copyrighted images
Brand Promotion	• Carries out media tool to build, promote and amplify brand communication • Covers various brand activities like events, promotions, parties, campaigns, product launches across various HT Media Platforms

The Hindustan Times Limited is the Holding company of Digicontent Limited.

The business operations of HT Digital Streams Limited (subsidiary) are dissemination of news, knowledge, information, entertainment and content of general interest in English, Hindi or any other language, globally through various digital and electronic media; and management of advertising time and space on its news websites namely hindustantimes.com, livemint.com and livehindustan.com.

The registered office of the Company is located at Hindustan Times House, 2nd Floor, 18-20, K.G. Marg, New Delhi-110001.

The consolidation financial statement of the group for the year ended March 31, 2019 are authorised for issue in accordance with a resolution of the board of directors on April 16, 2019.

2. Significant accounting policies followed by the Group

2.1 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").

These special purpose consolidated financial statementshave been prepared to include the same in the Advertisement to be released prior to the listing of its equity shares and for submitting Information Memorandum with the Stock Exchanges.

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

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

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

The consolidated financial statements and notes have been rounded off to the nearest lacs as per the requirement of Schedule III, unless otherwise stated. Rounding off errors has been ignored.

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure,or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- 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 of 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 Group, 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) Subsidiary:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Ind-AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

ii) Associates:

Interests in associates are accounted for using the equity method, after initially being recognised at cost in the Consolidated Balance Sheet.

2.3 Summary of significant accounting policies

a) Business combinations and goodwill

Business combinations are accounted for using the acquisition method, other than common control transactions. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind-AS 12 Income Tax and Ind-AS 19 Employee Benefits respectively.
- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind-AS 102 Share-based Payments at the acquisition date.
- Assets (or disposal groups) that are classified as held for sale in accordance with Ind-AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.
- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind-AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of Ind-AS 109, it is measured in accordance with the appropriate Ind-AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

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.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

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

The operating cycle is the time between the display of advertisement on websites and delivery of content and their realization in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

c) Foreign currencies

The Group's consolidated financial statements are presented in INR, which is also the parent Group's functional currency.For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

Transactions and Balances

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

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

Exchange differences arising on the settlement or translation of monetary items are recognised in profit or loss.

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. They are deferred in equity if they relate to qualifying cash flow hedges.

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.

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
- 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 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.

External valuers are involved for valuation of significant assets, such as investment properties, unquoted financial assets and significant liabilities.

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.

Other fair value related disclosures are given in the relevant notes :

- Disclosures for valuation methods, significant estimates and assumptions (Note 33)
- Quantitative disclosures of fair value measurement hierarchy (Note 33)
- Financial instruments (including those carried at amortised cost) (Note 33)

e) Revenue recognition

Effective April 1, 2018 the Group has adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method which is applied to contracts that were not completed as of April 1, 2018.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The 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 inventory and credit risks.

Goods and Service Tax (GST)/ Service Tax 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.

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

Online Advertising

Revenue from digital platforms by display of internet advertisements are typically contracted for a period of one to twelve months. Revenue in this respect is recognized over the period of the contract, in accordance with the established principles of accrual accounting. Unearned revenues are reported on the balance sheet as deferred revenue/ contract liability.

Revenue from Content Selling

Revenue from Content Selling is recognized as and when service is rendered. Revenue is measured at the fair value of the consideration received or receivable, net of allowances, trade discounts and volume rebates.

Brand Promotion

Revenue from Brand Promotion is recognized as and when services are rendered. Revenue from service is measured at the fair value of the consideration received or receivable, net of allowances, trade discounts and volume rebates.

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 finance income in the statement of profit and loss.

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.

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 utilized

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 a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in profit or loss.

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 sales 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

Property, plant and equipment and Capital Work-in progress are 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.

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.

Value for individual assets acquired under Scheme of Arrangement under section 230 to 232 of the Companies Act, 2013, from 'HT Media Limited' during the year is measured at book value and are depreciated over the remaining useful life of the asset.

Depreciation methods, estimated useful life and residual value

Depreciation is calculated on a straight-line basis over the estimated useful life of the assets as follows:

Type of asset	Useful life estimated by management (Years)
Plant and Machinery	3-6
Office Equipment	2-5

Property, Plant and Equipment which are added/disposed off during the period, 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.

Modification or extension to an existing asset, which is of capital nature and which becomes an integral part thereof is depreciated prospectively over the remaining useful life of that asset.

The residual values, useful life and methods of depreciation of property, plant and equipment are reviewed at each period end and adjusted prospectively, if appropriate.

h) 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.

Value for individual assets acquired under Scheme of Arrangement under section 230 to 232 of the Companies Act, 2013, from 'HT Media Limited' during the year is measured at book value and are depreciated over the remaining useful life of the asset.

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.

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.

Intangible assets with finite life are amortized on straight line basis using the estimated useful life as follows:

Intangible Assets	Useful life (in years)
Software Licenses	1-6
Goodwill#	5
Website Development	6

Represents goodwill acquired under Scheme of Arrangement under section 391-394 of Companies Act, 1956 and is amortized over a period of 5 years in terms of the scheme.

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

j) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Group as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Group is classified as a finance lease.

Finance leases are capitalized at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability.

Finance charges are recognised in finance costs in the Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Group's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred. A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term

k) 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 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 Company'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.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

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.

l) Provisions

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

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

m) Retirement and other employee benefits

Short term employee benefits and defined contribution plans:

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

Retirement 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.

The Group recognizes termination benefit as a liability and an expense when the Group has a present obligation as a result of 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. If the termination benefits fall due more than 12 months after the balance sheet date, they are measured at present value of future cash flows using the discount rate determined by reference to market yields at the balance sheet date on government bonds.

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 statement of profit and 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.

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

Subsequent measurement

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

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.

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind-AS 103 applies are Ind-AS classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on Initial recognition and is irrevocable.

If the group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from 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; and

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

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss.

However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 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 including bank overdrafts and derivative financial instruments.

Subsequent measurement

Loans and borrowings

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

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss. This category generally applies to borrowings.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

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) 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 equivalents consist 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.

p) Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non–occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements. Contingent assets are only disclosed when it is probable that the economic benefits will flow to the entity.

q) Measurement of EBITDA

The Group has elected to present earnings before interest expense, 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.

r) Earnings per Share

Basic earnings per share

Basic earnings per share are calculated by dividing:

-the profit attributable to owners of the Group

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

Diluted earnings per share

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

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.3. 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 or 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 to the extent that it is probable that taxable profit will be available against which the 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.

