

FORM NO. MGT-7

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



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L74999DL2017PLC322147

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAECH2819R

(ii) (a) Name of the company

DIGICONTENT LIMITED

(b) Registered office address

Hindustan Times house, 2nd Floor,
18-20, Kasturba Gandhi Marg
New Delhi
Central Delhi
Delhi
110001

(c) *e-mail ID of the company

investor@digicontent.co.in

(d) *Telephone number with STD code

01166561234

(e) Website

www.digicontent.co.in

(iii) Date of Incorporation

14/08/2017

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

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

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

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

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

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

(a) If yes, date of AGM 30/08/2022

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

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

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

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	THE HINDUSTAN TIMES LTD	U74899DL1927PLC000155	Holding	64.9
2	HT DIGITAL STREAMS LIMITED	U74900BR2015PLC025243	Subsidiary	100

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

(i) *SHARE CAPITAL

(a) Equity share capital

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

Number of classes

1

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

(b) Preference share capital

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

Number of classes

0

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

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

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

At the beginning of the year	837	58,186,241	58187078	116,374,156	116,374,156	
Increase during the year	0	18	18	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		18	18			
Dematerialisation of Physical Shares						
Decrease during the year	18	0	18	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	18	0	18			
Dematerialisation of Physical Shares						
At the end of the year	819	58,186,259	58187078	116,374,156	116,374,156	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0

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

ISIN of the equity shares of the company

INE03JI01017

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

0

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

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

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

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

Date of the previous annual general meeting		
Date of registration of transfer (Date Month Year)		
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred			Amount per Share/ Debenture/Unit (in Rs.)		
Ledger Folio of Transferor					
Transferor's Name					
	Surname		middle name		first name
Ledger Folio of Transferee					
Transferee's Name					
	Surname		middle name		first name

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

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

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

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

Details of debentures

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

(v) Securities (other than shares and debentures)

0

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

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

(i) Turnover

13,449,185

(ii) Net worth of the Company

-357,817,219

VI. (a) *SHARE HOLDING PATTERN - Promoters

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

	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	37,764,521	64.9	0	
10.	Others	0	0	0	
	Total	37,764,521	64.9	0	0

Total number of shareholders (promoters)

6

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	13,004,391	22.35	0	
	(ii) Non-resident Indian (NRI)	377,122	0.65	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	136,883	0.24	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	6,711,452	11.53	0	
10.	Others Trust, Clearing members, IE	192,709	0.33	0	
	Total	20,422,557	35.1	0	0

Total number of shareholders (other than promoters)

25,029

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

25,035

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

2

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
AEGIS INVESTMENT FUND	4TH FLOOR 19 BANK STREET CYBER			100,000	0.17
DODONA HOLDINGS LIMITED	STANDARD CHARTERED BANK, SECTOR			36,749	0.07

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

Details	At the beginning of the year	At the end of the year
Promoters	6	6
Members (other than promoters)	27,781	25,029
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

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

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

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

8

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Priyavrat Bhartia	00020603	Director	1	
Ms. Suchitra Rajendra	07962214	Director	0	
Mr. Vivek Mehra	00101328	Director	0	
Mr. Dinesh Mittal	00105769	Director	5	31/05/2022
Mr. Praveen Someshwa	01802656	Director	0	
Mr. Lloyd Mathias	02879668	Additional director	0	
Mr. Puneet Jain	AGFPJ2809P	CEO	0	
Mr. Ajay Sivaraman Nai	ADWPN6808Q	CFO	0	

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

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mr. Ajay Relan	00002632	Director	01/10/2021	Cessation
Mr. Lloyd Mathias	02879668	Additional director	28/12/2021	Appointment
Mr. Vikas Prakash	ATZPP3726G	Company Secretar	07/02/2022	Cessation
Mr. Utsav Saini	BDOPS2157L	Company Secretar	08/02/2022	Appointment
Mr. Utsav Saini	BDOPS2157L	Company Secretar	11/03/2022	Cessation

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

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

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	21/09/2021	26,494	143	73.81
Court Convened Meeting of	29/03/2022	25,105	75	68.86

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	15/06/2021	6	6	100
2	30/07/2021	6	6	100
3	25/10/2021	5	4	80
4	24/01/2022	6	5	83.33

