DIGICONTENT LIMITED

Innovating in the digital world

ANNUAL REPORT 2021-2022

Corporate Information

Board of Directors

Mr. Priyavrat Bhartia
Chairman (Non-Executive Director)

Mr. Vivek Mehra
Independent Director

Ms. Suchitra Rajendra
Independent Director

Mr. Lloyd Mathias
Independent Director

Mr. Praveen Someshwar
Non-Executive Director

Mr. Samudra Bhattacharya
Non-Executive Director

Chief Executive Officer

Mr. Puneet Jain

Chief Financial Officer

Mr. Ajay Sivaraman Nair

Company Secretary

Mr. Arjit Gupta

Statutory Auditor

B S R and Associates, Chartered Accountants

Registered Office

Hindustan Times House, 2nd Floor
18-20, Kasturba Gandhi Marg
New Delhi – 110001
Tel: +91-11-6656 1234
Fax: +91-11-6656 1270
E-mail: investor@digicontent.co.in
Website: www.digicontent.co.in

Registrar and Share Transfer Agent

KFin Technologies Limited
Selenium Tower B, Plot No.31 & 32
Gachibowli, Financial District
Nanakramguda, Serilingampally
Hyderabad – 500032 (Telangana)
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Website: www.kfintech.com

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Cautionary Statements

Certain statements in the MDA section concerning future prospects may be forward- looking statements which involve a number of underlying identified / non-identified risks and uncertainties that could cause actual results to differ materially. In addition to the changes in the macro-environment, the Covid-19 pandemic may pose unforeseen, unprecedented, unascertainable and constantly evolving risk(s), inter-alia, to the Company and the environment in which it operates. The results of these assumptions, relying on available internal and external information, constitute the basis for determining certain facts and figures stated in the report. Since the factors underlying these assumptions are subject to change over time, the estimates on which they are based, are also subject to change accordingly. These forward-looking statements represent only the Company's current intentions, beliefs or expectations, and any forward- looking statement speaks only as of the date on which it was made. The Company assumes no obligation to revise or update any forward- looking statements, whether as a result of new information, future events, or otherwise.

Disclaimer: *All data used in the MD&A have been taken from publicly available sources, and discrepancies, if any, are incidental and unintentional.*

To view the report online, please log on to: www.digicontent.co.in

Management Discussion and Analysis

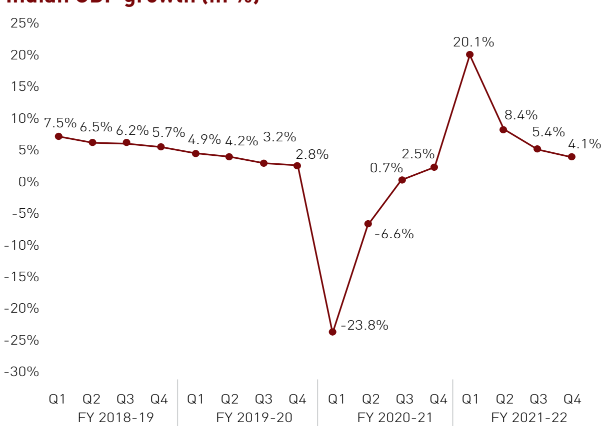
Indian Economy

The National Statistical Office (NSO) in its recent estimates has pegged India's GDP growth at 8.7% for FY 2021-22; against a GDP decline of 6.6% in FY 2020-21. The overall economic activity is on track to recover past the pre-pandemic levels. Nonetheless, the uneven recovery in a few sectors, especially agricultural, manufacturing, and contact-intensive services sectors, continues to weigh on the overall growth.

Inflation since the latter half of FY 2021-22, has been on a persistent rise with CPI breaching the upper band of RBI's comfort zone. The rally in inflation is primarily driven by heightened food and energy costs. Matters continue to be exacerbated by geopolitical conflicts and Covid related lockdowns & supply shocks.

Positively, the upswing in infrastructure development, visible growth in credit uptake coupled with accommodative fiscal and monetary policies facilitate mid to long-term economic growth.

Indian GDP growth (in %)



Source: National Statics Office (NSO), Ministry of Statistics & Programme Implementation (MOSPI)

Outlook

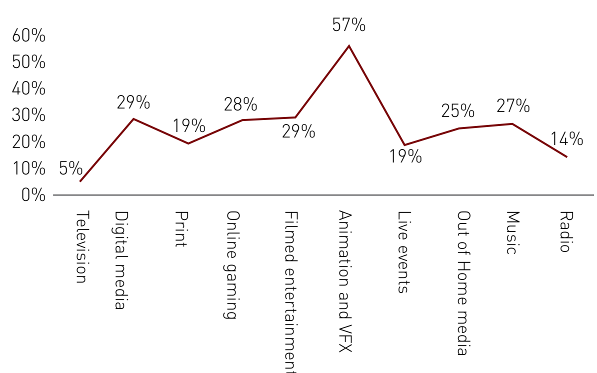
The fiscal year FY 2022-23, shall see significant impacting events play-out, the likes of which include escalating geopolitical tensions, elevated energy & commodity prices, financial market volatility induced by monetary policy normalisation, renewed Covid infections with augmented supply-side disruptions and protracted shortages of critical inputs. With this backdrop, the RBI per their recent forecast estimates have pegged India's real GDP growth at 7.2% for FY 2022-23.

Indian Media and Entertainment Industry

The first half of calendar year CY 2021 was again a challenging time for the industry with the severe onslaught of the second Covid wave. With infections subsiding and businesses opening up, the latter half of 2021 witnessed a growth unlocking for the industry. In 2021 the Indian M&E industry grew by 16.4% to be valued to at INR 1.61 trillion, still 11% short of pre-pandemic 2019 levels.

Digital media grew the most by INR 68 billion and consequently, increased its contribution to the M&E sector from 16% in 2019 to 19% in 2021 and being valued at INR 303 billion (excl. SMEs & long tail advertisers). Digital advertising and subscriptions both continued their strong upward trajectory. Despite gradual easing of lockdowns & restrictions with the pandemic subsiding, online gaming as an industry segment saw substantial growth. Content creation and production along with allied services also witnessed strong momentum along with the ongoing rise of animation and VFX segments.

M&E Industry Segment-wise Growth: 2021 vs 2020



Source: EY FICCI M&E Report

Digital Advertising

Owing to the rapid digital transformation and growing number of corporates as well as consumers shifting online, digital advertising is quickly becoming a prominent pillar in the entire M&E industry. In 2021, internet penetration increased by 5% to reach 834 million subscriptions, of which 795 million users have broadband access. More so, smartphone users reached 503 million and connected TVs crossed the 10 million mark. This goes to show the tremendous reach and potential of digital advertising in the years to come.

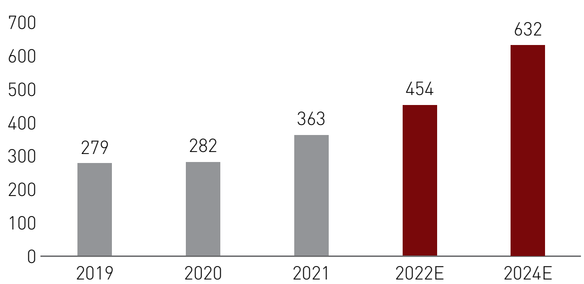
In light of the above, digital advertising continues to see significant growth; growing by 29% in 2021 to reach INR 246 billion. In addition, advertising by SME and long-tail advertisers is roughly estimated to have reached INR 117 billion in 2021.

Ad rates for premium digital properties increased, but on average, rates continued to reduce as publish-able volumes increased by over 30%. Search and Social Media, across different platforms continued to provide 69% of digital ad revenues, down from 75% in 2020. E-commerce advertising contributed 16% of total digital advertising as more brands used online channels to drive sales.

Share of digital advertising spends of FMCG companies doubled due to the pandemic driven change in customer procurement preferences and launch of several D2C brands. The top three national advertiser categories contributed 65% of total digital ad spends.

Going forward, the metrics that matter will change from audience numbers to engagement, loyalty and time spent; leading to platforms focusing on segmented audiences with deep engagement and community ownership. More advertisers will implement ad fraud management solutions and validate ad spend efficiency as digital becomes a larger portion of their media mix.

Digital Ad Spends (₹ Bn)



Source: EY FICCI Report

Digital Content

Digital content consumption in India has seen a tremendous surge, bolstered by pandemic lockdowns, ubiquity of smartphones & minimal data costs. Indians spent 4.7 hours a day on their phones in 2021, aggregating 700 billion hours of consumption (2nd highest in the world). With online video viewers growing to 497 million, which is over 95% of smartphone owners. Time spent by Indians on entertainment apps grew 52% since the onset of the pandemic.

Online news audience grew to 467 million in 2021, which is over 50% of internet subscriptions. Indians downloaded 26.7 billion apps in 2021, a growth of 10% over 2020, once again, making India the 2nd largest market after China.

Source: EY FICCI M&E Report

Company Overview

Digicontent Limited (Digicontent or DCL) has a strong and flexible product range that allows it to take advantage of new possibilities. It provides content sourcing services and is involved in the transmission of news, knowledge, information, entertainment, and general interest material through different digital and electronic media, together with its 100% subsidiary. On news websites such as hindustantimes.com, livemint.com and livehindustan.com, the Company manages advertising time and space. It also operates several other businesses in the entertainment and digital innovation space.

Product Portfolio

Digital Content Business

The company creates, sources, and/or owns the rights to a vast volume of high-quality multimedia literary content. The company supplies news publishers with content sourcing services, which they employ in newspaper editions, magazines, and supplements.

hindustantimes.com

hindustantimes.com has 66 million monthly active users and 279 million page views, catering to India's rapidly developing digital news and information sector. Unlike many of its competitors, hindustantimes.com has established itself as a respectable news source, free of sensationalism and voyeurism. In an era when fake news and fact-checking are the new buzzwords, hindustantimes.com stands out as a trustworthy and reliable news source. The trusted network of journalists contributes to the web editorial team's collection of multimedia content.

hindustantimes.com is quickly establishing itself as a destination for the most reliable news updates on swiftly developing stories, thanks to its extensive network of reporters throughout the world. The strong digital content team that translates reporter inputs into stories quickly is what makes sure that hindustantimes.com is the first to reach markets when major news events occur. In terms of design, the futuristic and innovative infinite scroll makes HT the first among its peers in India to bravely adopt and embrace a mobile first design, which is likely to set a trend in the industry in the future. In FY 2022, hindustantimes.com upgraded its content offerings to include videos, online stories, podcasts, photo galleries, multiple thematic newsletters and more.

Ranked No. 3

English news website*
(*based on Mar'22 page views as per Comscore)

livehindustan.com

livehindustan.com is one of the most popular online news & information destinations with over 69 million monthly users and 506 million monthly page views. Exclusive multimedia content by the online editorial team is updated round the clock with the latest in breaking news action, in order to serve credible, authentic content to its dedicated user base. livehindustan.com also offers smart interactive multimedia that enhances user's overall content experience coupled with hyper local feeds from the four predominantly Hindi-speaking states.

Ranked No. 1

Hindi news site*

(*based on Mar'22 page views as per Comscore)

livemint.com

The online business news and information portal livemint.com remains a preferred destination in the field of business & financial news coverage.

Aided by an efficient online editorial team, livemint.com features real-time content generation and content personalization, which improves the user experience, along with interesting market-oriented widgets, which encourage user involvement.

Ranked No. 3

Business news site*

(*based on Mar'22 page views as per Comscore)

desimartini.com

The newly redesigned and refurbished desimartini.com is all about catering to a new generation of users and providing content forms that appeal to a social media-savvy audience. It has refocused its editorial efforts to become the go-to source for entertainment news and celebrity gossip. The brand has developed from being a website for audience reviews to one that prides itself on keeping audiences informed about the current happenings in entertainment & film. Compared to previous fiscal the platform saw a 3x jump in its monthly active user base.

Fever Audio Tools (Fabplay)

Fabplay (www.fabplay.in) is an on-premise audio streaming platform of the premium segment. It's a totally cloud-based commercial audio solution that can be setup without any additional hardware or software. It includes around 100k music tracks that have been professionally chosen for retail playback. The product has the ability to control the retail experience in real time from a central interface, where playlists can be created for different store clusters and configured for different times of the day, month, and day of the week. It has ad-management & promotional feature functionality which can also be tweaked per requirements. A dedicated application offering campus radio has also been launched. Fabplay continues to serve 6,000+ stores across India.

HT Auto

HT Auto is the one-stop destination for complete and comprehensive coverage of the Indian and International automobile industry. Striking a key balance between all the latest news and views from the ever-evolving sector, HT Auto keeps readers in the driver's seat with updates, reviews, inside scoops and a whole lot more. HT Auto has become a comprehensive database for news, features, galleries and videos. The platform extensively covered Beijing Auto Show, Munich International Motor Show and Tokyo Motor Show. Reports and Galleries were created along with Live Blogs for big-ticket unveils. Moreover, the portal has undergone a significant redesign. HT Auto has seen more than 200% growth in page views during the fiscal.

HT Tech

HT Tech aims to deliver a unique experience for its users in the niche segment of tech news & information. The YouTube channel of HT Tech is dedicated to producing and hosting cutting-edge product insights, comparisons, and unboxing videos that are extensively shared on social media. The newly launched detailed "How To" stories have gained good traction with readers of HT Tech. Moreover, the portal has undergone a significant redesign. Over the fiscal year, HT Tech has experienced around 200% increase in users and page views.

HT Bangla

With a rapidly rising millennial readership, HT Bangla, has had a considerable boost during the fiscal year. It has made a name for itself in the very competitive Bengali news space. Within a year of its launch, the platform has established itself as a prominent participant in the market. The platform has a dedicated focus on finance, which is unique for Bengali portals. HT Bangla has built a loyal fan base, with the majority of its followers falling within the 15-34 year age bracket. It provides lot of content focused on women, which gives HT Bangla more than 30% women readers, significantly higher than the market average. HT Bangla continues to garner 6 million monthly active users and 24 million monthly page views.

HT Vernacular Launches

On the back of HT Bangla's spectacular success, the company has expanded its Indian language foray to HT Telugu, HT Tamil and HT Marathi during the fiscal year.

Health Shots

Health Shots is India's fastest growing health and wellness digital platform for the Indian millennial women. Health Shots offers tailor-made credible content on holistic wellness. Built on the pillars of expert-backed content for each and every wellness need of Indian women, Health Shots aims to fill the gap between what women want and what they find on the internet. This one-stop digital destination offers expert-backed preventive health and wellness information in English and Hindi language across a wide range of topics in the form of features, videos and podcasts

Subscription Business

The company's subscription business has been a success, achieving a 3x increase in subscriptions numbers on the back of targeted efforts and initiatives. The newly launched HT Premium curates and delivers the top-quality content across diverse fields of interest as a part of premium subscription package of hindustimes.com. Various partnerships & tie-ups across institutions, business schools, banks, digital wallets and international media houses help in strengthening the overall product offerings.

Editorial Highlights

During the year, the Company embarked on a number of editorial initiatives, spanning the gamut of its product offerings. In-depth focus on key themes, tracking developing stories and creating a multitude of information consumption optionality – all leading to significant growth in user traffic and page views across digital properties. Strong focus during the fiscal was on ramping up video coverage of news and information so as to cater to an evolving demographic. A plethora of daily and weekly as well as thematic newsletters were launched which have started to show promising lift among the readers.

hindustantimes.com

The fiscal year saw hindustantimes.com branch out into new and innovative content formats including videos, web stories, podcasts, photo galleries and more. Video views went up by 300% during the year. Visually immersive web stories are an upcoming format for many readers in their daily news consumption routine. Key coverages for the year included in-depth reporting on global conflicts be it terrorism in South Asia or the war in Europe, coupled with narratives & news around India in the context of these developments. The platform also had in-depth reporting on state elections in India, coverage of the ongoing pandemic, sporting highlights including the IPL and niche focus on segments like health.

livemint.com

livemint.com over the fiscal has consolidated its position among the top business & finance news and information portals in the country. The platform saw tremendous increase in monthly active users and page views on the back of improving traction seen in market related coverage. Key coverages around stock markets and personal finance & investments with insights from reputed investors & fund managers were very well received by the readers. Additional views & opinions pertaining to digital tokens and cryptocurrency were of particular interest to a board set of online readers.

livehindustan.com

The past year saw livehindustan.com focus on creating a curated multimedia offering around relevant news and information, which in turn has found a connect with the portal's audience. Digital footprint of the platform continues to expand beyond its traditional reader base into Central India. Massive coverage, insights and breaking news on various state elections in the backdrop of the prevalent political landscape was well received. Readers of livehindustan.com also connected with extended news and information regarding entertainment and film circles of India. Video interviews of over 50 leading Bollywood personalities made for great exclusive content.

Financial Highlight

Revenue from operations

The Company's total consolidated revenue stood at INR 333 crore in FY 2021-22 as compared to INR 254 crore in FY 2020-21. During the fiscal, significant boost in operating revenue was seen on the back of overall improvement in business environment.

Profitability

During the year under review, EBITDA margin improved significantly to reach 19% as compared to 12% in FY 2020-21. EBITDA level profitability improved primarily on account of higher revenues coupled with a relatively moderate increase in operating input costs. Return on Net Worth could not be ascertained due to negative net worth in FY 2021-22 and FY 2020-21.

Current Ratio

Current Ratio has dropped to 0.8 times as on March 31 2022, from 1.7 times on March 31 2021, mainly account of increase in current liabilities as borrowings with short term maturity saw a rise.

Interest Coverage Ratio

As on March 31 2022, the Interest Coverage Ratio stood at 3.8 times as compared to -1.7 times on March 31 2021, on account of significant uplift in EBIT.

Gearing Ratio

Gearing Ratio has reduced to 96% as on March 31 2022, from 116% on March 31 2021 owing to a decline in net debt of the Company.

Debt Equity Ratio

Debt Equity ratio as on March 31 2022 reached 18.5 times chiefly on the back of a low base of shareholder's equity and despite a slight reduction in total debt levels as compared to FY 2020-21 wherein debt equity ratio could not be ascertained due to negative shareholder's equity.

Debt Service Coverage Ratio

Debt Service Coverage ratio during the fiscal FY 2021-22 came in at 0.6 times as borrowings with short term maturity increased, compared to -1.9 times in FY 2020-21.

Asset Turnover Ratio

Asset turnover ratio improved to 2.1 times in FY 2021-22 as compared to 1.6 times in FY 2020-21, mainly due to considerable rise in revenue for the fiscal.

Return on Capital Employed

Return on Capital Employed significantly improved and stood at 42% in FY 2021-22 on the back of better profitability realisation as compared to -22% for FY 2020-21.

Earnings per Share

EPS for the fiscal FY 2021-22 came in at INR 3.62 on the back of improved post tax profitability as compared to INR -7.49 in FY 2020-21.

Human Resource

Human resource management, talent acquisition, talent management, and talent development are all important aspects for the company. People are the company's most valuable asset, providing the competitive edge required in all of the qualitative and innovative activities. HR is a strategic partner to the business, working closely with all teams to establish and enable the company's greatest talent pool. The primary goal is to create in DCL a fantastic place to work with a diverse, high-performing, future-ready and growing culture.

During Covid, the company ensured the safety of its employees, allowing them to work from home. It made certain that all employees could work from home without difficulty. In the event of an emergency, employees have access to doctors 24 hours a day, seven days a week. Employees were kept in touch on a regular basis to ensure their emotional and physical well-being, as well as access to doctors for those who needed it, one-on-one meetings with HR, virtual engagement sessions, townhalls, and other informal connections.

In compliance with the law, DCL has implemented an extremely strict POSH policy. It was written in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act and Rules of 2013. During their time at workplace, the Company attempts to provide a healthy, safe, and unbiased environment for all of its employees. We have received no complaints during FY 2021-22.

DCL has prioritised the development of a fast-paced, future-ready organisation. The digital world is expanding at a breakneck pace, and businesses must be structured and prepared to withstand the speed and disruption that this sector brings. The company's structure, roles and duties, and talent search have all been crucial in its development. To create a dynamic and digitally savvy organisation, HR rules and processes have been developed and implemented. The employee strength of the company (including its subsidiary, i.e., HT Digital Streams Limited) stood at 1,476 as on March 31 2022.

Risk Management

The Company has established risk management framework to identify and mitigate risks arising from external and internal factors. A risk identification exercise is carried out periodically to identify various strategic, operational, financial and compliance related risks. These are evaluated for their likelihood and potential impact. Few risks and uncertainties that can affect the business include the attraction & retention of relevant talent in the changed environment, inherent risk of cyber threat and data breach that may impact reputation, fast evolving regulatory landscape and heightened competition from newer content delivery formats like OTT platforms and other social media apps.

Potential risks are reviewed on an ongoing basis and mitigating controls are deliberated upon as an integral part of decision-making. To mitigate the IT and cyber related risks, the Company is focusing on upgradation of its infrastructure, has deployed a 24/7 Security Operations Centre (SOC) team for continuous risk monitoring & mitigation and is ensuring regular Vulnerability Assessment (VA) and Penetration Testing (PT) for its critical applications. Continuous engagement with the Editorial team & upgradation of the Editorial processes is also being done to ensure factual accuracy of content published. The Company has continued to drive innovation on primary brands with strong focus on mobile friendly content delivery like web stories, newsletters, quick reads, vertical videos and reaching newer segments & geographies by progressively moving towards new revenue streams such as podcasts, vernacular websites, subscription models, etc. Further, the usage of an automated compliance tool to monitor status of statutory compliances across all locations/functions helps the Company to minimise its exposure to any non-compliance to statutory and legal requirements.

Internal Control

The Company has an effective system of internal controls corresponding with its size, nature of business and complexity of operations. The internal controls mechanism comprises a well-defined organizational structure with clearly laid out authority and responsibility matrix and comprehensive policies, guidelines and procedures governing the operations of respective business areas and functions. These controls have been designed to safeguard the assets and interests of the Company and its stakeholders and also ensure compliance with Company's policies, procedures and applicable regulations. The Company has an established Code of Conduct (CoC) framework and Whistle-Blower Mechanism, which is duly approved by the Board of Directors in compliance with the regulatory requirements. A designated CoC Committee with cross-functional representation is in place, tasked with monitoring and review of whistle-blower complaints and ensuring proper & transparent complaint management and reporting, including reporting to the Audit Committee, wherever applicable.

The Company has a strong focus on technology and establishment of appropriate automated controls to further enhance the existing control framework. A robust ERP system is used for accounting across divisions. During the year, the company continued to integrate its CRM application with ad scheduling and accounting systems. The Company also has a Shared Service Centre (SSC), the ambit of which is being widened to aid centralisation of processes and activities. These systems enhance the reliability of financial and operational information by facilitating system driven control activities reducing manual intervention, segregation of duties and enabling stricter controls. The internal control system is supplemented by an extensive program of operational and IT audits to evaluate the adherence to laid down processes and controls on a periodic basis. The in-house internal audit function supported by professional external audit firms conducts comprehensive risk focused audits and assess the effectiveness of the internal control structure across functions on a regular basis. A group level central Revenue Assurance function has also been setup to further streamline and enhance the controls around revenue recognition across different revenue streams. In addition to internal audit activities, the Company has also developed an internal financial control framework to periodically review the effectiveness of controls laid down across all critical processes. The Company performed an extensive operating effectiveness testing of its Internal Financial Control (IFC) framework, including rationalisation of existing controls in line with dynamic business practices. The Company also uses a workflow based online compliance management tool and has established a concurrent audit mechanism of the same to ensure effective compliance oversight. Further, the Company has an Audit Committee which meets periodically to review internal control systems, accounting processes, financial information, internal audit findings and other related areas including their adequacies.

Way Ahead

The year in review had its fair share of challenges, nonetheless, digital media, content and advertising had a decent run during the year. Primarily led by increased allocation from traditional advertisers who accelerated their investments in digital sales channels. SME advertisers too, increased their spends on digital advertising. Further, consumers started warming up to the idea of paid digital subscriptions for digital news content thereby unlocking a direct to consumer revenue stream for digital publishers.

Moving ahead, the Company intends to increase customer acquisitions through its premium offerings, with the goal of realising subscription patronage. Newsletters, special reports, multimedia presentation of news coverage and much more are focus areas to the company's value proposition.

BOARD'S REPORT

Dear Members,

Your Directors are pleased to present their Fifth Report together with the Audited Financial Statements (Standalone & Consolidated) for the financial year ended on March 31, 2022.

FINANCIAL RESULTS

Your Company's performance during the financial year ended on March 31, 2022, along with previous year's figures is summarized below:

(₹ in Lacs)

Particulars	Standalone		Consolidated	
	2021-22	2020-21	2021-22	2020-21
Total Income	**243**	**288**	**33,299**	**25,385**
Earnings /(Loss) before interest, tax, depreciation and amortization (EBITDA) from continuing operations	(322)	(511)	6,182	3,125
Add: Exceptional Item	-	-	-	-
Less: Depreciation and amortisation expense	4	9	1,638	5,215
Less: Finance cost	1,137	1,114	1,185	1,213
Profit/(Loss) before tax from continuing operations	**(1,463)**	**(1,634)**	**3,359**	**(3,303)**
Less: Tax Expense				
• Current tax	-	-	276	-
• Deferred tax charge	-	-	978	1,056
Total tax expense	**-**	**-**	**1,254**	**1,056**
Profit/(Loss) for the year from continuing operations	**(1,463)**	**(1,634)**	**2,105**	**(4,359)**
Profit/(Loss) for the year	**(1,463)**	**(1,634)**	**2,105**	**(4,359)**
Add: Other Comprehensive Income (net of tax)				
a) Items that will not to be reclassified to profit or loss	(1)	28	(190)	(77)
b) Items that will be reclassified to profit or loss	-	-	-	-
Total Comprehensive Income/Loss for the year (net of tax)	**(1,464)**	**(1,606)**	**1,915**	**(4,436)**
Opening balance in Retained Earnings	**(3,277)**	**(1,671)**	**(9,462)**	**(5,026)**
Add: Profit/(Loss) for the year	(1,463)	(1,634)	2,105	(4,359)
Less: Items of other Comprehensive Income recognized directly in Retained Earnings				
• Re-measurements of post-employment benefit obligation (net of tax)	(2)	28	(191)	(77)
Total Retained Earnings	**(4,742)**	**(3,277)**	**(7,548)**	**(9,462)**

DIVIDEND

In view of the economic uncertainty and adverse revenue growth of the Company during the financial year under review, your Directors have not recommended any dividend on the Equity Shares of the Company for the financial year ended on March 31, 2022.

COMPANY PERFORMANCE AND FUTURE OUTLOOK

A detailed analysis and insight into the financial performance & operations of your Company for the year under review and future outlook is appearing under the Management Discussion and Analysis Report, which forms part of the Annual Report.

RISK MANAGEMENT

Your Company has a robust risk management framework to identify, evaluate and mitigate business risks. A detailed statement indicating development and implementation of a risk management policy for the Company, including identification of various elements of risk, is appearing in the Management Discussion and Analysis Report.

SCHEME OF ARRANGEMENT

On the recommendation/approval of Committee of Independent Directors and Audit Committee, the Board of Directors at its meeting held on February 11, 2021 approved a Composite Scheme of Amalgamation under Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') between the Company, Next Mediaworks Limited ("NMWL") and HT Mobile Solutions Limited ("HTMSL") (hereinafter collectively referred to as "Transferor Companies") with HT Media Limited ("HTML") (the "Transferee Company") and their respective shareholders and creditors (the 'Scheme').

Pursuant to directions of Hon'ble Delhi NCLT vide order dated February 3, 2022 read with order dated December 22, 2021, the meetings of the equity shareholders of HTMSL, the Company & HTML, were convened on March 25, 2022, March 29, 2022 and March 29, 2022 respectively and the meetings of secured and unsecured creditors of HTML were convened on March 28, 2022, for considering their approval to the Scheme.

Pursuant to directions of Hon'ble Mumbai NCLT vide its order dated December 3, 2021, the meeting of the equity shareholders of NMWL was convened on February 24, 2022, for considering their approval to the Scheme.