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.

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.

Impairment of financial assets

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

Impairment of non- financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent markets transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

2.4. Standards issued but not effective

As on the date of approval of these accounts there are no standards which have been issued but not effective.

Ind AS 116 Leases

MCA has issued Ind AS 116 Leases on 30 March, 2019 effective from annual periods beginning on or after April 01, 2019. Ind AS 116 will supersede the existing Ind AS 17.

The new standard requires lessees to recognize most leases on their balance sheets. Lessees will have a single accounting model for all leases, with two exemptions (low value assets and short term leases). Lessor accounting is substantially unchanged as compared to existing Lease Standard Ind AS 17. There will be additional disclosure requirements. Either a so called full retrospective application or a modified retrospective application is required for annual periods beginning on or after April 1, 2019.

The Group is in the process of finalising their analysis at the date of issuing of their financial statements for FY 2018-19. The Group would disclose the known or reasonably estimable information relevant to assessing the possible impact that application of Ind AS 116 will have on their financial statements in the period of initial application.

Companies (Indian Accounting Standards) Second Amendment Rules, 2019 notified on 30 March 2019 brings the following amendments to Ind AS. The amendments are effective from accounting periods beginning on or after 1 April 2019.

Appendix C to Ind AS 12, Income Taxes has been inserted. The appendix provides accounting for uncertainty over income tax treatments. The appendix corresponds to FRIC 23, Uncertainty over Income Tax Treatments issued by the IFRS Interpretations Committee. Appendix C explains how to recognize and measure deferred and current income tax assets and liabilities where there is uncertainty over a tax treatment. Each Uncertain tax treatment is considered separately or together as a group, depending on which approach better predicts the resolution of uncertainty.

The Group is assessing the potential effect of the above mentioned amendment on its financial statements.

Paragraph 57A has been added to Ind AS 12 to clarify that the income tax consequences of dividends on financial instruments classified as equity should be recognized according to where the past transactions or events that generated distributable profits were recognized.

This amendment is not applicable to the Group.

Amendment to Ind AS 19, Employee Benefits requires an entity to: (i) use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and (ii) recognize in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognized because of the impact of the asset ceiling.

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

Amendment to Ind AS 23, Borrowing Costs to clarify that if a specific borrowing remains outstanding after a qualifying asset is ready for its intended use or sale, it becomes part of general borrowings.

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

Amendment to Ind AS 28, Investments in Associates and Joint Ventures clarifies that long-term interests in an associate or joint venture to which the equity method is not applied should be accounted for using Ind AS 109, Financial Instruments.

This amendment is not applicable to the Group.

Amendment has been made to Ind AS 103, Business Combinations andInd AS 111, Joint Arrangements to clarify measurement of previously held interest in obtaining control/ joint control over a joint operation: (i) On obtaining control of a business that is a joint operation, previously held interest in joint operation is re-measured at fair value at the acquisition date;(ii) A party obtaining joint control of a business that is joint operation shall not re-measure its previously held interest in the joint operation.

This amendment is not applicable to the Group.

Amendment to Ind AS 109 enables entities to measure at amortized cost some pre-payable financial assets with negative compensation.

This amendment is not applicable to the Group.

Note 3: Property, Plant & Equipment

Particulars	Office Equipment INR Lacs	Plant & Equipment INR Lacs	Total INR Lacs
Gross Carrying Amount			
As at August 14, 2017	-	-	-
Additions	-	-	-
Acquired pursuant to scheme of arrangements (refer note 28)	-	3	3
Acquisition of subsidiary (refer note 30)	45	350	395
As at March 31, 2018	**45**	**353**	**398**
Additions	2	181	183
Disposals/ Adjustments	-	5	5
As at March 31, 2019	**47**	**529**	**576**
Accumulated Depreciation			
As at August 14, 2017	-	-	-
Charge for the Period	-	-	-
Acquisition of subsidiary (refer note 30)	1	262	263
As at March 31, 2018	**1**	**262**	**263**
Charge for the year	2	96	98
Disposals/ Adjustments	-	4	4
As at March 31, 2019	**3**	**354**	**357**
Net Carrying Amount			
As at March 31, 2019	**44**	**175**	**219**
As at March 31, 2018	**44**	**91**	**135**

Note 4 : Intangible Assets

Particulars	Other Intangible Assets			Total	Goodwill
	Website Development INR Lacs	Software Licenses INR Lacs	Intangible Assets under development INR Lacs	INR Lacs	INR Lacs
Gross Carrying Amount					
As at August 14, 2017	-	-	-	-	-
Additions	-	-	-	-	-
Acquired pursuant to scheme of arrangements (refer note 28)	-	62	-	62	-
Acquisition of subsidiary (refer note 30)	91	19	-	110	18,095
As at March 31, 2018	**91**	**81**	**-**	**172**	**18,095**
Additions during the year	-	27	3	30	-
As at March 31, 2019	**91**	**108**	**3**	**202**	**18,095**
Accumulated Depreciation					
As at August 14, 2017	-	-	-	-	-
Charge for the period	-	-	-	-	-
Acquisition of subsidiary (refer note 30)	14	13	-	27	7,238
As at March 31, 2018	**14**	**13**	**-**	**27**	**7,238**
Charge for the year	15	33	-	48	3,619
As at March 31, 2019	**29**	**46**	**-**	**75**	**10,857**
Net Carrying Amount					
As at March 31, 2019	**62**	**62**	**3**	**127**	**7,238**
As at March 31, 2018	**77**	**68**	**-**	**145**	**10,857**

Note 5 : Income tax assets **(INR Lacs)**

Particulars	As At March 31, 2019	As at March 31, 2018
Income tax assets	2,964	2,084
Total Income tax assets	**2,964**	**2,084**
Current	**-**	**-**
Non-Current	**2,964**	**2,084**

Note 6A: Investment (INR Lacs)

Particulars	As At March 31, 2019	As at March 31, 2018
Investments at Fair Value through profit and loss		
Unquoted		
Investment in equity instruments (fully paid-up)	10	-
Total Other Financial Assets	**10**	**-**
Current	**-**	**-**
Non - Current	**10**	**-**
Aggregate amount of quoted investment	**-**	**-**
Aggregate amount ofunquoted investment	**10**	**-**