C. COMMITTEE MEETINGS

Number of meetings held

9

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	09/06/2021	4	4	100
2	Audit Committee	15/06/2021	4	4	100
3	Audit Committee	30/07/2021	4	4	100
4	Audit Committee	25/10/2021	3	3	100
5	Audit Committee	24/01/2022	4	4	100
6	Audit Committee	30/03/2022	4	3	75
7	Stakeholders Forum	16/02/2022	3	3	100
8	Nomination & Remuneration Committee	15/06/2021	4	4	100
9	Banking & Finance Committee	21/10/2021	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/08/2022
								(Y/N/NA)
1	Mr. Priyavrat E	4	3	75	1	0	0	No
2	Ms. Suchitra F	4	3	75	8	7	87.5	Yes
3	Mr. Vivek Meh	4	4	100	6	6	100	Yes
4	Mr. Dinesh Mi	4	4	100	3	3	100	Not Applicable
5	Mr. Praveen S	4	4	100	9	9	100	Yes
6	Mr. Lloyd Mat	1	1	100	2	2	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

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

0

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

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Vikas Prakash	Company Secre	1,843,740	0	0	40,609	1,884,349
	Total		1,843,740	0	0	40,609	1,884,349

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Ajay Relan	Independent Dir	0	0	0	400,000	400,000
2	Ms. Suchitra Rajenc	Independent Dir	0	0	0	650,000	650,000
3	Mr. Vivek Mehra	Independent Dir	0	0	0	700,000	700,000
4	Mr. Lloyd Mathias	Independent Dir	0	0	0	200,000	200,000
	Total		0	0	0	1,950,000	1,950,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

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

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

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

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

☐ Yes ☒ No

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

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

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

Name

Manish Gupta

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

4095

I/We certify that:

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

Declaration

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

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

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

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

To be digitally signed by

Director

SAMUDRA
BHATTACH
ARYA

DIN of the director

02797819

To be digitally signed by

ARJIT
GUPTA

- ☒ Company Secretary
☐ Company secretary in practice

Membership number

Certificate of practice number

Attachments

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

Attach

Attach

Attach

Attach

List of attachments

DCL MGT 8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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

RMG & ASSOCIATES

Company Secretaries

Form No. MGT-8

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

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books & papers of **Digicontent Limited** (hereinafter referred to as "the Company") having CIN: **L74999DL2017PLC322147**, as required to be maintained under the Companies Act, 2013 (hereinafter referred to as "the Act") and the rules made thereunder for the financial year ended on **March 31, 2022**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

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



- 4) The Company has called, convened and hold the meetings of Board of Directors and its committees and the meeting of members of the Company on such dates as stated in the Annual Return as per the Act and as per the Notification No. G.S.R 186 (E) dated March 19, 2020 read with Notification No. G.S.R 395 (E) dated December 30, 2020 issued by the Ministry of Corporate Affairs (MCA), to conduct the Meetings of the Board or its committees through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and as per General Circular No(s).14/2020, 17/2020, 20/2020 and 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, respectively, issued by the MCA to hold and convened Extra-Ordinary General Meetings/ Annual General Meetings through VC or OAVM, in respect of which meetings, proper notices were given and the proceedings including the circular resolutions(s), have been recorded in the Minute Book/ Registers maintained for the purpose and the same have been signed. It is further recommended to observe stricter applicability of Secretarial Standards.
- 5) As per the information provided to us, the Company was not required to close its Register of Members/ Security holders, during the period under review.
- 6) As per the information provided to us and based on the audited financial statements, the Company has not advanced any loan to its Directors and/or persons or firms or Companies referred in Section 185 the Act, during the period under review.
- 7) As per the minutes of the Audit Committee and other information furnished to us and in accordance with audited financial statements, all the contracts/ arrangements/ transactions entered or modified by the Company, during the period under review, with related parties, were in compliance with the provisions of the Section 188 of the Act, to the extent applicable.
- 8) The Company has not issued, allotted and bought back any securities and there were no instances of redemption of preference shares or debentures, alteration or reduction of share capital, conversion of shares/securities during the period under review.
- 9) There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act during the period under review.
- 10) During the period under review, the Company has not declared any dividend for the year ended March 31, 2022. Further, instances of transfer of unpaid/ unclaimed dividend/other amounts to the Investor Education and



Protection Fund (IEPF) in accordance with Section 125 of the Act is not applicable to the Company except to the sale proceeds of shares representing fractional entitlement, arise out of allotment made to the eligible shareholders of HT Media Limited (HTML), pursuant to the Scheme of Arrangement between HTML (Demerged Company) and the Company (Resulting Company) and their respective Shareholders and Creditors, as sanctioned by the New Delhi Bench of the Hon'ble National Company Law Tribunal, vide its order dated March 7, 2019. The unpaid/unclaimed amount of sale proceeds of shares representing fractional entitlement will be transferred to IEPF after seven years in compliance of applicable provisions of the Act.