In their respective meetings, the equity shareholders, secured and unsecured creditors of HTML, and equity shareholders of HTMSL have accorded their approval to the Scheme with the requisite majority as prescribed under the applicable provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) read with SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended from time to time (SEBI Circular).

However, in their respective meetings of NMWL and the Company, the Scheme was not approved by the requisite majority of equity shareholders (including public shareholders) as per the requirements of the SEBI Circular.

Accordingly, the Scheme would continue to be implemented to the extent it provides for amalgamation of HTMSL with HTML and would be subject to sanction by Hon'ble Delhi NCLT and approvals of such other statutory authorities as may be required.

SUBSIDIARY COMPANY

HT Digital Streams Limited (HTDSL) is a material wholly-owned subsidiary of the Company. Your Company does not have any associate or joint venture company within the meaning of Section 2(6) of the Act, during the year under review.

In terms of the applicable provisions of Section 136 of the Act, Financial Statements of HTDSL, for the financial year ended on March 31, 2022 are available for inspection at Company's website viz. https://www.digicontent.co.in/wp-content/uploads/2022/07/HTDSL_-Ind-AS-FS-March-22-Final-with-Auditor-Report.pdf

A report on the performance and financial position of HTDSL in the prescribed Form AOC-1, is annexed to the Consolidated Financial Statements of the Company and hence, not reproduced here. The 'Policy for determining Material Subsidiary(ies)' is available on the Company's website viz. https://www.digicontent.co.in/wp-content/uploads/2019/07/Policy-for-detrmining-Material-Subsidiary.pdf#toolbar=0.

During the year under review, HTDSL bought back 22,00,000 nos. fully paid-up equity shares of ₹ 10/- each at a buy-back price of ₹ 86.75 per equity share aggregating to ₹ 19,08,50,000/-.

The contribution of HTDSL to the overall performance of your Company is outlined in Note no. 34 of the Consolidated Financial Statements of the Company for the financial year ended March 31, 2022.

No subsidiary, associate or joint venture has been acquired or ceased/ sold/ liquidated during the financial year ended on March 31, 2022.

DEPOSITORY SYSTEM

The Company's equity shares are compulsorily tradeable in electronic form. As on March 31, 2022, 99.99% of the Company's total paid-up capital representing 5,81,86,259 equity shares is in dematerialized form. In view of the benefits offered by the depository system, members holding shares in physical mode are advised, in their own interest, to avail demat facility.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors

During the year under review, Mr. Ajay Relan, Director passed away on October 1, 2021. The Board placed on record its gratitude and profound appreciation for the valuable contribution, support and guidance given by Mr. Relan during his tenure as Independent Director of the Company. Further, Mr. Dinesh Mittal, Non-executive Director, resigned from the directorship of the Company w.e.f. May 31, 2022. The Board appreciated the services rendered and guidance given by Mr. Dinesh Mittal during his tenure as Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors:

i. Appointed Mr. Lloyd Mathias (DIN: 02879668) as an Additional Director (Independent) of the Company, not liable to retire by rotation, for a period effective December 28, 2021 till November 30, 2026 and

ii. Appointed Mr. Samudra Bhattacharya (DIN: 02797819) as an Additional Director (Non-executive) of the Company, liable to retire by rotation, w.e.f. June 1, 2022.

As Additional Directors they hold office upto the date of ensuing Annual General Meeting (AGM). The Company has received notice in writing under Section 160 of the Act from a member proposing their candidature for the office of Director.

The Board is of the opinion that Mr. Lloyd Mathias possesses the requisite integrity, knowledge, experience, expertise and proficiency to contribute to the growth of the Company.

Your Directors commend the appointment of Mr. Lloyd Mathias as an Independent Director and Mr. Samudra Bhattacharya as Non-executive Director, for approval of members, at the ensuing AGM.

In accordance with the applicable provisions of the Act, Mr. Praveen Someshwar (DIN: 01802656), Director liable to retire by rotation at the ensuing AGM, being eligible, has offered himself for re-appointment. Your Directors commend re-appointment of Mr. Praveen Someshwar as Director, for approval of the members, at the ensuing AGM.

The disclosures in respect to appointment/re-appointment of Directors as required under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standards on General Meeting ('SS-2') are given in the Notice of ensuing AGM, forming part of the Annual Report.

The Independent Directors of the Company have confirmed that:

a) they meet the criteria of independence as prescribed under both, the Act and SEBI Listing Regulations and

b) they have registered themselves on the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

All the Directors have confirmed adherence to the Company's 'Code of Conduct'.

Key Managerial Personnel

During the year under review, following changes in the Key Managerial Personnel took place:

a) Mr. Vikas Prakash resigned from the position of Company Secretary & Compliance Officer of the Company w.e.f. close of working hours of February 07, 2022. Further, on the recommendation of Nomination & Remuneration Committee, the Board of Directors appointed Mr. Utsav Saini as a Company Secretary and Compliance Officer of the Company w.e.f. February 08, 2022. However, he has also resigned from the position of Company Secretary & Compliance officer w.e.f. close of working hours of March 11, 2022.

b) Further, based on the recommendation of Nomination & Remuneration Committee, the Board of Directors appointed Mr. Arjit Gupta as Company Secretary & Compliance Officer of the Company w.e.f. May 23, 2022.

PERFORMANCE EVALUATION

In line with the requirements under the Act and SEBI Listing Regulations, the Board of Directors undertook a formal annual evaluation of its own performance and that of its Committees, Chairperson & Directors.

Nomination & Remuneration Committee approved questionnaires for evaluation of performance of the Board as a whole, Board Committees (viz. Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration Committee) Directors and the Chairperson, on various criteria outlined in the 'Guidance Note on Board Evaluation' issued by SEBI on January 5, 2017.

The Directors were evaluated on parameters such as, value addition to discussions, level of preparedness, willingness to appreciate the views of fellow directors, commitment to processes which include risk management, compliance and control, commitment to all stakeholders (shareholders, employees, vendors, customers etc.), familiarization with relevant aspects of company's business / activities amongst other matters. Similarly, the Board as a whole was evaluated on parameters which included its composition, strategic direction, focus on governance, risk management and financial controls.

A summary report of the feedback of Directors on the questionnaire(s) was considered by the Nomination & Remuneration Committee and the Board of Directors. The Board would endeavour to use the outcome of the evaluation process constructively, to improve its own effectiveness and deliver superior performance.

A separate meeting of Independent Directors was also held to review:

- Performance of the Non – Independent Directors and the Board as a whole;
- Performance of the Chairman of the Company considering the views of other directors and
- Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

AUDIT & AUDITORS

Statutory Auditor

B S R and Associates, Chartered Accountants [Firm Registration No. 128901W] ("BSR") were appointed as Statutory Auditor of the Company, for a term of 5 (five) consecutive years, at the Annual General Meeting held on August 25, 2020. The reports of BSR on Annual Financial Statements (Standalone and Consolidated) for the financial year ended on March 31, 2022, does not contain any qualification, reservation or adverse remark or disclaimer.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act, and rules made thereunder, the Board of Directors had appointed RMG & Associates, Company Secretaries ("RMG") (Firm Reg. No. P2001DE16100) as Secretarial Auditor, to conduct the Secretarial Audit for the financial year ended March 31, 2022 and their report is annexed herewith as **"Annexure - A".** The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

Further, Secretarial Audit of the material unlisted subsidiary viz. HT Digital Streams Limited for FY-22, as required under Regulation 24A of SEBI Listing Regulations, has been conducted by Mr. N.C. Khanna, Practicing Company Secretary. The said secretarial audit report does not contain any qualification, reservation, adverse remark or disclaimer and is annexed herewith as **"Annexure - B".**

During the year under review, the Statutory Auditor and the Secretarial Auditor have not reported any instance of fraud to the Audit Committee, pursuant to Section 143(12) of the Act and rules made thereunder. Therefore, no detail is required to be disclosed under Section 134(3)(ca) of the Act.

RELATED PARTY TRANSACTIONS

All contracts/arrangements/transactions entered into by the Company with related parties during the year under review, were in ordinary course of business of the Company and on arms' length terms. The related party transactions were placed before the Audit Committee for review and/or approval. During the year, the Company did not enter into any contract/ arrangement/transaction with related party which could be considered 'material' in accordance with the Company's 'Policy on Materiality of and dealing with Related Party Transactions' (available on Company's website https://www.digicontent.co.in/wp-content/uploads/2020/04/RPT-Policy.pdf and therefore, the disclosure of related party transactions in Form AOC-2 is not applicable.

Reference of Members is invited to Note nos. 29 and 30 of the Standalone Financial Statements, which set out the related party disclosures as per IND AS-24.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, your Directors state that:

(i) in the preparation of the annual accounts for the financial year ended on March 31, 2022, the applicable accounting standards have been followed and there are no material departures;

(ii) such accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2022 and of the loss of the Company for the year ended on March 31, 2022;

(iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) the annual accounts have been prepared on a 'going concern' basis;

(v) proper internal financial controls were in place and that such internal financial controls were adequate and operating effectively and

(vi) systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DISCLOSURES UNDER THE COMPANIES ACT, 2013

Borrowings and Debt Servicing: During the year under review, your Company has met all its obligations towards repayment of principal and interest on loans availed, if any.

Particulars of loans given, investments made, guarantees /security given: The details of investments made and loans/guarantees/security given, as applicable, are given in note no. 6 to the Standalone Financial Statements.

Board Meetings: A yearly calendar of board meetings is prepared and circulated in advance to the Directors. During the financial year ended March 31, 2022, the Board met four times on June 15, 2021, July 30, 2021, October 25, 2021 and January 24, 2022. For further details regarding these meetings, Members may please refer the Report on Corporate Governance which forms part of the Annual Report.

Committees of the Board: At present, four standing committees of the Board of Directors are in place viz. Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee and Banking & Finance Committee which have been constituted in accordance with the applicable provisions of the Act and SEBI Listing Regulations. During the year under review, recommendations of these committees were accepted by the Board of Directors. For more details on the composition of the Committees, meetings held during the year, the Members may please refer the Report on Corporate Governance which forms part of the Annual Report.

Remuneration Policy: The Remuneration Policy of the Company on appointment and remuneration of Directors, Key Managerial Personnel & Senior Management, as prescribed under Section 178(3) of the Act and the SEBI Listing Regulations, is available on the Company's website viz. https://www.digicontent.co.in/wp-content/uploads/2019/08/Remuneration-Policy.pdf. The Remuneration Policy includes, inter-alia, the criteria for appointment of Directors, KMPs, Senior Management Personnel and other employees, their remuneration structure and disclosures in relation thereto. Further, there was no change in the Remuneration Policy during the year under review.

Vigil Mechanism: The Vigil Mechanism, as envisaged in the Act & rules made thereunder and the SEBI Listing Regulations, is addressed in the Company's "Whistle Blower Policy". In terms of the Policy, directors/employees/stakeholders of the Company may report concerns about unethical behaviour, actual or suspected fraud or any violation of the Company's Code of Conduct. The Policy provides for adequate safeguards against victimization of the Whistle Blower. The Policy is available on the Company's website viz. https://www.digicontent.co.in/wp-content/uploads/2021/02/Whistle_Blower_Policy_DCL.pdf.

Particulars of employees and related disclosures: In accordance with the provisions of Section 197(12) of the Act, read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, details of employee's remuneration forms part of this Report. Having regard to the provisions of the second proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. Any member interested in obtaining such information may address their email to investor@digicontent.co.in.

Disclosures under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as **"Annexure - C".**

Annual Return: In terms of Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, the Annual Return

(Form MGT-7) for FY-22, is available on the website of the Company at https://www.digicontent.co.in/wp-content/uploads/2022/07/dCL_Annual-Return-(MGT-7)_2022.pdf

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

The Company is in the business of Entertainment and Digital Innovation, which does not involve any manufacturing process. Accordingly, most of the information required under Section 134(3)(m) of the Act are not applicable. However, the information, as applicable, is outlined as under:

Conservation of Energy

The Company has taken necessary steps in order to conserve energy wherever possible. There is a heightened effort undertaken to ensure that the available resources are put into optimal utilization and also ensure that energy is conserved at the different locations in which the Company operates. Some of these initiatives are as under:

- Use of energy efficient electronic devices to curtail energy consumption, as much as possible;
- Installation of star rated energy efficient air conditioners and
- Replacement of conventional lighting system with LED lighting.

Technology Absorption

During the year, the Company has not invested in any specific technology apart from the normal end user devices. Also, the Company takes adequate measures at the time of disposing of the device(s) at the end of life of the particular asset.

Foreign exchange earnings and outgo –

- Foreign Exchange earned in terms of actual inflows during the year: Nil
- Foreign Exchange outgo in terms of actual outflows during the year: ₹ 1,165,388/-

INFORMATION ON MATERIAL CHANGES AND COMMITMENTS

No material changes/commitments have occurred after the end of financial year 2021-22 and till the date of this report, which affect the financial position of your Company.

SECRETARIAL STANDARDS

Your Directors state that the Secretarial Standards (i.e. SS-1 and SS-2), relating to 'Meetings of the Board of Directors' and 'General Meetings', have been followed by the Company.

CORPORATE GOVERNANCE

The report on Corporate Governance in terms of SEBI Listing Regulations, forms part of this Annual Report. The certificate issued by RMG & Associates, Company Secretaries is annexed herewith as **"Annexure – D".**

INTERNAL FINANCIAL CONTROL

Your Company has in place, adequate internal financial controls with reference to the financial statements, which helps in periodically reviewing the effectiveness of controls laid down across all critical processes. The Company has also in place Internal control system which is supplemented by an extensive program of internal audits and their review by the management. The in-house internal audit function, supported by professional external audit firms, conduct comprehensive risk focused audits and evaluates the effectiveness of the internal control structure across locations and functions on a regular basis. The Company has instituted an online compliance management tool with a centralized repository to cater to its statutory compliance requirements.

GENERAL

Your Directors state that during the year under review, no disclosure is required in respect of following matters, as there were no transactions/events in relation thereto:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.

During the year under review, there was no change in the share capital of the Company during the year under review.

The provisions relating to Corporate Social Responsibility (CSR), enshrined under Section 135 of the Act, were not applicable on the Company.

The Company does not have any Employee Stock Option Scheme.

The Company has not transferred any amount to the General Reserve.

No significant or material order was passed by any Regulator, Court or Tribunal, which impact the 'going concern' status and Company's operations in future.

During the year under review, there has been no change in the nature of business of the Company.

The Company is not required to maintain cost records as per Section 148(1) of the Act.

There were no proceedings initiated/ pending against your Company under the Insolvency and Bankruptcy Code, 2016.

There was no instance of onetime settlement with any Bank or Financial Institution.

PREVENTION OF SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention of Sexual Harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder. Internal Committee (IC) is in place for all works and offices of the Company to redress complaints received regarding sexual harassment. The Company's policy in this regard, is available on the employee's intranet. The Company conducts regular classroom training sessions for employees and members of IC and has also rolled-out an online module for employees to increase awareness. No instance or complaint was reported to IC during the year under review.

ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation for the co-operation extended by all stakeholders, including government authorities, shareholders, investors, customers, banks, vendors and suppliers.

The Directors regret the loss of lives due to COVID-19 pandemic and are deeply grateful and have immense respect for every person who risked his life and safety to fight this pandemic.

Your Directors also place on record their deep appreciation of the committed services of the executives and employees of the Company.

For and on behalf of the Board

Priyavrat Bhartia
(Chairman)
DIN:00020603

Date: May 23, 2022
Place: New Delhi

ANNEXURE - A TO THE BOARD'S REPORT

Secretarial Audit Report

For the Financial Year Ended on March 31, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Digicontent Limited
CIN: L74999DL2017PLC322147
Hindustan Times House, 2nd Floor
18-20, Kasturba Gandhi Marg
New Delhi -110001

We have conducted the secretarial audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Digicontent Limited** (hereinafter referred to as 'the Company'), having its Registered Office situated at Hindustan Times House, 2nd Floor 18-20, Kasturba Gandhi Marg, New Delhi -110001. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information/ explanation provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended **March 31, 2022,** complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records as maintained by the Company for the financial year ended on March 31, 2022 according to the provisions of:

I. The Companies Act, 2013 ('the Act') and the rules made thereunder;

II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder with regard to dematerialisation/ rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company;

IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, however, no FDI inflow observed during the year. Further, there was no transaction of Overseas Direct Investment and External Commercial Borrowings which was required to be reviewed during the period under audit;

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

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

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **[Not Applicable as the Company has not issued any further share capital during the period under review];**

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

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **[Not applicable as the Company has not issued any non-convertible securities during the period under review];**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued **[Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent];**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **[Not applicable as the Company has not delisted/ proposed to delist its equity shares from any Stock Exchange during the period under review] and**

(h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **[Not applicable as the Company has not bought back/ proposed to buy-back any of its securities during the period under review].**

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

(a) The Information Technology Act, 2000 & Rules and Guidelines;

(b) The Information Technology (Reasonable security practices and procedures and sensitive personal data or information) Rules, 2011.

For the compliances of Environmental Laws, Labour Laws & other General Laws, our examination and reporting is based on the documents, records and files as produced and shown to us and the information and explanations as provided to us, by the officers and management of the Company and to the best of our judgment and understanding of the applicability of the different enactments upon the Company, in our opinion there are systems and processes exist in the Company to monitor and ensure compliance with applicable Environmental Laws, Labour Laws & other General Laws. However, strengthening w.r.t timelines is required to be done.

The compliance by the Company of applicable Financial Laws, like Direct and Indirect Tax Laws, have not been reviewed in this audit since the same have been subject to review by the statutory auditor and other designated professionals.

We have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India. However, the stricter applicability of the Secretarial Standards is to be observed by the Company.

2. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR), 2015"].

3. General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 and 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs and Circular Nos. SEBI/ HO /CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the SEBI to hold Extra-Ordinary General Meetings/Annual General Meetings through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

4. Notification No. G.S.R 186 (E) dated March 19, 2020 read with G.S.R 806 (E) dated December 30, 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).

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

We further report that

- The Board of Directors of the Company is constituted with proper balance of Non-Executive Directors, Independent Directors and Woman Director during the period under review. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act/SEBI (LODR), 2015.

- Adequate notice(s) were given to all directors to schedule the Board/Committee Meetings, agenda and detailed notes on agenda were generally sent in accordance with the applicable laws, as mentioned here above.

- All the decision of the Board/its Committee(s) were taken adequately with requisite majority, while the dissenting members' views, if any, are captured and recorded as part of the minutes.
- During the year under review, Mr. Ajay Kumar Relan, an Independent Director and Chairman of the Nomination & Remuneration Committee wasn't able to attend the AGM of the Company held on September 24, 2021, due to sudden medical exigency.
- As per the records, the Company has predominantly filed all the forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies, SEBI and other authorities.
- The Company has filed various letters with the RBI, for seeking relaxation from registration as SI-CIC, wherein it has stated that it need not be registered as a NBFC and SI-CIC since it does not meet the criteria as per the financial statements for the year ended March 31, 2020. However, the RBI vide its letter dated March 23, 2021, has stated that it appears that the Company qualifies to be a NBFC and it is required to apply for certificate of registration as per the Reserve Bank of India Act, 1934 or merge with another NBFC/non-financial company or wind up the business of NBFC. Further, the Company vide letter dated June 09, 2021 to RBI, has reiterated that the Company does not fulfill principal business criteria to be classified as a NBFC or a SI-CIC and in any case the Company has drawn up a scheme of amalgamation for merging the Company and its two other fellow subsidiary companies with HT Media Limited (a Non-Financial Company and a fellow subsidiary) for which the Scheme has been approved by the Board of Directors in February, 2021 and filed with the stock exchanges in March, 2021 for their no objection. Subsequently, a virtual meeting with RBI officials was held on June 11, 2021 and Company has submitted the detailed reply with RBI on June 25, 2021. As per the information provided to us, RBI has not sought any further information / clarification in this regard from the Company. Further, as per audited financial statements as at March 31, 2022, the Company does not fulfil the criteria prescribed for classification as NBFC or SI-CIC.
- The Board of Directors, on the recommendation of Committee of Independent Directors and Audit Committee, in their meeting held on February 11, 2021, considered and approved a Composite Scheme of Amalgamation of the Company, Next Mediaworks Limited ("NMW") and HT Mobile Solutions Limited ("HTMS") (the "Transferor Companies") with HT Media Limited ("HTML") (the "Transferee Company") and their respective shareholders and creditors pursuant to Section 230 to 232 and any other applicable provisions of the Act. Further, in-principle approval from both the Stock Exchanges i.e NSE & BSE have been obtained.

We further report that on review of the compliance mechanism established by the Company, we are of the opinion that the management has systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines as the Company has developed comprehensive legal compliance scheduling and management software by which specific compliance tasks were assigned to specified officials. The software enables in planning and monitoring all compliance activities across the Company.

We further report that during the audit period, the Company has following specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above:

1. HT Digital Streams Limited, a material unlisted wholly owned subsidiary (HTDS) of the Company has done buy-back of 22,00,000 equity shares at ₹ 86.75/- representing 10.97% from the company and after completion of buy-back, HTDS will continue to be the Wholly Owned Subsidiary ("WOS") of the Company.
2. Mr. Ajay Kumar Relan (DIN: 00002632), an Independent Director of the Company, cease from the directorship of the Company, from October 01, 2021, due to his demise.
3. Mr. Lloyd Mathias (DIN: 02879668) has been appointed as an Additional Independent Director of the Company w.e.f. December 28, 2021.
4. Mr. Vikas Prakash Company Secretary and Compliance Officer has tendered his resignation with effect from February 07, 2022. Thereafter, Mr. Utsav Saini was appointed as Company Secretary and Compliance Officer of the Company for a period starting from February 08, 2022 till March 11, 2022.
5. Pursuant to directions of the Hon'ble National Company Law Tribunal, New Delhi Bench, vide its order dated February 03, 2022 read with order dated December 22, 2021, the meetings of the Equity Shareholders of HT Mobile Solutions Limited (HTMSL), Digicontent Limited (DCL) & HT Media Limited (HTML), were convened on March 25, 2022, March 29, 2022 and March 29, 2022

respectively and the meetings of secured and unsecured creditors of HT Media Limited were convened on March 28, 2022, for considering their approval to the Scheme. Further, Pursuant to directions of the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated December 03, 2021, the meeting of the Equity Shareholders of Next Mediaworks Limited (NMWL) was convened on February 24, 2022, for considering their approval to the Scheme.

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

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

Place: New Delhi
Date: May 23, 2022
UDIN: F005123D000371161

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

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

Annexure

To,
The Members
Digicontent Limited
CIN: L74999DL2017PLC322147
Hindustan Times House, 2nd Floor
18-20, Kasturba Gandhi Marg
New Delhi -110001

Our Secretarial Audit Report of even date, for the financial year ended on March 31, 2022 is to be read along with this letter:

1. It is the responsibility of management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operating effectively.

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances as produced before us.

3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

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

6. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

7. We have conducted verification & examination of records, as facilitated by the Company for the purpose of issuing this Report.

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

Place: New Delhi
Date: May 23, 2022
UDIN: F005123D000371161

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

ANNEXURE - B TO THE BOARD'S REPORT

Secretarial Audit Report

For the Financial Year Ended March 31, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel), Rules, 2014]

To,
The Members,
HT DIGITAL STREAMS LIMITED
CIN: - U74900BR2015PLC025243
Budh Marg, P.S.- Kotwali
Patna BR 800001 IN

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **HT DIGITAL STREAMS LIMITED** (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2022 ('Audit Period'), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022, according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made there under;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings.

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-*

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(vi) Other applicable laws such as:-#

(a) Information Technology Act, 2000 and the rules made thereunder;

#the company has a proper monitoring system for compliance of Industry specific laws. There are no regular compliances under these acts. However, as and when an event arose the company has attended the same promptly.

I have also examined compliance with the applicable clauses of the following:

I. Secretarial Standards issued by The Institute of Company Secretaries of India.

II. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; *

*[Not Applicable as the Company is not Listed Entity during the financial year under review]

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period:-

a) The board has passed the resolution to buy-back upto 22,00,000 fully paid-up equity shares of face value of ₹ 10/- each ("Buy-back Shares") (representing 10.97% of the total paid-up share capital of the Company) at a price of ₹ 86.75/- per equity share (excluding applicable taxes & levies and other incidental & related expenses) from existing shareholder(s) on proportionate basis, for an aggregate consideration not exceeding ₹ 19,08,50,000/- (Rupees Nineteen Crore Eight Lacs and Fifty Thousand Only) ("Buy-back Offer"), which is within the statutory limit of 25% of the fully paid-up equity share capital and free reserves as per the latest audited financial statements of the Company for the financial year ended on 31st March, 2021.

b) The Company has passed the resolution to place Inter-Corporate Deposit (ICDs) up to an aggregate amount of ₹ 50 Crore, in one or more tranches to Digicontent Limited (holding company) and ₹ 6 Crore in one or more tranches in HT Mobile Solutions Limited (Fellow Subsidiary).

For **N C Khanna Company Secretaries**

N C Khanna
Properitor
FCS No. 4268
CP No.5143
UDIN: F004268D000494109

Place: New Delhi
Date: June 15, 2022

This Report is to be read with my letter of even date, which is annexed as Annexure A to this Report and forms an integral part of this Report.

Annexure A

To,
The Members,
HT DIGITAL STREAMS LIMITED
CIN :- U74900BR2015PLC025243
Budh Marg, P.S.- Kotwali
Patna BR 800001 IN

My Secretarial Review Report of even date, for the financial year ended 31st March, 2022 is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

3. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for my opinion.

4. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

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

6. I have not verified the correctness and appropriateness of financial records and books of account of the Company.

For **N C Khanna Company Secretaries**

N C Khanna
Properitor
FCS No. 4268
CP No.5143
UDIN: F004268D000494109

Place: New Delhi
Date: June 15, 2022

ANNEXURE - C TO THE BOARD'S REPORT

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) The ratio of remuneration of each Director to the median remuneration of the employees and percentage increase in remuneration of each Director and KMP viz. Chief Executive Officer, Chief Financial Officer and Company Secretary in the financial year ended on March 31, 2022, is as under:

Name of Director/KMP & designation	Remuneration for FY-22 (₹ in Lacs)	% increase in remuneration in FY 22	Ratio of remuneration of each Director to median remuneration of employees in FY 22[@]
Mr. Ajay Relan[$] *Independent Director*	4.00*	Not Comparable[#]	0.56
Ms. Suchitra Rajendra *Independent Director*	6.50*	(31.58)	0.92
Mr. Vivek Mehra *Independent Director*	7.00*	(30)	0.99
Mr. Lloyd Mathias[€] *Independent Director*	2.00*	Not Comparable[#]	0.28
Mr. Vikas Prakash[£] *Company Secretary*	18.84	Not Comparable[#]	Not Applicable

[@] The mean remuneration of employees during FY-22 was ₹ 7.10 Lac.
* Sitting fee paid for attending Board/Committee meetings.
[$] Ceased to be the Independent Director w.e.f. October 1, 2021 due to his sudden demise.
[€] Appointed as an Additional Independent Director (Non-Executive) by the Board w.e.f. December 28, 2021.
[£] Resigned from the position of Company Secretary of the Company w.e.f. February 07, 2022.
[#] Remuneration not comparable owing to appointment/ cessation during FY-22.

Note: (a) Perquisites have been valued as per the Income Tax Act, 1961.

(b) Save and except the above, no remuneration was paid by the Company to any Director during FY-22.

(c) Mr. Puneet Jain appointed as CEO of the Company and its subsidiary company i.e. HT Digital Streams Limited (HTDS) w.e.f. July 15, 2020. He draws remuneration from HTDS.

(d) Mr. Ajay S. Nair appointed as CFO of the Company and HTDS w.e.f. January 14, 2021 and January 13, 2021, respectively. He draws remuneration from HTDS.

(e) Mr. Utsav Saini appointed as Company Secretary of the Company w.e.f. February 08, 2022. However, he has resigned w.e.f. March 11, 2022 and drew remuneration from HTDS.

(ii) There was an increase of 5% in the mean remuneration of the employees of the Company in FY-22.

(iii) As on March 31, 2022, there were 22 permanent employees on the rolls of the Company.

