DIGICONTENT LIMITED

LEADING THE DIGITAL REVOLUTION

ANNUAL REPORT 2022-2023

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

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New Delhi – 110001
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Registrar and Share Transfer Agent

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Plot No. 31 & 32, Financial District,
Nanakramguda, Serilingampally
Hyderabad, Rangareddy, Telangana,
India -500032
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To view the report online, please log on to: www.digicontent.co.in

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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, ongoing global conflicts 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.*

ABOUT US

Digicontent Limited (DCL) boasts a robust portfolio of product offerings tailored to the dynamic digital news and media sector. We specialize in content sourcing and play an instrumental role in disseminating news, information, and entertainment across various digital platforms. DCL manages content and advertising for notable English, Hindi and Business news websites like Hindustan Times, Hindustan and Mint, as well as their associated mobile applications. Our digital offerings also span vernacular news in multiple Indian languages, and we have a presence in the entertainment and innovative digital segments that focus on niche interest cohorts. Our commitment to innovation and excellence positions us to capitalize on emerging trends, and our focus remains on delivering enriching digital experiences to a growing global audience.

Key Brands

hindustantimes.com

livehindustan.com

livemint.com

HT Auto

HT Tech

desimartini

healthshots

HT Vernacular

MANAGEMENT DISCUSSION AND ANALYSIS

Indian Economy

The National Statistical Office (NSO) of India projects a GDP growth of 7.2% for the (fiscal year) FY 2022-23, predominantly fuelled by private consumption and investment. This momentum is further reinforced by strategic government policies, enhanced labour market conditions, and rising consumer confidence.

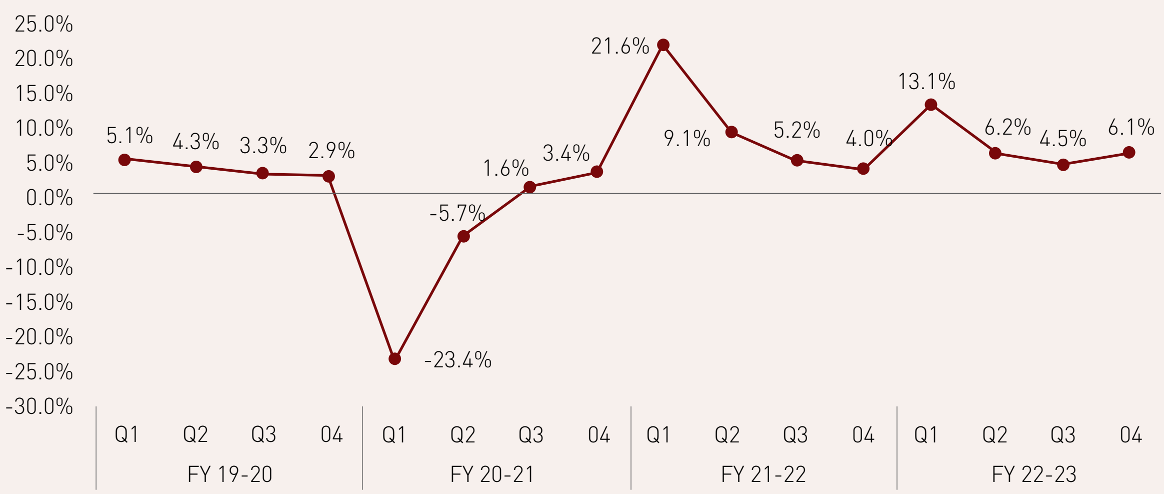
However, the inflation rate has remained tenaciously high, projected at around 6.5%-6.7% for FY 2022-23, largely due to global macroeconomic influences. Despite these challenges, India's growth rate of 7.2% for FY 2022-23 exceeds the projections from both the Reserve Bank of India (RBI) and the World Bank, solidifying India's position as one of the fastest-growing economies.

Looking to the future, optimistic outlooks are projected for the manufacturing, services, and agricultural sectors, which are set to boost domestic consumption further. The enhancement of business and consumer confidence, coupled with accelerated credit expansion, are poised to play crucial roles in supporting economic growth. Government initiatives, such as financial inclusion policies, rural demand stimulus, the 'Make in India' campaign, and support for start-ups are expected to generate significant job opportunities. This, in turn, is likely to increase disposable income, thereby stimulating consumer demand.

In terms of corporate debt, India stands in contrast to many countries with a lower debt-to-GDP ratio, underscoring the resilience of its corporate sector. This robust debt profile has played an instrumental role in preserving India's overall macroeconomic stability.

Source: MOSPI, RBI, World Bank, IMF

India's Real GDP Growth (%)



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

Outlook

India's economic recovery following the pandemic is progressing led by vigorous domestic demand and enhanced capital investments. The Economic Survey projects a baseline GDP growth of 6.5% for FY 2023-24. This positive projection is rooted in supportive credit provisions, favourable investment cycles and the widespread adoption of public digital platforms. Government initiatives such as industry-focused and production-linked programs are expected to stimulate manufacturing output. Simultaneously, the increasing digitization of industries is set to propel the services sector, and continuous innovation to invigorate the agricultural sector. With energy costs under control and international supply chains reopening, inflation is projected to decline, providing an additional boost for growth.

The improving financial health of businesses and the banking sector sets the stage for accelerated growth in FY 2023-24, facilitated by robust loan distribution and capital investments. The decreasing urban unemployment rate, alongside the rise in Employee Provident Fund registrations, too suggests that private consumption and capital formation will serve as key contributors to India's economic advancement in FY 2023-24.

Source: MOSPI, RBI, World Bank, IMF

Indian Media and Entertainment Industry

In the calendar year (CY) 2022, the Indian media and entertainment (M&E) industry demonstrated a remarkable recovery from the impact of the pandemic experienced in previous years, returning to its growth trajectory from before the pandemic. The sector saw significant expansion, increasing by INR 348 billion—a growth of 19.9%—to reach a total of INR 2.1 trillion. This figure exceeds its pre-pandemic levels from CY 2019 by 10%.

Despite the evolving landscape, television continues to dominate as the most significant component of the media and entertainment industry. Meanwhile, digital media has further consolidated its strong second position. Print media, experiencing a resurgence, has claimed the third spot. The filmed entertainment sector has also bounced back due to an increase in theatrical releases, surpassing online gaming to reclaim its fourth position. Traditional media—which includes television, print, filmed entertainment, out-of-home (OOH) advertising, music, and radio—accounted for 58% of the M&E sector's revenues in CY 2022. This statistic implies a shifting trend towards digital media and other emerging segments.

The video Over-The-Top (OTT) segment is anticipated to become increasingly prominent in the creation, distribution, and promotion of entertainment media content. OTT streaming platforms persist in offering a wide range of high-quality and specialized content for audiences.

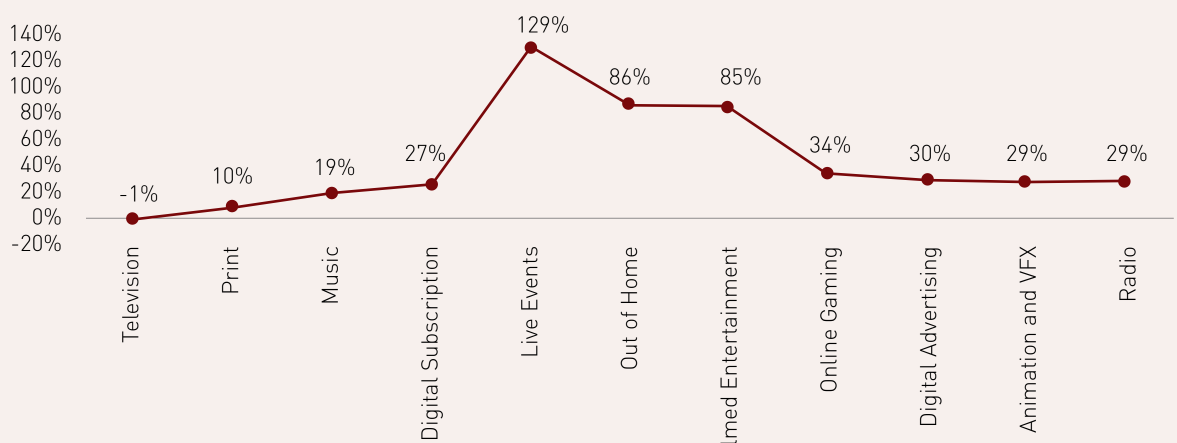
Outlook

Looking forward to CY 2023, forecasts suggest that the Media & Entertainment (M&E) sector will grow by 11.5% to reach a value of INR 2.34 trillion. Moreover, the sector is expected to maintain a compound annual growth rate (CAGR) of 10.5%, rising to INR 2.83 trillion by CY 2025. This growth is likely to be largely fuelled by digital media, online gaming, and television, which are collectively projected to account for 65% of the growth. Other significant contributors will include animation and VFX (11%), live events (8%), and films (8%). By 2025, the number of daily active users of smart connected TVs is anticipated to exceed 40 million. Despite changes in the media landscape, print media remains a crucial component for effective brand building and reaching educated and affluent audiences.

In recent years, digital media has gained increasing popularity, driven by the widespread adoption of over-the-top (OTT) platforms, online gaming, e-commerce, e-learning, and online news platforms. This trend is expected to continue, with digital media projected to experience annual growth rates of 15% to 18% in the medium term.

Source: EY FICCI Report, 2023

M&E Industry Segment-wise Growth: 2022 vs 2021 (%)



Source: EY FICCI M&E Sector Report 2023

Digital Advertising

Digital advertising has emerged as a prominent pillar in the M&E (Media and Entertainment) industry, driven by rapid digital transformation and the increasing shift to online consumption of information and entertainment.