- 11) The audited financial statement of the Company, for the period under review, were signed as per the provisions of Section 134 of the Act and report of Directors, for the aforesaid period, is in accordance with sub-sections (3), (4) and (5) of Section 134 of the Act.
- 12) During the period under review:
 - i) The Board of Directors of the Company comprised of Non-Executive Directors;
 - ii) The changes in the composition of the Board of Directors and Key Managerial Personnel that took place during the period under review were carried out in compliance with the provisions of the Act;
 - iii) The Company has complied with the provisions relating to disclosure of Directors of the Company, retirement and re-appointment of Directors, appointment of Key Managerial Personnel(s) and their remuneration, to the extent applicable.
- 13) The Shareholders of the Company at their Annual General Meeting held on August 25, 2020 approved the appointment of M/s B S R and Associates, Chartered Accountants ("BSR") [Firm Registration No. 128901W as the Statutory Auditor of the Company, to hold the office for a period of 5 (five) consecutive years until the conclusion of Annual General Meeting to be held in the calendar year 2025.
- 14) Composite Scheme of Amalgamation u/s 230-232 of the Companies Act, 2013 which provides for merger of Next Mediaworks Limited (NMWL), Digicontent limited (DCL) and HT Mobile Solutions Limited (HTMSL) with HT Media limited (HTML) ("Scheme"), has been approved by the Board of Directors of respective companies at their meeting held on February 11, 2021, subject to requisite approval(s). Both NSE and BSE have issued their no-objection letter in relation to the Scheme pursuant to Regulation 37 of SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015. The Scheme has been filed before the Delhi and Mumbai Benches of Hon'ble National Company Law Tribunal (NCLTs) on September 08, 2021 and September 13, 2021 respectively for necessary directions to convene the meetings of Equity Shareholders and Creditors of the respective companies for their requisite approvals. The Scheme is subject to a sanction by NCLT's



and approvals of such other statutory authorities as may be required. Pursuant to directions of Hon'ble NCLT New Delhi vide its order dated February 3, 2022 r/w December 22, 2021, the meeting of the equity shareholders of the company was convened on March 29, 2022, for considering their approval to the Scheme. However, the Scheme was not approved by the requisite majority of public shareholders in consonance to the circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India ("SEBI").

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

Further, during the period under review, the Company has not given any guarantee/provided security to other bodies corporate or persons falling under the provisions of Section 186 of the Act.

- 18) The Company has not altered any provision of the Memorandum of Association and/or Articles of Association of the Company during the period under review.

Place: New Delhi
Date: 29.09.2022
UDIN: F005123D001080593

For RMG & Associates
Company Secretaries



CS Manish Gupta
Partner

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

29/9/2022

Annexure

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

Sl. No.	Form / Return	Under Section/ Rule of Companies Act, 2013	Date of Filing	Whether filed within prescribed time	If delay in filing whether requisite additional fees paid or not
1.	Form MSME-1	Section 405	29-04-2021	Yes	N.A.
2.	CFSS	CFSS, 2020	30-06-2021	Yes	N.A.
3.	Form MGT-14	Section 117	14-07-2021	Yes	N.A.
4.	Form MGT-14	Section 117	28-08-2021	Yes	N.A.
5.	Form AOC-4 XBRL	Section 137	20-10-2021	Yes	N.A.
6.	Form DIR-12	Section 170	13-10-2021	Yes	N.A.
7.	Form MGT-15	Section 121	19-10-2021	Yes	N.A.
8.	Form MGT-14	Section 117	20-10-2021	Yes	N.A.
9.	Form MSME-1	Section 405	29-10-2021	Yes	N.A.
10.	Form IEPF-2	Rule 5(8)	18-11-2021	Yes	N.A.
11.	Form MGT-14	Section 117	24-11-2021	No	Yes
12.	Form MGT-7	Section 92	07-12-2021	Yes	N.A.
13.	Form MGT-14	Section 117	08-12-2021	No	Yes
14.	Form DIR-12	Section 170	12-01-2022	Yes	N.A.
15.	Form DIR-12	Section 170	16-02-2022	Yes	N.A.
16.	Form MGT-14	Section 117	16-02-2022	Yes	N.A.
17.	Form DPT-3	Rule 16	22-06-2022	Yes	N.A.

For RMG & Associates
Company Secretaries



CS Manish Gupta
Partner

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

Place: New Delhi
Date: 29.09.2022
UDIN: F005123D001080593

28/9/2022