(iv) Average percentage increase in remuneration of employees during FY-22 is 5%. Further, no managerial remuneration was paid during FY-22.

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

For and on behalf of the Board

Priyavrat Bhartia
Chairman
DIN:00020603

Date: May 23, 2022
Place: New Delhi

ANNEXURE - D TO THE BOARD'S REPORT

CERTIFICATE OF COMPLIANCE OF CORPORATE GOVERNANCE

[Pursuant to Regulation 34(3) read with Schedule V Para E of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Digicontent Limited
(CIN: L74999DL2017PLC322147)
Hindustan Times house, 2nd Floor,
18-20, Kasturba Gandhi Marg
New Delhi -110001

We have examined the compliance of conditions of Corporate Governance of **Digicontent Limited** (hereinafter referred to as 'the Company'), having its Registered Office at Hindustan Times house, 2nd Floor, 18-20, Kasturba Gandhi Marg, New Delhi -110001, for the year ended on March 31, 2022, as stipulated in the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as "SEBI LODR, 2015").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI (LODR), 2015.

However, Mr. Ajay Kumar Relan (DIN: 00002632), being an Independent Director and chairman of the Nomination & Remuneration Committee of the Company wasn't able to attend the 4th AGM of the Company held on dated September 21, 2021, due to sudden medical exigency.

We further state that this certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company

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

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

Place: New Delhi
Date: May 23, 2022
UDIN: F005123D000371236

REPORT ON CORPORATE GOVERNANCE

COMPANY'S CORPORATE GOVERNANCE PHILOSOPHY

In your Company, Corporate Governance embraces the tenets of trusteeship, accountability and transparency. Adherence to each of these principles has set a culture in the Company, wherein good Corporate Governance underlines interface with all stakeholders. In addition to compliance with regulatory requirements, the Company endeavors to ensure that highest standards of ethical and responsible conduct are met across the organization. With this belief, the Company has implemented various measures for balanced care for all stakeholders.

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

BOARD OF DIRECTORS

Composition of the Board

As on March 31, 2022, the Board of Directors comprised of six Directors, including three Non-executive Non-Independent Directors and three Independent Directors. The Chairman of the Board is Non-executive Director (Promoter). The Company also has one Woman Director (Independent) on the Board. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 and 152 of the Companies Act, 2013 (the"Act").

The detailed composition of the Board of Directors as on March 31, 2022 is as follows:

Name of the Director	Date of first appointment	Relationship between Directors, *inter-se*	Director Identification Number (DIN)
Non-Executive Non-Independent Directors			
Mr. Priyavrat Bhartia, Chairman (Promoter)	August 14, 2017	None	00020603
Mr. Praveen Someshwar	March 29, 2019	None	01802656
Mr. Dinesh Mittal*	March 12, 2020	None	00105769
Independent Directors			
Ms. Suchitra Rajendra	April 18, 2019	None	07962214
Mr. Vivek Mehra	April 18, 2019	None	00101328
Mr. Lloyd Mathias**	December 28, 2021	None	02879668

**Mr Dinesh Mittal, Non-Executive Director resigned from the Directorship of the Company w.e.f. closing of business hours on May 31, 2022 and Mr. Samudra Bhattacharya (DIN: 02797819), was appointed as Non-Executive Non-Independent Director w.e.f. June 1, 2022.*

***Mr Lloyd Mathias has been appointed as an Additional Independent Director (Non-Executive) by the Board w.e.f. December 28, 2021 till November 30, 2026.*

Except Mr. Dinesh Mittal, who holds 5 (five) equity shares of the Company and Mr. Priyavrat Bhartia, who holds 1 (one) equity share jointly with The Hindustan Times Limited, none of the other Non-Executive Directors hold share(s) and convertible instrument(s) of the Company as on March 31, 2022.

Further, none of the Directors on the Board have been debarred or disqualified from being appointed or continuing as directors of a Company by SEBI / Ministry of Corporate Affairs or any other statutory authority. The certificate of RMG & Associates, Company Secretaries (Secretarial Auditor) certifying the same, is appearing in this report as **"Annexure – I"**.

In the opinion of the Board, all the Independent Directors are independent of the management and satisfy the criteria of independence as defined under the Companies Act, 2013 (the "Act") and SEBI Listing Regulations.

The Directors hold qualifications, and possess requisite skills, expertise, competence and experience in general corporate management, finance, legal, banking, economics and other allied fields, which enable them to contribute effectively to the Company. Brief profile of the Directors is available on the Company's website at https://www.digicontent.co.in/?page_id=31.

Matrix setting out the skills/expertise/competence of the Board

The matrix setting out the skills/expertise/competence of individual Directors is given below:

Area of skill/expertise/competence	Board of Directors as on March 31, 2022					
	Mr. Priyavrat Bhartia	Mr. Lloyd Mathias	Ms. Suchitra Rajendra	Mr. Vivek Mehra	Mr. Praveen Someshwar	Mr. Dinesh Mittal
Part A - Industry knowledge/experience						
Knowledge of Entertainment & Digital Innovation Industry	✓	✓	✓	✓	✓	✓
Understanding of laws, rules, regulations and policies applicable to Entertainment & Digital Innovation Industry	✓	✓	✓	✓	✓	✓
Part B - Technical skills/experience						
General management	✓	✓	✓	✓	✓	✓
Accounting & Finance	✓	✓	-	✓	✓	✓
Strategic planning/ business development	✓	✓	✓	✓	✓	✓
Information technology	✓	✓	✓	✓	✓	✓
Talent management	✓	✓	✓	✓	✓	✓
Compliance & risk management	✓	✓	✓	✓	✓	✓
Part C - Behavioural Competencies						
Integrity and ethical standards	✓	✓	✓	✓	✓	✓
Decision making	✓	✓	✓	✓	✓	✓
Problem solving skills	✓	✓	✓	✓	✓	✓

DIRECTORS' ATTENDANCE AND DIRECTORSHIPS HELD

Four Board meetings were held during the financial year ended on March 31, 2022, details whereof are as follows:

Date of Board Meeting	Board strength	Number of Directors present	Number of Independent Directors present
June 15, 2021	6	6	3 out of 3
July 30, 2021	6	6	3 out of 3
October 25, 2021	5	4	2 out of 2
January 24, 2022	6	5	2 out of 3

Attendance record of Directors at the above-Board meetings, and details of other directorships/committee positions held by them as on March 31, 2022, in Indian Public Limited Companies are as follows:

Name of the Director	No. of Board meetings attended during FY-22	No. of other Directorships held	Committee positions held in other companies^		Directorship in other listed companies and category of directorship
			Chairperson	Member	
Mr. Priyavrat Bhartia	3	7	-	5	(i) Hindustan Media Ventures Limited *(Non-Executive Director)* (ii) HT Media Limited *(Non-Executive Director)* (iii) Jubilant Ingrevia Limited *(Non-Executive Director)* (iv) Jubilant Pharmova Limited *(Non-Executive Director)* (v) Jubilant Industries Limited *(Non-Executive Director)*
Ms. Suchitra Rajendra	3	2	-	3	(i) Next Mediaworks Limited *(Independent Director)*
Mr. Vivek Mehra	4	9	2	6	(i) Jubilant Pharmova Limited *(Independent Director)* (ii) HT Media Limited *(Independent Director)* (iii) DLF Limited *(Independent Director)* (iv) Havells India Limited *(Independent Director)* (v) Zee Entertainment Enterprises Limited *(Independent Director)* (vi) Chambal Fertilizers and Chemicals Limited *(Independent Director)*
Mr. Praveen Someshwar	4	8	1	7	(i) Hindustan Media Ventures Limited *(Managing Director)* (ii) HT Media Limited *(Managing Director & CEO)* (iii) Next Mediaworks Limited *(Non-Executive Director)*
Mr. Dinesh Mittal	4	5	-	1	(i) Next Mediaworks Limited *(Non-Executive Director)*
Mr. Lloyd Mathias	1	3	-	2	(i) Next Mediaworks Limited *(Independent Director)*

^Only Audit Committee and Stakeholders' Relationship Committee of public limited companies have been considered.

The number of Directorships, Committee Membership(s)/ Chairmanship(s) of all Directors is within the respective limits prescribed under the Act and SEBI Listing Regulations.

All the Directors attended the last Annual General Meeting of Members of the Company held on September 21, 2021 via video conferencing except Ms. Suchitra Rajendra and Mr. Ajay Relan, Independent Directors of the Company.

BOARD PROCEDURE

Detailed agenda notes, setting out the business(es) to be transacted at Board/Committee meeting(s) are supplied in advance, and decisions are taken after due deliberations. In case where it is not practicable to forward the relevant document(s) with the agenda papers, the same are circulated before the meeting or placed at the meeting. Also, document(s) containing Unpublished Price Sensitive Information (UPSI) are circulated to the Board and Committee Members, at a shorter notice, as per the general consent granted by the Board. The Directors are provided with video-conferencing facility to enable them to join Board/Committee meeting(s).

Quality debates and participation by all Directors and Invitees are encouraged at Board/Committee meetings. The Board engages with the management during business reviews, and provides constructive suggestions and guidance on various issues, including strategy, as required from time to time.

In order to meet business exigencies, matters which required board/ committee approval, were approved by way of resolution(s) passed by circulation, which is permissible by law to be passed as such.

The Board gives due attention to governance and compliance related issues, including the efficacy of systems of internal financial controls, risk management, avoidance of conflict of interest, and redressal of employee/ stakeholder grievances, among others.

In line with Para 4 of Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015, it is the endeavour of the Company that the gap between the recommendation of financials/ accounts by audit committee and approval at the board meeting is as narrow as possible.

The information provided to the Board from time to time, *inter-alia*, include the item(s) mentioned under Regulation 17(7) read with Schedule II of SEBI Listing Regulations.

DETAILS OF REMUNERATION PAID TO DIRECTORS

During the financial year ended on March 31, 2022, the Independent Directors were paid sitting fee @ ₹ 1,00,000 and ₹ 50,000 per Board and Committee Meeting, respectively. The details of sitting fee paid during FY-22 are as under:

Name of the Director	Sitting fee (₹ In Lac)
Mr. Ajay Relan*	4.00
Ms. Suchitra Rajendra	6.50
Mr. Vivek Mehra	7.00
Mr. Lloyd Mathias#	2.00

**Mr. Ajay Relan ceased to be the Director w.e.f. October 1, 2021 due to his sudden demise.*

#Mr Lloyd Mathias has been appointed as an Additional Independent Director (Non-Executive) by the Board w.e.f. December 28, 2021 till November 30, 2026.

The criteria of making payment to Non-Executive Director(s) forms part of the Remuneration Policy of the Company. Remuneration Policy is posted on Company's website at https://www.digicontent.co.in/wp-content/uploads/2019/08/Remuneration-Policy.pdf.

During the year under review, none of the Directors were paid remuneration, except as stated above. Further, none of the Non-Executive Directors had any material pecuniary relationship or transactions vis-à-vis the Company, during the year under review, other than payment of sitting fee as mentioned above.

BOARD COMMITTEES

As at year end, following four standing committees of the Board of Directors were in place, which were delegated requisite powers to discharge their functions -

These committees are as follows –

(a) Audit Committee

(b) Stakeholders' Relationship Committee

(c) Nomination & Remuneration Committee

(d) Banking & Finance Committee

The role and composition of these committees, particulars of meetings held during the financial year ended on March 31, 2022 and attendance of Directors thereat, are given hereunder.

(a) Audit Committee

Audit Committee of the Board of Directors comprises four members, including three Independent Directors. The Audit Committee acts as the link between the Statutory and Internal Auditors and Board of Directors of the Company.

The terms of reference of the Audit Committee are in accordance with the Act and the SEBI Listing Regulations which include, inter-alia, oversight of Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible; recommending the appointment, re-appointment, remuneration and terms of appointment of auditors and approval of payment for other services rendered by statutory auditor; reviewing with the management quarterly results and annual financial statements before submission to the Board for approval; approval or subsequent modification of transactions with related parties; review and monitor the auditor's independence and performance and effectiveness of audit process; scrutiny of inter-corporate loans and investments; valuation of undertakings or assets of the Company, whenever it is necessary; evaluation of internal financial controls and risk management system; reviewing with the management, performance of statutory and internal auditors and adequacy of the internal control systems; and reviewing the functioning of the whistle blower mechanism.

During the financial year ended on March 31, 2022, six meetings of the Audit Committee were held. The composition of Audit Committee, date on which the meetings were held and details of attendance of Directors at the said meetings are enumerated in the below table:

Name of the Director	Designation	Attendance at the meetings held on					
		09.06.2021	15.06.2021	30.07.2021	25.10.2021	24.01.2022	30.03.2022
Mr. Vivek Mehra (*Chairman*)	*Independent Director*	✓	✓	✓	✓	✓	✓
Mr. Ajay Relan *	*Independent Director*	✓	✓	✓	Not Applicable	Not Applicable	Not Applicable
Ms. Suchitra Rajendra	*Independent Director*	✓	✓	✓	✓	✓	-
Mr. Praveen Someshwar	*Non - Independent Director*	✓	✓	✓	✓	✓	✓
Mr. Lloyd Mathias #	*Additional Independent Director*	Not Applicable	Not Applicable	Not Applicable	Not Applicable	✓	✓

**Mr. Ajay Relan ceased to be the member of the Committee w.e.f. October 1, 2021 due to his sudden demise*
#Mr. Lloyd Mathias was inducted as the member of the Committee w.e.f. December 28, 2021

All members of the Audit Committee are financially literate and the Chairman of the Committee is a Chartered Accountant by qualification. The Audit Committee also fulfills the criteria of two-third of its members being Independent Directors.

Chief Executive Officer, Chief Financial Officer and Internal Auditor also attended the meetings of Audit Committee as invitees. Representatives of Statutory Auditor are permanent invitees to the meetings of Audit Committee.

Company Secretary acts as Secretary to the Committee.

(b) Stakeholders' Relationship Committee

Stakeholders' Relationship Committee (SRC) of the Board of Directors comprises three Directors. Chairman of the Committee is an Independent Director.

The terms of reference of SRC are in accordance with the Act and SEBI Listing Regulations, as amended. The role of SRC includes, inter-alia, resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc; review of measures taken for effective exercise of voting rights by shareholders; review of adherence to the service standards adopted by the Company in respect of various services rendered by the Registrar & Share Transfer Agent; and review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

During the financial year ended on March 31, 2022, one meeting of SRC was held. The composition of SRC, date on which meeting was held and details of attendance of Directors at the said meeting are enumerated in the below table:

Sr. No.	Name of the Director	Attendance at the meeting held on 16.02.2022
1	Mr. Ajay Relan* *Independent Director*	Not Applicable
2	Ms. Suchitra Rajendra (*Chairperson*)# *Independent Director*	✓
3	Mr. Praveen Someshwar *Non - Independent Director*	✓
4	Mr. Dinesh Mittal *Non – Independent Director*	✓

**Mr. Ajay Relan ceased to be the Member and Chairman of the Committee w.e.f. October 1, 2021 due to his sudden demise*

#Ms. Suchitra Rajendra was inducted as the Member and Chairperson of the Committee w.e.f. December 28, 2021.

Mr. Arjit Gupta, Company Secretary and Compliance Officer of the Company, appointed, w.e.f. May 23, 2022.

The details of complaints received and resolved during the year are as follows:

Opening Balance	Received	Resolved	Closing Balance
1	10	11	0

***Note:** Out of the Eleven queries/ complaints received from the Members ten were received during the year under review, and all the queries/complaints were in relation to the Composite Scheme of Amalgamation of between the Company, Next Mediaworks Limited and HT Mobile Solutions Limited with HT Media Limited and their respective shareholders and creditors.*

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

(c) Nomination & Remuneration Committee

Nomination & Remuneration Committee (NRC) comprises three Non-Executive Directors. Chairperson of NRC is an Independent Director.

The terms of reference of NRC are in accordance with the requirements of the Act and SEBI Listing Regulations, which include, inter-alia, identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal; carry out evaluation of every director's performance; formulate the criteria for determining qualifications, positives attributes and independence of a director; and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees; recommend to the Board all remuneration in whatever form, payable to Senior management.

Also, the Board of Directors has adopted the Remuneration Policy for Directors, Senior Management Personnel including Key Managerial Personnel and other employees. The Remuneration Policy has been framed to attract, motivate and retain talent by offering an appropriate remuneration package, and also by way of providing a congenial & healthy work environment. Remuneration Policy is posted on Company's website at https://www.digicontent.co.in/wp-content/uploads/2019/08/Remuneration-Policy.pdf.

The process followed for evaluation of performance of the Board, its Committees, individual Directors (including Independent Directors) and the Chairman for the financial year ended on March 31, 2022 alongwith criteria for the same, is outlined in the Board's Report.

During the financial year ended on March 31, 2022, one meeting of NRC was held. The composition of NRC, date on which meeting was held and details of attendance of Directors at the said meeting are enumerated in the below table:

Name of the Director	Attendance at the meeting held on 15.06.2021
Mr. Ajay Relan (*Chairman*)* *Independent Director*	✓
Ms. Suchitra Rajendra# *Independent Director*	✓
Mr. Praveen Someshwar *Non - Independent Director*	✓
Mr. Vivek Mehra& *Independent Director*	Not Applicable
Mr. Dinesh Mittal** *Non – Independent Director*	✓

**Mr. Ajay Relan ceased to be the Member and Chairman of the Committee w.e.f. October 1, 2021 due to his sudden demise*

#Ms. Suchitra Rajendra designated as Chairperson of the Committee w.e.f. October 25, 2021

&Mr. Vivek Mehra was inducted as the member of the Committee w.e.f. October 25, 2021

***Mr. Dinesh Mittal ceased to be the member of the Committee w.e.f. October 25, 2021*

(d) Banking & Finance Committee

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

During the financial year ended on March 31, 2022, the BFC met once. The composition of BFC, date on which meeting was held and details of attendance of Directors at the said meeting are enumerated in the below table:

Name of the Director	Attendance at the meeting held on 21.10.2021
Mr. Praveen Someshwar (*Chairman*) *Non – Independent Director*	✓
Ms. Suchitra Rajendra* *Independent Director*	Not Applicable
Mr. Priyavrat Bhartia *Non - Independent Director*	-
Mr. Dinesh Mittal *Non - Independent Director*	✓

**Ms. Suchitra Rajendra was inducted as the member of the Committee w.e.f. December 28, 2021*

GENERAL BODY MEETINGS

Details of date, time and venue of last three Annual General Meetings are as under:

Date & Time	September 21, 2021 at 11:00 a.m.	August 25, 2020 at 11:00 a.m.	April 04, 2019 at 11:00 a.m.
Venue	Meetings conducted through Video Conferencing and other Audio Visual Means		Hindustan Times House, 2nd Floor, 18-20, Kasturba Gandhi Marg, New Delhi-110001
Special Resolution(s) passed	None	None	None

During the last three financial years, 3 Extra-ordinary General Meetings (EGMs) were held on June 28, 2018, March 26, 2019 and April 01, 2019. Out of these EGMs, special resolution(s) were passed at the EGM held on March 26, 2019, mentioned below:

Date & Time	March 26, 2019 at 4:00 p.m.
Venue	Hindustan Times House, 2nd Floor 18-20, Kasturba Gandhi Marg New Delhi – 110001
Special Resolution(s) passed	• Adoption of new set of Articles of Association • Approval for increase in limit to invest/ lend funds etc. prescribed under Section 186 of the Companies Act, 2013

Postal Ballot

During the year under review, no resolution was put through Postal Ballot. At present, no special resolution is proposed to be passed through Postal Ballot.

Details of NCLT Convened Meeting

Pursuant to an Order dated February 03, 2022 read with Order dated December 22, 2021 passed by the Hon'ble National Company Law Tribunal, New Delhi Bench, meeting of the Equity Shareholders of the company was convened via video conferencing for seeking approval of the Composite Scheme of Amalgamation between the Company, Next Mediaworks Limited, HT Mobile Solutions Limited with HT Media Limited and their respective Shareholders and Creditors under the provisions of Sections 230 to 232 of the Companies Act, 2013 and the other applicable provisions thereof and rules thereunder.

The details of the meeting of equity shareholders are mentioned below:

Date & Time	March 29, 2022 at 10:00 a.m. (IST)
Mode of Meeting	As per the directions of the Hon'ble National Company Law Tribunal, New Delhi Bench, the meeting was conducted through Video Conferencing / Other Audio-Visual Means

DISCLOSURES

During the financial year ended on March 31, 2022, all transactions entered into with the Related Parties as defined under the Act and Regulation 23 of SEBI Listing Regulations were in the ordinary course of business and on arm's length terms, and they do not attract the provisions of Section 188 of the Act. There was no related party transaction that may have a potential conflict with the interests of the Company at large. The Audit Committee reviews the statement containing details of transactions with the related parties, on quarterly basis.

The required disclosures on related parties and transactions with them, are appearing in Note No. 29 and 30 of the Standalone Financial Statements. The Company has formulated the 'Policy on Materiality of and dealing with Related Party Transactions', which is hosted on Company's website at https://www.digicontent.co.in/wp-content/uploads/2020/04/RPT-Policy.pdf.

No penalty or stricture was imposed on the Company by any stock exchange, SEBI or any other statutory authority for non-compliance on any matter related to capital markets, during the last three years.

The Company has prepared the financial statements to comply in all material respects, with the Accounting Standards notified under Section 133 of the Act read with Companies (Accounts) Rules, 2014. The CEO/CFO certificate in terms of Regulation 17(8) of SEBI Listing Regulations has been placed before the Board.

The Independent Directors have the requisite qualifications and experience which enable them to contribute effectively. Terms and conditions of appointment of Independent Directors are posted on Company's website at https://www.digicontent.co.in/wp-content/uploads/2019/05/Appointment-Letter_Independent-Director.pdf.

The Independent Directors meet criteria of independence specified in Section 149(6) of the Act and Regulation 16 of SEBI Listing Regulations, and are independent of the management. Further, all the Independent Directors have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs in compliance of the provisions of Rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014. During the year under review, none of the Independent Director(s) resigned before the expiry of his/her tenure.

The Company has complied with some of the non-mandatory requirements of SEBI Listing Regulations on Corporate Governance. In the spirit of good corporate governance, the Company sends quarterly financial results via email to the members whose email address are registered with Depository Participant(s)/Company, after they are approved by the Board of Directors and disseminated to the Stock Exchanges. Chairman's office is separate from that of the Chief Executive Officer.

The Whistle Blower Policy provides opportunity to the directors/employees/stakeholders of the Company to report concerns about unethical behavior, actual or suspected fraud by any Director and/or employee of the Company or any violation of the Company's Code of Conduct and any incident of leak or suspected leak of Unpublished Price Sensitive Information (UPSI). The policy provides for adequate safeguards against victimization of the Whistle Blower. The Policy is posted on the Company's website at https://www.digicontent.co.in/wp-content/uploads/2021/02/Whistle_Blower_Policy_DCL.pdf. No person was denied access to the Audit Committee.

During the year under review, your Company has not raised any funds through preferential allotment or qualified institutional placement, as specified under Regulation 32(7A) of SEBI Listing Regulations.

During the year under review, all the recommendations of various committee(s) of directors have been duly accepted by the Board of Directors.

The Company has only one subsidiary company viz. HT Digital Streams Limited (HTDS). HTDS (a material wholly-owned subsidiary) is managed by its Board of Directors, which is entrusted with the responsibility to manage the affairs in the best interest of stakeholders. The Company has formulated the "Policy for determining Material Subsidiary(ies)" in compliance of SEBI Listing Regulations, which is hosted on the Company's website at https://www.digicontent.co.in/wp-content/uploads/2019/07/Policy-for-detrmining-Material-Subsidiary.pdf#toolbar=0.

During the year under review, the Company has complied with all mandatory requirements of Corporate Governance as specified in sub-paras (2) to (10) of Part C of Schedule V of the SEBI Listing Regulations, and disclosures on compliance with corporate governance requirements specified in Regulations 17 to 27 have been included in the relevant sections of this report.

During the year under review, neither the Company nor its subsidiary viz. HTDS has provided 'Loans and advances to firms/companies in which directors of the Company and HTDS were interested.

CODE OF CONDUCT

The Company has adopted a "Code of Conduct" governing the conduct of Directors and employees, which is available on the website of the Company at https://www.digicontent.co.in/wp-content/uploads/2021/02/Code-of-Conduct_DCL.pdf.

The Board Members and Senior Management Personnel are expected to adhere to the Code, and have accordingly, affirmed compliance of the same during FY-22. The declaration of CEO affirming compliance of the Code by the Board Members and Senior Management Personnel of the Company during FY-22, is appearing at the end of this report as **"Annexure – II"**.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

During the year under review, no complaint was filed, under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

FEE PAID/PAYABLE TO STATUTORY AUDITOR

Details of fee paid/payable by the Company and its subsidiary for FY-22 on a consolidated basis, to B S R and Associates, Chartered Accountants, Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part, for all services rendered by them, are as follows:

Particulars	Amount (₹ In lac)*
Audit Fee	30.5
Limited Review	4.0
Certification fee	4.0
Total	**38.5**

*excluding reimbursement of out of pocket expenses and other statutory levy

FAMILIARIZATION PROGRAMME

Your Company has an induction and familiarization programme for Independent Directors. The Company, through such programme, familiarizes the Independent Directors with the background of the Company, nature of the industry in which it operates, business model, business operations, etc. The programme also includes interactive sessions with senior leadership team for better understanding of business strategy, operational performance, product offerings, marketing initiatives etc. Details of the familiarization programme for Independent Directors are hosted on the Company's website at https://www.digicontent.co.in/wp-content/uploads/2022/08/Familiarization-Programme1.pdf.

MEETING OF INDEPENDENT DIRECTORS

During the year, a meeting of Independent Directors was held on January 24, 2022 without the presence of Non-Independent Directors and members of the management.

PROHIBITION OF INSIDER TRADING

In compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has in place, the "Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons" ('Code') and "Code for Fair Disclosure of Unpublished Price Sensitive Information". A Board approved framework is also in place to deal with cases relating to violation/ non-compliance of the Code.

CREDIT RATING

The Company has not issued any debt instrument, fixed deposit programme or scheme or proposal involving mobilization of funds, whether in India or abroad. Thus, credit rating was not required to be obtained.

MEANS OF COMMUNICATION

- **Financial results -** The quarterly, half yearly and annual financial results of the Company are published in 'Hindustan' (Hindi newspaper) and 'Mint' (English Business newspaper). The financial results are also forwarded to the investors via e-mail, where e-mail address is available. Investors are encouraged to avail this service / facility by providing their e-mail address to the Depository Participant (DP)/ Company. The Financial results are also filed electronically with BSE and National Stock Exchange as per SEBI Listing Regulations.
- **Company's Website –** Important shareholders' information such as Annual Report, financial results etc. are displayed on the website of the Company viz. www.digicontent.co.in.
- **Official News releases, presentations etc. –** Official news releases, shareholding pattern, press releases etc. are also available on the Company's website viz. www.digicontent.co.in.

- **Stock Exchange filings -** All information are filed electronically on the portal of BSE and NSE.
- **Management Discussion and Analysis –** Management Discussion and Analysis covering the operations of the Company, forms part of this Annual Report.
- **Designated E-mail Id –** The Company has designated an e-mail id viz. investor@digicontent.co.in, for sending investor requests/ complaints.

GENERAL SHAREHOLDER INFORMATION

Forthcoming Annual General Meeting (AGM)

Day, Date & Time:	Tuesday, August 30, 2022 at 11:00 A.M. (IST)
Venue:	AGM will be conducted through Video Conferencing / Other Audio Visual Means. For details, please see the Notice of this AGM.

As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 (General Meetings), particulars of Director(s) seeking appointment/re-appointment at this AGM are given in the Annexure to the Notice convening this AGM.

FINANCIAL YEAR

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

FINANCIAL CALENDAR (TENTATIVE)

Results for quarter ending June 30, 2022	End July, 2022
Results for quarter and half-year ending September 30, 2022	End October, 2022
Results for quarter and nine months ending December 31, 2022	End January, 2023
Results for the quarter and year ending March 31, 2023	Third week of May, 2023
Annual General Meeting	Mid September, 2023

DIVIDEND

The Board of Directors has not recommended any dividend for the financial year ended on March 31, 2022.