Note 6B : Loans **(INR Lacs)**

Particulars	As At March 31, 2019	As at March 31, 2018
Security Deposit given	9	8
Total	**9**	**8**
Current	**2**	**1**
Non - Current	**7**	**7**
Particulars	**As At March 31, 2019**	**As at March 31, 2018**
Secured, considered good	-	-
Unsecured, considered good	9	8
Total	**9**	**8**

Note 7 : Trade Receivables **(INR Lacs)**

Particulars	As At March 31, 2019	As at March 31, 2018
Trade receivables	1,311	2,144
Receivables from related parties (refer note 29A)	3,629	1,039
Provision for doubtful debts	(292)	(488)
Total	**4,648**	**2,695**
Current	**4,648**	**2,695**
Non - Current	**-**	**-**
Particulars	**As At March 31, 2019**	**As at March 31, 2018**
Unsecured, considered good	4,648	2,695
Unsecured, considered doubtful	292	488
Total	**4,940**	**3,183**
Impairment for unsecured doubtful debts	(292)	(488)
Total Trade Receivables	**4,648**	**2,695**

No trade or other receivable are due from directors or other officers of the Group either severally or jointly with any other person. For details of amount due from Related Parties please refer note 29A.

Note 8: Cash and Cash Equivalents **(INR Lacs)**

Particulars	As At March 31, 2019	As at March 31, 2018
Balance with banks :		
- On current accounts	124	140
- Deposits with original maturity of less than three months	1,094	1,749
Cash on hand	1	1
Total	**1,219**	**1,890**

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

(INR Lacs)

Particulars	As At March 31, 2019	As at March 31, 2018
Balance with banks :		
- On current accounts	124	140
- Deposits with original maturity of less than three months	1,094	1,749
Cash on hand	1	1
Total	**1,219**	**1,890**

Note 9A: Other financial assets **(INR Lacs)**

Particulars	As At March 31, 2019	As at March 31, 2018
Income accrued but not due	-	33
Other receivables from related party (refer note 29A)	1,720	1,453
Other receivables	-	-
Total	**1,720**	**1,486**
Current	**1,720**	**1,486**
Non - Current	**-**	**-**

Break up of financial assets carried at amortised cost

Particulars	As At March 31, 2019	As at March 31, 2018
Trade receivables (Note 7)	4,648	2,695
Cash and cash equivalents (Note 8)	1,219	1,890
Other financial assets (Note 9A)	1,720	1,486
Loans (Note 6B)	9	8
Total financial assets carried at amortised cost	**7,596**	**6,079**

Note 9B: Contract assets **(INR Lacs)**

Particulars	As At March 31, 2019	As at March 31, 2018
Income accrued but not due (refer note 39)	201	-
Total	**201**	**-**
Current	**201**	**-**
Non - Current	**-**	**-**

Note 10: Other current assets **(INR Lacs)**

Particulars	As At March 31, 2019	As at March 31, 2018
Prepaid Expenses	50	11
Other receivables	62	181
Total	**112**	**192**

Note 11 : Share Capital

Authorised Share Capital

Particulars	Number of shares	Amount (INR Lacs)
***At August 14, 2017**	-	-
Increase/(decrease) during the period	50,000	1
At March 31, 2018	50,000	1
Increase/(decrease) during the year	-	-
At March 31, 2019	50,000	1

Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of INR 2 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive 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 the shareholders.

*The face value of equity share of the Company was reduced from Rs. 10 to Rs. 2 by the Board of Directors by passing resolution on January 04, 2018. Therefore, share capital as on August 14, 2017 was Rs. 1 Lakh divided into 10,000 equity shares of Rs. 10 each and then changed to 50,000 equity shares of Rs. 2 each w.e.f. January 04, 2018.

Share Suspense Account

Equity shares of INR 2 each issued, subscribed and fully paid	Number of shares	Amount (INR Lacs)
Share Suspense Account (refer note 28)	58,187,078	1,164
At March 31, 2018	**58,187,078**	**1,164**
Increase/(decrease) during the year	-	-
At March 31, 2019	**58,187,078**	**1,164**

Issued and subscribed capital

Equity shares of INR 2 each issued, subscribed and fully paid

Particulars	Number of shares	Amount (INR Lacs)
At August 14, 2017	-	-
Changes during the period	50,000	1
Shares cancelled during the year (Refer Note 28)	(50,000)	(1)
At March 31, 2018	-	-
Changes during the year	-	-
At March 31, 2019	-	-

Reconciliation of the equity shares outstanding at the beginning and at the end of the year

Particulars	As At March 31, 2019		As at March 31, 2018	
	Number of shares	Amount (INR Lacs)	Number of shares	Amount (INR Lacs)
Shares outstanding at the beginning of the period	-	-	-	-
Shares Issued during the year	-	-	50,000	1
Shares cancelled during the year	-	-	(50,000)	(1)
Shares outstanding at the end of the year	-	-	-	-

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

Out of equity shares issued by the Company, shares held by its holding company is as below:

(INR Lacs)

Particulars	As At March 31, 2019	As at March 31, 2018
HT Media Limited*		
Nil (March 31, 2018- Nil & August 14, 2017 - 50,000) equity shares of INR 2 each fully paid	-	-
The above mentioned share capital will be cancelled upon issue of share capital as per the scheme of arrangement.		

Details of shareholders holding more than 5% shares in the Company

Particulars	As At March 31, 2019		As at March 31, 2018	
	Number of shares	% holding	Number of shares	% holding
Equity shares of INR 2 each fully paid				
HT Media Limited*	**-**	**-**	**-**	**-**

* HT Media Limited was holding the beneficial ownership of the entire paid up equity shares issued by the Company on its incorporation. However the same stands cancelled pursuant to the Scheme of Arrangement becoming effective w.e.f. March 31, 2018 (close of business hours).