In the Indian market, overall advertising achieved a significant milestone in 2022, surpassing INR 1 trillion for the first time, with traditional media representing 52% and digital media representing the remaining 48% of all advertising.

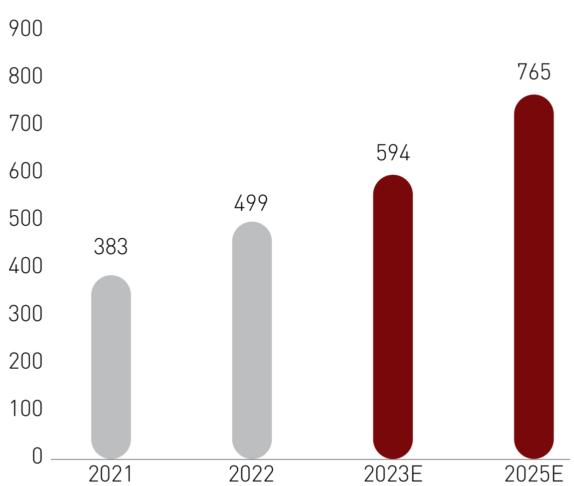
Marketing professionals are leveraging unique digital strategies such as hyper-localized campaigns, programmatic and geo-targeted out-of-home efforts, one-to-one marketing, and behaviour-enriched cohorts to drive business outcomes. With a market share of 48% and an estimated value of INR 499 billion, digital advertising is the fastest-growing segment in the advertising landscape. Social media, online video, and paid search are the primary channels for digital ad spending.

Digital advertising is projected to grow at a 15% CAGR, with its share expected to increase from 48% in CY 2022 to 50% by CY 2023 and further to 54% by CY 2025; reaching INR 765 billion by CY 2025 and INR 1 trillion by CY 2027, fuelled by emerging industry themes and trends. Digital advertising is poised to surpass other segments in terms of growth.

Source: EY FICCI Report, 2023

Digital Ad spends

(INR billion)



Source: EY FICCI M&E Sector Report 2023

Digital Content

Digital content consumption in India has experienced significant growth, as internet penetration increased by 4% to reach 866 million by December 2022. The country has the 2nd largest broadband subscriber base in the world, surpassing 800 million subscriptions and trailing only behind China. The number of smartphone users reached 538 million in CY 2022. Social media with the rise in internet penetration has seen a massive surge in total online audience to cross 500 million in 2022.

In CY 2022, online news had a reach of 473 million unique users and by CY 2025, this online news reach is expected to grow to over 550 million with a majority of the audience being web-based traffic. This shows a penetration growth from around 55% of internet users to approx. 60% in the coming years.

Source: EY FICCI Report, 2023

Company Overview

Digicontent Limited (Digicontent or DCL), along with its wholly-owned subsidiary, maintains a strong and versatile portfolio of products that allows it to leverage emerging opportunities in the digital news and media space. The Company specializes in providing content sourcing services and plays a crucial role in distributing news, knowledge, information, entertainment, and general interest content through diverse digital and electronic media channels.

Digicontent manages news and media content, advertising time and space on renowned news websites including hindustantimes.com, livemint.com, and livehindustan.com along with popular mobile applications of these platforms. The Company's digital offerings also encompass vernacular news and media across multiple Indian languages. Furthermore, the Company operates several ventures within the entertainment and new-age digital sectors.

Key Product Portfolio

Digital Content Business

The Company specializes in the creation, sourcing, and ownership of a diverse range of high-quality multimedia literary content, particularly in the digital media sphere. Additionally, the Company offers content sourcing services to news publishers in the form of news formats for newspaper editions, magazines, and supplements.

hindustantimes.com

hindustantimes.com is one of India's leading English digital news and information websites, renowned for its delivery of unbiased news without sensationalism. It has earned a reputation as a trusted and reliable source in an era of widespread misinformation. With a robust network of journalists and a dedicated digital content team, hindustantimes.com swiftly transforms inputs into sharp and relevant stories. The website has experienced remarkable growth, improved its ranking and established itself as a reputable news source. With an extensive network of reporters hindustantimes.com ensures reliable and timely news updates. Its mobile-first design and innovative features, including infinite scroll, distinguish it from competitors. Furthermore, hindustantimes.com has expanded its content offerings to include videos, online stories, audio content, and more.

Ranked No. 2

English news site*

(*based on Mar'23 unique users as per Comscore)

livehindustan.com

livehindustan.com is a leading Hindi language news and information website. Powered by a strong digital content team, it delivers breaking and developing stories in real time, catering to the immediate news consumption needs of our audience. Its focus on hyper-local content ensures that it provides relevant information to its users. The website enhances user experience through smart interactive multimedia features. Exclusive multimedia content by the online editorial team is updated round the clock with the latest in breaking news action. livehindustan.com draws on the legacy strengths of its brand to serve credible, authentic content to its dedicated user base.

Ranked No. 5

Hindi news site*

(*based on Mar'23 unique users as per Comscore)

livemint.com

livemint.com, a prominent business news website in India, has established itself as an industry leader through its pioneering product innovation. The website provides extensive coverage of business news, curated by a proficient online news desk. livemint.com has achieved remarkable growth and success by employing a skilled online editorial team that generates real-time content focused on trending macro-economic and commercials events around the globe. With its user-friendly interface, personalized service, and innovative mobile-first approach, livemint.com ensures users have access to the latest and most relevant content tailored to their specific needs.

The business news portal implemented initiatives to enhance the user experience, including bundled subscriptions with leading global media business publications, improvements to the app and web platform, and the use of artificial intelligence for personalized content. These efforts are aimed to provide users with a comprehensive and engaging experience on the platform.

Ranked No. 3

Business news site*

(*based on Mar'23 unique users as per Comscore)

desimartini.com

desimartini.com is an online platform renowned for its comprehensive movie reviews and ratings. It offers viewers access to the latest trailers, videos, songs, celebrity information, news updates, and movie release dates. The website is easily accessible through various platforms, including popular social media sites like Facebook and Twitter, as well as mobile apps.

Over time, desimartini.com has evolved from being a platform for audience reviews to becoming a leading source of information on Indian cinema, keeping audiences informed about the latest happenings in the entertainment world. The website continues to cater to the preferences of the new generation of users by offering content formats that resonate with the social media-savvy audience.

HT Auto

HT Auto is the go-to destination for complete and comprehensive coverage of the Indian and International automobile industry. With a careful balance between the latest news and insightful perspectives from this ever-evolving sector, HT Auto keeps readers informed with updates, reviews, insider information, and more. It has evolved into a comprehensive database of news, features, galleries, and videos. The platform provides extensive coverage of major events like the Beijing Auto Show, Munich International Motor Show, and Tokyo Motor Show, producing reports, galleries, and live blogs for significant unveils. On the back of the portal's redesign last year, there has been positive growth in page views for the fiscal year.

HT Tech

HT Tech strives to provide a distinctive experience for users in the niche segment of tech news and information. The HT Tech YouTube channel is dedicated to producing and hosting up-to-date product insights, comparisons, and unboxing videos, which are widely shared on social media. The detailed "How To" stories have garnered significant engagement from HT Tech readers over the years. Furthermore, the portal's notable redesign has been well received by its readers. Throughout the fiscal year, HT Tech has witnessed a steady growth in both users and page views.

HT Vernacular

HT Vernacular platforms offer a wide range of engaging content, contributing to the growth of regional language journalism in India. With a strong focus on regional content, it has gained popularity and become a leading source of news and information for diverse language readers. The Company is rapidly gaining footprints in the vernacular markets with strong foothold through HT Bangla and a strong start with HT Tamil, HT Telugu, HT Kannada and HT Marathi.

healthshots.com

healthshots.com is a one-stop shop unique health and wellness digital platform in India that focuses on holistic wellness and caters specifically to millennial women. It offers expert-backed content in both English and Hindi, covering a wide range of topics through features, videos, and podcasts. Health Shots aims to bridge the gap between women's wellness needs and the available online information by providing tailored, credible content in one convenient location for preventive health and wellness information.

Key holistic wellness initiatives undertaken include introduction of new sections and optimizing content, redesigning story pages for improved discoverability, launching features to encourage repeat users, making perpetual scroll enhancements, improving platform performance, and running social media campaigns for brand building through strategic partnerships with influencers and platforms like 'SheThePeople'.

Subscription Business

In recent years, subscriptions have emerged as a crucial revenue model for news organizations. As digital media has gained prominence, traditional advertising revenue has been impacted, prompting publishers to seek innovative ways to monetize their content. Digital subscriptions offer news organizations a reliable and sustainable income stream while providing several advantages to readers.

The Company, transitioned from a hard paywalled content model to a user-level paywall model based on readers' engagement, time spent on the platform, and the number of premium articles accessed. Additionally, the Company has established partnerships with global publications to provide users with global content.

Editorial Highlights

Throughout the year, the Company implemented various editorial initiatives across its product offerings. These initiatives included in-depth coverage of key themes, tracking developing stories, and providing multiple options for information consumption. As a result, there was a substantial increase in user traffic and page views across digital properties.

A significant focus during the fiscal year was placed on expanding video coverage of news and information to cater to the changing demographic. Additionally, a variety of daily, weekly, and thematic newsletters were launched, which have shown promising engagement among readers.

hindustantimes.com

During the year under review, hindustantimes.com successfully solidified its market position by emphasizing further on international markets, particularly the United States and Canada. This strategic focus resulted in a significant surge in website traffic. Furthermore, a dedicated AI newsroom tailored to the US traffic was established. This newsroom introduced new content categories such as Anime, Gaming, and US television coverage, providing an enriched and personalized experience for the US audience.