SHARE TRANSFER SYSTEM

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended, equity shares can be transferred only in dematerialized form. Members are advised, in their own interest, to dematerialise the shares held by them in physical form. Transfer of equity shares in electronic form is effected through the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL). Whereas, requests of dematerialization of shares (if any received) are processed within the time period prescribed under the law if all the documents are valid and in order.

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

As required under Regulation 40(9) of SEBI Listing Regulations, the Company obtains a certificate on annual basis from a Company Secretary-in-Practice, regarding share transfer formalities, which is filed with the stock exchanges.

LISTING OF EQUITY SHARES ON STOCK EXCHANGES AND STOCK CODES

The Equity Shares of the Company are listed on the following Stock Exchanges:

Name of the Stock Exchange	Scrip Code/ Trading Symbol
BSE Limited (BSE) Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001	542685
National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra-Kurla Complex Bandra (East), Mumbai - 400 051	DGCONTENT

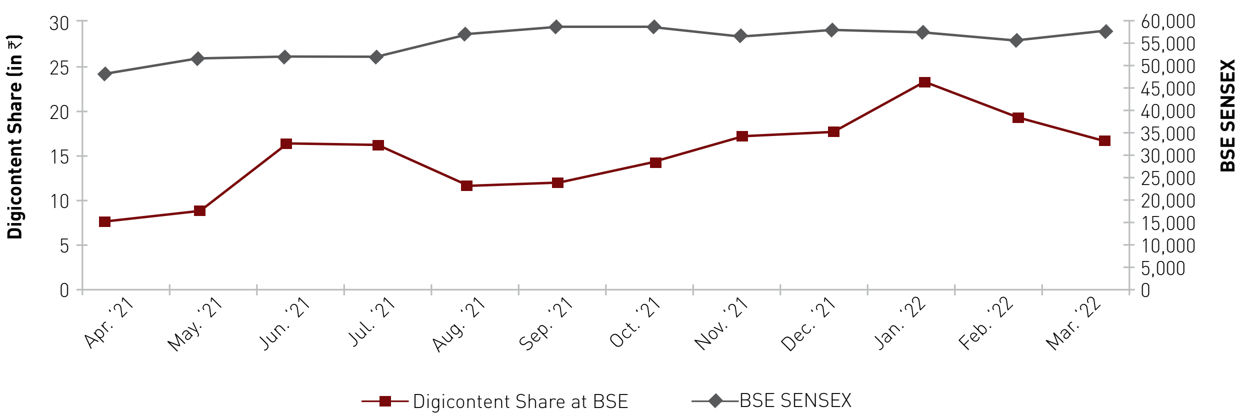
The annual listing fee for the financial year 2022-23 has been paid to both BSE and NSE. The ISIN of the Equity Shares of the Company is 'INE03JI01017'

STOCK PRICE DATA

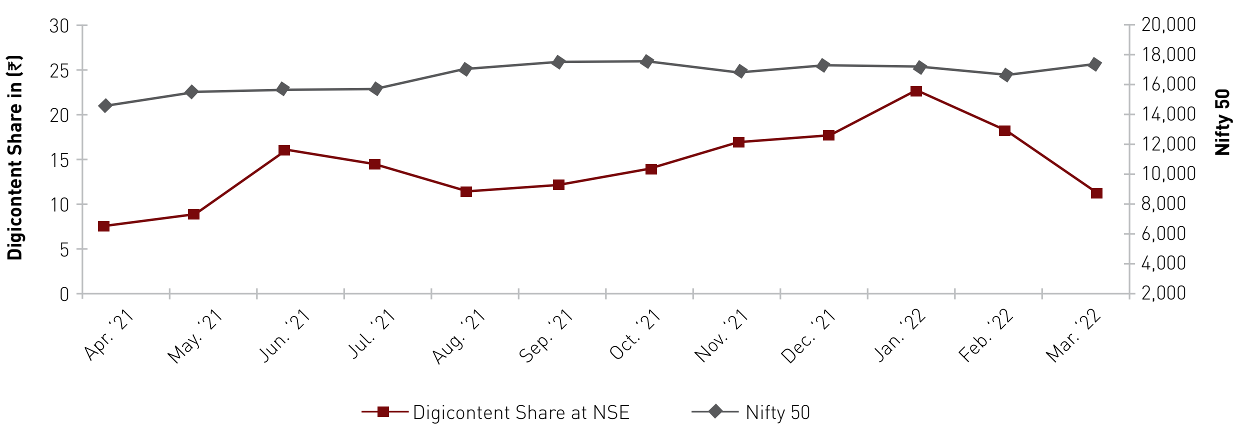
Month	BSE				NSE			
	DGCONTENT		SENSEX		DGCONTENT		NIFTY 50	
	High (in ₹)	Low (in ₹)	High	Low	High (in ₹)	Low (in ₹)	High	Low
Apr'21	9.38	7.20	50,375.77	47,204.50	9.35	6.95	15,044.35	14,151.40
May'21	9.97	7.28	52,013.22	48,028.07	9.50	7.10	15,606.35	14,416.25
Jun'21	16.47	8.00	53,126.73	51,450.58	16.25	8.20	15,915.65	15,450.90
Jul'21	21.90	16.30	53,290.81	51,802.73	21.60	11.45	15,962.25	15,513.45
Aug'21	15.50	11.00	57,625.26	52,804.08	15.25	10.80	17,153.50	15,834.65
Sep'21	13.06	10.54	60,412.32	57,263.90	13.20	10.85	17,947.65	17,055.05
Oct'21	14.18	10.80	62,245.43	58,551.14	14.10	10.65	18,604.45	17,452.90
Nov'21	20.38	14.88	61,036.56	56,382.93	20.30	14.80	18,210.15	16,782.40
Dec'21	20.20	15.85	59,203.37	55,132.68	20.55	16.05	17,639.50	16,410.20
Jan'22	23.80	16.85	61,475.15	56,409.63	23.50	17.00	18,350.95	16,836.80
Feb'22	23.20	19.50	59,618.51	54,383.20	23.95	18.35	17,794.60	16,203.25
Mar'22	20.40	16.70	58,890.92	52,260.82	17.45	11.05	17,559.80	15,671.45

Performance in comparison to broad-based indices (month-end closing)

Movement of Digicontent Share at BSE during FY 22



Movement of Digicontent Share at NSE during FY 22



Distribution of shareholding by size as on March 31, 2022

No. of Equity Shares held	No. of Shareholders	% of total no. of Shareholders	No. of Equity Shares held	% of total no. of Shares
Upto 500	23,085	94.89	13,10,501	2.25
501 – 1,000	483	1.99	3,82,341	0.66
1,001 – 5,000	532	2.19	11,89,892	2.04
5,001 – 10,000	83	0.34	5,92,462	1.02
10,001 & above	146	0.60	5,47,11,882	94.03
TOTAL	**24,329**	**100.00**	**5,81,87,078**	**100.00**

Note: Pursuant to SEBI's circular, shareholding is consolidated on the basis of PAN. Accordingly, number of shareholders stand reduced from 25,035 to 24,329.

Category of Shareholders as on March 31, 2022

Category	No. of Equity Shares held	% of Shareholding
Promoter & Promoter Group (A)	**3,77,64,521**	**64.90**
Public Shareholding (B)		
Banks, Financial Institutions and Insurance Companies	26,369	0.05
Foreign Institutional Investors (FIIs)	1,36,749	0.24
Non-Resident Indians	3,77,256	0.65
Bodies Corporate (Indian & Foreign)	66,85,083	11.49
Public	1,26,21,515	21.69
Clearing members	23,349	0.04
HUF	3,82,876	0.66
Others (Trusts, AIF etc.)	2,060	0.00
IEPF	2,643	0.00
Total Public Shareholding (B)	**2,02,57,900**	**34.82**
Non Promoter – Non Public(C)		
Trustee of HT Media Employee Welfare Trust	**1,64,657**	**0.28**
Total Shareholding (A+B+C)	**5,81,87,078**	**100.00**

Dematerialization of Shares and liquidity as on March 31, 2022

Category	No. of Equity Shares held	% of Shareholding
Shares held in Demat form	5,81,86,259	99.9999
Shares held in Physical form	819	0.0001
TOTAL	**5,81,87,078**	**100.0000**

Equity Shares in the Unclaimed Suspense Account

Details of equity shares lying in Unclaimed Suspense Account are as follows:

Particulars	Issued in Demat form	
	No. of Shareholders	No. of Equity Shares
Aggregate number of shareholders and outstanding shares in the unclaimed suspense account lying as on 01.04.2021	2	112
Number of shareholders who approached the Company for transfer of shares from unclaimed suspense account during the year	0	0
Number of shareholders to whom shares were transferred from unclaimed suspense account during the year	0	0
Aggregate number of shareholders and outstanding shares in the unclaimed suspense account lying as on 31.03.2022	2	112

Note: The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

Number of outstanding GDRs/ADRs/Warrants or any convertible instruments

No GDRs/ADRs/Warrants or any convertible instruments have been issued by the Company during FY-22.

Commodity price risk or foreign exchange risk and hedging activities

The Company had no exposure to commodity risk and hedging activities during the period under review. The Company has negligible foreign exchange risk during the period under review.

Plant Locations

The Company did not carry out any manufacturing activity during the year under review.

Address for correspondence

Company Secretary
Digicontent Limited
Hindustan Times House (2nd Floor)
18-20, Kasturba Gandhi Marg
New Delhi - 110 001
Tel: + 91 - 11 - 6656 1234
Fax: + 91 - 11 - 6656 1270
Email: investor@digicontent.co.in
Website: www.digicontent.co.in

Compliance Officer

Company Secretary
Tel: + 91 -11 - 6656 1234

Registrar and Share Transfer Agent

KFin Technologies Limited
Unit Digicontent Limited
Selenium Tower B, Plot No.31 & 32
Gachibowli, Financial District
Nanakramguda, Serilingampally
Hyderabad – 500032 (Telangana)
Toll Free No.: 1800-309-4001
E-mail: einward.ris@kfintech.com
Website: www.kfintech.com

Company Registration Details

The Company is registered with the office of Registrar of Companies, Delhi. The Corporate Identification Number allotted to the Company by the Ministry of Corporate Affairs is L74999DL2017PLC322147.

Compliance Certificate

Certificate dated May 23, 2022 of RMG & Associates, Company Secretaries, regarding compliance of conditions of 'Corporate Governance' as stipulated under Schedule V of SEBI Listing Regulations, is annexed to the Board's Report.

Nomination facility

In terms of Section 72 of the Act, shareholders holding shares in demat and/or physical form may, in their own interest, register their nomination with Depository Participant or Registrar and Share Transfer Agent (RTA) of the Company in Form SH-13. The investors are requested to visit Company's website viz. www.digicontent.co.in and website of RTA viz. www.kfintech.com for downloading Form SH-13 and other Nomination and KYC related documents.

Trading Suspension

During the year under review, the securities of the Company were not suspended from Trading by SEBI and/or stock exchanges.

ANNEXURE-I TO REPORT ON CORPORATE GOVERNANCE

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) read with Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Digicontent Limited
CIN: L74999DL2017PLC322147
Hindustan Times House, 2nd Floor,
18-20, Kasturba Gandhi Marg
New Delhi -110001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Digicontent Limited** having its Registered Office situated at Hindustan Times House, 2nd Floor, 18-20, Kasturba Gandhi Marg, New Delhi -110001 (hereinafter referred to as "the Company") produced before us by the Company for the purpose of issuing this certificate, in pursuance of the provisions of Regulation 34(3) read with Schedule V Para C Sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as "SEBI LODR, 2015").

In our opinion and to the best of our information and to the extent of accessibility of the data or information as available and according to the verifications (including Director Identification Number ("DIN") status at the portal www.mca.gov.in) as considered necessary by us and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company, as stated below, for the Financial Year ended March 31, 2022, have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India ("SEBI"), Ministry of Corporate Affairs ("MCA") or any other statutory authority.

S. No.	Name of the Director	DIN	Designation as on 31.03.2022	Date of Appointment
1.	Mr. Priyavrat Bhartia	00020603	Director	14/08/2017
2.	Mr. Praveen Someshwar	01802656	Director	29/03/2019
3.	Mr. Ajay Relan*	00002632	Director	18/04/2019
4.	Mr. Vivek Mehra	00101328	Director	18/04/2019
5.	Ms. Suchitra Rajendra	07962214	Director	18/04/2019
6.	Mr. Dinesh Mittal	00105769	Director	12/03/2020
7.	Mr. Llyod Mathias	02879668	Additional Director	28/12/2021

*Cessation due to untimely demise on 1/10/2021.

Ensuring the eligibility for the appointment/re-appointment/continuity of a Director on the Board of Directors of the Company is the ultimate responsibility of the management of the Company. Our responsibility is to express an opinion on the basis of the disclosures/information provided by the management of the company. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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

Date: May 23, 2022
Place: New Delhi
UDIN: F005123D000371214

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

ANNEXURE-II TO REPORT ON CORPORATE GOVERNANCE

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

I, Puneet Jain, Chief Executive Officer of the Company, do hereby confirm that all the Board members and Senior Management Personnel of the Company have complied with the 'Code of Conduct' during the financial year 2021-22.

This declaration is based on and is in pursuance of the individual affirmations received from the Board members and Senior Management Personnel of the Company.

Place: Gurgaon
Date: May 13, 2022

(Puneet Jain)
Chief Executive Officer

Independent Auditor's Report

To
The Members of **Digicontent Limited**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Digicontent Limited (the "Company"), which comprise the standalone balance sheet as at 31 March 2022, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, and its loss and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Material Uncertainty Related to Going Concern

We draw attention to Note 38 in the standalone financial statements, regarding material uncertainty in meeting the Company's obligations to fund its current liabilities particularly inter corporate deposit (ICD) including interest due thereon to a fellow subsidiary amounting to ₹ 10,297 lakhs in FY 2022-23. While the management is seeking extension of period to repay the ICD the same is subject to obtaining prior approval of Board of Directors of lending company and minority shareholders of the Company. Though the standalone financial statements have been prepared on a going concern basis, the material uncertainty of obtaining necessary approvals indicates that a material uncertainty exists that may cast a significant doubt on the Company's ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Description of Key Audit Matter

Impairment assessment of Investment in subsidiary

See note 5 to the standalone financial statements

The key audit matter	How the matter was addressed in our audit
The Company has identified investment in its wholly owned subsidiary company ('HTDS') of ₹ 15,651 Lakhs as a separate cash generating unit ('CGU'). The Company has performed an impairment assessment on its investment in subsidiary as at 31 March 2022. The recoverable amount of the CGU which is based on value in use ('VIU') has been derived from discounted cash flow model. The model uses several key assumptions. Considering the inherent uncertainty, complexity and judgment involved and the significance of the value of the assets, impairment assessment of the above-mentioned asset has been considered as a key audit matter.	Our audit procedures included: - Tested design, implementation and operating effectiveness of key controls over the impairment assessment process. - We assessed the value in use (VIU) as determined by the Company as under: • Assessed the method of determining VIU and key assumptions used therein through historical information, budgets / projections, externally derived data and other relevant information. • Challenged the key assumptions within the build up and methodologies used by the Company. • Assessed the sensitivity of the outcome of impairment assessment to changes in key assumptions. • Involved our internal specialists to assist us in performing above mentioned procedures, to the extent applicable.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. (A) As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

   e) On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   a) The Company does not have any pending litigations which would impact its financial position.

   b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

   d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

      - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or

      - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

      (ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

      - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or

- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d) (ii) contain any material mis-statement.

Refer Note 39 to the standalone financial statements

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

(C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, there are no directors to whom remuneration is paid/payable in accordance with the provisions of Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

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

David Jones
Partner
Membership No. 098113
UDIN: 22098113AJKGAB3923

Place: Gurugram
Date: 23 May 2022

Annexure A to the Independent Auditor's Report on Standalone Financial Statements

(Referred to in our report of even date)

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(i) (a) (B) The Company has maintained proper records showing full particulars of intangible assets.

(i) (b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified once in every three years. In our opinion, this periodicity of physical verification by management is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, fixed assets have not been physically verified during the year. As represented to us by management, the relevant assets would be covered in the physical verification programme in the subsequent years.

(i) (c) The Company does not have any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, clause 3(i)(c) of the Order is not applicable.

(i) (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(i) (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The Company is a service company, primarily rendering advertisement services. Accordingly, it does not hold any physical inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, provisions of clauses 3(iii)(a) to 3(iii)(f) of the Order are not applicable to the Company.

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

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into Goods and Services Tax ('GST').

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident fund, Income-Tax, Cess and other statutory dues have been regularly deposited by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Duty of Customs and Employees' State Insurance.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Services Tax ('GST'), Provident fund, Income-Tax, Cess and other statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to Goods and Service Tax, Provident Fund, Income-Tax or Cess or other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute.

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.

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

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary company.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiary company (as defined under the Act).

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

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

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanations provided to us by management of the Company, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have more than one CIC (which is not required to be registered with RBI as not being Systemically Important CIC) as detailed in note 39 to the standalone financial statements. We have not, however, separately evaluated whether the information provided by the management is accurate and complete.

(xvii) The Company has incurred cash losses of ₹ 985 Lakhs in the current financial year and ₹ 425 Lakhs in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) We draw attention to Note 38 to the standalone financial statements, which indicates that the Company incurred a net loss of ₹ 1,463 Lakhs during the year ended 31 March 2022 and, as of that date, the Company's current liabilities exceed its current assets by ₹ 8,545 Lakhs primarily because the Company is required to repay an inter corporate deposit including interest due thereon to a fellow subsidiary amounting to ₹ 10,297 Lakhs within the next one year from the reporting date. While, the Company is exploring various internal and external sources to raise funds in order to meet the obligations falling due within the next one year from the reporting date and beyond, presently, there exists uncertainty regarding sources of funds and thereby management is contemplating to extend the period of the above mentioned inter corporate deposit. However, this extension of the period of the inter corporate deposit, requires prior approval of shareholder's of the Company.

On the basis of the above and according to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, the aforesaid events or conditions indicate that a material uncertainty exists as on the date of the audit report regarding whether the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

(xx) The requirements as stipulated by the provisions of Section 135 are not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

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

David Jones
Partner
Membership No. 098113
UDIN: 22098113AJKGAB3923

Place: Gurugram
Date: 23 May 2022

Annexure B to the Independent Auditor's report on the standalone financial statements of Digicontent Limited for the year ended 31 March 2022.

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to standalone financial statements of Digicontent Limited ("the Company") as of 31 March 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial controls with Reference to Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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

David Jones
Partner
Membership No. 098113
UDIN: 22098113AJKGAB3923

Place: Gurugram
Date: 23 May 2022

Balance Sheet

as at March 31, 2022

₹ Lakhs

	Note	As at March 31, 2022	As at March 31, 2021
I ASSETS			
1) Non-current assets			
(a) Property, plant and equipment*	3	-	-
(b) Intangible assets	4	2	6
(c) Investments in subsidiaries	5	15,651	17,580
(d) Financial assets			
(i) Investments	6	6	5
(ii) Other financial assets	9A	-	530
(e) Income tax assets (net)	11	24	66
Total Non- current assets		**15,683**	**18,187**
2) Current assets			
(a) Financial assets			
(i) Trade receivables	7	36	37
(ii) Cash and cash equivalents	8A	21	25
(iii) Bank balances other than (ii) above*	8B	-	-
(iv) Other financial assets	9A	1,748	1,591
(b) Contract assets*	9B	-	7
(c) Other current assets	10	88	63
Total current assets		**1,893**	**1,723**
TOTAL ASSETS		**17,576**	**19,910**
II EQUITY AND LIABILITIES			
1) Equity			
(a) Equity share capital	12	1,164	1,164
(b) Other equity	13	5,962	7,426
Total equity		**7,126**	**8,590**
2) Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	14	-	8,000
(ii) Other financial liabilities	16	-	2,973
(b) Provisions	18	12	12
Total non- current liabilities		**12**	**10,985**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	14	6,817	-
(ii) Trade payables			
a) Total outstanding dues of micro enterprises and small enterprises	15	11	-
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	15	97	287
(iii) Other financial liabilities	16	3,490	33
(b) Other current liabilities	17A	16	10
(c) Contract liabilities	17B	2	2
(d) Provisions	18	5	3
Total current liabilities		**10,438**	**335**
Total liabilities		**10,450**	**11,320**
TOTAL EQUITY AND LIABILITIES		**17,576**	**19,910**
Summary of significant accounting policies	2		

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

See accompanying notes to the standalone financial statements.

In terms of our report of even date attached

For B S R and Associates
Chartered Accountants
(ICAI Firm registration Number: 128901W)

David Jones
Partner
Membership No. 098113

Place: Gurugram
Date: 23 May 2022

For and on behalf of the Board of Directors of Digicontent Limited

Arjit Gupta
Company Secretary

Ajay Sivaraman Nair
Chief Financial Officer

Puneet Jain
Chief Executive Officer

Priyavrat Bhartia
Director
(DIN:00020603)

Dinesh Mittal
Director
(DIN: 00105769)

Place: New Delhi
Date: 23 May 2022

Statement of Profit and Loss

for the year ended March 31, 2022

₹ Lakhs

Particulars	Note	Year ended March 31, 2022	Year ended March 31, 2021
I Income			
a) Revenue from operations	20	134	109
b) Other income	21	109	179
Total Income		**243**	**288**
II Expenses			
a) Employee benefits expense	22	186	373
b) Finance costs	23	1,137	1,114
c) Depreciation and amortisation expense	24	4	9
d) Other expenses	25	379	426
Total Expenses		**1,706**	**1,922**
III Loss before tax (I-II)		**(1,463)**	**(1,634)**
IV (Loss) before interest, tax, depreciation and amortization (EBITDA) [III+II(b)+II(c)]		**(322)**	**(511)**
V Income tax expense			
Current tax	19	-	-
Deferred tax	19	-	-
Total tax expense		**-**	**-**
VI Loss for the year (III-V)		**(1,463)**	**(1,634)**
VII Other comprehensive income			
Items that will not to be reclassified to profit or loss	26		
Remeasurement (loss)/gain on defined benefit plans		(2)	28
Change in fair value of investments		1	-
Income tax effect		-	-
Other comprehensive (loss)/income for the year		**(1)**	**28**
VIII Total comprehensive loss for the year (VI+VII)		**(1,464)**	**(1,606)**
IX Loss per share (INR)	27		
Basic (Nominal value of share INR 2/-)		(2.51)	(2.81)
Diluted (Nominal value of share INR 2/-)		(2.51)	(2.81)
Summary of significant accounting policies	2		

See accompanying notes to the standalone financial statements.

In terms of our report of even date attached

For B S R and Associates
Chartered Accountants
(ICAI Firm registration Number: 128901W)

David Jones
Partner
Membership No. 098113

Place: Gurugram
Date: 23 May 2022

For and on behalf of the Board of Directors of Digicontent Limited

Arjit Gupta
Company Secretary

Ajay Sivaraman Nair
Chief Financial Officer

Puneet Jain
Chief Executive Officer

Priyavrat Bhartia
Director
(DIN:00020603)

Dinesh Mittal
Director
(DIN: 00105769)

Place: New Delhi
Date: 23 May 2022

Statement of Cash Flows

for the year ended March 31, 2022

₹ Lakhs

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Cash flows from operating activities:		
Loss before tax:	**(1,463)**	**(1,634)**
Adjustments to reconcile loss before tax to net cash flows:		
Interest income from deposits	(97)	(39)
Depreciation and amortisation expense	4	9
Interest cost on inter corporate deposits	1,137	1,114
Interest income from inter corporate deposits given	-	(140)
Loss on account of buy back of equity shares by wholly owned subsidiary (refer note 40)	20	-
Loss allowance for doubtful debts and advances	-	14
Reversal of provision in relation to doubtful debts & advances	(12)	
Changes in operating assets and liabilities		
Decrease in trade receivables	13	145
Increase in current and non-current financial assets and other current and non-current assets	(17)	(49)
Decrease in current and non-current financial liabilities and other current and non-current liabilities and provisions	(196)	(10)
Cash (used in) from operations	**(611)**	**(590)**
Income taxes refund/(paid)	42	(16)
Net cash (outflows) from operating activities (A)	**(569)**	**(606)**
Cash flows from investing activities:		
Interest received on deposits	76	19
Interest received on inter corporate deposits given	-	289
Inter corporate deposits received	-	1,850
Fixed deposits made (original maturity of more than 12 months)	-	(2,094)
Fixed deposits matured	394	-
Realisation on account of buy back of equity shares by wholly owned subsidiary (refer note 40)	1,908	-
Purchase of investments	-	(5)
Purchase of property, plant and equipment*	-	(1)
Net cash inflows from investing activities (B)	**2,378**	**58**
Cash flows from financing activities:		
Interest paid on inter corporate deposits	(630)	(57)
Repayment of inter corporate deposits (refer note 30)	(1,183)	-
Net cash (outflows) from financing activities (C)	**(1,813)**	**(57)**
Net (decrease) in cash and cash equivalents (D= A+B+C)	**(4)**	**(605)**
Cash and cash equivalents at the beginning of the year (E)	25	630
Cash and cash equivalents at year end (D+E)	**21**	**25**

Statement of Cash Flows

for the year ended March 31, 2022

₹ Lakhs

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Components of cash & cash equivalents as at end of the year		
Cash in hand	-	-
Balances with banks		
- deposits with original maturity of less than three months	-	21
- on current accounts	21	4
Total cash and cash equivalents	**21**	**25**

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

Note : Refer note 14 for debt reconciliation disclosure.

See accompanying notes to the standalone financial statements.

In terms of our report of even date attached

For B S R and Associates
Chartered Accountants
(ICAI Firm registration Number: 128901W)

David Jones
Partner
Membership No. 098113

Place: Gurugram
Date: 23 May 2022

For and on behalf of the Board of Directors of Digicontent Limited

Arjit Gupta
Company Secretary

Ajay Sivaraman Nair
Chief Financial Officer

Puneet Jain
Chief Executive Officer

Priyavrat Bhartia
Director
(DIN:00020603)

Dinesh Mittal
Director
(DIN: 00105769)

Place: New Delhi
Date: 23 May 2022

Statement of Changes in Equity

for the year ended March 31, 2022

A. Equity Share Capital (Refer Note 12)

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

₹ Lakhs

Particulars	Number of shares	Amount
Balance as at 1 April, 2020	**5,81,87,078**	**1,164**
Changes in share capital during the year	-	-
Balance as at March 31, 2021	**5,81,87,078**	**1,164**
Changes in share capital during the year	-	-
Balance as at March 31, 2022	**5,81,87,078**	**1,164**

B. Other Equity attributable to equity holders (Refer Note 13)

₹ Lakhs

Particulars	Retained earnings	Capital Reserve	FVTOCI	Total
Balance as at 1 April, 2020	**(1,671)**	**10,703**	**-**	**9,032**
Loss for the year	(1,634)	-	-	(1,634)
Items of other comprehensive income recognised directly in retained earnings		-	-	-
- Remeasurements of post-employment benefit obligation, net of tax	28	-	-	28
Balance as at March 31, 2021	**(3,277)**	**10,703**	**-**	**7,426**
Loss for the year	(1,463)	-	-	(1,463)
Items of other comprehensive income recognised directly in retained earnings			-	-
- Change in Fair value of investment	-	-	1	1
- Remeasurements of post-employment benefit obligation, net of tax	(2)	-	-	(2)
Balance as at March 31, 2022	**(4,742)**	**10,703**	**1**	**5,962**

See accompanying notes to the standalone financial statements.

In terms of our report of even date attached

For B S R and Associates
Chartered Accountants
(ICAI Firm registration Number: 128901W)

David Jones
Partner
Membership No. 098113

For and on behalf of the Board of Directors of Digicontent Limited

Arjit Gupta
Company Secretary

Ajay Sivaraman Nair
Chief Financial Officer

Puneet Jain
Chief Executive Officer

Priyavrat Bhartia
Director
(DIN:00020603)

Dinesh Mittal
Director
(DIN: 00105769)

Place: Gurugram
Date: 23 May 2022

Place: New Delhi
Date: 23 May 2022

Notes to Standalone Financial Statements

for the year ended March 31, 2022

1. Corporate information

Digicontent Limited ("DCL" or "the Company"), is company domiciled in India and incorporated on 14 August, 2017 under the provisions of the Companies Act, 2013.