Note 12: Other Equity **(INR Lacs)**

Particulars	As At March 31, 2019	As at March 31, 2018
Retained Earnings	(1,617)	(472)
Capital Reserve	6,942	6,942
Total	**5,325**	**6,470**

Retained Earnings	**(INR Lacs)**
Particulars	**Amount**
At August 14, 2017	**-**
Net loss for the year	(218)
Share of net loss of associate accounted for using the equity method	(309)
Share of other comprehensive income of associate accounted for using the equity method	55
At March 31, 2018	**(472)**
Net loss for the year	(1,177)
Items of other comprehensive income recognised directly in retained earnings	
- Remeasurements of post-employment benefit obligation, net of tax	32
At March 31, 2019	**(1,617)**

Capital Reserve	**(INR Lacs)**
Particulars	**Amount**
At August 14, 2017	**-**
Pursuant to Scheme of arrangements (refer note 28)	10,703
On acquisition of subsidiary (refer note 30)	(3,761)
At March 31, 2018	**6,942**
Changes during the year	-
At March 31, 2019	**6,942**

Note 13 : Borrowings **(INR Lacs)**

Particulars	As At March 31, 2019	As at March 31, 2018
Non- current Borrowings		
Unsecured Loan		
Inter corporate loans*	8,000	8,000
Total	**8,000**	**8,000**
Aggregate Secured Loans	**-**	**-**
Aggregate Unsecured Loans	**8,000**	**8,000**

*Outstanding intercompany loan from HT Media Limited was drawn in various tranches INR 7700 Lacs on December 28, 2017 & INR 300 Lacs on March 28, 2018 and are due for repayment on or before the completion of 60 months from the date of disbursement of loan amount along with an interest of 11% compounded annually.

Note 14: Trade Payables **(INR Lacs)**

Particulars	As At March 31, 2019	As at March 31, 2018
Trade Payables		
- Micro, Small and Medium Enterprises (refer note 31)	53	34
- Others	3,295	3,210
- Related Parties(refer note 29A)	176	836
Total	**3,524**	**4,080**
Current	**3,524**	**4,080**
Non- Current	**-**	**-**

Note 15 : Other financial liabilities **(INR Lacs)**

Particulars	As At March 31, 2019	As at March 31, 2018
Interest accrued but not due on borrowings	1,010	218
Other Capex vendors	19	6
Total	**1,029**	**224**
Current	**19**	**6**
Non- Current	**1,010**	**218**

Break up of financial liabilities carried at amortised cost **(INR Lacs)**

Particulars	As At March 31, 2019	As at March 31, 2018
Trade payables (Note 14)	3,524	4,080
Others (Note 15)	1,029	224
Total financial liabilities carried at amortised cost	**4,553**	**4,304**

Note 16 : Provisions **(INR Lacs)**

Particulars	As At March 31, 2019	As at March 31, 2018
Provision for Gratuity (refer note 27)	468	373
Provision for Leave Benefits (refer note 27)	65	65
Total	**533**	**438**

Note 17A : Other current liabilities **(INR Lacs)**

Particulars	As At March 31, 2019	As at March 31, 2018
Customers and Agents Balances	15	36
Unearned Revenue	-	39
Statutory dues	604	346
Advance from customers	-	2
Total	**619**	**423**

Note 17B : Contract liabilities **(INR Lacs)**

Particulars	As At March 31, 2019	As at March 31, 2018
Unearned Revenue (refer note 39)	45	-
Total	**45**	**-**
Current	**45**	**-**
Non Current	**-**	**-**

Note 18 : Deferred Tax assets (net)

The major components of income tax expense for the year ended 31 March 2019 are :

Statement of profit and loss :

Profit or loss section **(INR Lacs)**

Particulars	As At March 31, 2019	As at March 31, 2018
Current income tax :		
Current income tax charge	-	-
Deferred tax :		
Deferred tax credit	(443)	-
Adjustments in respect of previous year	(33)	
Income tax expense reported in the statement of profit or loss	**(476)**	**-**

OCI section :

Deferred tax related to items recognised in OCI during in the year ended March 31, 2019 **(INR Lacs)**

Particulars	As At March 31, 2019	As at March 31, 2018
Net loss/(gain) on remeasurements of defined benefit plans	(11)	-
Income tax charged to OCI	**(11)**	**-**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2019 and March 31, 2018: **(INR Lacs)**

Particulars	As At March 31, 2019	As at March 31, 2018
Accounting loss before income tax	(1,653)	(218)
At India's statutory income tax rate of 26%	(430)	(57)
At the effective income tax rate	**(430)**	**(57)**
Non-recognition of Deferred tax Asset	-	57
Impact due to change in tax rate	(13)	-
Tax true up impact	(33)	-
Income tax expense reported in the statement of profit and loss	**(476)**	**-**

Deferred tax

Deferred tax relates to the following: **(INR Lacs)**

Particulars	As At March 31, 2019	As at March 31, 2018
Deferred tax liabilities		
Pursuant to acquisition of Subsidiary (HTDSL)	-	152
Gross deferred tax liabilities	-	152
Deferred tax assets		
Differences in depreciation in block of fixed assets as per tax books and financial books	135	-
Carried forward losses and unabsorbed depreciation	1,377	1,242
Provision for doubtful debts and advances	79	123
Effect of expenditure debited to Statement of profit and loss in the current year but allowed for tax purposes in following year	181	94
Gross deferred tax assets	**1,772**	**1,459**
Deferred Tax assets (net)	**1,772**	**1,307**

Reconciliation of deferred tax assets (net):

Particulars	(INR Lacs)
Opening balance as of 14 August 2017	**-**
Deferred tax on acquisition of subsidiary (refer note 30)	1,307
Tax income/(expense) during the period recognised in profit or loss	-
Closing balance as at 31 March 2018	**1,307**
Tax income/(expense) during the year recognised in profit or loss	476
Tax income/(expense) during the year recognised in OCI	(11)
Closing balance as at March 31, 2019	**1,772**

Note 19 :Revenue from operations (INR Lacs)

Particulars	Year ended March 31, 2019	For the period August 14, 2017 to March 31, 2018
Sale of services	26,797	-
Total	**26,797**	**-**

Note 20 : Other Income (INR Lacs)

Particulars	Year ended March 31, 2019	For the period August 14, 2017 to March 31, 2018
Interest Income on		
Bank Deposit	35	-
Other non - operating income		
Unclaimed balances/unspent liabilities written back (net)	1	-
Net gain on disposal of property, plant and equipment	1	-
Miscellaneous Income	21	-
Total	**58**	**-**

Note 21 : Employee benefits expense (INR Lacs)

Particulars	Year ended March 31, 2019	For the period August 14, 2017 to March 31, 2018
Salaries, wages and bonus	13,251	-
Contribution to provident and other funds	471	-
Gratuity expense (Refer Note 27)	139	-
Workmen and Staff welfare expenses	39	-
Total	**13,900**	**-**

Note 22 : Finance costs (INR Lacs)

Particulars	Year ended March 31, 2019	For the period August 14, 2017 to March 31, 2018
Interest on debts and borrowings	904	218
Bank Charges*	8	-
Total	**912**	**218**