To enhance its editorial offerings, hindustantimes.com launched affiliate content across all HT sites, which experienced remarkable growth within a short period. Additionally, hindustantimes.com became the top publisher on YouTube among English language news video publishers, surpassing leading English TV channels in terms of views garnered.

livemint.com

In FY 2022-23, the platform experienced steady monthly active users and page views, driven by increasing interest in market-related news and analysis. Skilled journalists provided comprehensive and insightful coverage, making it a valuable resource for staying informed about global and national economics, commerce and business. livemint.com launched a dedicated microsite for the Union Budget 2023, featuring unique elements like business-related games to enhance user engagement. The microsite provided comprehensive coverage of budget highlights across various sectors. Throughout the year, livemint.com delivered noteworthy exclusive news stories, including reports on the Adani-Hindenburg controversy, COVID-19 developments, LIC IPO updates, and the introduction of UPI Autopay for subscription-based purchases by Google Play. These stories garnered significant attention and contributed to the publication's coverage of prominent events.

livehindustan.com

livehindustan.com continued to focus on creating multi-media content, especially through its web stories section, publishing 900+ stories in a month. This bolstered engagement and visibility on the platform with both users and pageviews seeing a jump. Similarly, the video play section also achieved impressive success, making it among the top publisher in its category on social media. Dedicated efforts on curating a multimedia offering of relevant news and information, connected well with the audience, expanding the platform's digital footprint beyond its traditional reader base. The platform's comprehensive coverage, insightful analysis, and timely reporting continues to be well received.

Financial Overview (Consolidated)

Revenue from Operations

The Company's revenue from operations stood at INR 349 crore in FY 2022-23 posting a rise of 7.8% as compared to INR 324 crore in FY 2021-22.

Profitability

During the fiscal year under review, EBITDA margin decreased to 5.8% as compared to 18.6% in FY 2021-22 on the back of sharp rise in operating costs. On similar lines, PAT margin decreased to -3.6% in FY 2022-23 from 6.3% in FY 2021-22. Return on Networth could not be ascertained due to negative networth of the Company in both fiscal years' FY 2022-23 and FY 2021-22.

Earnings per Share

Earnings per Share for FY 2022-23 came in at INR -2.2 as compared to INR 3.6 in FY 2021-22.

Debtors Turnover Ratio

Debtors Turnover ratio decreased to 5.8 times in FY 2022-23 from 6.2 times in FY 2021-22 due to rise in average accounts receivables.

Inventory Turnover Ratio

Inventory Turnover ratio could not be ascertained as the Company does not hold inventory.

Interest Coverage Ratio

Interest Coverage ratio decreased to 0.2 times as on March 31, 2023, from 3.8 times on March 31, 2022, on account of decrease in EBIT level profitability.

Current Ratio

Current ratio improved to 1.2 times in FY 2022-23, from 0.8 times in FY 2021-22, mainly on account of decrease in current liabilities as short-term borrowings saw a decline.

Debt Equity

Debt Equity ratio could not be ascertained for FY 2022-23 due to negative shareholder's equity, as compared to 18.4 times in FY 2021-22.

Debt Service Coverage Ratio

Debt Service Coverage ratio during the fiscal FY 2022-23 declined to 0.3 times, on the back of reduction in current borrowings coupled with a drop in profitability, as compared to 0.6 times in FY 2021-22.

Return on Capital Employed

Return on Capital Employed dropped to 4.7% in FY 2022-23 due to reduced EBIT profitability, as compared to 42.3% in FY 2021-22.

Human Resource

Effective human resource management is a critical aspect of the Company's mission to create an exceptional work environment that promotes diversity, performance, future readiness, and growth. The Company acknowledges its employees as its most valuable asset, driving qualitative and innovative initiatives. Substantial investments are made in employee training and development programs to enhance the skills and capabilities of the workforce, thereby improving operational excellence and customer satisfaction.

The Company strictly adheres to policies ensuring a safe and unbiased workplace for women. It fully complies with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013. The Company strives to provide a healthy and secure environment for all employees. In the fiscal year 2022-23, the Company received no complaints.

Meritocracy is a fundamental principle embraced by the Company, and individuals are recognised for their accomplishments through a reward system. Performance is regularly evaluated against predefined standards using an industry-leading performance management methodology. A systematic and digitised performance management system has been implemented, emphasising performance-based pay linked to both corporate and individual performance, with importance placed on each. The Company also emphasises organised compliance management, learning and development, and structured career development.

In FY 2022-23, the Company provided employees with access to a wide range of courses through the introduction of market leading e-learning platforms. The Company operates a robust employee recognition program to consistently acknowledge outstanding employee performance.

Health and fitness were also prioritised during the year through various initiatives, including partnerships with wellness outfits for employee memberships, health and fitness challenges, educational emailers, sessions with doctors, participation in marathons, the provision of a snack bar, and round-the-clock access to medical assistance. Furthermore, the Company engages employees through various initiatives such as Tech Townhall, CCO Connect, Eat-Play-Bond activities, breakout sessions, enjoyable activities like quizzes, and festive celebrations.

The Company has focused on establishing a dynamic and future-ready organisation. Recognising the rapid growth of the digital world, the Company understands the importance of a well-structured business to thrive in this rapidly changing landscape. The Company's organisational structure, roles, and talent acquisition strategies have played a vital role in its overall success.

The employee strength of the Company (including its subsidiary, i.e., HT Digital Streams Limited) stood at 1,603 as on March 31, 2023.

Risk Management

The Company has implemented a well-established risk management framework to identify and address risks arising from internal and external factors. Regular risk identification exercises are conducted to identify various financial, operational, sectoral, sustainability, information, and cyber security risks. These risks are assessed for their likelihood and potential impact.

There are several risks and uncertainties that may affect the business. These include challenges in attracting and retaining relevant talent in the current environment, the inherent risk of cyber threats and data breaches impacting the Company's reputation, a rapidly evolving regulatory landscape, and increased competition from emerging content delivery formats. Additionally, the reliance on third-party cookies for targeted advertising poses significant risks to the Company.

The Company continuously reviews potential risks and implements mitigating controls as an integral part of its decision-making process. To address talent risk and maintain competitiveness, the Company has undertaken various employee engagement initiatives such as regular Leadership Townhalls, customised recognition and rewards programs, and the implementation of an AI-powered Learning Management System (LMS). The Company has also developed its own first-party database program, called "HT One Audience," to enhance data accumulation and user profile building capabilities.

In order to mitigate IT and cyber-related risks, the Company focuses on infrastructure upgrades, maintains a 24/7 Security Operations Center (SOC) for continuous risk monitoring and mitigation, conducts regular Vulnerability Assessment (VA) and Penetration Testing (PT) for critical applications, and provides IT security awareness training programs for employees. The Company remains committed to driving innovation in primary brands, with a strong emphasis on mobile-friendly content delivery formats and expanding into new segments and geographies.

Furthermore, the Company utilises an automated compliance tool to monitor the status of statutory compliances across all locations and functions, ensuring adherence to statutory and legal requirements and minimising exposure to non-compliance.

Internal Control

The Company has implemented an effective system of internal controls that is appropriate for its size, nature of business, and operational complexity. This system includes a well-defined organisational structure with clear authority and responsibility assignments, along with comprehensive policies, guidelines, and procedures governing various business areas and functions. These controls are designed to protect the Company's assets and interests, ensure compliance with policies, procedures, and applicable regulations, and safeguard the interests of stakeholders.

The Company has established a Code of Conduct (CoC) framework and a whistle-blower mechanism, which are approved by the Board of Directors in compliance with regulatory requirements. A dedicated CoC Committee, comprising cross-functional representatives, is responsible for monitoring and reviewing whistle-blower complaints, ensuring transparent complaint management and reporting, and reporting to the Audit Committee when necessary.

The Company places a strong emphasis on technology and the implementation of automated controls to strengthen the existing control framework. The Company utilises a robust Enterprise Resource Planning (ERP) system for accounting purposes across divisions. Integration of the Customer Relationship Management (CRM) application with ad scheduling and accounting systems has also been carried out during the year. It has a Shared Service Centre (SSC), which is being expanded to centralise processes and activities. These technological systems enhance the reliability of financial and operational information, automate control activities, reduce manual intervention, ensure segregation of duties, and enable stricter controls.

To evaluate adherence to established processes and controls, the Company conducts regular operational and IT audits in addition to its in-house internal audit function, which is supported by external audit firms. These audits focus on risks and assess the effectiveness of the internal control structure across functions. A centralised Revenue Assurance function has been established at the group level to further streamline and enhance controls related to revenue recognition across different revenue streams. The Company has also developed an internal financial control framework to periodically review the effectiveness of controls in critical processes. The Internal Financial Control (IFC) framework undergoes comprehensive operating effectiveness testing, including the rationalisation of existing controls to align with dynamic business practices.

In order to ensure effective compliance oversight, the Company utilises a workflow-based online compliance management tool and has implemented a concurrent audit mechanism. Additionally, the Company has an Audit Committee that convenes regularly to review internal control systems, accounting processes, financial information, internal audit findings, and other relevant areas to assess their adequacy and effectiveness.

Way Ahead

Despite industry challenges arising from a post pandemic slump, there has been positive growth in digital media content, and advertising. The Company's future outlook includes driving ad revenue growth and expanding its digital business through enhanced news coverage, niche content offerings, and video emphasis on social media. The Company aims to attract customers through such premium offerings and value-driven initiatives.

The Company is also developing new product and technology skills to improve its digital media business, including advanced ad monetization and subscription strategies. By leveraging the digital landscape, the Company will strategically engage consumers, deliver targeted content, and continuously improve to solidify its industry position.

BOARD'S REPORT

Dear Members,

Your Directors are pleased to present their Sixth Report together with the Audited Financial Statements (Standalone & Consolidated) for the financial year ended on March 31, 2023.

