

FORM NO. MGT-7

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



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

- (i) * Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)

| Type of the Company | Category of the Company | Sub-category of the Company |
|---------------------|---------------------------|-------------------------------|
| Public Company | Company limited by shares | Indian Non-Government company |
- (v) Whether company is having share capital Yes No
- (vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(a) Details of stock exchanges where shares are listed

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

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

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

(vii) *Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

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

(a) If yes, date of AGM 21/09/2021

(b) Due date of AGM 30/09/2021

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

| S.No | Main Activity group code | Description of Main Activity group | Business Activity Code | Description of Business Activity | % of turnover of the company |
|------|--------------------------|------------------------------------|------------------------|--|------------------------------|
| 1 | J | Information and communication | J8 | Other information & communication service activities | 100 |

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

*No. of Companies for which information is to be given 2

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|----------------------------|-----------------------|--|------------------|
| 1 | THE HINDUSTAN TIMES LTD | U74899DL1927PLC000155 | Holding | 69.51 |
| 2 | HT DIGITAL STREAMS LIMITED | U74900BR2015PLC025243 | Subsidiary | 100 |

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

(i) *SHARE CAPITAL

(a) Equity share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of equity shares | 60,000,000 | 58,187,078 | 58,187,078 | 58,187,078 |
| Total amount of equity shares (in Rupees) | 120,000,000 | 116,374,156 | 116,374,156 | 116,374,156 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Equity Shares | | | | |
| Number of equity shares | 60,000,000 | 58,187,078 | 58,187,078 | 58,187,078 |
| Nominal value per share (in rupees) | 2 | 2 | 2 | 2 |
| Total amount of equity shares (in rupees) | 120,000,000 | 116,374,156 | 116,374,156 | 116,374,156 |

(b) Preference share capital

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

Number of classes

0

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

(c) Unclassified share capital

| Particulars | Authorised Capital |
|-------------------------------------|--------------------|
| Total amount of unclassified shares | 0 |

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

| Class of shares | Number of shares | | | Total nominal amount | Total Paid-up amount | Total premium |
|-----------------|------------------|-------|-------|----------------------|----------------------|---------------|
| | Physical | DEMAT | Total | | | |
| Equity shares | | | | | | |

| | | | | | | |
|--|-----|------------|----------|-------------|-------------|---|
| At the beginning of the year | 949 | 58,186,129 | 58187078 | 116,374,156 | 116,374,156 | |
| Increase during the year | 0 | 112 | 112 | 0 | 0 | 0 |
| i. Public Issues | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Rights issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | 0 | 0 | 0 |
| v. ESOPs | 0 | 0 | 0 | 0 | 0 | 0 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 | 0 | 0 |
| vii. Conversion of Preference share | 0 | 0 | 0 | 0 | 0 | 0 |
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 | 0 | 0 |
| x. Others, specify | | 112 | 112 | | | |
| Transferred to unclaimed suspense account in demat | | | | | | |
| Decrease during the year | 112 | 0 | 112 | 0 | 0 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify | 112 | | 112 | | | |
| Transferred to unclaimed suspense account in demat | | | | | | |
| At the end of the year | 837 | 58,186,241 | 58187078 | 116,374,156 | 116,374,156 | |
| Preference shares | | | | | | |
| At the beginning of the year | 0 | 0 | 0 | 0 | 0 | |
| Increase during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Others, specify | | | | | | |
| | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | |
|---------------------------------|---|---|---|---|---|---|
| i. Redemption of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | | | |
| <input type="text"/> | | | | | | |
| At the end of the year | 0 | 0 | 0 | 0 | 0 | |