*INR 118/- Bank charges for the period ended March 31, 2018 has been rounded off to Nil

Note 23 : Depreciation and amortization expense (INR Lacs)

Particulars	Year ended March 31, 2019	For the period August 14, 2017 to March 31, 2018
Depreciation of tangible assets (Note 3)	98	-
Amortization of intangible assets (Note 4)	3,667	-
Total	3,765	-

Note 24 : Other expenses (INR Lacs)

Particulars	Year ended March 31, 2019	For the period August 14, 2017 to March 31, 2018
Advertising and sales promotion	265	-
Power and fuel	3	-
Communication Costs	43	-
Legal and professional fees	264	-
Newsservice and dispatches	2,858	-
Repairs and maintenance		
Plant and machinery	1,419	-
Rates and taxes	24	-
Insurance	81	-
Service Charges on Ad Revenue	4	-
Rent & maintenance	3,314	-
Travelling and conveyance	1,434	-
Miscellaneous expenses	131	-
Exchange differences (net)	3	-
Payment to auditor (refer details below)	17	-
Total	**9,860**	**-**

Particulars	Year ended March 31, 2019	For the period August 14, 2017 to March 31, 2018
As auditor :		
- Audit fee	12	-
- Tax audit fee	2	-
In other capacities :		
- Other services	2	-
Reimbursement of expenses	1	-
Total	**17**	**-**

*** INR 20,000/- paid to auditors as audit fee for the period ended March 31, 2018 has been rounded off to Nil.**

Note 25 : 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, 2019 (INR Lacs)

Particulars	Retained earnings	Total
Re- measurement gains(losses) on defined benefit plans	43	43
Income tax relating to items that will not be reclassified to profit or loss	(11)	(11)
Total	**32**	**32**

During the period ended March 31, 2018 (INR Lacs)

Particulars	Retained earnings INR lacs	Total INR lacs
Income tax relating to items that will not be reclassified to profit or loss	-	-
Share of other comprehensive income of associate accounted for using the equity method	-	55
Total	**-**	**55**

Note 26: EPS Computation

Basic and Diluted EPS amounts are calculated by dividing the profit for the period attributable to equity holders by the number of Equity shares outstanding during the period after considering the impact of the Scheme. As at March 31, 2019, there are no dilutive potential Equity Shares outstanding.

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

Particulars	Year ended March 31, 2019	For the period August 14, 2017 to March 31, 2018
Loss attributable to equity holders (INR Lacs)	**(1,177)**	**(527)**
Number of outstanding Equity shares for basic and diluted EPS	**58,187,078**	**58,187,078**
Earnings per share (Face value of Rs. 2/- Each)		
Basic EPS (INR)	(2.02)	(0.91)
Diluted EPS (INR)	(2.02)	(0.91)

Note 27 : Defined Benefits Plan

Gratuity (INR Lacs)

Particulars	As At March 31, 2019	As at March 31, 2018
Gratuity	468	373
Total	**468**	**373**
Current	**468**	**373**
Non- Current	**-**	**-**

The Group has a defined benefit gratuity plan. 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 gratuity plan is governed by the Payment of Gratuity Act, 1972. The Group has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance company, as part of the policy rules, makes payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Group is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset.

The following tables summaries the components of net benefit expense recognised in the statement of profit or loss and amounts recognised in the balance sheet for the respective plans:

A. Post employment obligations

Gratuity Plan

Changes in the defined benefit obligation and fair value of plan assets as at 31 March, 2019 :

Present value of Obligation (INR Lacs)

Particulars	As at March 31, 2019 Present value of Obligation	As at March 31, 2018 Present value of Obligation
Opening Balance	725	-
Current Service Cost	109	-
Interest Expense or cost	58	-
Re-measurement (or Actuarial) (gain) / loss arising from:		
- change in financial assumptions	20	-
- experience variance (i.e. Actual experience vs. assumptions)	(72)	-
Benefits Paid	(103)	-
Acquired pursuant to scheme of arrangements (refer note 28)	-	11
Liability on acquisition of subsidiary (refer note 30)	-	714
Total	**737**	**725**

Fair Value of Plan Assets (INR Lacs)

Particulars	As At March 31, 2019	As at March 31, 2018
Opening Balance	352	-
Investment Income	28	-
Employer's contribution	-	-
Benefits Paid	(102)	-
Return on plan assets, excluding amount recognised in net interest expenses	(9)	-
Plan assets on acquisition of subsidiary (refer note 30)	-	352
Total	**269**	**352**

The major categories of plan assets of the fair value of the total plan assets are as follows:

Particulars	India gratuity Plan	
	As at March 31, 2019	As at March 31, 2018
Investment in Funds managed by insurer	100%	100%

The principal assumptions used in determining gratuity obligation for the Group's plans are shown below:

Particulars	As At March 31, 2019	As at March 31, 2018
Discount Rate	7.75%	8.00%
Salary Growth Rate	5.00%	5.00%
Withdrawal Rate		
Up to 30 years	3%	3%
31 - 44 years	2%	2%
Above 44 years	1%	1%

A quantitative sensitivity analysis for significant assumption as at March 31, 2019 is as shown below: (INR Lacs)

Particulars	As At March 31, 2019	As at March 31, 2018
Defined Benefit Obligation (Base)	738	726

Impact on defined benefit obligation (INR Lacs)

Particulars	As at March 31, 2019		As at March 31, 2018	
Assumptions	**Decrease**	**Increase**	**Decrease**	**Increase**
Discount Rate (-/+ 1%)	85	(73)	77	(66)
Salary Growth Rate (-/+ 1%)	(75)	86	(68)	78
Attrition Rate (-/+ 50%)	(15)	12	(14)	12

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting year.

The following payments are maturity profile of Defined Benefit Obligations in future years: (INR Lacs)

Particulars	As At March 31, 2019	As at March 31, 2018
Within the next 12 months (next annual reporting period)	62	43
Between 2 and 5 years	189	181
Between 6 and 10 years	259	453
Beyond 10 years	1,525	1,220
Total expected payments	**2,035**	**1,897**

Average duration of the defined benefit plan obligation

Particulars	As At March 31, 2019	As at March 31, 2018
Weighted Average duration	16 Years	16 Years

B. Defined Contribution Plan

Particulars	As At March 31, 2019	As at March 31, 2018
Contribution to Provident and Other funds		
Charged to Statement of Profit and Loss	471	-

C. Leave Encashment (unfunded)

The Group recognises the leave encashment expenses in the Statement of Profit & Loss based on actuarial valuation.