FINANCIAL RESULTS

Your Company's performance during the financial year ended on March 31, 2023, along with previous year's figures is summarized below:

(₹ in Lacs)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Total Income	**248**	**243**	**35,476**	**33,299**
Earnings /(Loss) before interest, tax, depreciation and amortization (EBITDA) from continuing operations	(272)	(322)	2,056	6,182
Less: Depreciation	1	4	1,729	1,638
Less: Finance cost	1,161	1,137	1,564	1,185
Profit/(Loss) before tax from continuing operations	**(1,434)**	**(1,463)**	**(1,237)**	**3,359**
Less: Tax Expense				
• Current tax	-	-	154	276
• Deferred tax charge/(credit)	-	-	(108)	978
Adjustments in respect of current tax credit of previous year	-	-	(6)	-
Adjustments in respect of deferred tax charge of previous year	-	-	8	-
Total tax expense	**-**	**-**	**48**	**1,254**
Profit/(Loss) for the year from continuing operations	**(1,434)**	**(1,463)**	**(1,285)**	**2,105**
Profit/(Loss) for the year	**(1,434)**	**(1,463)**	**(1,285)**	**2,105**
Add: Other Comprehensive Income (net of tax)				
a) Items that will not to be reclassified to Profit /(Loss)	4	(1)	133	(190)
b) Items that will be reclassified to Profit /(Loss)	-	-	-	-
Total Comprehensive Income/(Loss) for the year (net of tax)	**(1,430)**	**(1,464)**	**(1,152)**	**1,915**
Opening balance in Retained Earnings	(4,742)	(3,277)	(7,548)	(9,462)
Add: Profit/(Loss) for the year	(1,434)	(1,463)	(1,285)	2,105
Less: Items of other Comprehensive Income recognized directly in Retained Earnings				
• Re-measurements of post-employment benefit obligation (net of tax)	5	(2)	134	(191)
Total Retained Earnings	**(6,171)**	**(4,742)**	**(8,699)**	**(7,548)**

DIVIDEND

The Board of Directors did not recommend any dividend on the Equity Shares of the Company for the financial year ended on March 31, 2023.

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 an established risk management framework to identify, evaluate and mitigate business risks. The identified risks and appropriateness of management's response to significant risks are reviewed periodically by the Audit Committee. 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.

SUBSIDIARY AND ASSOCIATE COMPANY

During the year under review and as at the end of the reporting period, your Company has one wholly-owned material subsidiary company namely, HT Digital Streams Limited (HTDSL). Your Company does not have any associate or joint venture company within the meaning of Section 2(6) of the Companies Act, 2013 ('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, 2023 are available on the Company's website viz. https://www.digicontent.co.in/wp-content/uploads/2023/08/HTDSL_Financial_Statement_31.03.2023.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 23,05,476 nos. fully paid-up equity shares of ₹ 10/- each at a buy-back price of ₹ 86.75 per equity share aggregating to ₹ 20,00,00,043/-.

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, 2023.

No subsidiary, associate or joint venture has been acquired /ceased/ sold/ liquidated during the financial year ended on March 31, 2023.

DEPOSITORY SYSTEM

The Company's equity shares are compulsorily tradeable in electronic form. As on March 31, 2023, 99.999% of the Company's total paid-up capital representing 5,81,86,721 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. Dinesh Mittal (DIN: 00105769) Non-Executive Director, resigned from the directorship of the Company w.e.f. May 31, 2022.

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

(a) appointed Mr. Lloyd Mathias (DIN: 02879668) as an Additional Director (Independent) of the Company, not liable to retire by rotation, for a period effective from December 28, 2021 till November 30, 2026, which was approved by the members at the Annual General Meeting (AGM) held on August 30, 2022; and

(b) appointed Mr. Samudra Bhattacharya (DIN: 02797819) as an Additional Director (Non-Executive) of the Company, liable to retire by rotation, w.e.f. June 01, 2022, which was approved by the members at the AGM held on August 30, 2022.

The Board of Directors based on the recommendation of the NRC and after considering the knowledge, acumen, expertise, experience, positive attributes, substantial contribution and performance evaluation during her current tenure, accorded its approval for the re-appointment of Ms. Suchitra Rajendra (DIN: 07962214) as an Independent Director, not liable to retire by rotation, for second term w.e.f. April 01, 2024 till March 31, 2029. The present tenure of Ms. Rajendra will come to end on March 31, 2024.

The Company has received notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Independent Director.

Your Directors commend the re-appointment of Ms. Suchitra Rajendra, as an Independent Director, for approval of members, at the ensuing AGM.

In accordance with the applicable provisions of the Act, Mr. Priyavrat Bhartia (DIN: 00020603), 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. Priyavrat Bhartia, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('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 they :

a) meet the criteria of independence as prescribed under the Act and SEBI Listing Regulations;

b) abide by the code of Independent Directors as provided in the Schedule IV of the Act; and

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

The Board is of the opinion that the Independent Directors of the Company hold highest standards of integrity and possess requisite expertise and experience required to fulfil their duties as Independent Directors.

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

Your Company recognizes that Board diversity is a pre-requisite to meet the challenges of globalization, ever-evolving technology and balanced care of all stakeholders and therefore has appointed Directors from diverse backgrounds. Your Company even has a Woman Director (Independent Director) on its Board as per the requirement of Section 149(1) of the Act.

Key Managerial Personnel

During the year under review, the Board of Directors on the recommendation of Nomination & Remuneration Committee, appointed Mr. Arjit Gupta as Company Secretary & Compliance Officer (KMP) of the Company w.e.f. May 23, 2022.

PERFORMANCE EVALUATION

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

Nomination & Remuneration Committee framed questionnaires for evaluation of performance of the Board as a whole, Board Committees, Directors and the Chairman.

The Directors were evaluated on various 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 Independent Directors, Nomination & Remuneration Committee and Board of Directors meetings respectively. 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 of the Company; 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, 2023, does not contain any qualification, reservation, 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 Secretarial Audit for the financial year ended March 31, 2023 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 Company viz. HT Digital Streams Limited for the financial year ended March 31, 2023, as required under Regulation 24A of SEBI Listing Regulations, has been conducted by Mr. N.C. Khanna, Company Secretaries (C.P. No. 5143). The said Secretarial Audit Report is annexed herewith as "**Annexure - B**" and it does not contain any qualification, reservation, adverse remark or disclaimer.

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 had entered into Material Related Party Transactions i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statement, with HT Media Limited, a fellow subsidiary Company. These transactions were in the ordinary course of business of the Company and on arms' length terms, therefore, provisions of Section 188(1) and related disclosure under 188(2) of the Act were not applicable. However, the details, in this regard, as required to be provided under Section 134(3)(h) of the Act, are given in Form AOC-2, which is annexed herewith as "**Annexure - C**".

During the year under review, the Board of Directors amended the 'Policy on materiality of and dealing with related party transactions' in compliance with the provisions of Regulation 23 of SEBI Listing Regulations.

The amended 'Policy on materiality of and dealing with Related Party Transactions' is available on the Company's website viz. https://www.digicontent.co.in/wp-content/uploads/2020/04/RPT-Policy.pdf.

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, 2023, 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, 2023 and of the loss of the Company for the year ended on March 31, 2023;

(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.

Particulars of investment made and loans/guarantee/security given: The details of investments made and loans/guarantees/security given, as applicable, are given in note no. 6 of 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, 2023, the Board met four times on May 23, 2022, August 01, 2022, October 31, 2022 and February 09, 2023. 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 and 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 (KMPs) & Senior Management, as prescribed under Section 178(3) of the Act and 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*, criteria for appointment of Directors, KMPs, Senior Management Personnel and other employees, their remuneration structure and disclosures in relation thereto. 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 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/2023/05/Whistle_Blower_Policy.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 - D**".

Annual Return: In terms of Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return (Form MGT-7) for FY-23, is available on the Company's website viz. https://www.digicontent.co.in/wp-content/uploads/2023/08/Form_MGT_7_31.03.2023.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 under review, 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: Nil

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 dated July 24, 2023 issued by RMG & Associates, Company Secretaries is annexed herewith as "**Annexure – E**".

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 also has 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:

1. There were no deposits accepted by the Company under Chapter V of the Act;
2. The Company had not issued any shares (including sweat equity shares) to directors or employees of the Company under any scheme;
3. The provision related to Corporate Social Responsibility (CSR), enshrined under Section 135 of the Act, were not applicable on the Company;
4. The Company does not have any Employee Stock Option Scheme;
5. There was no change in the share capital of the Company;
6. The Company had not issued any equity shares with differential rights as to dividend, voting or otherwise;
7. The Company has not transferred any amount to the General Reserve;
8. The Statutory Auditor and the Secretarial Auditor have not reported any instance of fraud pursuant to Section 143(12) of the Act and rules made thereunder;
9. No material changes/commitments of the Company have occurred after the end of the financial year 2022-23 and till the date of this report, which affect the financial position of your Company;
10. 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;
11. There was no change in the nature of business of the Company;
12. The Company is not required to maintain cost records as per Section 148(1) of the Act;
13. There were no proceedings initiated/ pending against your Company under the Insolvency and Bankruptcy Code, 2016; and
14. 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.

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

Place: New Delhi
Date: July 24, 2023

ANNEXURE - A TO BOARD'S REPORT

Secretarial Audit Report

For the Financial Year ended on March 31, 2023

[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, 2023, 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, 2023 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; and

(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.

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

2. 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.

3. General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 2/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs to hold Extra- Ordinary General Meetings/ Annual General Meetings through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India for dispensation of dispatching the physical copies of financial statement and annual report.

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

We further report that

- The Board of Directors of the Company is constituted only with the Non-Executive Directors which includes 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 notes thereto, were sent 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, if any, are captured and recorded as part of the minutes.

- As per the records, the Company has generally 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 duly complied with the provisions of Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading Regulations), 2015 with respect to maintenance of Structural Digital Database.