ISIN of the equity shares of the company

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

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

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

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

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

| | |
|--|---|
| Date of the previous annual general meeting | <input type="text"/> |
| Date of registration of transfer (Date Month Year) | <input type="text"/> |
| Type of transfer | <input type="text"/> 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |

| | | | |
|--|---|--|---|
| Number of Shares/ Debentures/ Units Transferred | <input style="width:95%;" type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input style="width:95%;" type="text"/> |
| Ledger Folio of Transferor <input style="width:95%;" type="text"/> | | | |
| Transferor's Name | <input style="width:95%;" type="text"/> | <input style="width:95%;" type="text"/> | <input style="width:95%;" type="text"/> |
| | Surname | middle name | first name |
| Ledger Folio of Transferee <input style="width:95%;" type="text"/> | | | |
| Transferee's Name | <input style="width:95%;" type="text"/> | <input style="width:95%;" type="text"/> | <input style="width:95%;" type="text"/> |
| | Surname | middle name | first name |
| Date of registration of transfer (Date Month Year) <input style="width:95%;" type="text"/> | | | |
| Type of transfer | <input style="width:95%;" type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | |
| Number of Shares/ Debentures/ Units Transferred | <input style="width:95%;" type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input style="width:95%;" type="text"/> |
| Ledger Folio of Transferor <input style="width:95%;" type="text"/> | | | |
| Transferor's Name | <input style="width:95%;" type="text"/> | <input style="width:95%;" type="text"/> | <input style="width:95%;" type="text"/> |
| | Surname | middle name | first name |
| Ledger Folio of Transferee <input style="width:95%;" type="text"/> | | | |
| Transferee's Name | <input style="width:95%;" type="text"/> | <input style="width:95%;" type="text"/> | <input style="width:95%;" type="text"/> |
| | Surname | middle name | first name |

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

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

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

Details of debentures

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

(v) Securities (other than shares and debentures)

0

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

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

(i) Turnover

10,893,191

(ii) Net worth of the Company

-211,286,503

VI. (a) *SHARE HOLDING PATTERN - Promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 0 | 0 | 0 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |

| | | | | | |
|-----|---|------------|-------|---|---|
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 40,444,271 | 69.51 | 0 | |
| 10. | Others | 0 | 0 | 0 | |
| | Total | 40,444,271 | 69.51 | 0 | 0 |

Total number of shareholders (promoters)

6

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

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 11,902,844 | 20.46 | 0 | |
| | (ii) Non-resident Indian (NRI) | 186,411 | 0.32 | 0 | |
| | (iii) Foreign national (other than NRI) | 134 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 26,369 | 0.05 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |

| | | | | | |
|-----|---|------------|------|---|---|
| 6. | Foreign institutional investors | 1,711,749 | 2.94 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 3,692,864 | 6.35 | 0 | |
| 10. | Others Trust, Clearing members, IE | 222,436 | 0.38 | 0 | |
| | Total | 17,742,807 | 30.5 | 0 | 0 |

Total number of shareholders (other than promoters)

27,781

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

27,787

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

2

| Name of the FII | Address | Date of Incorporation | Country of Incorporation | Number of shares held | % of shares held |
|-------------------|-----------------------------------|-----------------------|--------------------------|-----------------------|------------------|
| GOVERNMENT PENSIC | Bankplassen 2 P O Box 1179 Sentra | | | 1,675,000 | 2.88 |
| DODONA HOLDINGS I | STANDARD CHARTERED BANK Sec | | | 36,749 | 0.06 |

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

| Details | At the beginning of the year | At the end of the year |
|-----------------------------------|------------------------------|------------------------|
| Promoters | 7 | 6 |
| Members (other than promoters) | 30,320 | 27,781 |
| Debenture holders | 0 | 0 |

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

| Category | Number of directors at the beginning of the year | | Number of directors at the end of the year | | Percentage of shares held by directors as at the end of year | |
|------------------------|--|---------------|--|---------------|--|---------------|
| | Executive | Non-executive | Executive | Non-executive | Executive | Non-executive |
| A. Promoter | 0 | 1 | 0 | 1 | 0 | 0 |
| B. Non-Promoter | 0 | 5 | 0 | 5 | 0 | 0 |
| (i) Non-Independent | 0 | 2 | 0 | 2 | 0 | 0 |