The Company is engaged in "Entertainment & Digital Innovation Business". It 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

The registered office of the Company is located at 18-20, K.G. Marg, New Delhi-110001.

Information on related party relationship of the Company is provided in Note 29 and 30.

The financial statements of the Company for the year ended March 31, 2022 are authorised for issue in accordance with a resolution of the Board of Directors on May 23, 2022.

2. Significant accounting policies followed by company

2.1 Basis of preparation

The standalone financial statements of the Company have been prepared in accordance with the Indian Accounting Standards ('Ind AS') specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Companies Act 2013 (the "accounting principles generally accepted in India").

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

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

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

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

The standalone financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency.

2.2 Summary of significant accounting policies

a) Current versus non- current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or

Notes to Standalone Financial Statements

for the year ended March 31, 2022

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

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

The Company has identified twelve months as its operating cycle.

b) Foreign currencies

Transactions and Balances

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

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

Exchange differences arising on the settlement of monetary items or on restatement of the Company's monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, are recognized as income or as expenses in the period in which they arise. 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.

c) Fair value measurement

The Company measures financial instruments, such as, derivatives and certain investments at fair value at each reporting/ balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- **Level 1** — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Notes to Standalone Financial Statements

for the year ended March 31, 2022

- **Level 2** — Valuation techniques for which inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
- **Level 3** — Valuation techniques for which inputs are unobservable inputs for the asset or liability

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

d) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured based on the transaction price, which is the consideration, adjusted for allowances, trade discounts, volume rebates, if any, as specified in the contract with the customer. Revenue excludes taxes collected from customers. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Goods and Services Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on behalf of the government. Accordingly, it is excluded from revenue.

Contract asset and unbilled receivables

Contract asset represents the Company's right to consideration in exchange for services that the Company has transferred to a customer when that right is conditioned on something other than the passage of time.

When there is unconditional right to receive cash, and only passage of time is required to do invoicing, the same is presented as unbilled receivable.

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services and the Company is under an obligation to provide only the goods or services under the contract. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

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

Online Advertising

Revenue from digital platforms by display of internet advertisements is typically contracted for a period of one to twelve months. Revenue in this respect is recognized as and when advertisement is published/ displayed. 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 the content is published/ circulated by the customer.

Interest income

Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and

Notes to Standalone Financial Statements

for the year ended March 31, 2022

similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

e) Taxes

Current income tax

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised is correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Appendix C to Ind AS 12, Income Taxes dealing with accounting for uncertainty over income tax treatments does not have any material impact on financial statements of the Company.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences.

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.

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.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

GST/ value added taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST/ value added taxes paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included

Notes to Standalone Financial Statements

for the year ended March 31, 2022

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

f) Property, plant and equipment

Construction in progress is stated at cost, net of accumulated impairment losses, if any. Plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met.

Cost comprises the purchase price, borrowing costs if capitalization criteria are met and any directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Recognition:

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if:

(a) it is probable that future economic benefits associated with the item will flow to the entity; and

(b) the cost of the item can be measured reliably.

All other expenses on existing assets, including day- to- day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

Depreciation methods, estimated useful life and residual value

Depreciation 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)
Office Equipment	2-5

The Company, based on technical assessment made by the management depreciates certain assets over estimated useful lives which are different from the useful life prescribed in Schedule ll to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

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.

Subsequent expenditure can be capitalised only if it is probable that future economic benefits associated with the expenditure will flow to the company.

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

g) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful life of intangible assets is assessed as either finite or indefinite.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Intangible assets with indefinite useful life are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss.

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

Intangible Assets	Useful life (in years)
Software	1 - 6

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.

h) 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.

i) Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. The lease payments shall include fixed payments, variable lease payments, residual

Notes to Standalone Financial Statements

for the year ended March 31, 2022

value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Company has elected not to apply the requirements of Ind AS 116 to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

As a practical expedient a lessee (the company) has elected, by class of underlying asset, not to separate lease components from any associated non-lease components. A lessee (the company) accounts for the lease component and the associated non-lease components as a single lease component.

Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight- line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease.

j) 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 Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Gratuity

Gratuity is a defined benefit scheme. The defined benefit obligation is Computed by actuaries using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-

Notes to Standalone Financial Statements

for the year ended March 31, 2022

measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring cost

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

The Company recognises the following changes in the net defined benefit obligation as an expense in the Statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Termination benefits

The Company recognizes termination benefit as a liability and an expense when the Company 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 Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The company treats leaves expected to be carried forward for measurement purposes. Such compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/ losses are immediately taken to the statement of profit and loss and are not deferred. The company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

k) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or 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 Company bases its impairment calculation on detailed budgets and forecast calculations, which

Notes to Standalone Financial Statements

for the year ended March 31, 2022

are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

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

Intangible assets with indefinite useful lives are tested for impairment annually at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

l) Investments in subsidiaries

An investor, regardless of the nature of its involvement with an entity (the investee), shall determine whether it is a parent by assessing whether it controls the investee.

An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Thus, an investor controls an investee if and only if the investor has all the following:

(a) power over the investee;

(b) exposure, or rights, to variable returns from its involvement with the investee and

(c) the ability to use its power over the investee to affect the amount of the investor's returns.

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The considerations made in determining significant influence are similar to those necessary to determine control over subsidiaries.

The Company has elected to recognize its investments in subsidiary companies at cost in accordance with the option available in Ind-AS 27, 'Separate Financial Statements'. Except where investments accounted for at cost shall be accounted for in accordance with Ind-AS 105, Non-current Assets Held for Sale and Discontinued Operations, when they are classified as held for sale.

Investment carried at cost will be tested for impairment as per Ind-AS 36.

m) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement

Notes to Standalone Financial Statements

for the year ended March 31, 2022

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 recognized as a finance cost.

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

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 Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on Initial recognition and is irrevocable.

If the Company 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 Company 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.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets are measured at amortized cost e.g., loans, debt securities, deposits, trade receivables and bank balance

b) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind-AS 115 (referred to as 'contractual revenue receivables' in these financial statements)

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

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

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the Statement of Profit and Loss. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortized cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount. For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

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, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction cos

The Company's financial liabilities include trade and other payables, loans and borrowings.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Subsequent measurement

Loans and borrowings

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

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

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the 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 equivalent consists of cash and short-term deposits, as defined above, as they are considered an integral part of the Company's cash management.

Cash flows from operating activities are being prepared as per the Indirect method mentioned in Ind AS 7.

p) Measurement of EBITDA

The Company 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 Company measures EBITDA on the face of profit/ (loss) from continuing operations. In the measurement, the Company does not include depreciation and amortization expense, finance costs and tax expense.

q) Earnings per Share

Basic earnings per share

Basic earnings per share are calculated by dividing:

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

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.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

2.3. Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The areas involving critical estimates 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 Company establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax assessments and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the Companies.

Deferred tax assets are recognised for unused tax losses 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 the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

Further details about gratuity obligations are given in Note 28.

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 Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing

Notes to Standalone Financial Statements

for the year ended March 31, 2022

market conditions as well as forward looking estimates at the end of each reporting period.

Impairment of non- financial assets

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

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 3 : Property, plant and equipment

₹ Lakhs

Particulars	Office equipment	Total
Cost		
As at 1 April, 2020	**3**	**3**
As at March 31, 2021	**3**	**3**
As at March 31, 2022	**3**	**3**
Accumulated depreciation/ Impairment		
As at 1 April, 2020	**2**	**2**
Add: Charge for the year	1	1
As at March 31, 2021	**3**	**3**
Add: Charge for the year	-	-
As at March 31, 2022	**3**	**3**
Net block		
As at March 31, 2022	**-**	**-**
As at March 31, 2021	**-**	**-**

Note 4 : Intangible assets

₹ Lakhs

Particulars	Software Licenses	Total
Gross carrying amount		
As at 1 April, 2020	**62**	**62**
As at March 31, 2021	**62**	**62**
As at March 31, 2022	**62**	**62**
Accumulated amortisation		
As at 1 April, 2020	**48**	**48**
Add: Charge for the year	8	8
As at March 31, 2021	**56**	**56**
Add: Charge for the year	4	4
As at March 31, 2022	**60**	**60**
Net carrying amount		
As at March 31, 2022	**2**	**2**
As at March 31, 2021	**6**	**6**

Note 5 : Investments in subsidiaries

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Investment in subsidiary (at cost)		
Unquoted		
HT Digital Streams Limited (refer note 30 and 40)	15,651	17,580
178.50 Lakhs (previous year 200.50 Lakhs) equity shares of INR 10/- each fully paid up		
Total	**15,651**	**17,580**
Provision for impairment in value of investment (B)	**-**	**-**
Total investment in subsidiary (A) - (B)	**15,651**	**17,580**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 5 : Investments in subsidiaries (Contd..)

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Current	-	-
Non - Current	15,651	17,580
Aggregate book value of unquoted investments	**15,651**	**17,580**
Aggregate amount of impairment in value of investments	**-**	**-**

Financial Assets

Note 6 : Investments

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Investments at Fair Value through OCI		
Quoted		
Investment in equity instruments (refer note 33):		
Reliance Industries Limited	3	2
125 (Previous Year: 125) equity shares of INR 10 each fully paid up		
Tata Consultancy Services Limited	3	3
80 (Previous Year: 80) equity shares of INR 1 each fully paid up		
Total investments	**6**	**5**
Current	-	-
Non - Current	6	5
Aggregate book value of quoted investments	**6**	**5**
Aggregate market value of quoted investments	**6**	**5**

Note 7 : Trade receivables

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Trade receivables	66	116
Loss allowance for bad & doubtful receivables	(30)	(79)
Total	**36**	**37**
Current	**36**	**37**
Non - Current	**-**	**-**

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Considered good – Secured	-	-
Considered good – Unsecured	66	116
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables – credit impaired	-	-
Total	**66**	**116**
Loss allowance for bad & doubtful receivables	(30)	(79)
Net Trade receivables	**36**	**37**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 7 : Trade receivables (Contd..)

Trade Receivables ageing schedule March 31, 2022

₹ Lakhs

Particulars	Unbilled	Not Due	Outstanding for following periods from the due date: Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	5	21	16	13	6	5	66
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Total	**-**	**5**	**21**	**16**	**13**	**6**	**5**	**66**
Less: Loss allowance for bad & doubtful receivables	-	-	-	6	13	6	5	30
Net Trade receivables	**-**	**5**	**21**	**10**	**-**	**-**	**-**	**36**

Trade Receivables ageing schedule March 31, 2021

₹ Lakhs

Particulars	Unbilled	Not Due	Outstanding for following periods from the due date: Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	5	26	8	17	41	-	97
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	2	17	-	19
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Total	**-**	**5**	**26**	**8**	**19**	**58**	**-**	**116**
Less: Loss allowance for bad & doubtful receivables	-	-	-	2	19	58		79
Net Trade receivables	**-**	**5**	**26**	**6**	**-**	**-**	**-**	**37**

No trade or other receivable are due from directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member. For details of amount due from related parties please refer note 30.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 8A: Cash and cash equivalents

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Balance with banks :		
- On current accounts	21	4
- Deposits with original maturity of less than three months	-	21
Total	**21**	**25**

Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Company and earn interest at the respective short-term deposit rates.

Note 8B : Other bank balances

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Bank balances other than (8A) above		
- Unclaimed dividend account*	-	-
Total	**-**	**-**

*INR 10,460/- balance in unclaimed dividend account for the year ended March 31, 2021 has been rounded off to Nil. This is settled during the FY 21-22 by payment to shareholders.

Note 9A: Other financial assets

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Bank deposits with more than 12 months maturity	1,700	2,094
Security deposits	1	1
Interest accrued on bank deposits	47	26
Total	**1,748**	**2,121**
Current	**1,748**	**1,591**
Non - Current	**-**	**530**

Break up of financial assets carried at amortised cost

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Trade receivables (Note 7)	36	37
Cash and cash equivalents (Note 8A)	21	25
Other bank balances (Note 8B)	-	-
Other financial assets (Note 9A)	1,748	2,121
Total financial assets carried at amortised cost	**1,805**	**2,183**

Break up of financial assets at fair value through other comprehensive income

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Investments (Note 6)	6	5
Total	**6**	**5**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 9B: Contract assets

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Income accrued but not due*	-	7
Total	**-**	**7**
Current	**-**	**7**
Non - Current	**-**	**-**

*Amount billed during FY 2021-2022 from contract assets at the beginning of the year is INR 7 lakhs.

*Balance of INR 13,370 as at March 31, 2022 pertains to current year transactions which is Rounded off to Nil.

Note 10: Other current assets

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Advances given	1	1
Prepaid expenses	2	5
Balance with statutory/government authorities	85	57
Total	**88**	**63**

Note 11 : Income tax assets (net)

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Income tax assets (net) [related to current tax]	24	66
Total	**24**	**66**
Current	**-**	**-**
Non-Current	**24**	**66**

Note 12 : Share capital

Authorised Share Capital

Particulars	Number of shares	Amount (INR Lakhs)
As at 1 April, 2020	**6,00,00,000**	**1,200**
Increase/(decrease) during the year	-	-
As at March 31, 2021	**6,00,00,000**	**1,200**
Increase/(decrease) during the year	-	-
As at March 31, 2022	**6,00,00,000**	**1,200**

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.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 12 : Share capital (Contd..)

Issued and subscribed capital

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

Particulars	Number of shares	Amount (INR Lakhs)
As at 1 April, 2020	**5,81,87,078**	**1,164**
Changes during the year	-	-
As at March 31, 2021	**5,81,87,078**	**1,164**
Changes during the year	-	-
As at March 31, 2022	**5,81,87,078**	**1,164**

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

Particulars	As at March 31, 2022		As at March 31, 2021	
	Number of shares	Amount (INR Lakhs)	Number of shares	Amount (INR Lakhs)
Shares outstanding at the beginning of the year	5,81,87,078	1,164	5,81,87,078	1,164
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	**5,81,87,078**	**1,164**	**5,81,87,078**	**1,164**

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, subsidiary of holding company are as below:

₹ Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
The Hindustan Times Limited, the holding company		
37,764,521 (March 31, 2021- 40,444,271) equity shares of INR 2 each fully paid	755	809

Shareholding of Promoters as below

As at 31 March 2022

₹ Lakhs

Promoter name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	%of total shares	% Change during the year
The Hindustan Times Limited, the holding company*	4,04,44,271	(26,79,750)	3,77,64,521	64.90%	-6.63%
Total	**4,04,44,271**	**(26,79,750)**	**3,77,64,521**	**64.90%**	**-6.63%**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 12 : Share capital (Contd..)

As at 31 March 2021

₹ Lakhs

Promoter name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	%of total shares	% Change during the year
The Hindustan Times Limited, the holding company*	4,04,38,621	5,650	4,04,44,271	69.5%	0.01%
Total	**4,04,38,621**	**5,650**	**4,04,44,271**	**69.5%**	**0.01%**

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

Particulars	As at March 31, 2022		As at March 31, 2021	
	Number of shares	% holding	Number of shares	% holding
Equity shares of INR 2 each fully paid				
The Hindustan Times Limited, the holding company*	3,77,64,521	64.9%	4,04,44,271	69.5%

*As per records of the Company, including its register of shareholders/members and other declaration received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Note 13: Other equity

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Retained earnings	(4,742)	(3,277)
Capital reserve	10,703	10,703
FVTOCI reserve	1	-
Total	**5,962**	**7,426**

Retained earnings

₹ Lakhs

Particulars	Amount
As at 1 April, 2020	**(1,671)**
Net loss for the year	(1,634)
Add: Items of other comprehensive income recognised directly in retained earnings	
- Remeasurements of defined benefits obligation, net of tax	28
As at March 31, 2021	**(3,277)**
Net loss for the year	(1,463)
Add: Items of other comprehensive income recognised directly in retained earnings	
- Remeasurements of defined benefits obligation, net of tax	(2)
As at March 31, 2022	**(4,742)**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 13: Other equity (Contd..)

Capital reserve*

₹ Lakhs

Particulars	Amount
As at 1 April, 2020	**10,703**
As at March 31, 2021	**10,703**
As at March 31, 2022	**10,703**

* In relation to common control acquisition of entertainment & digital business from HT Media Limited.

FVTOCI reserve*

₹ Lakhs

Particulars	Amount
As at 1 April, 2020	**-**
Changes during the year	-
As at March 31, 2021	**-**
Changes during the year	1
As at March 31, 2022	**1**

* In relation to investments classified at Fair Value through OCI

Note 14 : Borrowings

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Current Borrowings		
Unsecured		
Inter corporate deposits (note below) (refer note 30, 33 and 39)	6,817	8,000
Aggregate Secured Loans	-	-
Aggregate Unsecured Loans	**6,817**	**8,000**
Current	**6,817**	**-**
Non- Current	**-**	**8,000**

Intercompany loan from HT Media Limited was drawn in various tranches INR 7,700 Lakhs on December 28, 2017 & INR 300 Lakhs 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. Partial pre-payment of INR 1,183 Lakhs was done during the year ended March 31, 2022 at amortised cost.

Debt reconciliation disclosure:

₹ Lakhs

Particulars	Borrowings (INR Lakhs)
As at 1 April, 2020	**8,000**
Change during the year	-
Balance as at March 31, 2021	**8,000**
Repayment	(1,183)
Balance as at March 31, 2022	**6,817**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 15: Trade payables

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Trade payables		
(i) Total outstanding dues of micro enterprises and small enterprises (refer note 31)	11	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		
- payable to related parties (refer note 30)	22	175
- Payable to others	75	112
Other than micro enterprises and small enterprises	**97**	**287**
Total	**108**	**287**
Current	**108**	**287**
Non- Current	**-**	**-**

Trade Payables ageing schedule

As at March 31, 2022

₹ Lakhs

Particulars	Unbilled	Not Due	Outstanding for following periods from the due date				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	11	-	-	-	-	11
(ii) Others	69	23	5	-	-	-	97
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	**69**	**34**	**5**	**-**	**-**	**-**	**108**

As at March 31, 2021

₹ Lakhs

Particulars	Unbilled	Not Due	Outstanding for following periods from the due date				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-	-
(ii) Others	79	-	198	9	1	-	287
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	**79**	**-**	**198**	**9**	**1**	**-**	**287**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 16 : Other financial liabilities

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
I. Other financial liabilities at amortised cost		
Interest accrued but not due on borrowings and others (refer note 30)	3,480	2,973
Unclaimed dividend*	-	-
Other payables	10	33
Total	**3,490**	**3,006**
Current	**3,490**	**33**
Non- Current	**-**	**2,973**

*INR 10,460/- payable to investor education and protection fund for the year ended March 31, 2021 has been rounded off to Nil. This is settled during the FY 21-22 by payment to shareholders.

Break up of financial liabilities carried at amortised cost

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Borrowings (Note 14)	6,817	8,000
Trade payables (Note 15)	108	287
Others (Note 16)	3,490	3,006
Total	**10,415**	**11,293**

Note 17A : Other current liabilities

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Statutory dues	16	10
Total	**16**	**10**

Note 17B : Contract liabilities

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Advances from customers	2	2
Total	**2**	**2**

Amount of revenue recognised during FY 2021-2022 from contract liabilities at the beginning of the year is INR Nil Previous year INR Nil). Amount accrued during FY 2021-2022 amounts to INR Nil (Previous Year INR 2 lakhs).

Note 18 : Provisions

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Provision for employee benefits		
Provision for gratuity (refer note 28)	14	13
Provision for leave encashment (refer note 28)	3	2
Total	**17**	**15**
Current	**5**	**3**
Non- Current	**12**	**12**

Notes to Standalone Financial Statements
for the year ended March 31, 2022

Note 19 : Deferred tax assets (net)

The major components of income tax expense for the year ended 31 March 2022 are :

Statement of profit and loss :

Profit or loss section

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Current income tax :		
Current income tax charge	-	-
Deferred tax :		
Deferred tax charge	-	-
Income tax expense reported in the statement of profit or loss	**-**	**-**

OCI section :

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

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Net loss/(gain) on remeasurements of defined benefit plans	-	-
Income tax charged to OCI	**-**	**-**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2022 and March 31, 2021:

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Accounting loss before income tax	(1,463)	(1,634)
At India's domestic income tax rate of 25.17% (Previous year -26.00%)	**(368)**	**(425)**
Non-recognition of deferred tax asset	368	425
At the effective income tax rate	**-**	**-**
Income tax expense reported in the statement of profit and loss	**-**	**-**

Deferred tax

Reconciliation of deferred tax assets (net):

Particulars	(INR Lakhs)
Balance as at 1 April 2020	**-**
Tax income/(expense) during the period recognised in profit or loss	-
Tax income/(expense) during the period recognised in OCI	-
Closing balance as at 31, March 2021	**-**
Tax income/(expense) during the period recognised in profit or loss	-
Tax income/(expense) during the period recognised in OCI	-
Closing balance as at 31, March 2022	**-**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 19 : Deferred tax assets (net) (Contd..)

Deductible temporary differences, unused tax losses, and unused tax credits for which no deferred tax asset is recognised in the balance sheet as on 31 March 2022:

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Temporary differences arising on:		
Carried forward business losses (available for 8 assessment years from the respective year of origination of losses)	1,160	738
Unabsorbed depreciation (Available for infinite period)	11	10
Provision for doubtful debts and advances (available on write off/collection)	8	21
Differences in depreciation in block of fixed assets as per tax books and financial books (available in due course)	5	2
Effect of expenditure debited to Statement of profit and loss in the period but allowed for tax purposes in following period (available on payment basis)	12	32
Deferred tax Asset	**1,196**	**803**

Note 20 : Revenue from operations

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Sale of services		
- Revenue from digital services	134	109
Total	**134**	**109**

Note 21 : Other income

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Interest income on effective interest rate (EIR) method		
- Bank deposit	97	39
- Interest on inter corporate deposit given to subsidiary company (refer note 30)	-	140
Other non - operating income		
Reversal of loss allowance for bad & doubtful receivables	12	-
Total	**109**	**179**

Note 22 : Employee benefits expense

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Salaries, wages and bonus	174	351
Contribution to provident and other funds (refer note 28)	8	15
Gratuity expense (refer note 28)	3	6
Workmen and staff welfare expenses	1	1
Total	**186**	**373**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 23 : Finance costs

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Interest on inter corporate deposit (refer note 30)	1,137	1,114
Bank charges*	-	-
Total	**1,137**	**1,114**

*INR 8,002/- bank charges for the year ended March 31, 2022 has been rounded off to Nil.

*INR 6,368/- bank charges for the year ended March 31, 2021 has been rounded off to Nil.

Note 24 : Depreciation and amortisation expense

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Depreciation of property, plant and equipments (refer note 3)	-	1
Amortization of intangible assets (refer note 4)	4	8
Total	**4**	**9**

Note 25 : Other expenses

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Advertising and sales promotion	22	29
Communication costs	1	-
News service and dispatches	24	16
Repairs and maintenance:		
Plant and machinery	45	50
Loss allowance for bad & doubtful receivables	-	14
Legal and professional fees	159	163
Payment to auditor (refer note I)	13	13
Insurance	4	6
Rent*	26	49
Director's sitting fees (refer note 30)	19	31
Travelling and conveyance	26	33
Loss on account of buy back of equity shares by wholly owned subsidiary (refer note 40)	20	-
Miscellaneous expenses	20	22
Total	**379**	**426**

*Expenses related to short term leases.

Note I: Payment to auditors

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
As auditor :		
- Audit fee	8	6
- Limited review	4	4
In other capacities :		
- Certification fees	-	2
Reimbursement of expenses	1	1
Total	**13**	**13**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 26 : Other comprehensive income

The disaggregation of changes to OCI by each type of reserve in equity is shown below :

During the year ended 31 March 2022

₹ Lakhs

Particulars	Retained earnings	FVTOCI Reserve	Total
Re- measurement gains(losses) on defined benefit plans	(2)	-	(2)
Change in Fair value of investment	-	1	1
Tax impact	-	-	-
Total	**(2)**	**1**	**(1)**

During the year ended 31 March 2021

₹ Lakhs

Particulars	Retained earnings	FVTOCI Reserve	Total
Re- measurement gains(losses) on defined benefit plans	28	-	28
Tax impact	-	-	-
Total	**28**	**-**	**28**

Note 27: Earnings per Share (EPS) computation

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

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

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Loss attributable to equity holders (INR Lakhs)	(1,463)	(1,634)
Number of outstanding Equity shares for basic and diluted EPS	**5,81,87,078**	**5,81,87,078**
Loss per share for continuing and discontinued operations		
Basic EPS	(2.51)	(2.81)
Diluted EPS	(2.51)	(2.81)

Note 28 : Gratuity

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Gratuity plan	14	13
Total	**14**	**13**
Current	**2**	**1**
Non- Current	**12**	**12**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 28 : Gratuity (Contd..)

The Company has a defined benefit gratuity plan in India. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age.

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:

Defined gratuity plan

Changes in the defined benefit obligation as at 31 March 2022 :

Present value of Obligation

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Opening Balance	13	53
Current Service Cost	2	2
Interest Expense or cost	1	4
Re-measurement (or Actuarial) (gain) / loss arising from:		
- change in demographic assumptions	(3)	-
- change in financial assumptions	5	3
- experience variance (i.e. Actual experience vs. assumptions)	-	(31)
Benefits Paid	(4)	(7)
Transfer In/(Out)*	-	(11)
Total	**14**	**13**

*In relation to transfer of employees to fellow subsidiary

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

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
	%	%
Discount Rate	6.45%	6.15%
Salary Growth Rate	10.00%	6.00%
Mortality rate	100% of IALM 2012-14	100% of IALM 2012-14
Normal retirement age	58 Years	58 Years
Withdrawal Rate		
Up to 30 years	10.00%	7.00%
31 - 44 years	10.00%	7.00%
Above 44 years	10.00%	7.00%
Mortality Rate	100% IALM 2012-14	100% IALM 2012-14

A quantitative sensitivity analysis for significant assumption as at 31 March 2022 is as shown below:

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Defined Benefit Obligation (Base)	14	13

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 28 : Gratuity (Contd..)

Impact on defined benefit obligation

₹ Lakhs

Particulars	March 31, 2022		March 31, 2021	
Assumptions	**Decrease**	**Increase**	**Decrease**	**Increase**
Discount Rate (-/+ 1%)	1	(1)	1	(2)
Salary Growth Rate (-/+ 1%)	(1)	1	(2)	1
Attrition Rate (-/+ 50%)	3	(1)	(1)	(1)
Mortality Rate (-/+ 10%)	0	(0)	(1)	1

The sensitivity analysis above has been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The following payments are maturity profile of Defined Benefit Obligations in future years:

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Within the next 12 months (next annual reporting period)	1	1
Between 2 and 5 years	7	5
Between 6 and 10 years	5	5
Beyond 10 years	11	14
Total expected payments	**24**	**25**

Average duration of the defined benefit plan obligation

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Range of duration	16 Years	16 Years

Defined Contribution Plan

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Contribution to Provident and Other funds		
Charged to statement of profit and loss	8	15

Leave Encashment (unfunded)

The Company 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 :

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Liability at the beginning of the year	2	5
Benefits paid during the year	-	(1)
Provided/(Reversed) during the year	1	(2)
Liability at the end of the year	**3**	**2**

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 29: Related party transactions

i) List of Related Parties and Relationships:-

Parties having direct or indirect control over the Company (Holding Company)	Earthstone Holding (Two) Private Limited (Ultimate controlling party is the Promoter Group)
Holding Company	The Hindustan Times Limited
Subsidiary (with whom transactions have occurred during the year)	HT Digital Streams Limited
Fellow Subsidiaries (with whom transactions have occurred during the year)	HT Media Limited Next Radio Limited Hindustan Media Ventures Limited
Key Managerial Persons (with whom transactions have occurred during the year)	Mr. Ajay Relan (deceased and ceased to be Non-Executive Independent Director on October 1, 2021)
	Mr. Vivek Mehra
	Ms. Suchitra Rajendra
	Mr. Lloyd Mathias (Non-Executive independent Director, w.e.f December 28, 2021)

ii) Transactions with related parties

Refer Note 30

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 (other than Inter-corporate Deposit taken Refer note 14).