The expenses recognised in the Statement of Profit & Loss and the Leave encashment liability at the beginning and at the end of the year:

(INR Lacs)

Particulars	As At March 31, 2019	As at March 31, 2018
Liability at the beginning of the period	65	-
Benefits paid during the year	(6)	-
Provided during the year	6	-
Liability on account of control	-	65
Liability at the end of the year	**65**	**65**

Note 28:

Pursuant to scheme of Arrangement ('the Scheme') between the Company and HT Media Limited and their respective creditors and shareholders, Entertainment & Digital Innovation Business of HT Media Limited along with its related assets and liabilities, and the related strategic investment in HT Digital Streams Limited (HTDS) has been transferred to the company upon the sanction of the scheme by the Hon'ble National Company Law Tribunal (NCLT), New Delhi Bench vide order dated 7 March, 2019 (certified copy received by the Company on 27 March, 2019) ("the order"). The certified copy of order sanctioning the Scheme has been filed with the Registrar of Companies, NCT of Delhi & Haryana on April 05, 2019. Accordingly, the Scheme has been given effect from March 31, 2018 (closing business hours) i.e. Appointed Date.

In terms of the Scheme, effective from March 31, 2018 (closing business hours):

a) The assets and liabilities of the Entertainment & Digital Innovation Business of HT Media Limited have been transferred to the Company at the same book value as appearing in the books of HT Media Limited on the close of business on March 31, 2018 (appointed date).

b) In terms of sanctioned scheme, the company has issued & allotted to the shareholders of the HT Media Limited one (1) fully paid up equity share of INR 2 each for every four (4) equity shares held by them in HT Media Limited on April 12, 2019, the record date. Accordingly, 58,187,078 shares of INR 2 (Shares capital amounting to INR 1,164 lacs) have been accounted in share suspense account as of close of financial year and have been considered for the purpose of calculation of earnings per shares in subsequent to appointed date.

c) The excess of the book value of the assets and liabilities over the consideration mentioned in (b) above is accounted for as Capital reserve.

d) The existing paid share capital of INR 1 Lac (comprising of 50,000 equity shares having face value of INR 2 each) is deemed to have been cancelled and transferred to capital reserve upon scheme becoming effective w.e.f appointed date.

The transaction as per Scheme of arrangement is in the nature of business acquisition under Common Control as defined under Ind AS 103 "Business Combinations". Entries have been passed in the books of accounts of the Company to give effect to the Scheme, with effect from the appointed date as per the NCLT order. The details of the assets and liabilities acquired in terms of the Scheme are as follows:

Particulars	Total (INR Lacs)
Non-current Assets	
Property, Plant and Equipment	3
Intangible assets	62
Investment in Subsidiary (HTDS)	9,905
Total Non- current assets	**9,970**
Current Investments	
a) Financial Assets	
i) Trade Receivables	767
ii) Other financial assets	1,543
iii) Loans	1
b) Other Current Assets	5
Total Current Assets	**2,316**
Total Assets(A)	**12,286**
Current Liabilities	
(a) Financial liabilities	
(i) Trade Payables	402
a) Provisions	11
b) Other Current Liabilities	7
Total Current Liabilities	**420**
Total Liabilities(B)	**420**
Net assets acquired by the Company (A-B)	**11,866**
Less: Purchase Consideration (issued one (1) shares of four (4) shares held by shareholders of HT Media Limited	**1,164**
Capital Reserve(The deficit of "Purchase Consideration" over net assets of Entertainment & Digital Business of HT Media Limited)	**10,702**
Add: Share cancellation	**1**
Total capital reserve	**10,703**

e) Revenue and expenses relatable to Entertainment & Digital Innovation Business of HT Media Limited, forthe period beginning with April 1, 2018 upto March 31, 2019 i.e. twelve months, were transferred to the Company by HT Media Limited and recorded by the Company. The details are as follows:

Particulars	Total (INR Lacs)
Income	
Revenue from operations	2,004
Total Income	**2,004**
Expenses	
Employee benefits expense	964
Depreciation and amortization expense	30
Other expenses	603
Total expenses	**1,597**
Profit before tax (I-II)	**407**

Note 29: Related party transactions

i) List of Related Parties and Relationships:-

Holding Company of Parent Company	Earthstone Holding (Two) Private Limited (formerly known as Earthstone Holding (Two) Limited)
Holding Company (with whom transactions have occurred during the year)	The Hindustan Times Limited HT Media Limited (till March 31, 2018)
Fellow Subsidiaries (with whom transactions have occurred during the year)	HT Media Limited (w.e.f March 31, 2018 Close of business hours)
	Hindustan Media Ventures Limited
	HT Digital Media Holdings Limited
	Firefly e-Ventures Ltd
	HT Mobile Solutions Ltd
	HT Overseas Pte. Ltd.
	India Education Services Private limited
	Topmovies Entertainment Limited

ii) Transactions with related parties

Refer Note 29A

iii) Terms and conditions of transactions with related parties

The sales to and purchases from 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 and settlement occurs in cash.

Note 29A :Related party Transactions

Particulars	Holding Company		Fellow Subsidiaries		Total	
	March 31, 2019	March 31, 2018 ^	March 31, 2019 ^	March 31, 2018 ^	March 31, 2019	March 31, 2018
	(INR Lacs)	(INR Lacs)	(INR Lacs)	(INR Lacs)	(INR Lacs)	(INR Lacs)
Transactions during the year with related parties						
REVENUE TRANSACTIONS						
INCOME						
Digital Services	-	-	68	20	68	20
Service fees received	-	-	1,771	-	1,771	-
Interest received on Inter Corporate Loan given	-	-	-	5	-	5
Multi-Media Content Management Services	-	11,715	18,880	6,763	18,880	18,479
Share of Revenue received on Joint Sale	-	2	98	12	98	14
EXPENSE						
Advertisement Expenses	-	20	44	-	44	20
Share of Revenue given on Joint Sale	-	-	84	-	84	-
Infrastructure Support Services	-	2,670	2,456	629	2,456	3,299
Rent & maintenance	800	-	-	-	800	-
Media Marketing Commission & Collection Charges Paid	-	1	-	-	-	1
Interest accrued on Inter Corporate Deposit	-	218	904	-	904	218
OTHERS						
Reimbursement of expenses incurred on behalf of the Group by parties	-	138	210	122	210	261
Reimbursement of expenses incurred on behalf of the party by the Group	-	-	33	-	33	-
Payments made by parties for the Group	-	95	-	-	-	95
Purchase of shares in HT Digital Streams Limited	-	-	-	7,675	-	7,675
Purchase of intangible assets	-	-		2	-	2
Issue of Equity Share capital	-	1	-	-	-	1
Cancelation of equity shares	-	1	-	-		
Inter Corporate Deposit received by the Group	-	8,000	-	-	-	8,000
Inter Corporate Loan given during the year	-	-	-	250	-	250
Inter Corporate Loan received back during the year	-	-	-	250	-	250
BALANCE OUTSTANDING						
Equity Share capital	-	-	-	-	-	-
Share suspense account*	809	809	-	-	809	809
Trade Receivables	-	-	3,629	1,039	3,629	1,039
Trade Payables	-	-	176	836	176	836
Other receivables	-	-	1,720	1,453	1,720	1,453
Inter Corporate Deposit & Interest accrued on it	-	-	9,010	8,218	9,010	8,218