We 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.

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 23,05,476 equity shares at Rs. 86.75/- per equity share, for a maximum aggregate consideration of Rs. 20,00,00,043/- and after completion of buy-back, HTDS will continue to be the Wholly Owned Subsidiary ("WOS") of the Company.
2. Mr. Dinesh Mittal (DIN: 00105769), Non-Executive Director of the Company, resigned from the directorship of the Company, from the close of business hours of May 31, 2022.
3. Mr. Samudra Bhattacharya (DIN: 02797819) has been appointed as an Additional Non-Executive Director, on the Board of Directors of the Company w.e.f. June 01, 2022 to hold the office up to the date of ensuing Annual General Meeting. Thereafter, the members of the Company in their Annual General Meeting held on August 30, 2022 approved his appointment as Non-Executive Director, liable to retire by rotation.
4. Mr. Arjit Gupta was appointed as Company Secretary and Compliance Officer of the Company and Nodal officer, for the purpose of Investor Education and Protection Fund w.e.f. May 23, 2022.
5. Mr. Lloyd Mathias (DIN: 02879668) has been appointed as an Independent Director, with effect from December 28, 2021 upto November 30, 2026 by the members of the Company in the Annual General Meeting held on August 30, 2022, who was appointed as an Additional Director (Independent), w.e.f. December 28, 2021.

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

Place: New Delhi
Date: July 24, 2023
UDIN: F005123E000698411

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, 2023 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: July 24, 2023
UDIN: F005123E000698411

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

ANNEXURE - B TO BOARD'S REPORT

Secretarial Audit Report

For the Financial Year ended on March 31, 2023

[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,
HT DIGITAL STREAMS LIMITED
CIN: U74900BR2015PLC025243
Budh Marg, P.S. Kotwali Patna,
Bihar - 800001

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 March 31, 2023 ('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 March 31, 2023, 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. *[Not Applicable]*

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.

(v) 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]*

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

I further report that

The Board of Directors of the Company is constituted only with the Non-Executive Directors which includes 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.

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 23,05,476 fully paid-up equity shares of face value of Rs. 10/- each ("Buy-back Shares") at a price of Rs. 86.75/- per equity share (excluding applicable taxes & levies and other incidental & related expenses, if any) from existing shareholder(s) on proportionate basis, for an aggregate consideration not exceeding Rs. 20,00,00,043/- (Rupees Twenty Crore Forty Three 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 un-audited financial statement of the Company as at September 30, 2022.

For **N C Khanna**
Company Secretaries

Place: New Delhi
Date: July 24, 2023
UDIN: F004268E000742874

N C Khanna
Properitor
FCS No. 4268
C.P. No.: 5143

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,
Bihar - 800001

Our Secretarial Review Report of even date, for the financial year ended March 31, 2023 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. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

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.

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

For **N C Khanna**
Company Secretaries

Place: New Delhi
Date: July 24, 2023
UDIN: F004268E000742874

N C Khanna
Properitor
FCS No. 4268
C.P. No.: 5143

ANNEXURE - C TO BOARD'S REPORT

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2023, which were not at arm's length basis.

	Particulars	Details
a	Name(s) of the related party and nature of relationship	Not Applicable
b	Nature of contracts/arrangements/transactions	
c	Duration of the contracts / arrangements/transactions	
d	Salient terms of the contracts or arrangements or transactions including the value, if any	
e	Justification for entering into such contracts or arrangements or transactions	
f	Date(s) of approval by the Board	
g	Amount paid as advances, if any	
h	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis:

	Particulars	Details
a	Name(s) of the related party and nature of relationship	HT Media Limited (HTML), Fellow Subsidiary Company
b	Nature of contracts/arrangements/transactions	(A) Revenue Transactions (B) Business Expenses and (C) Other transactions arising out of (i) Reimbursement of expenses incurred on each other's behalf; and (ii) Extension of existing Inter Corporate Deposit (ICD) including accrued interest thereon from HTML to the Company, into revolving credit facility and interest expense thereon. For more details including duration of the contracts/arrangements/ transactions, please refer Notice of Annual General Meeting held on August 30, 2022 available on the following link: https://www.digicontent.co.in/wp-content/uploads/2022/08/DCLAGMNOTICEFY-22.pdf
c	Duration of the contracts/ arrangements/ transactions	
d	Salient terms of the contracts or arrangements or transactions including the value, if any	
e	Date(s) of approval by the Board, if any	Approved by Board of Directors on August 01, 2022
f	Amount paid as advances, if any	Nil

Note: In terms of provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Policy on Materiality of and dealing with Related Party Transactions, the term "material" means a transaction to be entered individually or taken together with previous transactions during a financial year, which exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

For and on behalf of the Board

Priyavrat Bhartia
(Chairman)
DIN: 00020603

Place: New Delhi
Date: July 24, 2023

ANNEXURE - D TO 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, 2023, is as under:

Name of Director/KMP & designation	Remuneration for FY-23 (₹ in Lacs)	% increase in remuneration in FY-23	Ratio of remuneration of each Director to the median remuneration of the employees in FY-23[@]
Ms. Suchitra Rajendra *Independent Director*	7.50*	15.38%	1.27
Mr. Vivek Mehra *Independent Director*	7.00*	Nil	1.19
Mr. Lloyd Mathias *Independent Director*	6.50*	Not Comparable[#]	1.10
Mr. Arjit Gupta^ *Company Secretary*	14.82	Not Comparable[$]	Not Applicable

[@] *The median remuneration of employees during FY-23 was ₹ 5.89 Lacs.*
**Sitting fee paid for attending Board/Committee meetings.*
[#]*Remuneration not comparable as Mr. Lloyd Mathias was appointed as an Independent Director (Non-Executive) by the Board w.e.f. December 28, 2021.*
^Appointed as Company Secretary and Compliance Officer of the Company w.e.f. May 23, 2022.
[$]*Remuneration not comparable owing to appointment during FY-23.*

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-23.
(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.

(ii) There was an increase of 5.4% in the median remuneration of the employees of the Company in FY-23.

(iii) As on March 31, 2023, there were 19 permanent employees on the rolls of the Company.

(iv) Average percentage increase in remuneration of employees during FY-23 is 8%. Further, no managerial remuneration was paid during FY-23.

(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: July 24, 2023
Place: New Delhi

ANNEXURE - E TO BOARD'S REPORT

COMPLIANCE CERTIFICATE

[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 situated at Hindustan Times house, 2nd Floor, 18-20, Kasturba Gandhi Marg, New Delhi -110001, for the financial year ended on March 31, 2023, 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 generally complied with the conditions of Corporate Governance as stipulated in the relevant provisions of SEBI (LODR), 2015.

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

Place: New Delhi
Date: July 24, 2023
UDIN: F005123E000698409

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

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, 2023, 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 SEBI Listing Regulations.

The composition of the Board of Directors as on March 31, 2023 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*	August 14, 2017	None	00020603
Mr. Praveen Someshwar	March 29, 2019	None	01802656
Mr. Samudra Bhattacharya*	June 1, 2022	None	02797819
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

**The appointment of Mr. Samudra Bhattacharya as Non-Executive Director w.e.f. June 01, 2022 was regularized by the Members at the Annual General Meeting held on August 30, 2022.*

***The appointment of Mr. Lloyd Mathias as an Independent Director w.e.f. December 28, 2021 upto November 30, 2026 was regularized by the Members at the Annual General Meeting held on August 30, 2022.*

Mr. Dinesh Mittal, Non-Executive Director resigned from the Directorship of the Company w.e.f. May 31, 2022.

Except 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, 2023.

Further, none of the Directors on the Board have been debarred or disqualified from being appointed or continuing as director of a Company by Securities and Exchange Board of India ('SEBI') / Ministry of Corporate Affairs or any other statutory authority. The certificate dated July 24, 2023 of RMG & Associates, Company Secretaries (Secretarial Auditor) certifying the same, is appearing in this report as "**Annexure – I**".

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 viz. https://www.digicontent.co.in/?page_id=31.

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

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

Area of skill/expertise/competence	Board of Directors as on March 31, 2023					
	Mr. Priyavrat Bhartia	Mr. Vivek Mehra	Ms. Suchitra Rajendra	Mr. Lloyd Mathias	Mr. Praveen Someshwar	Mr. Samudra Bhattacharya
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, 2023, details whereof are as follows:

Date of Board Meeting	Board strength	Number of Directors present	Number of Independent Directors present
May 23, 2022	6	5	3 out of 3
August 01, 2022	6	5	3 out of 3
October 31, 2022	6	6	3 out of 3
February 09, 2023	6	5	3 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, 2023, in Indian Public Limited Companies are as follows:

Name of the Director	No. of Board meetings attended during FY-23	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	1	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	4	3	-	3	(i) Next Mediaworks Limited *(Independent Director)*
Mr. Vivek Mehra	4	8	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	6	1	7	(i) Hindustan Media Ventures Limited *(Managing Director)* (ii) HT Media Limited *(Managing Director & CEO)* (iii) Next Mediaworks Limited *(Non-Executive Director)*
Mr. Lloyd Mathias	4	4	1	4	(i) Next Mediaworks Limited *(Independent Director)*
Mr. Samudra Bhattacharya*	3	2	-	-	(i) Next Mediaworks Limited *(Non-Executive Director)*

^Only Audit Committee and Stakeholders' Relationship Committee of public limited companies have been considered {excluding foreign companies, private limited companies and companies under Section 8 of the Companies Act, 2013 ('Act')}.

**The appointment of Mr. Samudra Bhattacharya as Non-Executive Director w.e.f. June 01, 2022 was regularized by the Members at the Annual General Meeting held on August 30, 2022.*

Mr. Dinesh Mittal, Non-Executive Director resigned from the Directorship of the Company w.e.f. May 31, 2022 and he attended 1 Board Meeting held on May 23, 2022.