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 30 : Related party Transactions

₹ Lakhs

Particulars	Subsidiary		Fellow Subsidiary		Key Managerial Personnel (KMP's) / Directors		Total	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Transactions during the year with related parties								
REVENUE TRANSACTIONS								
INCOME								
Service fees received	-	-	-	19	-	-	-	19
Share of revenue received on joint sale	31	24	2	-	-	-	33	24
Interest earned on inter corporate deposit given	-	140	-	-	-	-	-	140
EXPENSE								
Infrastructure support services	-	-	26	49	-	-	26	49
Advertisement expenses, sales promotion	-	-	24	9	-	-	24	9
Interest on Inter corporate deposit taken	-	-	1,137	1,114	-	-	1,137	1,114
Commission charges	1	1	-		-	-	1	1
Treasury & management support services	-	-	12	27	-	-	12	27
Non Executive Director's sitting fee and commission	-	-	-	-	19	31	19	31
OTHERS								
Reimbursement of expenses incurred on behalf of the company by parties	46	41	1	47	-	-	47	88
Reimbursement of expenses incurred on behalf of the parties by company	5	-	5	-	-	-	10	-
Realisation on account of buy back of Equity shares by wholly owned subsidiary	1,909	-	-	-	-	-	1,909	-
Inter corporate deposit received back	-	1,850	-	-	-	-	-	1,850
Repayment of inter corporate deposit	-	-	1,183	-	-	-	1,183	-
BALANCE OUTSTANDING								
Investment in Shares (including premium)*	15,651	17,580	-	-	-	-	15,651	17,580
Trade payables	11	49	11	126	-	-	22	175
Inter corporate deposit taken & interest accrued on it	-	-	10,297	10,973	-	-	10,297	10,973

*Amount as on March 31, 2022 represents amount after buy back of Equity shares by wholly owned subsidiary

Note A : The amounts above do not include GST component.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

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

₹ Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Principal amount	11	-
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 Company's capital management, capital includes issued equity capital, share premium and all other equity reserves. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital and net debt. The Company includes within net debt and interest bearing loans and borrowings.

₹ Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Borrowings (refer Note 14)	6,817	8,000
Interest accrued on borrowings (refer note 16)	3,480	2,973
Debt	**10,297**	**10,973**
Equity & other equity	7,126	8,590
Total capital employed	**17,423**	**19,563**
Less: Intangible Assets	(2)	(6)
Net capital employed	**17,421**	**19,557**
Gearing ratio	**59%**	**56%**

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2022 and March 31, 2021.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 33 : Fair values

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

₹ Lakhs

Particulars	Carrying Value		Fair value		Fair value mechanism Hierarchy level
	31-Mar-22	31-Mar-21	31-Mar-22	31-Mar-21	
Financial assets measured at amortised cost					
Bank deposits with more than 12 months maturity (refer note 9A)	1,700	2,094	1,700	2,094	Level 2***
Financial assets measured at fair value through OCI					
Quoted Equity Investments (refer note 6)	6	5	6	5	Level 1*
Financial liabilities for measured at amortised cost					
Borrowings (refer note 14)	6,817	8,000	6,817	8,000	Level 2**

The management assessed that fair value of trade receivables, cash and cash equivalents, other bank balances, loans given (current), other current financial assets, trade payables and other current financial liabilities 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:

*Investments in quoted equity shares are valued at closing price of stock on recognised stock exchange.

**The fair values of long term interest-bearing borrowings are determined by using Discounted Cash Flow (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.

***Fixed bank deposits with more than 12 months maturity has been derived basis the interest accrued on fixed deposits upto the balance sheet date.

Note 34 : Segment Information

The Company 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".

There are two customers (including related parties) which represent 10% or more of the Company's total revenue with total amounting to INR 49 lakhs and INR 43 lakhs for the year ended March 31, 2022 and March 31, 2021 respectively.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 35: Financial risk management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the company's operations and to support its operations. The company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

(1) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk.

(i) 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 Company does not have any foreign currency risk exposure.

(ii) 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 Company has no exposure to the risk of changes in market interest since the Company has fixed interest rate debt obligation.

(iii) Equity price risk

The Company invests in listed and non-listed equity securities which are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the equity price risk through diversification and by placing limits on individual and total equity instruments. Reports on the equity portfolio are submitted to the Company's senior management on a regular basis. The Company's Investment Committee reviews and approves all equity investment decisions (refer note 33).

(2) 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. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions.

Trade receivables and other financial assets

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 7 and Note 9A. The Company does not hold collateral as security.

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

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made as per guidelines and within limits approved by Board of Directors. Board of Directors/ Management reviews and update guidelines, time to time as per requirement.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 35: Financial risk management objectives and policies (Contd..)

The guidelines are set to minimize the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Liquidity risk

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

Loan will mature in less than one year at March 31, 2022 based on the carrying value of borrowings reflected in the financial statements.

The table below summarizes the maturity profile of the Company's financial liabilities-

₹ Lakhs

Particulars	With in 1 year	More than 1 years (refer note below)	Total
As at March 31, 2022			
Borrowings (refer note 14)	6,817		6,817
Trade payables (refer note 15)	108	-	108
Other financial liabilities (refer note 16)	3,490	-	3,490
As at March 31, 2021			
Borrowings (refer note 14)	-	8,000	8,000
Trade payables (refer note 15)	287	-	287
Other financial liabilities (refer note 16)	33	2,973	3,006

The outstanding loan of INR 10,297 Lakhs (including interest accrued) from HT Media Limited as on 31.3.2022 is payable as INR 9,855 lakhs by 28 December, 2022 and INR 442 lakhs by 28 March 2023. There is positive Net Assets Position (after off-setting liability of INR 10,297 Lakhs) of INR 7,126 Lakhs including Investment in HTDSL (100% subsidiary) of INR 15,651 Lakhs as on 31.3.2022. For mitigating the liquidity risk, refer note 38.

Note 36: On the matter with respect to classification of the Company as a Non-Banking Finance Company (NBFC) / Systemically Important Core Investment Company (SI-CIC), as per audited financial statements as of March 31, 2021, submitted to RBI on June 25, 2021 and as per audited financial statements as at March 31, 2022, the Company does not fulfil the criteria prescribed for classification as NBFC or SI-CIC.

Note 37: Scheme of amalgamation between Next Mediaworks Limited (NMWL), Digicontent Limited (DCL) and HT Mobile Solutions Limited(HTMSL) with HT Media Limited (HTML)

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. 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 was filed before the Delhi and Mumbai Benches of Hon'ble National Company Law Tribunal (NCLTs) on September 08, 2021 and September 13, 2021 respectively.

Pursuant to directions of Hon'ble Delhi NCLT vide order dated February 03, 2022 read with order dated December 22, 2021, the meetings of the equity shareholders of DCL was convened on March 29, 2022 for considering their approval to the Scheme.

The Scheme has not been approved by the requisite majority of equity shareholders (including public shareholders) of DCL as per the requirements of the SEBI Circular.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 38 : The Company, on a standalone basis, does not have any significant operations and has incurred losses in current year and in the previous year. The Company's current liabilities exceed current assets as at 31 March 2022, primarily because the Company is required to repay an inter corporate deposit (ICD) including interest due thereon to a fellow subsidiary amounting to INR 10,297 lakhs in the financial year 2022-23.

While, the Company was able to meet its fund requirements in relation to the operations and other liabilities, the Company is exploring various internal and external sources to raise funds in order to meet the obligations falling due in FY 2022-23 and beyond. Funds availability on due date for repayment of loan could be insufficient to fully settle it. Management is seeking extension of period for repayment of the ICD. However, being a related party transaction the same would require prior approval of the Board of Directors of lending company and minority shareholders of the Company. Being a material amount and uncertainty in getting approvals for extension of the ICD, it indicates a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

The fair value of the Company's underlying assets (represented by investment in its wholly owned subsidiary i.e. HT Digital Stream Limited ('HTDS')) is significantly higher than the amount of ICD payable and HTDS is expected to generate adequate cash flows to be able to allow the Company to repay the ICD over the next few years if the loan gets extended.

These standalone financial statements have been prepared on going concern basis which contemplates realisation of assets and settlement of liabilities in the normal course of business.

Note 39 : Statutory Information

(i) No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

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

(iii) The Company has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

(iv) There are no transaction which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(v) There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.

(vi) There are no funds which have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

   a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or

   b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vii) There are no funds which have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

   a) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or

   b) provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

(viii) The Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have more than one CIC (which is not required to be registered with RBI as not being Systemically Important CIC).

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 40 : During the year ended March 31, 2022, HT Digital Streams Limited (HTDSL), a wholly owned subsidiary of the Company, has carried out buy back of its 22 lakhs fully paid up equity shares of INR 10 each held by the Company (representing 10.97% of total equity share capital of HTDSL), at a price of INR 86.75 per equity share. Impact of the buy back has been considered in Company's standalone financial statements. The aforesaid buy-back will not entail any change in the shareholding pattern of HTDSL, as it continues to be a wholly-owned subsidiary of the Company.

Note 41: Standards issued but not yet effective

On 23 March 2022, the Ministry of Corporate Affairs (MCA) issued certain amendments and annual improvements to Ind AS. These amendments are applicable for accounting periods beginning on or after 1 April 2022.

Amendment to Ind AS 103

Reference of Conceptual Framework for Financial Reporting under Ind AS has been given for definition of assets and liabilities. The application of this amendment is not expected to have a material impact on the Company's financial statements.

Amendment to Ind AS 16

Sale of items produced in the process of making PPE available for its intended use: Sale proceeds of such items would be deducted from the cost of PPE before its intended use.

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

Amendment to Ind AS 37

Cost to fulfil a contract: Include both:

(a) incremental costs—for example, direct labour and materials; and

(b) an allocation of other direct—for example, an allocation of the depreciation charge for an item of PPE used in fulfilling the contract The application of this amendment is not expected to have a material impact on the Company's financial statements.

Amendment to Ind AS 101

Where a subsidiary adopts Ind AS later than its parent entity and applies Ind AS 101. D16(a), it is permitted to measure cumulative translation differences for all foreign operations at amounts included in CFS of parent's date of transition. This amendment is not applicable to the Company.

Amendment to Ind AS 109

While performing the '10 per cent test' for derecognition of financial liabilities, borrower includes only fees paid or received between borrower and lender directly or on behalf of the other's behalf.

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

Amendment to Ind AS 41

Aligns the fair value measurement requirement in Ind AS 41 with those in Ind AS 113, Fair Value Measurement. This amendment is not applicable to the Company.

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 42: Management has been continuously evaluating the possible effects that may result from the pandemic relating to COVID-19 on the operations and standalone financial statements of the Company for the year ended March 31, 2022. The Company has considered and taken into account internal and external information and has performed sensitivity analysis based on current estimates in assessing the recoverability of financial and non financial assets. Given the uncertainties associated with nature, condition and duration of COVID-19, the impact assessment on the Company's standalone financial statements will be continuously made and provided for as required.

Note 43 : Ratios

₹ Lakhs

Ratios	March 31, 2022	March 31, 2021	Variation	Remarks
Current ratio (in times)	0.18	5.14	-96%	Decrease due to borrowings repayable in next 12 months.
(Current assets / Current liabilities)				
Debt-equity ratio (in times)	1.45	1.28	13%	
(Total Debt/ Total Equity) Total Debt = Debt comprises of current borrowings (including current maturities of long term borrowings), non-current borrowings and interest accrued on borrowings. Total Equity = Shareholders' Equity				
Debt service coverage ratio (in times)	(0.04)	(0.47)	-91%	Decrease due to borrowings repayable in next 12 months.
(EBITDA - Depreciation and amortization expense)/ (Debt payable within one year + Interest on debt)				
Return on Equity Ratio (%)	-18.62%	-17.40%	7%	
(Profit/(Loss) After Tax/Average shareholder equity)				
Inventory turnover ratio (times)	Not applicable	Not applicable		
(Cost of goods sold /average Inventory) COGS = Cost of materials consumed + Changes in inventories of finished goods, work-in-progress and stock-in-trade				
Trade receivables turnover ratio (in times)	3.66	1.21	203%	Increase represents reduction in average debtor balance.
(Revenue from operations /average trade receivables)				
Trade payables turnover ratio (in times)	1.82	1.90	-4%	
(Other expenses* / Average trade payables) *Excluding allowance for doubtful debts and advances and loss on buy back of equity shares				
Net capital turnover ratio (in times)	(0.02)	0.08	-120%	Decrease due to borrowings repayable in next 12 months.
(Operating Revenue from operations/ Working Capital)				
Net profit ratio (%)	-602.15%	-566.60%	6%	
{Net profit/(loss) after tax / Total Income}				
Return On Capital Employed (%)	-1.87%	-2.66%	-30%	Improvement on account of reduction in losses of current year.
(Earning before interest and taxes / Capital Employed)				
Return on investment (%)	5.10%	2.98%	71%	Improved on account of funds invested in fixed deposits during the current year.
(Income fixed deposit, FVTPL/ Average investments)				

Notes to Standalone Financial Statements

for the year ended March 31, 2022

Note 44 : Reclassification

1. Pursuant to amendment in Schedule III to the Companies Act, 2013, effective from 1 April 2021, the Company has modified the classification of certain assets and liabilities. Comparative amounts in the notes to the standalone financial statements were reclassified for consistency.

₹ Lakhs

Particulars	Original	Reclassified	Difference
Assets			
Current Assets			
Financial Assets			
- Loans	1		(1)
- Others financial assets	1,590	1,591	1
Liabilities			
Current liabilities			
Other current liabilities	12	10	(2)
Contract liabilities	-	2	2

2. During the year ended 31 March 2022, the Company has revised the presentation of certain notes to the standalone financial statements for better presentation. Comparative amounts in the notes to the standalone financial statements were reclassified for consistency.

In terms of our report of even date attached

For B S R and Associates
Chartered Accountants
(ICAI Firm registration Number: 128901W)

David Jones
Partner
Membership No. 098113

Place: Gurugram
Date: 23 May 2022

For and on behalf of the Board of Directors of Digicontent Limited

Arjit Gupta
Company Secretary

Ajay Sivaraman Nair
Chief Financial Officer

Puneet Jain
Chief Executive Officer

Priyavrat Bhartia
Director
(DIN:00020603)

Dinesh Mittal
Director
(DIN: 00105769)

Place: New Delhi
Date: 23 May 2022

Consolidated
Financial Statements

Independent Auditor's Report

To
The Members of **Digicontent Limited**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Digicontent Limited (hereinafter referred to as the "Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2022, and the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2022, of its consolidated profit and other comprehensive loss, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Material Uncertainty Related to Going Concern

We draw attention to Note 44 in the consolidated financial statements, regarding material uncertainty in meeting the Group's obligations to fund its current liabilities particularly inter corporate deposit (ICD) including interest due thereon to a fellow subsidiary amounting to Rs. 10,297 lakhs in FY 2022-23. While the management is seeking extension of period to repay the ICD the same is subject to obtaining prior approval of Board of Directors of lending company and minority shareholders of the Digicontent Limited. Though the consolidated financial statements have been prepared on a going concern basis, the material uncertainty of obtaining necessary approvals indicates that a material uncertainty exists that may cast a significant doubt on the Digicontent Limited's ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Description of Key Audit Matter

Revenue Recognition

See note 19 to the consolidated financial statements

The key audit matter	How the matter was addressed in our audit
We have identified revenue as a key audit matter on account of the following: As disclosed in Note 19 to the Consolidated Financial Statements, the Group's revenue from digital services for the year ended 31 March 2022 was Rs. 32,413 Lakhs (Previous year Rs. 24,889 Lakhs). Revenue is recognized upon transfer of control of promised services to the customers and when the collection of consideration by the Group is "probable". In specific, revenue for digital services is recognized on the display/delivery of advertisement. There is a risk of revenue being recognized for services before the service to customer is delivered or revenue is recorded in correct accounting period. There is a presumption of fraud risk with regard to revenue recognition as per the Standards on Auditing. Also, revenue is one of the key performance indicators of the Company which makes it susceptible to misstatement. In view of the above, we have identified revenue recognition as a key audit matter.	Our audit procedures included: – Assessed the Company's accounting policy for revenue recognition as per the relevant accounting standard; – Evaluated the design implementation of key internal financial controls with respect to revenue recognition process and tested the operating effectiveness of such controls for a sample of transactions; – Involved our IT specialists to assist us in testing of key IT system controls which impact revenue recognition – Performed detailed testing by selecting samples of revenue transactions recorded during and after the year. For such samples, verified the underlying documents with respect to revenue recognition in the correct accounting year. – Tested sample journal entries for revenue recognized during the year, selected based on specified risk-based criteria, to identify unusual transactions.

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 (A) As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

   c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

   e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2022 taken on record by the Board of Directors of the Holding Company and its subsidiary company, none of the directors of the Group companies is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   a) There were no pending litigations as at 31 March 2022 which would impact the consolidated financial position of the Group.

   b) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2022.

   c) There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary company during the year ended 31 March 2022.

   d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

      - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Holding Company or its subsidiary company or

- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company or its subsidiary company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or

- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d) (ii) contain any material mis-statement.

Refer Note 43 to the consolidated financial statements

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

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, there are no directors to whom remuneration is paid/payable in accordance with the provisions of Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

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

David Jones
Partner
Membership No. 098113
UDIN: 22098113AJKGCB2661

Place: Gurugram
Date: 23 May 2022

Annexure A to the Independent Auditor's Report on Consolidated Financial Statements

(Referred to in our report of even date)

(i) In our opinion and according to the information and explanations given to us, there are no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order, 2020 reports of the companies incorporated in India and included in the consolidated financial statements.

Sr. No.	Name	CIN	Holding Company/subsidiary/ Associate/Joint Venture
1	HT Digital Streams Limited	U74900BR2015PLC025243	Subsidiary

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

David Jones
Partner
Membership No. 098113
UDIN: 22098113AJKGCB2661

Place: Gurugram
Date: 23 May 2022

Annexure B to the Independent Auditor's Report on the consolidated financial statements of Digicontent Limited for the year ended 31 March 2022

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2A(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2022, we have audited the internal financial controls with reference to consolidated financial statements of Digicontent Limited (hereinafter referred to as "the Holding Company") and such company incorporated in India under the Companies Act, 2013 which is its subsidiary company as of that date.

In our opinion, the Holding Company and such company incorporated in India which is its subsidiary company have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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

David Jones
Partner
Membership No. 098113
UDIN: 22098113AJKGCB2661

Place: Gurugram
Date: 23 May 2022

Consolidated Balance Sheet

as at March 31, 2022

₹ Lakhs

	Note	As at March 31, 2022	As at March 31, 2021
I ASSETS			
1) Non-current assets			
(a) Property, plant and equipment	3	306	217
(b) Right - of - use assets	26A	482	1,431
(c) Goodwill	4	-	-
(d) Other intangible assets	4	65	89
(e) Intangible assets under development	4	47	42
(f) Financial assets			
(i) Investments	6A	16	15
(ii) Loans	6B	200	-
(iii) Other financial assets	9A	1,559	1,975
(g) Deferred tax assets (net)	18	526	1,440
(h) Income tax assets (net)	5	1,412	212
(i) Other non-current assets	6B	15	15
Total Non- current assets		**4,628**	**5,436**
2) Current assets			
(a) Financial assets			
(i) Investments	6A	3,021	-
(ii) Trade receivables	7	5,708	4,680
(iii) Cash and cash equivalents	8A	315	2,145
(iv) Bank balances other than (iii) above	8B	1,300	1,800
(v) Other financial assets	9A	1,753	1,592
(b) Contract assets	9B	83	62
(c) Other current assets	10	555	269
Total current assets		**12,735**	**10,548**
TOTAL ASSETS		**17,363**	**15,984**
II EQUITY AND LIABILITIES			
1) Equity			
(a) Equity share capital	11	1,164	1,164
(b) Other equity	12	(605)	(2,520)
Total equity		**559**	**(1,356)**
2) Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	13A	-	8,000
(ii) Lease liabilities	13B	19	25
(iii) Other financial liabilities	15	-	2,973
(b) Provisions	16	12	12
Total non- current liabilities		**31**	**11,010**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	13A	6,817	-
(ii) Lease liabilities	13B	9	999
(iii) Trade payables			
a) Total outstanding dues of micro enterprises and small enterprises	14	83	235
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	14	2,453	1,775
(iv) Other financial liabilities	15	5,051	1,647
(b) Contract liabilities	17A	727	442
(c) Other current Liabilities	17B	482	381
(d) Provisions	16	1,151	851
Total current liabilities		**16,773**	**6,330**
Total liabilities		**16,804**	**17,340**
TOTAL EQUITY AND LIABILITIES		**17,363**	**15,984**
Summary of significant accounting policies	2		

See accompanying notes to the consolidated financial statements.

In terms of our report of even date attached

For B S R and Associates
Chartered Accountants
(ICAI Firm registration Number: 128901W)

David Jones
Partner
Membership No. 098113

Place: Gurugram
Date: 23 May 2022

For and on behalf of the Board of Directors of Digicontent Limited

Arjit Gupta
Company Secretary

Ajay Sivaraman Nair
Chief Financial Officer

Puneet Jain
Chief Executive Officer

Priyavrat Bhartia
Director
(DIN:00020603)

Dinesh Mittal
Director
(DIN: 00105769)

Place: New Delhi
Date: 23 May 2022

Consolidated Statement of Profit and Loss

for the year ended March 31, 2022

₹ Lakhs

Particulars	Note	Year ended March 31, 2022	Year ended March 31, 2021
I Income			
a) Revenue from operations	19	32,413	24,889
b) Other income	20	886	496
Total Income		**33,299**	**25,385**
II Expenses			
a) Employee benefits expense	21	13,819	11,932
b) Finance costs	22	1,185	1,213
c) Depreciation and amortisation expense	23	1,638	5,215
d) Other expenses	24	13,298	10,328
Total Expenses		**29,940**	**28,688**
III Profit/ (Loss) before tax (I-II)		**3,359**	**(3,303)**
IV Earnings before interest, tax, depreciation and amortisation (EBITDA) [III+II(b)+II(c)]		**6,182**	**3,125**
V Income tax expense			
Current tax	18	276	-
Deferred tax	18	978	1,056
Total tax expense		**1,254**	**1,056**
VI Profit/ (Loss) for the year (III-V)		**2,105**	**(4,359)**
VII Other comprehensive Income	25		
Items that will not to be reclassified to profit or loss			
i) Remeasurement of the defined benefit plan (loss)		(255)	(114)
ii) Change in fair value of investments		1	-
iii) Income tax relating to items that will not be reclassified to profit or loss		64	37
Other comprehensive loss for the year, net of tax		**(190)**	**(77)**
VIII Total comprehensive income/ (loss) for the year (VI+VII)		**1,915**	**(4,436)**
IX Earnings/ (Loss) per share (INR)			
Basic (Nominal value of share INR 2/-)	26	3.62	(7.49)
Diluted (Nominal value of share INR 2/-)	26	3.62	(7.49)
Summary of significant accounting policies	2		

See accompanying notes to the consolidated financial statements.

In terms of our report of even date attached

For B S R and Associates
Chartered Accountants
(ICAI Firm registration Number: 128901W)

David Jones
Partner
Membership No. 098113

Place: Gurugram
Date: 23 May 2022

For and on behalf of the Board of Directors of Digicontent Limited

Arjit Gupta
Company Secretary

Ajay Sivaraman Nair
Chief Financial Officer

Puneet Jain
Chief Executive Officer

Priyavrat Bhartia
Director
(DIN:00020603)

Dinesh Mittal
Director
(DIN: 00105769)

Place: New Delhi
Date: 23 May 2022

Consolidated Statement of Cash Flows

for the year ended March 31, 2022

₹ Lakhs

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Cash flows from operating activities:		
Profit/(Loss) before tax:	**3,359**	**(3,303)**
Adjustments to reconcile profit/(loss) before tax to net cash flows:		
Interest income from deposits and others	(311)	(443)
Depreciation and amortisation expense	1,638	5,215
Interest on inter corporate deposit and lease liabilities	1,166	1,199
Loss allowance for doubtful debts and advances	-	79
Unclaimed balances/liabilities written back (net)	(70)	(51)
Unrealised exchange differences (net)	(20)	29
Net gain on disposal of property, plant and equipment	(1)	(1)
Reversal of provision in relation to doubtful debts & advances	(31)	-
Finance income from debt instruments at FVTPL	(21)	-
Changes in operating assets and liabilities		
(Increase) in trade receivables	(977)	(588)
(Increase)/decrease in current and non-current financial assets and other current and non-current assets	(311)	172
Increase in current and non-current financial liabilities and other current and non-current liabilities and provisions	942	1,241
Cash generated from operations	**5,363**	**3,549**
Income taxes (paid)/ refund	(1,476)	3,146
Net cash inflows from operating activities (A)	**3,887**	**6,695**
Cash flows from investing activities:		
Interest received on deposits	177	29
Fixed deposits made (original maturity of more than 12 months)	-	(2,094)
Fixed deposits matured (original maturity of more than 12 months)	394	
Fixed deposits matured with original maturity of more than three months but upto 12 months	500	-
Fixed deposits made with original maturity of more than three months but upto 12 months	-	(1,800)
Purchase of investments	(3,000)	(5)
Payment for purchase of property, plant and equipment & intangible assets (including intangible under development)	(242)	(178)
Net cash used in investing activities (B)	**(2,171)**	**(4,048)**
Cash flows from financing activities:		
Inter-corporate deposits given (refer note 29)	(200)	-
Repayment of inter-corporate deposits (refer note 29)	(1,183)	-
Repayment of lease liabilities	(1,533)	(1,536)
Interest paid on inter-corporate deposits	(630)	(57)
Net cash (outflows) from financing activities (C)	**(3,546)**	**(1,593)**
Net (decrease) / increase in cash and cash equivalents (D= A+B+C)	**(1,830)**	**1,054**
Cash and cash equivalents at the beginning of the year (E)	**2,145**	**1,091**
Cash and cash equivalents at year end (D+E)	**315**	**2,145**

Consolidated Statement of Cash Flows

for the year ended March 31, 2022

₹ Lakhs

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Components of cash & cash equivalents as at end of the year		
Cash in hand	1	1
Balances with banks		
- deposits with original maturity of less than three months	257	1,968
- on current accounts	57	176
Total cash and cash equivalents	**315**	**2,145**

Note : Refer note 13A for debt reconciliation and note 26A for movement on lease liabilities.

See accompanying notes to the consolidated financial statements.

In terms of our report of even date attached

For B S R and Associates
Chartered Accountants
(ICAI Firm registration Number: 128901W)

David Jones
Partner
Membership No. 098113

Place: Gurugram
Date: 23 May 2022

For and on behalf of the Board of Directors of Digicontent Limited

Arjit Gupta
Company Secretary

Ajay Sivaraman Nair
Chief Financial Officer

Puneet Jain
Chief Executive Officer

Priyavrat Bhartia
Director
(DIN:00020603)

Dinesh Mittal
Director
(DIN: 00105769)

Place: New Delhi
Date: 23 May 2022

Consolidated Statement of changes in equity

for the year ended March 31, 2022

A. Equity Share Capital (Refer Note 11)

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

₹ Lakhs

Particulars	Number of shares	Amount
Balance as at 1 April, 2020	**5,81,87,078**	**1,164**
Changes in share capital during the year	-	-
Balance as at March 31, 2021	**5,81,87,078**	**1,164**
Changes in share capital during the year	-	-
Balance as at March 31, 2022	**5,81,87,078**	**1,164**

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

₹ Lakhs

Particulars	Retained earnings	Capital Reserve	FVTOCI	Total
Balance as at 1 April, 2020	**(5,026)**	**6,942**	**-**	**1,916**
(Loss) for the year	(4,359)	-	-	(4,359)
Items of other comprehensive income recognised directly in retained earnings				
- Remeasurements of post-employment benefit obligation, net of tax	(77)	-	-	(77)
Balance as at March 31, 2021	**(9,462)**	**6,942**	**-**	**(2,520)**
Profit for the year	2,105	-	-	2,105
Items of other comprehensive income recognised directly in retained earnings				
- Remeasurements of post-employment benefit obligation, net of tax	(191)	-	-	(191)
- Change in fair value of investment, net of tax	-	-	1	1
Balance as at March 31, 2022	**(7,548)**	**6,942**	**1**	**(605)**

See accompanying notes to the consolidated financial statements.