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

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

9

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

| Name | DIN/PAN | Designation | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|------------------------|------------|------------------|--------------------------------|--|
| Mr. Priyavrat Bhartia | 00020603 | Director | 1 | |
| Mr. Ajay Relan | 00002632 | Director | 0 | 01/10/2021 |
| Ms. Suchitra Rajendra | 07962214 | Director | 0 | |
| Mr. Vivek Mehra | 00101328 | Director | 0 | |
| Mr. Dinesh Mittal | 00105769 | Director | 5 | |
| Mr. Praveen Someshwa | 01802656 | Director | 0 | |
| Mr. Puneet Jain | AGFPJ2809P | CEO | 0 | |
| Mr. Ajay Sivaraman Nai | ADWPN6808Q | CFO | 0 | |
| Mr. Vikas Prakash | ATZPP3726G | Company Secretar | 0 | |

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

8

| Name | DIN/PAN | Designation at the beginning / during the financial year | Date of appointment/ change in designation/ cessation | Nature of change (Appointment/ Change in designation/ Cessation) |
|------------------------|------------|--|---|--|
| Mr. Abhesh Verma | AOAPV1940C | CEO | 30/06/2020 | Cessation |
| Mr. Puneet Jain | AGFPJ2809P | CEO | 15/07/2020 | Appointment |
| Mr. Ajay Relan | 00002632 | Director | 25/08/2020 | Change in Designation |
| Ms. Suchitra Rajendra | 07962214 | Director | 25/08/2020 | Change in Designation |
| Mr. Vivek Mehra | 00101328 | Director | 25/08/2020 | Change in Designation |
| Mr. Dinesh Mittal | 00105769 | Director | 25/08/2020 | Change in Designation |
| Mr. Anup Sharma | AAKPS0255P | CFO | 26/11/2020 | Cessation |
| Mr. Ajay Sivaraman Nai | ADWPN6808Q | CFO | 14/01/2021 | Appointment |

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

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

Number of meetings held

1

| Type of meeting | Date of meeting | Total Number of Members entitled to attend meeting | Attendance | |
|------------------------|-----------------|--|----------------------------|-------------------------|
| | | | Number of members attended | % of total shareholding |
| Annual General Meeting | 25/08/2020 | 29,412 | 108 | 72.64 |

B. BOARD MEETINGS

*Number of meetings held

7

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 06/05/2020 | 6 | 5 | 83.33 |
| 2 | 01/07/2020 | 6 | 5 | 83.33 |
| 3 | 21/07/2020 | 6 | 5 | 83.33 |
| 4 | 20/10/2020 | 6 | 4 | 66.67 |
| 5 | 14/01/2021 | 6 | 6 | 100 |

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 6 | 11/02/2021 | 6 | 4 | 66.67 |
| 7 | 22/03/2021 | 6 | 5 | 83.33 |

C. COMMITTEE MEETINGS

Number of meetings held

10

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|---------------------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 1 | Audit Committee | 06/05/2020 | 4 | 4 | 100 |
| 2 | Audit Committee | 21/07/2020 | 4 | 4 | 100 |
| 3 | Audit Committee | 20/10/2020 | 4 | 4 | 100 |
| 4 | Audit Committee | 14/01/2021 | 4 | 4 | 100 |
| 5 | Audit Committee | 10/02/2021 | 4 | 3 | 75 |
| 6 | Stakeholders Forum | 20/11/2020 | 3 | 2 | 66.67 |
| 7 | Nomination & Remuneration | 06/05/2020 | 4 | 2 | 50 |
| 8 | Nomination & Remuneration | 01/07/2020 | 4 | 4 | 100 |
| 9 | Banking & Finance | 21/01/2021 | 3 | 2 | 66.67 |
| 10 | Committee of Management | 10/02/2021 | 3 | 3 | 100 |