* Represents face value of equity shares of Digicontent Limited to be issued to Holding company.

^ Represents transaction occurred during the financial year 2017-18 with HT Media Limited being the Holding company (till March 31, 2018). Pursuant to the Scheme as more elaborated in Note 28, HT Media Limited ceased to be the Holding Company effective close of the business hours of March 31, 2018 and became a fellow subsidiary. Accordingly, the closing balances pertaining to HT Media Limited as on March 31, 2018 have been represented under fellow subsidiary.

Note 30: Business Combination

(a) Summary of acquisition

As on December 28, 2017, the Company had purchased 42.83% shares of HT Digital Streams Limited (HTDSL) from Hindustan Media Ventures Limited (HMVL). Accordingly Company has carried out associate accounting for the period from December 28, 2017 to March 31, 2018.

Pursuant to Scheme of arrangement (refer note 28) HT Media Limited transferred 57.17% of shareholding in HT Digital Streams Limited (HTDSL) to the Company as on appointed date i.e. March 31, 2018. Accordingly, HTDSL is now a subsidiary of the Company (holding 100% share capital of HTDSL). HTDSL involved in the business of dissemination of content of general interest, globally through various digital and electronic media; and management of advertising time and space on its news websites.

The assets and liabilities recognised as a result of the acquisition of HTDSL are as follows:

Particulars	Total (INR Lacs)
Non-current Assets	
i) Property, Plant and Equipment	132
ii) Goodwill*	10,857
iii) Other Intangible Assets	83
iv) Financial assets	
a) Loans	7
b) Deferred Tax assets (net)	1,307
c) Income tax assets	2,084
Total Non- current assets	**14,470**
Current Investments	
a) Financial Assets	
(i) Trade Receivables	1,956
(ii) Cash and cash equivalents	1,564
(iii) Other financial assets	29
b) Other Current Assets	187
Total Current Assets	**3,735**
Total Assets(A)	**18,205**
Current Liabilities	
(a) Financial liabilities	
(i) Trade Payables	3,791
(ii) Other financial liabilities	5
b) Provisions	427
c) Other Current Liabilities	417
Total Current Liabilities	**4,640**
Total Liabilities(B)	**4,640**
Net identifiable net assets/ (liabilities) at fair value (A-B)	**13,565**
Less: Investment in HTDSL	**(17,326)**
Capital Reserve	**(3,761)**

*Note: Represents carrying value of goodwill acquired by HT Digital Streams Limited ('HTDSL'), a subsidiary company, under Scheme of Arrangement under section 391-394 of Companies Act, 1956between HT Digital Streams Limited and HT Media Limited ('HTML') and Hindustan Media Ventures Limited ('HMVL'),the Multimedia Content Management Undertaking of HTML &HMVLas a 'going concern' on slump exchange basis, with effect from closing hours of March 31, 2016 ('Appointed Date'). As per the terms of the scheme and approval thereof by the Hon'ble High Courts of Delhi and Patna, the aforesaid goodwill is being amortised in the books of HTDSL over a period of 5 years starting from appointed date.

b) Revenue and expenses relatable to HT Digital Streams Limited, for the period beginning with April 1, 2018 upto March 31, 2019 i.e. twelve months, on account of 100% subsidiary of the Company and recorded by the Company. The details are as follows:

Particulars	Total (INR Lacs)
Income	
Revenue from operations	24,794
Other Income	40
Total Income	**24,834**
Expenses	
Employee benefits expense	12,937
Finance costs	7
Depreciation and amortization expense	3,735
Net impairment losses on financial assets	7
Other expenses	9,314
Total expenses	**26,000**
Profit before tax (I-II)	**(1,166)**

Note 31: Based on the information available with the Group, Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006

(INR Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Principal Amount	53	34
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.	-	-

Note 32: 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 Group's capital management is to maximise 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 Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital and net debt. The Group includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

(INR Lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Borrowings(Note 13)	8,000	8,000
Trade payables (Note 14)	3,524	4,080
Other financial liabilities (Note 15)	1,029	224
Other Current Liabilities (Note 17A)	619	423
Contract Liabilities (Note 17B)	45	-
Less: cash and cash equivalents (Note 8)	(1,219)	(1,890)
Net debt	**11,998**	**10,837**
Equity	**6,489**	**7,634**
Total capital	**6,489**	**7,634**
Capital and net debt	**18,487**	**18,471**
Gearing ratio	**65%**	**59%**

Note 33 : Fair values

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 Value		Fair value		Fair value mechanism Hierarchy level
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	
Financial assets measured at fair value					
Unquoted Equity Investments (refer note 6A)	10	-	10	-	Level 3*
Financial liabilities for measured at amortised cost					
Long term borrowings (refer note 13)	8,000	8,000	8,000	8,000	Level 2

* The Group has done above mentioned investment close to year end March 31, 2019. The cost of acquisition itself represents fair value. Accordingly, Level 3 disclosure are not relevant as on March 31, 2019.

The management assessed that cash and cash equivalents, trade receivables, trade payables and other current financial assets approximate their carrying amounts largely due to the short-term maturities of these instruments.

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

The fair values of long term interest-bearing borrowings and loans are determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk was assessed to be insignificant.

Note 34: 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 loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

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 Group's Foreign currency risk, interest rate risk, credit risk and liquidity risk.

This is based on the financial assets and financial liabilities held at 31 March 2019 and 31 March 2018.