In terms of our report of even date attached

For B S R and Associates
Chartered Accountants
(ICAI Firm registration Number: 128901W)

David Jones
Partner
Membership No. 098113

Place: Gurugram
Date: 23 May 2022

For and on behalf of the Board of Directors of Digicontent Limited

Arjit Gupta
Company Secretary

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(DIN:00020603)

Dinesh Mittal
Director
(DIN: 00105769)

Place: New Delhi
Date: 23 May 2022

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

1. Corporate information

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

The Group is engaged in "Entertainment & Digital Innovation Business". It 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

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 etc.

Information on related party relationship of the Company is provided in Note No 28 and 29.

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, 2022 are authorised for issue in accordance with a resolution of the board of directors on May 23, 2022.

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").

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 lakhs as per the requirement of Schedule III, unless otherwise stated.

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiary as at 31 March, 2021. 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)

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

- 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, 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 property, plant and equipment are eliminated in full). Ind-AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

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

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

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

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.

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.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

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.

Business combinations - common control transactions

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

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

- The assets and liabilities of the combining entities are reflected at their carrying amounts.
- No adjustments are made to reflect fair values, or recognise any new assets or liabilities. Adjustments are only made to harmonise accounting policies.
- The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

of the actual date of the combination. However, where the business combination had occurred after that date, the prior period information is restated only from that date.

- The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee or is adjusted against general reserve.
- The identity of the reserves are preserved and the reserves of the transferor become the reserves of the transferee.
- The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and is presented separately from other capital reserves

b) Current versus non- current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to sold or consumed in Company's 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 Company's 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 Company's functional currency. For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. 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.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

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 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
- **Level 3** — Valuation techniques for which inputs are unobservable inputs for the asset or liability

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

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 32)
- Quantitative disclosures of fair value measurement hierarchy (Note 32)
- Financial instruments (including those carried at amortised cost) (Note 32)

e) Revenue recognition

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 based on the transaction price, which is the consideration, adjusted for allowances, trade discounts, volume rebates, if any, as specified in the contract with the customer. Revenue excludes taxes collected from customers. The Group has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to credit risks.

Goods and Services Tax (GST) is not received by the Group on its own account. Rather, it is tax collected on behalf of the government. Accordingly, it is excluded from revenue.

Contract asset and unbilled receivables

Contract asset represents the Company's right to consideration in exchange for services that the Company has transferred to a customer when that right is conditioned on something other than the passage of time.

When there is unconditional right to receive cash, and only passage of time is required to do invoicing, the same is presented as unbilled receivable.

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services and the Company is under an obligation to provide only the goods or services under the contract. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

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

Revenue from digital services-

Online Advertising

Revenue from digital platforms by display of internet advertisements is typically contracted for a period of one to twelve months. Revenue in this respect is recognized as and when advertisement is published/ displayed. Unearned revenues are reported on the balance sheet as deferred revenue/ contract liability.

Revenue from Syndication

Revenue from Content Selling is recognized basis report shared by customer on usage and monetization of content.

Revenue from subscription

Revenue from subscription is typically contracted for a period ranging between one to twenty four months. Revenue in this respect is recognized over the period of the subscription, in accordance with the established principles of accrual accounting. Unearned revenues are reported on the balance sheet as deferred revenue.

Revenue from multi-media content management services-

Revenue from Content Selling

Revenue from Content Selling is recognized as and when the content is published/circulated by the customer.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Interest income

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.

Appendix C to Ind AS 12, Income Taxes dealing with accounting for uncertainty over income tax treatments does not have any material impact on financial statements of the Company.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences except :

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, 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, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

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 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

Construction in progress is stated at cost, net of accumulated impairment losses, if any. Plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met.

Cost comprises the purchase price, borrowing costs if capitalization criteria are met and any directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Recognition:

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if:

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

(a) it is probable that future economic benefits associated with the item will flow to the entity; and

(b) the cost of the item can be measured reliably.

All other expenses on existing assets, including day- to- day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

Depreciation methods, estimated useful life and residual value

Depreciation 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

The Group, based on technical assessment made by the management depreciates certain assets over estimated useful lives which are different from the useful life prescribed in Schedule ll to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

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.

Subsequent expenditure can be capitalised only if it is probable that future economic benefits associated with the expenditure will flow to the group.

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

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.

The useful life of intangible assets is assessed as either finite or indefinite.

Intangible assets with finite life are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite life is recognised in the statement of profit and loss.

Intangible assets with indefinite useful life are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or

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when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss.

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

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

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

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use

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asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in statement of profit and loss.

The Group has elected not to apply the requirements of Ind AS 116 to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

As a practical expedient a lessee (the Group) has elected, by class of underlying asset, not to separate lease components from any associated non-lease components. A lessee (the Group) accounts for the lease component and the associated non-lease components as a single lease component.

Group as a lessor

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. The Group recognises lease payments received under operating leases as income on a straight- line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease.

k) 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.

l) Employee benefits

Short term employee benefits and defined contribution plans:

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

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.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net

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interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognises related restructuring cost

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

The Group recognises the following changes in the net defined benefit obligation as an expense in the Statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Termination benefits

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.

m) 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 Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does 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.

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The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

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

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, financial assets are classified in following categories

- Debt instruments at amortised cost
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to

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trade and other receivables. For more information on receivables, refer to Note 7.

Debt instruments at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

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

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss as "Finance income from debt instruments at FVTPL" under the head "Other Income".

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind-AS 103 applies are Ind-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 statement of profit and loss.

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.

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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 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.

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, 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.

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The Group's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the 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, as they are considered an integral part of the Group's cash management.

Cash flows from operating activities are being prepared as per the indirect method mentioned in Ind AS 7.

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.

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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.

2.4. Significant accounting judgements, estimates and assumptions

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the acGrouping 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:

Property, Plant and Equipment

The Group, based on technical assessment management estimate, depreciates certain assets over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management has estimated, supported by technical assessment, the useful lives of certain plant and machinery as 4 years and office equipment as 3 years. These useful lives are lower than those indicated in schedule II. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

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.

Further details on taxes are disclosed in Note 18.

Defined benefit plans

The cost of the defined benefit gratuity plan 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.

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The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

Further details about gratuity obligations are given in Note 27.

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.

Determining the lease term of contracts with renewal and termination options – as lessee

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

The periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised.

For further details about leases, refer to accounting policy on leases and Note 26A.

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Note 3 : Property, plant and equipment

₹ Lakhs

Particulars	Office equipment	Plant and machinery	Total
Cost			
As at 1 April, 2020	**49**	**607**	**656**
Add: Additions during the year	5	143	148
Less : Disposals/ adjustments	2	18	20
As at March 31, 2021	**52**	**732**	**784**
Add: Additions during the year	6	232	238
Less : Disposals/ adjustments	1	11	12
As at March 31, 2022	**57**	**953**	**1,010**
Accumulated depreciation/ Impairment			
As at 1 April, 2020	**7**	**456**	**463**
Add: Charge for the year	5	117	122
Less : Disposals/ adjustments	1	17	18
As at March 31, 2021	**11**	**556**	**567**
Add: Charge for the year	4	144	148
Less : Disposals/ adjustments*	-	11	11
As at March 31, 2022	**15**	**689**	**704**
Net Block			
As at March 31, 2022	**42**	**264**	**306**
As at March 31, 2021	**41**	**176**	**217**

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

Note 4 : Intangible assets and intangible assets under development

₹ Lakhs

Particulars	Other Intangible Assets		Total of Other Intangible Assets	Intangible Assets under development	Goodwill (Refer note 36)
	Website Development	Software Licenses			
Gross carrying amount					
As at 1 April, 2020	**91**	**154**	**245**	**-**	**18,095**
Additions during the year	-	-	-	42	-
As at March 31, 2021	**91**	**154**	**245**	**42**	**18,095**
Additions during the year	9	-	9	5	-
As at March 31, 2022	**100**	**154**	**254**	**47**	**18,095**
Accumulated amortisation					
As at 1 April, 2020	**44**	**76**	**120**	**-**	**14,476**
Charge for the year	15	21	36	-	3,619
As at March 31, 2021	**59**	**97**	**156**	**-**	**18,095**
Charge for the year	15	18	33	-	-
As at March 31, 2022	**74**	**115**	**189**	**-**	**18,095**
Net carrying amount					
As at March 31, 2022	**26**	**39**	**65**	**47**	**-**
As at March 31, 2021	**32**	**57**	**89**	**42**	**-**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 5 : Income tax assets (net)

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Income tax assets (net) [related to current tax]	1,412	212
Total Income tax assets	**1,412**	**212**
Current	**-**	**-**
Non-Current	**1,412**	**212**

Financial Assets

Note 6A: Investments

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Investments at Fair Value through profit and loss		
Unquoted		
Investment in equity instruments	10	10
Quoted		
Investment in Mutual Funds	3,021	-
Investments at Fair Value through OCI		
Investment in equity instruments (refer note 32) :		
Reliance Industries Limited	3	2
125 (Previous Year: 125) equity shares of INR 10 each fully paid up		
Tata Consultancy Services Limited	3	3
80 (Previous Year: 80) equity shares of INR 1 each fully paid up		
Total investments	**3,037**	**15**
Current	**3,021**	**-**
Non - Current	**16**	**15**
Aggregate book value of quoted investments	**3,027**	**5**
Aggregate market value of quoted investments	**3,027**	**5**
Aggregate book value of unquoted investments	**10**	**10**

Note 6B : Loans

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Inter- corporate deposits given (refer note 29 and 43)	200	-
Total	**200**	**-**
Current	**-**	**-**
Non - Current	**200**	**-**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 6B : Loans (Contd..)

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Secured, considered good	-	-
Unsecured, considered good	200	-
Loans Receivables which have significant increase in credit risk	-	-
Loans Receivables – credit impaired	-	-
Total	**200**	**-**
Allowances for bad and doubtful loans	-	-
Net	**200**	**-**

The group has no loans and advances which are either repayable on demand or are without specifying any terms or period of repayment.

Note 6B : Other non- current assets

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Capital advances	15	15
Total	**15**	**15**

Note 7 : Trade Receivables

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Trade receivables	4,336	2,730
Receivables from related parties (refer note 29)	564	1,154
Unbilled receivable (refer note 29)	1,103	1,206
Loss allowance for bad & doubtful receivables	(295)	(410)
Total	**5,708**	**4,680**
Current	**5,708**	**4,680**
Non - Current	**-**	**-**

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Considered good – Secured	-	-
Considered good – Unsecured	6,003	5,090
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables – credit impaired	-	-
Total	**6,003**	**5,090**
Loss allowance for bad & doubtful receivables	(295)	(410)
Net Trade receivables	**5,708**	**4,680**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 7 : Trade Receivables (Contd..)

Trade Receivables ageing schedule

As at March 31, 2022

₹ Lakhs

Particulars	Unbilled	Not Due	Outstanding for following periods from the due date					Total
			Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	1,103	1,204	2,972	466	79	12	20	5,856
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	3	36	108	147
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Total	**1,103**	**1,204**	**2,972**	**466**	**82**	**48**	**128**	**6,003**
Less: Loss allowance for bad & doubtful receivables	-	-	6	31	82	48	128	295
Net Trade receivables	**1,103**	**1,204**	**2,966**	**435**	**-**	**-**	**-**	**5,708**

As at March 31, 2021

₹ Lakhs

Particulars	Unbilled	Not Due	Outstanding for following periods from the due date					Total
			Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	1,206	1,226	2,242	104	31	49	9	4,867
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	3	22	66	132	223
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Total	**1,206**	**1,226**	**2,242**	**107**	**53**	**115**	**141**	**5,090**
Less: Loss allowance for bad & doubtful receivables	-	-	37	64	53	115	141	410
Net Trade receivables	**1,206**	**1,226**	**2,205**	**43**	**-**	**-**	**-**	**4,680**

No trade or other receivable are due from directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member. For details of amount due from Related Parties refer note 29.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 8A: Cash and Cash Equivalents

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Cash on hand	1	1
Balance with banks :		
- On current accounts	57	176
- Deposits with original maturity of less than three months	257	1,968
Total	**315**	**2,145**

Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Group and earn interest at the respective short-term deposit rates.

Note 8B : Other bank balances

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Bank balances other than (8A) above		
- Deposits with original maturity of more than three months but upto 12 months	1,300	1,800
- Unclaimed dividend account*	-	-
Total	**1,300**	**1,800**

*INR 10,460/- balance in unclaimed dividend account for the year ended March 31, 2021 has been rounded off to Nil. This is settled during the FY 21-22 by payment to shareholders.

Note 9A: Other financial assets

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Other Financial Assets at Amortised Cost		
Bank deposits with more than 12 months maturity	1,700	2,094
Security deposits (refer note 29)	1,561	1,446
Income accrued on bank deposits	47	27
Employee receivables	25	21
Allowances for employees receivables	(21)	(21)
Total	**3,312**	**3,567**
Current	**1,753**	**1,592**
Non - Current	**1,559**	**1,975**

Break up of financial assets carried at amortised cost

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Trade receivables (Note 7)	5,708	4,680
Cash and cash equivalents (Note 8A)	315	2,145
Other bank balances (Note 8B)	1,300	1,800
Other financial assets (Note 9A)	3,312	3,567
Total	**10,835**	**12,192**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 9A: Other financial assets (Contd..)

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

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Investments (Note 6A)	3,031	10
Total	**3,031**	**10**

Break up of financial assets at fair value through other comprehensive income

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Investments (Note 6A)	6	5
Total	**6**	**5**

Note 9B: Contract assets

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Income accrued but not due	83	62
Total	**83**	**62**
Current	**83**	**62**
Non - Current	**-**	**-**

Amount billed during FY 2021-2022 from contract assets at the beginning of the year is INR 62 lakhs. Balance of INR 83 Lakhs as at March 31, 2022 pertains to current year transactions.

Note 10: Other current assets

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Prepaid expenses [(after offsetting lease liability of INR 508 Lakhs (Previous Year March 31, 2021: INR 508 Lakhs)] (refer note 29)	394	154
Advances recoverable	24	26
Goods and service tax (GST) credit receivable	137	89
Total	**555**	**269**

Note 11 : Share Capital

Authorised Share Capital

Particulars	Number of shares	Amount (INR Lakhs)
As at April 1, 2020	**6,00,00,000**	**1,200**
Increase/(decrease) during the year	-	-
As at March 31, 2021	**6,00,00,000**	**1,200**
Increase/(decrease) during the year	-	-
As at March 31, 2022	**6,00,00,000**	**1,200**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 11 : Share Capital (Contd..)

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.

Issued and subscribed capital

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

Particulars	Number of shares	Amount (INR Lakhs)
As at April 1, 2020	**5,81,87,078**	**1,164**
Changes during the year	-	-
As at March 31, 2021	**5,81,87,078**	**1,164**
Changes during the year	-	-
As at March 31, 2022	**5,81,87,078**	**1,164**

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

Particulars	March 31, 2022		March 31, 2021	
	Number of shares	Amount (INR Lakhs)	Number of shares	Amount (INR Lakhs)
Shares outstanding at the beginning of the year	5,81,87,078	1,164	5,81,87,078	1,164
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	**5,81,87,078**	**1,164**	**5,81,87,078**	**1,164**

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:

₹ Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
The Hindustan Times Limited, the holding company		
37,764,521 (March 31, 2021- 40,444,271) equity shares of INR 2 each fully paid	755	809

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 11 : Share Capital (Contd..)

Shareholding of Promoters as below

As at 31 March 2022

Promoter name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	%of total shares	% Change during the year
The Hindustan Times Limited, the holding company*	4,04,44,271	(26,79,750)	3,77,64,521	64.9%	-6.63%
Total	**4,04,44,271**	**(26,79,750)**	**3,77,64,521**	**64.9%**	**-6.63%**

As at 31 March 2021

Promoter name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	%of total shares	% Change during the year
The Hindustan Times Limited, the holding company*	4,04,38,621	5,650	4,04,44,271	69.5%	0.01%
Total	**4,04,38,621**	**5,650**	**4,04,44,271**	**69.5%**	**0.01%**

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

Particulars	March 31, 2022		March 31, 2021	
	Number of shares	% holding	Number of shares	% holding
Equity shares of INR 2 each fully paid				
The Hindustan Times Limited, the holding company*	3,77,64,521	64.9%	4,04,44,271	69.5%

*As per records of the Company, including its register of shareholders/members and other declaration received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Note 12: Other equity

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Retained earnings	(7,548)	(9,462)
Capital reserve	6,942	6,942
FVTOCI reserve	1	-
Total	**(605)**	**(2,520)**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 12: Other equity (Contd..)

Retained Earnings

₹ Lakhs

Particulars	Amount
As at April 1, 2020	**(5,026)**
Net loss for the year	(4,359)
Items of other comprehensive income recognised directly in retained earnings	
- Remeasurements of defined benefits obligation, net of tax	(77)
As at March 31, 2021	**(9,462)**
Net profit for the year	2,105
Items of other comprehensive income recognised directly in retained earnings	
- Remeasurements of defined benefits obligation, net of tax	(191)
As at March 31, 2022	**(7,548)**

Capital reserve*

₹ Lakhs

Particulars	Amount
As at April 1, 2020	**6,942**
Changes during the year	-
As at March 31, 2021	**6,942**
Changes during the year	-
As at March 31, 2022	**6,942**

* In relation to past business acquisitions

FVTOCI reserve*

₹ Lakhs

Particulars	Amount
As at April 1, 2020	**-**
Changes during the year	-
As at March 31, 2021	**-**
Changes during the year	1
As at March 31, 2022	**1**

* In relation to investments classified at Fair Value through OCI

Note 13A : Borrowings

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Current Borrowings		
Unsecured		
Inter corporate deposits (note below) (refer note 29, 32 and 43)	6,817	8,000
Total	**6,817**	**8,000**
Aggregate Secured Loans	**-**	**-**
Aggregate Unsecured Loans	**6,817**	**8,000**
Current	**6,817**	**-**
Non- current	**-**	**8,000**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 13A : Borrowings (Contd..)

Intercompany loan from HT Media Limited was drawn in various tranches INR 7,700 Lakhs on December 28, 2017 & INR 300 Lakhs 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. Partial pre-payment of INR 1,183 Lakhs was done during the year ended March 31, 2022 at amortised cost.

Debt reconciliation:

Particulars	Borrowings (INR Lakhs)
As at 1 April, 2020	**8,000**
Change during the year	-
Balance as at March 31, 2021	**8,000**
Repayment	1,183
Balance as at March 31, 2022	**6,817**

Note 13B : Lease liabilities

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Unsecured		
Lease liabilities [(after offsetting prepaid expenses of INR 508 Lakhs (Previous Year March 31, 2021: INR 508 Lakhs)](refer note 26A)	28	1,024
Total	**28**	**1,024**
Current	**9**	**999**
Non- current	**19**	**25**

Note 14: Trade payables

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Trade payables		
(i) Total outstanding dues of micro enterprises and small enterprises (refer note 30)	83	235
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		
- Payable to related parties (refer note 29)	13	125
- Payable to others	2,440	1,650
Other than micro enterprises and small enterprises	**2,453**	**1,775**
Total	**2,536**	**2,010**
Current	**2,536**	**2,010**
Non- Current	**-**	**-**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 14: Trade payables (Contd..)

Trade Payables ageing schedule

As at March 31, 2022

₹ Lakhs

Particulars	Unbilled	Not Due	Outstanding for following periods from the due date				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	72	11	-	-	-	83
(ii) Others	1,885	354	182	32	-	-	2,453
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	**1,885**	**426**	**193**	**32**	**-**	**-**	**2,536**

As at March 31, 2021

₹ Lakhs

Particulars	Unbilled	Not Due	Outstanding for following periods from the due date				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	231	4	-	-	-	235
(ii) Others	738	198	829	9	1	-	1,775
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	**738**	**429**	**833**	**9**	**1**	**-**	**2,010**

Note 15 : Other financial liabilities

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
I. Other financial liabilities at amortised cost		
Unclaimed dividend *	-	-
Employee payables	1,563	1,647
Interest accrued but not due on borrowings (refer note 29)	3,480	2,973
Creditors for capital purchases**	8	-
Total	**5,051**	**4,620**
Current	**5,051**	**1,647**
Non- Current	**-**	**2,973**

*INR 10,460/- payable to investor education and protection fund for the year ended March 31, 2021 has been rounded off to Nil. This is settled during the FY 21-22 by payment to shareholders.

**INR 34,308/- Creditors for capital purchases for the period ended March 31, 2021 has been rounded off to Nil.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 15 : Other financial liabilities (Contd..)

Break up of financial liabilities carried at amortised cost

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Borrowings (Note 13A)	6,817	8,000
Lease Liabilities (Note 13B)	28	1,024
Trade payables (Note 14)	2,536	2,010
Other financial liabilities (Note 15)	5,051	4,620
Total financial liabilities carried at amortised cost	**14,432**	**15,655**

Note 16 : Provisions

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Provision for gratuity (refer note 27)	1,123	819
Provision for leave encashment (refer note 27)	40	44
Total	**1,163**	**863**
Current	**1,151**	**851**
Non- Current	**12**	**12**

Note 17A : Contract liabilities

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Unearned revenue	582	311
Advances from customers	145	131
Total	**727**	**442**
Current	**727**	**442**
Non Current	**-**	**-**

Amount of revenue recognised during FY 2021-2022 from contract liabilities at the beginning of the year is Rs. 415 lakhs (Previous year 141 lakhs).

Amount accrued during FY 2021-22 amounts to Rs. 700 Lakhs (Previous year Rs. 442 Lakhs).

Note 17B : Other current liabilities

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Statutory dues	482	381
Total	**482**	**381**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 18 : Income tax

The major components of income tax expense for the year ended 31 March 2022 are :

Statement of profit and loss :

Profit or loss section

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Current income tax :		
Current income tax charge	276	-
Deferred tax :		
Deferred tax charge	978	1,055
Adjustment of deferred tax in respect of previous year*	-	1
Income tax expense reported in the statement of Profit or Loss	**1,254**	**1,056**

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

OCI section :

Deferred tax related to items recognised in OCI during in the year ended March 31, 2022:

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Income tax credit on remeasurements of defined benefit plans	64	37
Income tax charged to OCI	**64**	**37**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2022 and March 31, 2021:

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Accounting profit/(loss) before income tax	3,359	(3,303)
At India's domestic income tax rate of 25.17% (Previous year -26.00%)	**845**	**(859)**
Non-recognition of deferred tax asset	363	425
Impact due to change in tax rate	46	-
Reversal of deferred tax impact on goodwill #	-	1,489
Tax true up impact*	-	1
At the effective income tax rate	**1,254**	**1,056**
Income tax expense reported in the statement of profit and loss	**1,254**	**1,056**

Represents deferred tax asset reversed by the Company on difference between book basis and tax basis of goodwill, pursuant to goodwill taken out of purview of tax depreciation w.e.f. 1 April 2020 by Finance Bill enacted in March 2021.

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

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 18 : Income tax (Contd..)

Deferred tax

Deferred tax relates to the following:

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Deferred tax assets		
Differences in depreciation in block of property, plant and equipment as per tax books and financial books	14	16
Unabsorbed depreciation	-	970
Provision for doubtful debts and advances	72	91
Effect of expenditure debited to Statement of profit and loss in the current year but allowed for tax purposes in following year	445	363
Gross deferred tax assets	**531**	**1,440**
Deferred tax liabilities		
Difference between tax base and book base on Investments	5	-
Gross deferred tax liabilities	**5**	**-**
Deferred tax assets (net)	**526**	**1,440**

Reconciliation of deferred tax assets (net):

Particulars	(INR Lakhs)
Balance as at April 1, 2020	**2,459**
Tax expense during the year recognised in profit or loss	(1,056)
Tax income during the year recognised in OCI	37
Closing balance as at March 31, 2021	**1,440**
Tax expense during the year recognised in profit or loss	(978)
Tax income during the year recognised in OCI	64
Closing balance as at March 31, 2022	**526**

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Deductible temporary differences, unused tax losses, and unused tax credits for which no deferred tax asset is recognised in the balance sheet as on 31 March 2022:

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Temporary differences arising on:		
Carried forward business losses (available for 8 assessment years from the respective year of origination of losses)	1,160	738
Unabsorbed depreciation (Available for infinite period)	11	10
Provision for doubtful debts and advances (available on write off/collection)	8	21
Differences in depreciation in block of fixed assets as per tax books and financial books (available in due course)	5	2
Effect of expenditure debited to Statement of profit and loss in the period but allowed for tax purposes in following period (available on payment basis)	12	32
Deferred tax Asset	**1,196**	**803**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 19 : Revenue from operations

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Sale of services		
- Revenue from digital services	19,615	13,160
- Revenue from multi-media content management services (refer note 29)	12,798	11,729
Total	**32,413**	**24,889**

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

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Contract price	33,061	25,342
Adjustments to the contract price	(648)	(453)
Revenue Recognised	**32,413**	**24,889**

The adjustments made to the contract price comprises of volume discounts.

Note 20 : Other income

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Interest income on effective interest rate (EIR) method		
- Bank deposits	196	50
- income tax refund	-	287
- Others	115	107
Other non - operating income		
Finance income from debt instruments at FVTPL*	21	-
Unclaimed balances/liabilities written back (net)	70	32
Exchange differences (net)	20	-
Net gain on disposal of property, plant and equipment	1	1
Reversal of loss allowance for bad & doubtful receivables	31	-
Income under cost contribution arrangement (refer note 29)	390	-
Miscellaneous income**	42	19
Total	**886**	**496**

*Gain on account of fair value movement (refer note 2.2 (n) Debt instruments at FVTPL)

**includes INR Nil (previous year INR 18 Lakhs) pertaining to lease modification.

Note 21 : Employee benefits expense

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Salaries, wages and bonus	13,067	11,224
Contribution to provident and other funds (refer note 27)	510	483
Gratuity expense (refer note 27)	203	172
Workmen and staff welfare expenses	39	53
Total	**13,819**	**11,932**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 22 : Finance costs

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Interest on inter corporate deposits (refer note 29)	1,137	1,114
Interest on lease liabilities (refer note 26A)	29	85
Bank Charges	19	14
Total	**1,185**	**1,213**

Note 23 : Depreciation and amortisation expense

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Depreciation of property, plant and equipments (refer note 3)	148	122
Depreciation of right-of-use assets (refer note 26A)	1,457	1,438
Amortisation of intangible assets (refer note 4)	33	3,655
Total	**1,638**	**5,215**

Note 24 : Other expenses

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Advertising and sales promotion	1,384	399
Power and fuel	1	1
Communication Costs	81	48
Legal and professional fees	3,088	1,556
News service and dispatches	3,339	2,985
Repairs and maintenance		
Plant and machinery	2,348	1,893
Rates and taxes	10	76
Insurance	127	133
Service Charges on advertisement revenue	65	67
Rent (refer note 26 A)	1,201	1,684
Travelling and conveyance	1,261	1,200
Loss allowance for bad & doubtful receivables	-	79
Exchange differences (net)	-	29
Director's sitting fees (refer note 29)	19	31
Payment to auditor (refer note I)	42	26
Security Charges	17	19
Housekeeping charges	41	40
Expense under cost contribution arrangement (refer note 29)	187	-
Miscellaneous expenses	87	63
Total	**13,298**	**10,328**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 24 : Other expenses (Contd..)