D. *ATTENDANCE OF DIRECTORS

| S. No. | Name of the director | Board Meetings | | | Committee Meetings | | | Whether attended AGM held on 21/09/2021 (Y/N/NA) |
|--------|----------------------|--|-----------------------------|-----------------|--|-----------------------------|-----------------|--|
| | | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | |
| 1 | Mr. Priyavrat E | 7 | 1 | 14.29 | 1 | 0 | 0 | Yes |
| 2 | Mr. Ajay Relar | 7 | 7 | 100 | 9 | 8 | 88.89 | No |
| 3 | Ms. Suchitra F | 7 | 6 | 85.71 | 8 | 7 | 87.5 | No |
| 4 | Mr. Vivek Meh | 7 | 7 | 100 | 6 | 6 | 100 | Yes |

| | | | | | | | | |
|---|---------------|---|---|-------|---|---|-------|-----|
| 5 | Mr. Dinesh Mi | 7 | 7 | 100 | 4 | 4 | 100 | Yes |
| 6 | Mr. Praveen S | 7 | 6 | 85.71 | 9 | 7 | 77.78 | Yes |

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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

0

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

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

2

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------------------|----------------|--------------|------------|-------------------------------|---------|-----------------|
| 1 | Mr. Anup Sharma | CFO | 10,001,191 | 0 | 0 | 256,996 | 10,258,187 |
| 2 | Mr. Vikas Prakash | Company secret | 1,708,967 | 0 | 0 | 47,337 | 1,756,304 |
| | Total | | 11,710,158 | 0 | 0 | 304,333 | 12,014,491 |

Number of other directors whose remuneration details to be entered

3

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|---------------------|-----------------|--------------|------------|-------------------------------|-----------|-----------------|
| 1 | Mr. Ajay Relan | Independent Dir | 0 | 0 | 0 | 1,100,000 | 1,100,000 |
| 2 | Ms. Suchitra Rajend | Independent Dir | 0 | 0 | 0 | 950,000 | 950,000 |
| 3 | Mr. Vivek Mehra | Independent Dir | 0 | 0 | 0 | 1,000,000 | 1,000,000 |
| | Total | | 0 | 0 | 0 | 3,050,000 | 3,050,000 |

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

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

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

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

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

Yes No

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

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

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

Name

Manish Gupta

Whether associate or fellow

Associate Fellow

Certificate of practice number

4095

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 14 dated 16/08/2017

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

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

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

To be digitally signed by

Director

DINESH MITTAL
Digitally signed by
DINESH MITTAL
Date: 2021.12.07
18:08:35 +05'30'

DIN of the director

00105769

To be digitally signed by

VIKAS PRAKASH
Digitally signed by
VIKAS PRAKASH
Date: 2021.12.07
17:28:07 +05'30'

Company Secretary

Company secretary in practice

Membership number

21117

Certificate of practice number

Attachments

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

Attach

Attach

Attach

Attach

List of attachments

DCL_MGT-8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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RMG & ASSOCIATES

Company Secretaries

Form No. MGT-8

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

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books & papers of **Digicontent Limited, having CIN: L74999DL2017PLC322147**, (hereinafter referred to as "**the Company**"), as required to be maintained under the Companies Act, 2013 (hereinafter referred to as "the Act") and the rules made thereunder for the financial year ended on March 31, 2021. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. As per the information furnished to us, the status of compliance(s) of the provisions of the Act & Rules made there under, during the aforesaid financial year, is provided hereunder:
 - 1) As per the information available on the website of Ministry of Corporate Affairs, the status of the Company is Active, Listed Public Company, Limited by shares and having its registered office at **Hindustan Times House, 2nd Floor, 18-20, Kasturba Gandhi Marg, New Delhi - 110001**.
 - 2) The Company has maintained registers / records and made necessary entries within the time prescribed therefore.
 - 3) The Company has filed all the forms and returns as stated in **Annexure 'A'** to this certificate, with the Registrar of Companies, NCT of Delhi and Haryana and IEPF Authority, as required under the provisions of the Act during the period under review. Further, as per the information provided to us, the Company has not filed any forms or returns with the Regional Director, Central Government, National Company Law Tribunal & Court or other authorities, during the period under review.
 - 4) The calling / convening / holding meetings of Board of Directors and its committees and the meeting of members of the Company on such dates as stated in the Annual Return as per the Act and as per the Notification No. G.S.R 186 (E) dated March 19, 2020 read with Notification No. G.S.R 395 (E) dated June 23, 2020 issued by the Ministry of Corporate Affairs, to conduct the Meetings of the Board or its committees through Video Conferencing (VC) or other audio-visual means (OAVM) and as per General Circular No(s).14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020