The number of Directorships, Committee Membership(s)/ Chairmanship(s) of all the 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 August 30, 2022, through video conferencing except Mr. Priyavrat Bhartia, Non-Executive Director 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 requires board/ committee approval, are 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, 2023, 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-23 are as under:

(₹ in Lacs)

Name of the Director	Amount
Ms. Suchitra Rajendra	7.50
Mr. Vivek Mehra	7.00
Mr. Lloyd Mathias	6.50

The criteria of making payment to Non-Executive Director(s) forms part of the Remuneration Policy of the Company. Remuneration Policy is available on the Company's website viz. 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 the 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; and

(d) Banking & Finance Committee

The terms of reference, composition of the committees, date on which meetings were held during the financial year ended 2022-23 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 SEBI Listing Regulations which includes, *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, 2023, four 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			
		23.05.2022	01.08.2022	31.10.2022	09.02.2023
Mr. Vivek Mehra *(Chairman)*	*Independent Director*	√	√	√	√
Ms. Suchitra Rajendra	*Independent Director*	√	√	√	√
Mr. Lloyd Mathias	*Independent Director*	√	√	√	√
Mr. Praveen Someshwar	*Non - Independent Director*	√	√	√	√

Chairman of the Audit Committee is an Independent Director and is a Chartered Accountant by qualification.

All members of the Audit Committee are financially literate. The 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 Committee as invitees. Representatives of Statutory Auditor are permanent invitees to the meetings of 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. Chairperson 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, 2023, one meeting of SRC was held. The composition of SRC, date on which the meeting was held and detail of attendance of Directors at the said meeting are enumerated in the below table:

Name of the Director	Designation	Attendance at the meeting held on 09.02.2023
Ms. Suchitra Rajendra *(Chairperson)*	*Independent Director*	√
Mr. Praveen Someshwar	*Non - Independent Director*	√
Mr. Samudra Bhattacharya	*Non - Independent Director*	√

Mr. Arjit Gupta, Company Secretary is the Compliance Officer of the Company.

The status of investor complaints for FY-23 is as follows:

Opening Balance	Received	Resolved	Closing Balance
0	1	1	0

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; for appointment of IDs, evaluate balance of skill, knowledge and experience and prepare roles and capabilities; carry out evaluation of every director's performance; formulate the criteria for determining qualifications, positives attributes and independence of a director; recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees; and 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. This 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.

The Remuneration Policy is available on the Company's website viz. 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, 2023 alongwith criteria for the same, is outlined in the Board's Report.

During the financial year ended on March 31, 2023, one meeting of NRC was held. The composition of NRC, date on which the meeting was held and detail of attendance of Directors at the said meeting are enumerated in the below table:

Name of the Director	Designation	Attendance at the meeting held on 23.05.2022
Ms. Suchitra Rajendra *(Chairperson)*	*Independent Director*	√
Mr. Vivek Mehra	*Independent Director*	√
Mr. Praveen Someshwar	*Non - Independent Director*	√

(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, 2023, no meeting of the Committee was held, as matter requiring approval of BFC were transacted by way of resolution(s) passed by circulation. The composition of BFC is enumerated in the below table:

Name of the Director	Designation
Mr. Praveen Someshwar *(Chairman)*	*Non - Independent Director*
Ms. Suchitra Rajendra	*Independent Director*
Mr. Priyavrat Bhartia	*Non - Independent Director*
Mr. Samudra Bhattacharya	*Non - Independent Director*

SENIOR MANAGEMENT

The Senior Management of the Company includes the members of its core management team, officers and personnel at one level below the Chief Executive Officer, functional heads, the Company Secretary and the Chief Financial Officer.

During the year under review, Mr. Arjit Gupta was appointed as Company Secretary of the Company w.e.f. May 23, 2022. Further, there was no other change in the Senior Management during the financial year ended 2022-23.

GENERAL BODY MEETINGS

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

Date & Time	August 30, 2022 at 11:00 A.M.	September 21, 2021 at 11:00 A.M.	August 25, 2020 at 11:00 A.M.
Venue	Meetings conducted through Video Conferencing and other Audio Visual Means		
Special Resolution(s) passed	Appointment of Mr. Lloyd Mathias (DIN: 02879668) as an Independent Director, not liable to retire by rotation	None	None

During the last three financial years, no Extra-Ordinary General Meeting was held.

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.

DISCLOSURES

During the financial year ended on March 31, 2023, 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. During the period under review, the Company had entered into material related party transactions with HT Media Limited, fellow subsidiary Company and the same is not in conflict with the interest 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 available on the Company's website viz. 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.

There is no agreement which either directly or indirectly or potentially or whose purpose and effect may impact the management or control of the Company.

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 available on the Company's website viz. https://www.digicontent.co.in/wp-content/uploads/2019/05/Appointment-Letter_Independent-Director.pdf.

In the opinion of the Board, all the Independent Directors meet criteria of independence specified in the Act and 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, 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 SEBI Listing Regulations, and disclosures on compliance with corporate governance requirements specified in Regulations 17 to 27 have been included in the relevant section of this report.

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 is 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 available on the Company's website viz. https://www.digicontent.co.in/wp-content/uploads/2023/05/Whistle_Blower_Policy.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 material wholly-owned subsidiary Company viz. HT Digital Streams Limited (HTDS). HTDS was incorporated in Patna, Bihar on November 2, 2015 and B S R and Associates, Chartered Accountants, [Firm Registration No. 128901W] were appointed as Statutory Auditor of HTDS w.e.f. September 19, 2019. HTDS 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 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, 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 Company's website viz. 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-23. The declaration of CEO affirming compliance of the Code by the Board Members and Senior Management Personnel of the Company during FY-23, 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 Company for FY-23 on a consolidated basis, to B S R and Associates, Chartered Accountants, the Statutory Auditor and to 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:

(₹ in Lacs)

Particulars	Amount *
Audit Fee	30.50
Limited Review	4.00
Certification fee	3.00
Total	**37.50**

**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 available on the Company's website viz. https://www.digicontent.co.in/wp-content/uploads/2023/04/Familiarization-Programme_DCL_FY23.pdf.

MEETING OF INDEPENDENT DIRECTORS

During the year, a meeting of Independent Directors was held on March 14, 2023 without the presence of Non - Independent Directors and Members of the management, wherein performance of Non - Independent

Directors and the Board as a whole was evaluated. The Independent Directors at their meeting also reviewed the performance of the Chairman after taking into account the views of other Directors. They also assessed 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.

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".

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 Limited (BSE) and National Stock Exchange of India Limited (NSE) 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, shareholding pattern etc. -** Official news releases, shareholding pattern 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, September 19, 2023 at 11:00 A.M. (IST)
Venue:	AGM will be conducted through Video Conferencing / Other Audio Visual Means. For details, please refer the Notice of this AGM.

As required under Regulation 36(3) of 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, 2023	End July, 2023
Results for quarter and half-year ending September 30, 2023	Start November, 2023
Results for quarter and nine months ending December 31, 2023	Mid January, 2024
Results for the quarter and year ending March 31, 2024	End May, 2024
Annual General Meeting	Mid September, 2024

DIVIDEND

The Board of Directors did not recommend any dividend on the Equity Shares of the Company for the financial year ended on March 31, 2023.

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:

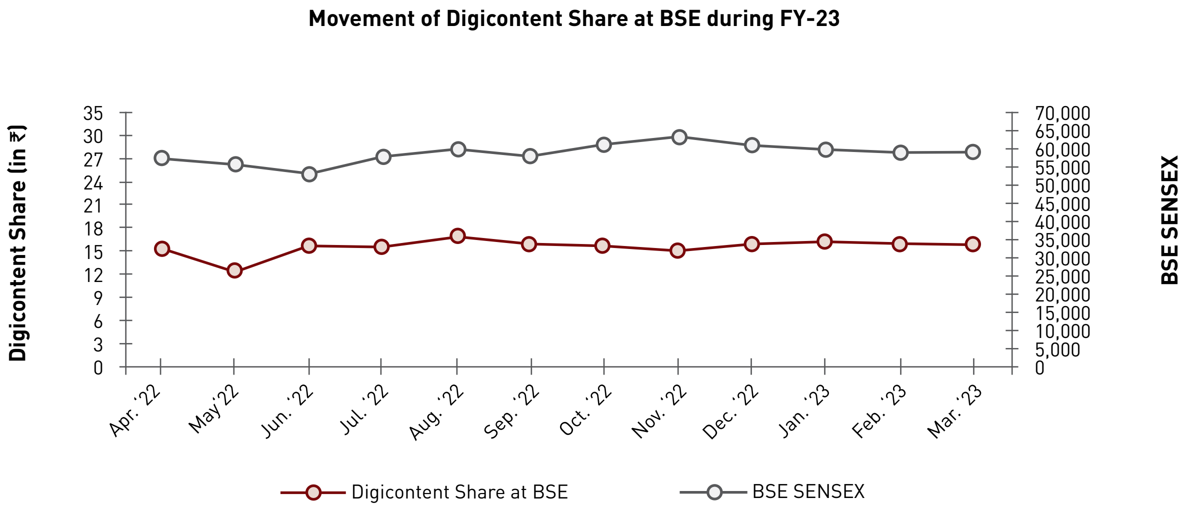
Name of the Stock Exchange	Scrip Code/ Trading Symbol
BSE Limited (BSE) Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001	542685
National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051	DGCONTENT