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 has no exposure to the risk of changes in market interest rates relates primarily to the Group has with fixed interest rates debts obligation.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Currently, the Group is not exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and foreign exchange transactions.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. Currently the Group does not have any foreign currency risk exposure.

Foreign currency sensitivity

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. Currently the Group does not have any foreign currency risk exposure.

(INR Lacs)

Particulars	Change in foreign currency rate		Effect on profit before tax	
	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
Change in USD rate				
Trade Receivables	+/-1%	+/-1%	1	4

Trade receivables

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 9. The Group does not hold collateral as security.

The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

Liquidity risk

The Group monitors its risk of a shortage of funds using a liquidity planning tool.

No loans will mature in less than one year at March 31, 2019 based on the carrying value of borrowings reflected in the financial statements.

The table below summarizes the maturity profile of the Group's financial liabilities **(INR Lacs)**

	With in 1 year	More than 1 years	Total
As at March 31, 2019			
Borrowings (refer note 13)		8,000	8,000
Trade and other payables (refer note 14)	3,524	-	3,524
Other financial liabilities (refer note 15)	19	1,010	1,029
As at March 31, 2018			
Borrowings (refer note 13)	-	8,000	8,000
Trade and other payables (refer note 14)	4,080	-	4,080
Other financial liabilities (refer note 15)	6	218	224

Note 35:

Additional information as required under Schedule III of the Companies Act, 2013, of the enterprises consolidated as subsidiaries/ associates/joint ventures.

	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, 2019									
I.	**Parent :**								
	Digicontent Limited	(97)	(6,307)	31	(360)	(51)	(16)	33	(376)
II	**Subsidiaries :**								
	Indian								
	HT Digital Streams Limited (subsidiary w.e.f March 31, 2018)	197	12,796	69	(817)	151	48	67	(769)
	Total	**100**	**6,489**	**100**	**(1,177)**	**100**	**32**	**100**	**(1,145)**

	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, 2018									
I.	**Parent :**								
	Digicontent Limited	(78)	(5,931)	41	(218)	-	-	97	(218)
II	**Subsidiaries :**								
	Indian								
	HT Digital Streams Limited (Subsidiary w.e.f March 31, 2018)	178	13,565	-	-	-	-	(96)	-
IV	**Associate (Investment as per Equity Method)**								
	Indian								
	HT Digital Streams Limited (Associate w.e.f December 28, 2017 upto March 31, 2018)	-	–	59	(309)	100	55	(11)	(254)
	Total	**100**	**7,634**	**101**	**(527)**	**100**	**55**	**(9)**	**(472)**

Note 36: Capital Commitments **(INR Lacs)**

Particulars	As at March 31, 2019	As at March 31, 2018
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	53	-

Note 37: Segment reporting

The Group operations comprise of only one segment i.e. "Entertainment & Digital Innovation Business". The Chief Operating Decision Maker (CODM) uses "Entertainment and Digital Business" as single segment to assess performance and for allocating resources. In view of the same separate segment information is not required to be given as per the requirement of Ind AS 108 on "Operating Segments".

Note 38: Group Information

Information about subsidiaries

The consolidated financial statements of the company includes subsidiaries listed in the table below (refer note 30) :

Name	Principal activity	Country of incorporation	% equity interest	
			As at March 31, 2019	As at March 31, 2018
HT Digital Streams Limited	Digital services	India	100	100

Note 39 Disclosure: Ind AS 115 Revenue from Contracts with Customers

Transition disclosure

Effective April 1, 2018, the Group has adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method applicable to contracts to be completed as on April 1, 2018. Accordingly, the comparative figures in the above results have not been adjusted retrospectively. The effect of adoption of Ind AS 115 on the above financial results is insignificant.

Contract Assets and Contract Liabilities

The Group has changed the presentation of certain amounts in the balance sheet to reflect terminology of Ind AS 115:

a) Contract assets recognized in current year represents income accrued but not due amounting to Rs 201 lakhs as at March 31, 2019. In year ended March 31, 2018, income accrued but not due was presented as part of Other financial assets amounting to Rs. 28 Lakhs. The same has been reclassified to Contract assets as on April 01, 2018 (transition date to Ind AS 115).

b) Contract liabilities recognized in current year represents unearned revenue amounting to Rs 45 lakhs as at March 31, 2019. In year ended March 31, 2018, unearned revenue was presented as part of Other current liabilities amounting to Rs. 39 Lakhs. The same has been reclassified to Contract liabilities as on April 01, 2018 (transition date to Ind AS 115). The entire Rs. 39 Lakhs has been recognized as revenue in the current reporting period

AUDIT QUALIFICATION AND CHANGE IN ACCOUNTING POLICIES SINCE INCORPORATION AND THEIR EFFECT ON PROFITS AND RESERVES

There is no audit qualification in the reports submitted by statutory auditors for the financial years ended March 31, 2019 and March 31, 2018. Further, there is no change in accounting policies since incorportaion

OUTSTANDING LITIGATIONS AND DEFAULTS OF THE TRANSFEREE ENTITY, PROMOTERS, DIRECTORS OR ANY OF THE GROUP COMPANIES

For details on the litigations, refer to the Section titled "Outstanding Litigation and Material Developments" in the Information Memorandum dated June 11, 2019, which is also available on the website of the Company, i.e. www.digicontent.co.in.

PARTICULARS OF HIGH, LOW AND AVERAGE PRICES OF SHARES OF THE LISTED TRANSFEROR COMPANY (HT MEDIA LIMITED) DURING THE PRECEDING THREE CALENDAR YEARS:

Period	BSE			NSE		
	High (in Rs.)	Low (in Rs.)	Weighted Average Price (in Rs.)	High (in Rs.)	Low (in Rs.)	Weighted Average Price (in Rs.)
2018	118.50	36.20	93.05	118.40	36.25	89.74
2017	108.80	72.50	91.07	108.90	72.00	92.87
2016	96.30	69.50	80.68	96.50	68.90	81.53

MATERIAL DEVELOPMENT AFTER THE DATE OF LAST AUDITED FINANCIAL STATEMENTS AS ON MARCH 31, 2019

In the opinion of our Board, there have not arisen since the date of the last audited financial statements i.e. March 31, 2019, any circumstances that materially or adversely affect or are likely to affect our profitability taken as a whole or the value of our assets or our ability to pay our material liabilities within the next 12 months.

For and on behalf of Digicontent Limited

Vikas Prakash
Company Secretary

Place: New Delhi
Date: June 11, 2019