and May 05, 2020, respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India to hold Extra-Ordinary General Meetings/ Annual General Meetings through Video Conferencing (VC) or other audio-visual means (OAVM), in respect of which meetings, proper notices were given and the proceedings including the circular resolutions(s), have been recorded in the minute book / registers maintained for the purpose and the same have been signed. It is further recommended to observe stricter applicability of Secretarial Standards.

- 5) As per the information provided to us, the Company was not required to close its Register of Members / Security holders, during the period under review.
- 6) As per the information provided to us and based on the financial statements, the Company has not advanced any loan to its Directors and/or persons or firms or Companies referred in Section 185 the Act, during the period under review.
- 7) As per the minutes of the Audit Committee and other information furnished to us, all the contracts/ arrangements/ transactions entered or modified by the Company, during the period under review, with related parties, were in ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Act.
- 8) The Company has not issued, allotted and bought back any securities and there were no instances of redemption of preference shares or debentures, alteration or reduction of share capital, conversion of shares/securities during the period under review.
- 9) There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
- 10) During the period under review, the Company has not declared any dividend for the year ended March 31, 2021. Further, instances of transfer of unpaid/unclaimed dividend/other amounts to the Investor Education and Protection Fund (IEPF) in accordance with Section 125 of the Act is not applicable to the Company except to the sale proceeds of shares representing fractional entitlement, arise out of allotment made to the eligible shareholders of HT Media Limited (HTML), pursuant to the Scheme of Arrangement between HTML (Demerged Company) and the Company (Resulting Company) and their respective Shareholders and Creditors, as sanctioned by the New Delhi Bench of the Hon'ble National Company Law Tribunal, vide its order dated March 7, 2019. The unpaid/unclaimed amount of sale proceeds of shares representing fractional entitlement will be transferred to IEPF after seven years in compliance of applicable provisions of the Act.




- 11) The audited financial statements were prepared for the period commencing from April 01, 2020 to March 31, 2021 and signed in accordance with the provisions of Section 134 of the Act and the Board's Report for the aforesaid period was also made in accordance with the provisions of the Section 134(3), (4) & (5) of the Act.
- 12) During the period under review:
- i) The Board of Directors of the Company comprised of Non-Executive Directors;
 - ii) The changes in the composition of the Board of Directors and Key Managerial Personnel that took place during the referred period were carried out in compliance with the provisions of the Act;
 - iii) The Company has complied with the provisions relating to disclosure of Directors of the Company, retirement and re-appointment of Directors, appointment of key managerial personnel(s) and their remuneration, to the extent applicable.
- 13) The Shareholders of the Company at their Annual General Meeting held on August 25, 2020 approved the appointment of M/s B S R and Associates, Chartered Accountants ("BSR") [Firm Registration No. 128901W] as the Statutory Auditor of the Company, to hold the office for a period of 5 (five) consecutive years until the conclusion of Annual General Meeting to be held in the calendar year 2025.
- 14) During the period under review, a Composite Scheme of Amalgamation u/s 230-232 of the Companies Act, 2013 which provides for merger of Next Mediaworks Limited (NMWL), Digicontent limited (DCL) and HT Mobile Solutions Limited (HTMSL) with HT Media limited (HTML) ("Scheme"), has been approved by the Board of Directors of respective companies at their meeting held on February 11, 2021, subject to requisite approval(s). Both NSE and BSE have issued their no-objection letter in relation to the Scheme pursuant to Regulation 37 of SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015. The Scheme has been filed before the Delhi and Mumbai Benches of Hon'ble National Company Law Tribunal (NCLTs) on September 08, 2021 and September 13, 2021 respectively for necessary directions to convene the meetings of Equity Shareholders and Creditors of the respective companies for their requisite approvals. The Scheme is subject to sanction by NCLTs and approvals of such other statutory authorities as may be required.
- 15) During the period under review, the Company has not invited/ accepted, renewed or repaid any deposits falling within the purview of relevant Sections of the Act.