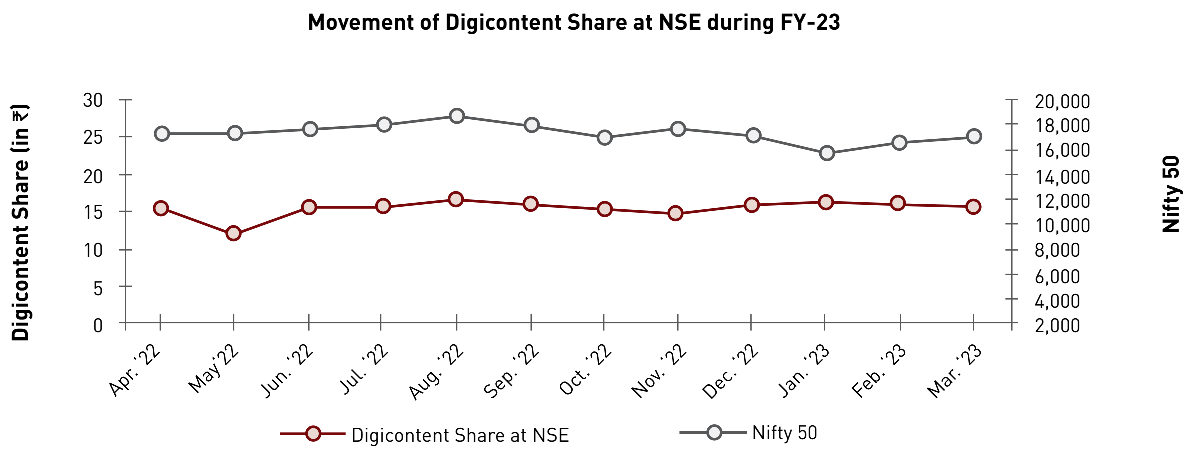
The annual listing fee for the financial year 2023-24 has been paid to both BSE and NSE. The ISIN of the Equity Shares of the Company is **'INE03JI01017'**

STOCK PRICE DATA

Month	BSE				NSE			
	DGCONTENT		SENSEX		DGCONTENT		NIFTY 50	
	High (in ₹)	Low (in ₹)	High	Low	High (in ₹)	Low (in ₹)	High	Low
Apr.'22	18.30	14.20	60,845.10	56,009.07	16.50	11.85	18,114.65	16,824.70
May'22	15.90	12.35	57,184.21	52,632.48	16.25	11.75	17,132.85	15,735.75
Jun.'22	15.82	10.83	56,432.65	50,921.22	16.15	10.70	16,793.85	15,183.40
Jul.'22	17.75	14.50	57,619.27	52,094.25	19.05	14.20	17,172.80	15,511.05
Aug.'22	18.05	12.70	60,411.20	57,367.47	18.45	12.90	17,992.20	17,154.80
Sep.'22	18.30	14.70	60,676.12	56,147.23	18.20	14.60	18,096.15	16,747.70
Oct.'22	20.15	13.75	60,786.70	56,683.40	19.95	13.45	18,022.80	16,855.55
Nov.'22	16.60	12.75	63,303.01	60,425.47	17.20	11.70	18,816.05	17,959.20
Dec.'22	17.50	14.00	63,583.07	59,754.10	16.45	14.00	18,887.60	17,774.25
Jan.'23	18.90	13.10	61,343.96	58,699.20	18.05	15.10	18,251.95	17,405.55
Feb.'23	19.75	15.10	61,682.25	58,795.97	18.00	15.00	18,134.75	17,255.20
Mar.'23	18.35	13.39	60,498.48	57,084.91	16.65	13.05	17,799.95	16,828.35

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





Distribution of shareholding by size as on March 31, 2023

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	22,069	95.01	12,11,472	2.08
501 – 1,000	463	1.99	3,64,468	0.63
1,001 – 5,000	507	2.18	11,45,033	1.97
5,001 – 10,000	72	0.31	5,20,891	0.90
10,001 & above	116	0.50	5,49,45,214	94.43
TOTAL	**23,227**	**100.00**	**5,81,87,078**	**100.00**

Note: Pursuant to SEBI's circular, shareholding is consolidated on the basis of PAN and accordingly, number of shareholders stand reduced from 23,891 to 23,227.

Category of Shareholders as on March 31, 2023

Category	No. of Equity Shares held	% of Shareholding
Promoter & Promoter Group (A)	**3,77,64,521**	**64.90**
Public Shareholding (B)		
Insurance Company	26,369	0.05
Foreign Institutional Investors (FIIs)	36,749	0.06
Non-Resident Indians	3,63,902	0.63
Bodies Corporate	89,87,688	15.44
Public	1,05,18,524	18.08
Clearing members	3,080	0.01
HUF	3,18,885	0.55
Trusts	60	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, 2023

Category	No. of Equity Shares held	% of Shareholding
Shares held in Demat form	5,81,86,721	99.999
Shares held in Physical form	357	0.001
TOTAL	**5,81,87,078**	**100.000**

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 01.04.2022	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 31.03.2023	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-23.

Commodity price risk or foreign exchange risk and hedging activities

The Company had no exposure to commodity and foreign exchange risk and hedging activities 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

Mr. Arjit Gupta, Company Secretary
Tel: + 91 -11 - 6656 1234

Registrar and Share Transfer Agent

KFin Technologies Limited
Unit: Digicontent Limited
Selenium Building, Tower B,
Plot No. 31 & 32, Financial District,
Nanakramguda, Serilingampally
Hyderabad, Rangareddy, Telangana, India - 500032
Toll Free No.: 1800-309-4001
WhatsApp Number: +91-9100094099
KPRISM (Mobile Application): https://kprism.kfintech.com/
E-mail id: einward.ris@kfintech.com
Corporate Website: https://www.kfintech.com
Website: https://ris.kfintech.com
Investor Support Centre (DIY Link): https://ris.kfintech.com/clientservices/isc

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 July 24, 2023 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, 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. https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd 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.

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, 2023, have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other statutory authority.

S. No.	Name of the Director	DIN	Date of Appointment
1.	Mr. Priyavrat Bhartia	00020603	14/08/2017
2.	Mr. Praveen Someshwar	01802656	29/03/2019
3.	Mr. Vivek Mehra	00101328	18/04/2019
4.	Ms. Suchitra Rajendra	07962214	18/04/2019
5.	Mr. Dinesh Mittal*	00105769	12/03/2020
6.	Mr. Lloyd Mathias	02879668	28/12/2021
7.	Mr. Samudra Bhattacharya	02797819	01/06/2022

** Ceased as Director of the Company with effect from May 31, 2022.*

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

Place: New Delhi
Date: July 24, 2023
UDIN: F005123E000698387

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 ended 2022-23.

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

Place: New Delhi
Date: May 1, 2023

(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 2023, 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 2023, and its loss and other comprehensive income, 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 we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matter(s)

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.

Impairment assessment of Investment in subsidiary

See Note 5 to 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 Rs. 13,630 Lakhs as a separate cash generating unit ('CGU'). The Company has performed an impairment assessment on its investment in subsidiary as at 31 March 2023.	Our audit procedures included: 1. Tested design, implementation and operating effectiveness of key controls over the impairment assessment process.
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.	2. 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.

The key audit matter	How the matter was addressed in our audit
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.	• 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.

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 financial statements and auditor's report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will 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 identified above when it becomes available 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.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take neccesary actions applicable under the applicable laws and regulations.

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 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 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 Auditors) 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 37 to the standalone financial statements

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

f. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

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
ICAI UDIN:23098113BGYZWM9433

Place: Gurugram
Date: May 17, 2023

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of Digicontent Limited for the year ended 31 March 2023

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of 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.

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

(i) (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 a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancy was noticed on such verification.

(c) The Company does not have any immovable property. Accordingly, clause 3(i)(c) of the Order is not applicable.

(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 or intangible assets or both during the year.

(e) 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 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 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 Service Tax ('GST'), Provident Fund, Income-Tax or Cess or 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 Custom and Employee's 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 Service Tax ('GST'), Provident Fund, Employees State Insurance, Income-Tax or Cess or other statutory dues were in arrears as at 31 March 2023 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 ('GST'), Provident Fund, Employees State Insurance, 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 as defined under the Act.

(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 37(viii) 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 Rs 1,080 Lakhs in the current financial year and Rs 985 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) 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, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not 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. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in Company's Annual Report is expected to be made available to us after the date of this auditor's report.

(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
ICAI UDIN:23098113BGYZWM9433

Place: Gurugram
Date: May 17, 2023

Annexure B to the Independent Auditor's Report on the standalone financial statements of Digicontent Limited for the year ended 31 March 2023

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 Act

(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 financial statements of Digicontent Limited ("the Company") as of 31 March 2023 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 financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to 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 and Board of Directors' Responsibilities 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 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 Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to 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 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 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 financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to 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 financial statements to future periods are subject to the risk that the internal financial controls with reference to 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
ICAI UDIN:23098113BGYZWM9433

Place: Gurugram
Date: May 17, 2023

Balance Sheet

as at March 31, 2023

₹ Lakhs

	Note	As at March 31, 2023	As at March 31, 2022
I ASSETS			
1) Non-current assets			
(a) Property, plant and equipment	3	-	-
(b) Intangible assets	4	1	2
(c) Investment in subsidiaries	5	13,630	15,651
(d) Financial assets			
(i) Investments	6	5	6
(e) Income tax assets (net)	11	22	24
Total Non- current assets		**13,658**	**15,683**
2) Current assets			
(a) Financial assets			
(i) Trade receivables	7	69	36
(ii) Cash and cash equivalents	8	42	21
(iii) Other financial assets	9	1,524	1,748
(b) Other current assets	10	141	88
Total current assets		**1,776**	**1,893**
TOTAL ASSETS		**15,434**	**17,576**
II EQUITY AND LIABILITIES			
1) Equity			
(a) Equity share capital	12	1,164	1,164
(b) Other equity	13	4,532	5,962
Total equity		**5,696**	**7,126**
2) Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	14	9,272	-
(ii) Other financial liabilities	16	311	-
(b) Provisions	18	8	12
Total non- current liabilities		**9,591**	**12**
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) b) Total outstanding dues of creditors other than micro enterprises and small enterprises	15	118	97
(iii) Other financial liabilities	16	23	3,490
(b) Other current liabilities	17A	-	16
(c) Contract liabilities	17B	4	2
(d) Provisions	18	2	5
Total current liabilities		**147**	**10,438**
Total liabilities		**9,738**	**10,450**
TOTAL EQUITY AND LIABILITIES		**15,434**	**17,576**
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