Note I : Payment to auditors

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
As auditor :		
- Audit fee	31	16
- Limited review	4	6
In other capacities :		
- Certification fees	4	2
Reimbursement of expenses	3	2
Total	**42**	**26**

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, 2022

₹ Lakhs

Particulars	Retained earnings	FVTOCI Reserve	Total
Re- measurement (losses) on defined benefit plans	(255)	-	(255)
Change in Fair value of investment	-	1	1
Tax impact	64	-	64
Total	**(191)**	**1**	**(190)**

During the year ended March 31, 2021

₹ Lakhs

Particulars	Retained earnings	FVTOCI Reserve	Total
Re- measurement (losses) on defined benefit plans	(114)	-	(114)
Tax impact	37	-	37
Total	**(77)**	**-**	**(77)**

Note 26: Earnings per share (EPS)

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 year after considering the impact of the Scheme. As at March 31, 2022, there are no dilutive potential Equity Shares outstanding.

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

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Profit/ (Loss) attributable to equity holders (INR Lakhs)	**2,105**	**(4,359)**
Weighted average number of equity shares for basic and diluted earnings per share	**5,81,87,078**	**5,81,87,078**
Earnings/ (Loss) per share (face value of Rs. 2/- Each)		
Basic EPS (INR)	3.62	(7.49)
Diluted EPS (INR)	3.62	(7.49)

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 26A: Leases

The Group has taken office premises under lease arrangement.

i) The details of the right-of-use asset held by the Group is as follows:

₹ Lakhs

Particulars	Buildings
Balance at 1 April 2020	**3,216**
Additions to right-of-use assets	37
Depreciation charge for the year	(1,438)
Derecognition of right-of-use assets	(384)
Balance at 31 March 2021	**1,431**
Additions to right-of-use assets	508
Depreciation charge for the year	(1,457)
Balance at 31 March 2022	**482**

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

₹ Lakhs

Particulars	Buildings
Balance at 1 April 2020	**2,841**
Derecognition	(403)
Additions	37
Accretion of interest	85
Payments (considered below for cash flow)	(1,028)
Prepaid rent adjustment (considered below for cash flow)	(508)
Balance at 31 March 2021	**1,024**
Additions	508
Accretion of interest	29
Prepaid rent adjustment (considered below for cash flow)	(508)
Payments (considered below for cash flow)	(1,025)
Balance at 31 March 2022	**28**
Current	**9**
Non- Current	**19**
Balance at 31 March 2021	**1,024**
Current	**999**
Non- Current	**25**

The maturity analysis of lease liabilities are disclosed in Note 33.

iii) Amounts recognised in statement of profit or loss:

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Interest on lease liabilities	29	85
Depreciation expense of right-of-use assets	1,457	1,438
Expenses relating to short-term leases (refer note 24)	1,201	1,684

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 26A: Leases (Contd..)

iv) Amounts recognised in statement of cash flows:

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Total cash outflow for leases	1,533	1,536

Note 27 : Defined Benefits Plan

A. Gratuity

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Gratuity	1,123	819
Total	**1,123**	**819**
Current	**1,111**	**807**
Non- Current	**12**	**12**

The Company 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.

Multi-media Content Management Undertaking of HT Media Limited (HTML) and Hindustan Media Ventures Limited (HMVL) was transferred and vested to and in HTDSL, as going concern on slump exchange basis, with effect from closing hours of March 31, 2016 (' Appointed Date') ('the Scheme').

In terms of the aforesaid Scheme, certain employees of HTML and HMVL were transferred on a going concern basis. The Gratuity Trust (HTDSL Employees Gratuity Trust) related to these employees was incorporated by HTDSL during the year ended March 31, 2018. An amount equivalent to the amount recoverable from HTML and HMVL Gratuity Trust as appearing in HTDSL Employees Gratuity Trust Financial Statements represent plan assets for HTDSL. The return generated by HTML and HMVL Gratuity Trust is shared with HTDSL Employees Gratuity Trust on proportionate basis in proportion to share of HTDSL Employees Gratuity Trust in total plan assets of HTML and HMVL Gratuity Trust.

The board of directors of HTDSL has passed the resolution on 2 March, 2021 to dissolve the HTDSL Employees Gratuity Trust with effect from 15 March, 2021. As part of settlement, confirmation letter has been obtained from trustees of HTML and HMVL Gratuity Trust stating that-

- Amount recoverable from HTML and HMVL Gratuity Trust will represent plan assets for HTDSL
- The return generated by HTML and HMVL Gratuity Trust will be shared with HTDSL on proportionate basis in proportion to share of HTDSL in total plan assets of HTML and HMVL Gratuity Trust.

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:

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 27 : Defined Benefits Plan (Contd..)

A. Post employment obligations

Gratuity Plan

Changes in the defined benefit obligation and fair value of plan assets as at 31 March, 2022 :

Present value of Obligation

₹ Lakhs

Particulars	March 31, 2022 Present value of Obligation	March 31, 2021 Present value of Obligation
Opening balance	1,014	948
Current service cost	152	120
Interest expense or cost	62	65
Re-measurement (or actuarial) (gain) / loss arising from:		
- change in demographic assumptions	(83)	-
- change in financial assumptions	396	189
- experience variance (i.e. actual experience vs assumptions)	(54)	(70)
Benefits paid	(154)	(213)
Transfer In/(Out)*	1	(25)
Total	**1,334**	**1,014**

*In relation to transfer of employees to fellow subsidiary

Fair Value of Plan Assets

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Opening balance	195	179
Investment income	12	13
Return on plan assets, excluding amount recognised in net interest expenses	4	3
Total	**211**	**195**

Reconciliation of fair value of plan assets and defined benefit obligation

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Fair vlaue of plan assets at the end of the year	211	195
Defined benefit obligation at the end of the year	1,334	1,014
Amount recognised in provisions (refer note 16)	**1,123**	**819**

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

Particulars	Defined Gratuity Plan March 31, 2022	Defined Gratuity Plan March 31, 2021
Investment in Funds managed by HTML and HMVL Gratuity Trust	100%	100%

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 27 : Defined Benefits Plan (Contd..)

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

Particulars	March 31, 2022 %	March 31, 2021 %
Discount Rate	6.45%	6.15%
Salary Growth Rate	10%	6%
Withdrawal Rate		
Up to 30 years	10.00%	7%
31 - 44 years	10.00%	7%
Above 44 years	10.00%	7%
Mortality Rate	100% IALM 2012-14	100% IALM 2012-14

A quantitative sensitivity analysis for significant assumption as at March 31, 2022 is as shown below:

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Defined benefit obligation (Base)	1,334	1,014

Impact on defined benefit obligation

₹ Lakhs

Particulars	March 31, 2022		March 31, 2021	
Assumptions	Decrease	Increase	Decrease	Increase
Discount rate(-/+1%)	115	(100)	91	(78)
Salary growth rate(-/+1%)	(98)	109	(78)	90
Attrition rate (-/+ 50%)	153	(92)	2	(1)
Mortality Rate (-/+ 10%)*	-	(1)	(2)	2

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

The sensitivity analysis above has been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The following payments are maturity profile of Defined Benefit Obligations in future years:

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Within the next 12 months (next annual reporting period)	129	107
Between 2 and 5 years	506	359
Between 6 and 10 years	615	427
Beyond 10 years	1,219	965
Total expected payments	**2,469**	**1,858**

Average duration of the defined benefit plan obligation

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Weighted average duration	8 Years	8 Years

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 27 : Defined Benefits Plan (Contd..)

B. Defined Contribution Plan

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Contribution to provident and other funds		
Charged to statement of profit and loss	510	483

C. Leave encashment (unfunded)

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

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

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Liability at the beginning of the year	44	58
Transfer In/(Out)*	-	(1)
Benefits paid during the year	(8)	(18)
Provided during the year	4	5
Liability at the end of the year	**40**	**44**

*In relation to transfer of employees to fellow subsidiary

Note 28: Related party transactions

i) List of Related Parties and Relationships:-

Parties having direct or indirect control over the Company (Holding Company)	Earthstone Holding (Two) Private Limited (Ultimate controlling party is the Promoter Group)
Holding Company	The Hindustan Times Limited
Fellow Subsidiaries (with whom transactions have occurred during the year)	HT Media Limited
	Hindustan Media Ventures Limited
	HT Overseas Pte. Ltd.
	Mosaic Media Ventures Limited
	HT Music and Entertainment Company Limited
	Next Radio Limited
	HT Mobile Solutions Limited
Key Managerial Persons (with whom transactions have occurred during the year)	Mr. Ajay Relan (deceased and ceased to be Non-Executive Independent Director on October 1, 2021)
	Mr. Vivek Mehra
	Ms. Suchitra Rajendra
	Mr. Lloyd Mathias (Non-Executive independent Director, w.e.f December 28, 2021)

ii) Transactions with related parties

Refer Note 29

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 (other than Inter-corporate Deposit refer note 13A)

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 29 : Related party transactions

₹ Lakhs

Particulars	Holding Company		Fellow Subsidiaries		Key Managerial Personnel (KMP's)		Total	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Transactions during the year with related parties								
REVENUE TRANSACTIONS								
INCOME								
Digital services	-	-	691	466	-	-	691	466
Service fees received	-	-	-	19	-	-	-	19
Content license fees income	-	-	23	-	-	-	23	-
Multi-media content management services	-	-	12,798	11,729	-	-	12,798	11,729
Share of revenue received on joint sale	-	-	122	118	-	-	122	118
Income under cost contribution arrangement	-	-	390	-	-	-	390	-
Interest income on inter corporate deposit given*	-	-	-	-	-	-	-	-
EXPENSE								
Advertisement expenses	-	-	104	221	-	-	104	221
Content license fees expenses	-	-	20	-	-	-	20	-
Share of revenue given on joint sale	-	-	60	-	-	-	60	-
Infrastructure support services	-	-	1,198	1,682	-	-	1,198	1,682
Rent & maintenance	1,525	1,293	-	-	-	-	1,525	1,293
Interest accrued on inter corporate deposit	-	-	1,137	1,114	-	-	1,137	1,114
Non Executive Director's Sitting Fee	-	-	-	-	19	31	19	31
Commission & collection charges paid	-	-	31	20	-	-	31	20
Treasury & management support services	-	-	311	227	-	-	311	227
Expense under cost contribution arrangement	-	-	187	-	-	-	187	-
OTHERS								
Reimbursement of expenses incurred on behalf of the Group by parties	-	-	128	421	-	-	128	421
Reimbursement of expenses incurred on behalf of the party by the Group	-	-	49	17	-	-	49	17
Inter corporate deposits given by the Company	-	-	200	-	-	-	200	-
Repayment of inter corporate deposits	-	-	1,183	-	-	-	1,183	-
BALANCE OUTSTANDING								
Trade receivables	-	-	1,667	2,360	-	-	1,667	2,360
Trade payables	-	-	13	125	-	-	13	125
Security deposit given (undiscounted value)	1,556	1,556	-	-	-	-	1,556	1,556
Prepaid expenses	508	508	-	-	-	-	508	508
Inter corporate deposit given & interest accrued on it	-	-	200	-	-	-	200	-
Inter corporate deposit taken & interest accrued on it	-	-	10,297	10,973	-	-	10,297	10,973

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

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 30: Based on the information available with the Group, Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006

₹ Lakhs

Particulars	March 31, 2022	March 31, 2021
Principal amount	83	235
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 31 : Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, securities 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 and interest accrued on borrowings.

₹ Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Borrowings (Note 13A)	6,817	8,000
Interest accrued on borrowings (Note 15)	3,480	2,973
Debt	**10,297**	**10,973**
Equity & other equity	559	(1,356)
Total capital employed	**10,856**	**9,617**
Less: Intangible assets (including Intangible assets under development)	(112)	(131)
Net capital employed	**10,744**	**9,485**
Gearing ratio	**96%**	**116%**

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2022 and March 31, 2021.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 32 : 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:

₹ Lakhs

Particulars	Carrying Value		Fair value		Fair value mechanism Hierarchy level
	31-Mar 22	31-Mar-21	31-Mar-22	31-Mar-21	
Financial assets measured at fair value through profit and loss (FVTPL)					
Unquoted Equity Investments (refer note 6A)	10	10	10	10	Level 3*
Quoted mutual funds Investment (refer note 6A)	3,021	-	3,021	-	Level 1**
Financial assets measured at fair value through OCI					
Quoted Equity Investments (refer note 6A)	6	5	6	5	Level 1**
Financial assets measured at amortised cost					
Bank deposits with more than 12 months maturity (refer note 9A)	1,700	2,094	1,700	2,094	Level 2***
Security deposits given [Non-Current] (refer note 9A)	1,559	1,445	1,559	1,445	Level 2****
Financial assets- loan (refer note 6B)	200	-	200	-	Level 2****
Financial liabilities for measured at amortised cost					
Borrowings (refer note 13A)	6,817	8,000	6,817	8,000	Level 2*****

*The sensitivity analysis disclosures in relation to Unquoted equity instrument classified at FVTPL is not been disclosed since the management believes that there is no movement in the fair value on the reporting date.

The management assessed that fair value of trade receivables, cash and cash equivalents, other bank balances, other current financial assets, short-term borrowings, lease liabilities, trade payables and other current financial liabilities 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:

**Investments in quoted equity shares are valued at closing price of stock on recognised stock exchange. Investments in quoted mutual funds being valued at Net Asset Value.

***Fixed bank deposits with more than 12 months maturity has been derived basis the interest accrued on fixed deposits upto the balance sheet date.

****The Security deposits/Loans given are evaluated by the Company based on parameters such as interest rate, risk factors, risk characteristics and individual credit-worthiness of the counterparty. Based on this evaluation, allowances are taken into account for the expected losses.

*****The fair values of long term interest-bearing borrowings are determined by using Discounted Cash Flow (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 33: 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.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the mitigation of these risks. The Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The policies for managing each of these risks, which are summarized below:-

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 33: Financial risk management objectives and policies (Contd..)

(1) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk.

(i) 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 since the Group has fixed interest rate debt obligation.

(ii) 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. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency).

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in exchange rates, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities.

₹ Lakhs

Particulars	Outstanding balances		Change in foreign currency rate		Effect on Loss before tax	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Change in USD rate						
Trade Receivables	1,549	714	+/-1%	+/-1%	15	7

(iii) Equity price risk

The Group invests in listed and non-listed equity securities which are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Group manages the equity price risk through diversification and by placing limits on individual and total equity instruments. Reports on the equity portfolio are submitted to the Group's senior management on a regular basis. The Group's Investment Committee reviews and approves all equity investment decisions (refer note 32).

(2) 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. The Group is 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.

Trade receivables and other financial assets

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 7 and Note 9A . The group does not hold collateral as security.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 33: Financial risk management objectives and policies (Contd..)

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

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made as per guidelines and within limits approved by Board of Directors. Board of Directors/ Management reviews and update guidelines, time to time as per requirement. The guidelines are set to minimize the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Liquidity risk

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

Loan will mature in less than one year at March 31, 2022 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

₹ Lakhs

Particulars	With in 1 year	More than 1 years	Total
As at March 31, 2022			
Borrowings (refer note 13A)	6,817	-	6,817
Lease liabilities (refer note 13B)	9	19	28
Trade payables (refer note 14)	2,536	-	2,536
Other financial liabilities (refer note 15)	5,051	-	5,051
As at March 31, 2021			
Borrowings (refer note 13A)	-	8,000	8,000
Lease liabilities (refer note 13B)	999	25	1,024
Trade payables (refer note 14)	2,010	-	2,010
Other financial liabilities (refer note 15)	1,647	2,973	4,620

The outstanding loan of INR 10,297 Lakhs (including interest accrued) from HT Media Limited as on 31.3.2022 is payable as INR 9,855 lakhs by 28 December, 2022 and INR 442 lakhs by 28 March 2023. There is positive Net Assets Position (after off-setting liability of INR 10,297 Lakhs) of INR 559 Lakhs as on 31 March 2022. For mitigating the liquidity risk, refer note 44.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 34 :

Additional information as required under Schedule III of the Companies Act, 2013, of the enterprises consolidated as subsidiary.

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 Lakhs)	As % of consolidated profit or loss	Amount (INR Lakhs)	As % of consolidated other comprehensive income	Amount (INR Lakhs)	As % of total comprehensive income	Amount (INR Lakhs)
Current year : As on March 31, 2022								
I. Parent :								
Digicontent Limited	44%	7,126	-70%	(1,463)	0%	(1)	-77%	(1,464)
II Subsidiary :								
Indian								
HT Digital Streams Limited	56%	9,082	170%	3,546	100%	(189)	177%	3,357
Sub total	**100%**	**16,208**	**100%**	**2,083**	**100%**	**(190)**	**100%**	**1,893**
III Adjustment arising out of consolidation		(15,649)		22		-		22
Total		**559**		**2,105**		**(190)**		**1,915**

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 Lakhs)	As % of consolidated profit or loss	Amount (INR Lakhs)	As % of consolidated other comprehensive income	Amount (INR Lakhs)	As % of total comprehensive income	Amount (INR Lakhs)
Current year : As on March 31, 2021								
I. Parent :								
Digicontent Limited	53%	8,590	37%	(1,634)	-37%	28	36%	(1,606)
II Subsidiary :								
Indian								
HT Digital Streams Limited	47%	7,634	63%	(2,725)	137%	(105)	64%	(2,830)
Sub total	**100%**	**16,224**	**100%**	**(4,359)**	**100%**	**(77)**	**100%**	**(4,436)**
III Adjustment arising out of consolidation		(17,580)		-		-		-
Total		**(1,356)**		**(4,359)**		**(77)**		**(4,436)**

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 35: 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".

There are three customers (including related parties) which represent 10% or more of the Group's total revenue with total amounting to Rs. 18,578 lakhs and Rs. 15,663 lakhs for the year ended March 31, 2022 and March 31, 2021 respectively.

Note 36 : Goodwill acquired pursuant to Schemes of Arrangement under section 391-394 of Companies Act, 1956 between HT Media Limited and HT Digital Streams Limited and Hindustan Media Ventures Limited and HT Digital Streams Limited ('the Schemes') approved by Hon'ble Hight Court of Delhi in earlier years has been accounted for as per the requirements of the Schemes whereby goodwill is required to be amortised over a period of five years. This accounting treatment as per the Schemes is different from that prescribed in the applicable Ind AS which requires such goodwill to only be tested for impairment annually. Had the Scheme not required goodwill to be amortised, the Group would have reported a profit before tax of INR 316 lakhs as against reported loss before tax of INR 3,303 lakhs , Reserves of INR 8,633 lakhs as against negative reserves of INR 9,462 lakhs and total assets of INR 34,079 lakhs as against INR 15,984 lakhs as at 31 March 2021. Such goodwill has been fully amortised as on March 31, 2021.

Note 37: Commitments

₹ Lakhs

Particulars	As at 31st March 2022	As at 31st March 2021
Estimated amount of contracts on capital account pending to be executed (Net of advances INR 15 Lakhs (As at March 31, 2021: INR 13 lakhs)	272	187

Note 38: Group Information

Information about subsidiary

The consolidated financial statements of the company includes subsidiary listed in the table below :

₹ Lakhs

Name	Principal activity	Country of incorporation	% equity interest	
			As at 31st March 2022	As at 31st March 2021
HT Digital Streams Limited	HT Digital Streams Limited	India	100	100

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 39: Standards issued but not yet effective

On 23 March 2022, the Ministry of Corporate Affairs (MCA) issued certain amendments and annual improvements to Ind AS. These amendments are applicable for accounting periods beginning on or after 1 April 2022.

Amendment to Ind AS 103

Reference of Conceptual Framework for Financial Reporting under Ind AS has been given for definition of assets and liabilities. The application of this amendment is not expected to have a material impact on the Group's financial statements.

Amendment to Ind AS 16

Sale of items produced in the process of making PPE available for its intended use: Sale proceeds of such items would be deducted from the cost of PPE before its intended use.

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

Amendment to Ind AS 37

Cost to fulfil a contract: Include both:

(a) incremental costs—for example, direct labour and materials; and

(b) an allocation of other direct—for example, an allocation of the depreciation charge for an item of PPE used in fulfilling the contract The application of this amendment is not expected to have a material impact on the Group's financial statements.

Amendment to Ind AS 101

Where a subsidiary adopts Ind AS later than its parent entity and applies Ind AS 101. D16(a), it is permitted to measure cumulative translation differences for all foreign operations at amounts included in CFS of parent's date of transition. This amendment is not applicable to the Group.

Amendment to Ind AS 109

While performing the '10 per cent test' for derecognition of financial liabilities, borrower includes only fees paid or received between borrower and lender directly or on behalf of the other's behalf.

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

Amendment to Ind AS 41

Aligns the fair value measurement requirement in Ind AS 41 with those in Ind AS 113, Fair Value Measurement. This amendment is not applicable to the Group.

Note 40: On the matter with respect to classification of the Company as a Non-Banking Finance Company (NBFC) / Systemically Important Core Investment Company (SI-CIC), as per audited financial statements as of March 31, 2021, submitted to RBI on June 25, 2021 and as per audited financial statements as at March 31, 2022, the Company does not fulfil the criteria prescribed for classification as NBFC or SI-CIC.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 41: Scheme of amalgamation between Next Mediaworks Limited (NMWL), Digicontent Limited (DCL) and HT Mobile Solutions Limited(HTMSL) with HT Media Limited (HTML)

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. 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 was filed before the Delhi and Mumbai Benches of Hon'ble National Company Law Tribunal (NCLTs) on September 08, 2021 and September 13, 2021 respectively.

Pursuant to directions of Hon'ble Delhi NCLT vide order dated February 03, 2022 read with order dated December 22, 2021, the meetings of the equity shareholders of DCL was convened on March 29, 2022 for considering their approval to the Scheme.

The Scheme has not been approved by the requisite majority of equity shareholders (including public shareholders) of DCL as per the requirements of the SEBI Circular.

Note 42: Management has been continuously evaluating the possible effects that may result from the pandemic relating to COVID-19 on the operations and consolidated financial statements of the Group for the year ended March 31, 2022. The Group has considered and taken into account internal and external information and has performed sensitivity analysis based on current estimates in assessing the recoverability of financial and non financial assets. Given the uncertainties associated with nature, condition and duration of COVID-19, the impact assessment on the Group's consolidated financial statements will be continuously made and provided for as required.

Note 43 : Statutory Information

(i) No proceeding has been initiated or pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

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

(iii) The Group has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

(iv) There are no transaction which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(v) There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.

(vi) There are no funds which have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

   a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Group or

   b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

(vii) There are no funds which have been received by the Group from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group shall:

a) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or

b) provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

(viii) The Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have more than one CIC (which is not required to be registered with RBI as not being Systemically Important CIC).

Note 44 : The Group's current liabilities exceed current assets as at 31 March 2022, primarily because the Group is required to repay an inter corporate deposit (ICD) including interest due thereon to a fellow subsidiary amounting to Rs. 10,297 lakhs in the financial year 2022-23.

While, the Group was able to meet its fund requirements in relation to the operations and other liabilities, the Group is exploring various internal and external sources to raise funds in order to meet the obligations falling due in FY 2022-23 and beyond. Funds availability on due date for repayment of loan could be insufficient to fully settle it. Management is seeking extension of period for repayment of the ICD. However, being a related party transaction the same would require prior approval of the Board of Directors of lending company and minority shareholders of the Digicontent Limited. Being a material amount and uncertainty in getting approvals for extension of the ICD, it indicates a material uncertainty that may cast significant doubt on the Digicontent Limited's ability to continue as a going concern.

These consolidated financial statements have been prepared on going concern basis which contemplates realisation of assets and settlement of liabilities in the normal course of business.

Note 45 : Reclassification

1. Pursuant to amendment in Schedule III to the Companies Act, 2013, effective from 1 April 2021, the Group has modified the classification of certain assets and liabilities. Comparative amounts in the notes to the Consolidated financial statements were reclassified for consistency.

₹ Lakhs

Particulars	Original	Reclassified	Difference
Assets			
Non Current Assets			
Financial Assets			
- Loans	1,445	-	(1,445)
- Others financial assets	530	1,975	1,445
Current Assets			

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Note 45 : Reclassification (Contd..)

₹ Lakhs

Particulars	Original	Reclassified	Difference
Financial Assets			
- Trade Receivable	3,474	4,680	1,206
- Loans	1	-	(1)
- Others financial assets	2,797	1,592	(1,205)
Liability			
Current liabilities			
Others current liabilities	512	381	(131)
Contract Liabilities	311	442	131

2. During the year ended 31 March 2022, the Group has revised the presentation of certain notes to the consolidated financial statements for better presentation. Comparative amounts in the notes to the consolidated financial statements were reclassified for consistency.

In terms of our report of even date attached

For B S R and Associates
Chartered Accountants
(ICAI Firm registration Number: 128901W)

David Jones
Partner
Membership No. 098113

For and on behalf of the Board of Directors of Digicontent Limited

Arjit Gupta
Company Secretary

Ajay Sivaraman Nair
Chief Financial Officer

Puneet Jain
Chief Executive Officer

Priyavrat Bhartia
Director
(DIN:00020603)

Dinesh Mittal
Director
(DIN: 00105769)

Place: Gurugram
Date: 23 May 2022

Place: New Delhi
Date: 23 May 2022

Notes to Consolidated Financial Statements

for the year ended March 31, 2022

Annexure

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

PART "A" : SUBSIDIARIES

₹ Lakhs

Sr. No.	1
Name of the Subsidiary Company	HT Digital Streams Limited
Date since when subsidiary was acquired	31-Mar-18
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not applicable
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not applicable
a) Share capital	1,785
b) Reserves and surplus	7,297
c) Total assets	15,448
d) Total liabilities	15,448
e) Investments	3,031
f) Turnover @	33,059
g) Profit before taxation	4,800
h) Provision for tax expenses	1,254
i) Profit after taxation	3,546
j) Proposed dividend	-
Extent of shareholding (%)	100%

@ includes Other Income

PART " B" : ASSOCIATES AND JOINT VENTURES

The Group doesn't have any associate and joint venture.

For and on behalf of the Board of Directors of Digicontent Limited

Arjit Gupta
Company Secretary

Ajay Sivaraman Nair
Chief Financial Officer

Puneet Jain
Chief Executive Officer

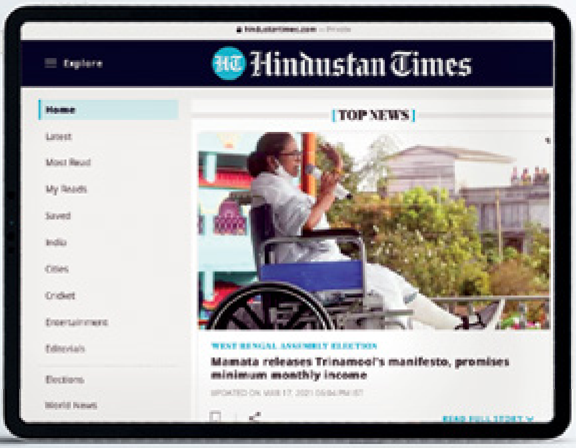
Priyavrat Bhartia
Director
(DIN:00020603)

Dinesh Mittal
Director
(DIN: 00105769)

Date: May 23, 2022
Place: New Delhi

Note

PAVING THE PATH FOR
DIGITAL TRANSFORMATION



March'22

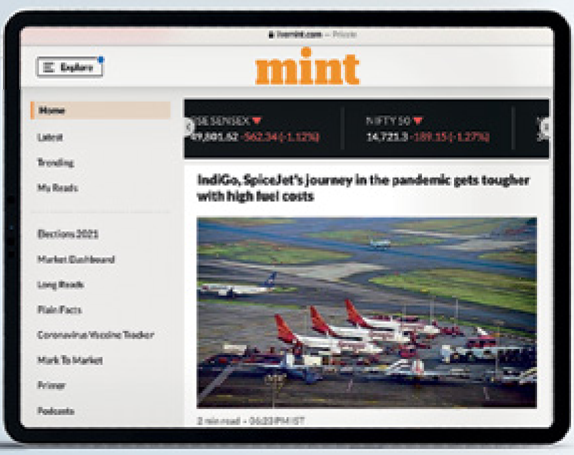
66 Mn. UNIQUE USERS

279 Mn. PAGE VIEWS

March'22

69 Mn. UNIQUE USERS

506 Mn. PAGE VIEWS



March'22

31 Mn. UNIQUE USERS

85 Mn. PAGE VIEWS

149 Million readers follow HT Media Group's digital platforms for credible news.

Source: Comscore MMX multi-platform, Geo:India, Mar'22

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