- 16) The details of borrowing have been disclosed in the Financial Statements of the Company prepared for the period under review. Further, the Company has not borrowed any funds from its directors, members and public financial institutions and banks, accordingly instances for creation/ modification/ satisfaction of charges are not applicable.
- 17) As per the information given to us, the loans and investments made by the Company, if any, to other bodies corporate or persons, are in accordance with the provisions of Section 186 of the Act. Further, during the period under review, the Company has not given any guarantee/provided security to other bodies corporate or persons falling under the provisions of Section 186 of the Act.
- 18) The Company has not altered any provision of the Memorandum of Association and/or Articles of Association of the Company during the period under review.

Place : New Delhi
Date : 24-11-2021
UDIN : F005123C001533969

For RMG & Associates
Company Secretaries

Manish Gupta
CS Manish Gupta 24/11/2021
Partner
C.P. No.: 4095; FCS: 5123

Annexure A

Forms and Returns as filed by the Company with the **Registrar of Companies**, NCT of Delhi & Haryana and IEPF Authority, for the Financial Year ended on **31-03-2021**:

| Sl. No. | Form / Return | Under Section/ Rule of Companies Act, 2013 | Date of Filing | Whether filed within prescribed time | If delay in filing whether requisite additional fees paid or not |
|---------|-----------------|--|----------------|--------------------------------------|--|
| 1. | Form GNL-1 | Section 96 (1) | 03-04-2020 | Yes | N.A |
| 2. | Form MSME-1 | Section 405 | 28-04-2020 | Yes | N.A |
| 3. | Form MGT-14 | Section 117 | 04-06-2020 | Yes | N.A. |
| 4. | Form DPT-3 | Rule 16 | 29-06-2020 | Yes | N.A |
| 5. | Form MGT-14 | Section 117 | 28-07-2020 | Yes | N.A. |
| 6. | Form DIR-12 | Section 170 | 29-07-2020 | Yes | N.A. |
| 7. | Form MGT-14 | Section 117 | 11-08-2020 | Yes | N.A |
| 8. | Form ADT-1 | Section 139 | 02-09-2020 | Yes | N.A. |
| 9. | Form DIR-12 | Section 170 | 10-09-2020 | Yes | N.A. |
| 10. | Form MGT-15 | Section 121 | 22-09-2020 | Yes | N.A. |
| 11. | Form AOC-4 XBRL | Section 137 | 23-09-2020 | Yes | N.A. |
| 12. | Form MGT-14 | Point no. XV of MCA General Circular No. 14/2020 | 22-10-2020 | Yes | N.A. |
| 13. | Form MGT-7 | Section 92 | 23-10-2020 | Yes | N.A. |
| 14. | Form IEPF-2 | Rule 5(8) | 23-10-2020 | Yes | N.A. |
| 15. | Form MSME-1 | Section 405 | 30-10-2020 | Yes | N.A |
| 16. | Form DIR-12 | Section 170 | 09-12-2020 | Yes | N.A |
| 17. | Form DIR-12 | Section 170 | 11-02-2021 | Yes | N.A. |
| 18. | Form MGT-14 | Section 117 | 11-02-2021 | Yes | N.A |
| 19. | Form MGT-14 | Section 117 | 04-03-2021 | Yes | N.A |
| 20. | Form MGT-14 | Section 117 | 17-04-2021 | Yes | N.A |

For RMG & Associates
Company Secretaries



CS Manish Gupta
Partner

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

Place : New Delhi
Date : 24-11-2021
UDIN : F005123C001533969

Manish Gupta
24/11/2021