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)

Praveen Someshwar
Director
(DIN: 01802656)

Place: Gurugram
Date: May 17, 2023

Place: New Delhi
Date: May 17, 2023

Statement of Profit and Loss

for the year ended March 31, 2023

₹ Lakhs

	Particulars	Note	Year ended March 31, 2023	Year ended March 31, 2022
I	**Income**			
	a) Revenue from operations	20	158	134
	b) Other income	21	90	109
	Total Income		**248**	**243**
II	**Expenses**			
	a) Employee benefits expense	22	209	186
	b) Finance costs	23	1,161	1,137
	c) Depreciation and amortisation expense	24	1	4
	d) Other expenses	25	311	379
	Total Expenses		**1,682**	**1,706**
III	**Loss before tax (I-II)**		**(1,434)**	**(1,463)**
IV	**(Loss) before interest, tax, depreciation and amortization (EBITDA) [III+II(b)+II(c)]**		**(272)**	**(322)**
V	**Income tax expense**			
	Current tax	19	-	-
	Deferred tax	19	-	-
	Total tax expense		**-**	**-**
VI	**Loss for the year (III-V)**		**(1,434)**	**(1,463)**
VII	**Other comprehensive income**			
	Items that will not to be reclassified to profit or loss	26		
	Remeasurement (loss)/gain on defined benefit plans		5	(2)
	Change in fair value of investments		(1)	1
	Other comprehensive income/(loss) for the year		**4**	**(1)**
VIII	**Total comprehensive loss for the year (VI+VII)**		**(1,430)**	**(1,464)**
IX	**Loss per share (INR)**	27		
	Basic (Nominal value of share INR 2/-)		(2.46)	(2.51)
	Diluted (Nominal value of share INR 2/-)		(2.46)	(2.51)
	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

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)

Praveen Someshwar
Director
(DIN: 01802656)

Place: Gurugram
Date: May 17, 2023

Place: New Delhi
Date: May 17, 2023

Statement of Cash Flows

for the year ended March 31, 2023

₹ Lakhs

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Cash flows from operating activities:		
Loss before tax:	**(1,434)**	**(1,463)**
Adjustments to reconcile loss before tax to net cash flows:		
Interest income from deposits and others	(90)	(97)
Depreciation and amortisation expense	1	4
Interest cost on inter corporate deposits	1,161	1,137
Loss on account of buy back of equity shares by wholly owned subsidiary (refer note 38)	21	20
Loss allowance for doubtful debts and advances	17	-
Reversal of provision in relation to doubtful debts & advances	-	(12)
Changes in operating assets and liabilities		
(Increase)/decrease in trade receivables	(50)	13
Increase in current and non-current financial assets and other current and non-current assets	(53)	(17)
Increase/(decrease) in current and non-current financial liabilities and other current and non-current liabilities and provisions	7	(196)
Cash (used in) from operations	(420)	(611)
Income taxes refund (net)	2	42
Net cash (outflows) from operating activities (A)	**(418)**	**(569)**
Cash flows from investing activities:		
Interest received	114	76
Fixed deposits matured	200	394
Realisation on account of buy back of equity shares by wholly owned subsidiary (refer note 38)	2,000	1,908
Net cash inflows from investing activities (B)	**2,314**	**2,378**
Cash flows from financing activities:		
Interest paid	(848)	(630)
Inter corporate deposits received	1,795	-
Repayment of inter corporate deposits	(2,822)	(1,183)
Net cash (outflows) from financing activities (C)	**(1,875)**	**(1,813)**
Net increase/(decrease) in cash and cash equivalents (D= A+B+C)	21	(4)
Cash and cash equivalents at the beginning of the year (E)	21	25
Cash and cash equivalents at year end (D+E)	**42**	**21**
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	18	-
- on current accounts	24	21
Total cash and cash equivalents	**42**	**21**

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

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

Arjit Gupta
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Director
(DIN:00020603)

Praveen Someshwar
Director
(DIN: 01802656)

Place: Gurugram
Date: May 17, 2023

Place: New Delhi
Date: May 17, 2023

Statement of changes in equity

for the year ended March 31, 2023

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, 2021	**58,187,078**	**1,164**
Changes during the year	-	-
Balance as at March 31, 2022	**58,187,078**	**1,164**
Changes during the year	-	-
Balance as at March 31, 2023	**58,187,078**	**1,164**

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

₹ Lakhs

Particulars	Retained earnings	Capital Reserve	FVTOCI reserve	Total
Balance as at 1 April, 2021	**(3,277)**	**10,703**	**-**	**7,426**
Loss for the year	(1,463)	-	-	(1,463)
Items of other comprehensive income				
- 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**
Loss for the year	(1,434)	-	-	(1,434)
Items of other comprehensive income				
- Change in Fair value of investment	-	-	(1)	(1)
- Remeasurements of post-employment benefit obligation, net of tax	5	-	-	5
Balance as at March 31, 2023	**(6,171)**	**10,703**	**-**	**4,532**

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: May 17, 2023

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)

Praveen Someshwar
Director
(DIN: 01802656)

Place: New Delhi
Date: May 17, 2023

Notes to the standalone financial statements

for the year ended March 31, 2023

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, 2023 are authorised for issue in accordance with a resolution of the Board of Directors on May 17, 2023.

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

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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
- 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

Notes to the standalone financial statements
for the year ended March 31, 2023

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.

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

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

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 towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

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

Notes to the standalone financial statements

for the year ended March 31, 2023

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 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

Notes to the standalone financial statements
for the year ended March 31, 2023

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.

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

Notes to the standalone financial statements

for the year ended March 31, 2023

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 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

Notes to the standalone financial statements
for the year ended March 31, 2023

fixed payments, variable lease payments, residual 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 the standalone financial statements

for the year ended March 31, 2023

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 are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

Notes to the standalone financial statements

for the year ended March 31, 2023

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 is recognised as a separate asset, but only when

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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.

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement

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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.

Subsequent measurement

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at

Notes to the standalone financial statements

for the year ended March 31, 2023

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) 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 Company 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 Company 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.

p) 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.

q) 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.

r) 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:

Notes to the standalone financial statements

for the year ended March 31, 2023

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.3. Significant accounting judgements, estimates and assumptions

The preparation of the 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.

Notes to the standalone financial statements

for the year ended March 31, 2023

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 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 the standalone financial statements

for the year ended March 31, 2023

Note 3 : Property, plant and equipment

₹ Lakhs

Particulars	Office equipment	Total
Cost		
As at 1 April, 2021	**3**	**3**
As at March 31, 2022	**3**	**3**
As at March 31, 2023	**3**	**3**
Accumulated depreciation/ Impairment		
As at 1 April, 2021	**3**	**3**
Add: Charge for the year*	-	-
As at March 31, 2022	**3**	**3**
Add: Charge for the year*	-	-
As at March 31, 2023	**3**	**3**
Net block		
As at March 31, 2023*	**-**	**-**
As at March 31, 2022*	**-**	**-**

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

Note 4 : Intangible assets

₹ Lakhs

Particulars	Software Licenses	Total
Gross carrying amount		
As at 1 April, 2021	**62**	**62**
Change during the year	-	-
As at March 31, 2022	**62**	**62**
Change during the year	-	-
As at March 31, 2023	**62**	**62**
Accumulated amortisation		
As at 1 April, 2021	**56**	**56**
Add: Charge for the year	4	4
As at March 31, 2022	**60**	**60**
Add: Charge for the year	1	1
As at March 31, 2023	**61**	**61**
Net carrying amount		
As at March 31, 2023	**1**	**1**
As at March 31, 2022	**2**	**2**

Note 5 : Investments in subsidiaries

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Investment in subsidiary (at cost)		
Unquoted		
HT Digital Streams Limited (refer note 30 and 38)	13,630	15,651
155.45 Lakhs (previous Year 178.50 Lakhs) equity shares of INR 10/- each fully paid up		
Total	**13,630**	**15,651**

Notes to the standalone financial statements

for the year ended March 31, 2023

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Provision for impairment in value of investment (B)	-	-
Total investment in subsidiary (A) - (B)	**13,630**	**15,651**
Current	-	-
Non - Current	13,630	15,651
Aggregate book value of unquoted investments	**13,630**	**15,651**
Aggregate amount of impairment in value of investments	**-**	**-**

Financial Assets

Note 6 : Investments

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Investments at Fair Value through OCI		
Quoted		
Investment in equity instruments (refer note 33):		
Reliance Industries Limited	3	3
125 (Previous Year: 125) equity shares of INR 10 each fully paid up		
Tata Consultancy Services Limited	2	3
80 (Previous Year: 80) equity shares of INR 1 each fully paid up		
Total investments	**5**	**6**
Current	-	-
Non - Current	5	6
Aggregate book value of quoted investments	**5**	**6**
Aggregate market value of quoted investments	**5**	**6**

Note 7 : Trade receivables

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Trade receivables	106	66
Unbilled revenue	1	-
Loss allowance for bad & doubtful receivables	(38)	(30)
Total	**69**	**36**
Current	**69**	**36**
Non - Current	**-**	**-**

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Considered good – Secured	-	-
Considered good – Unsecured	107	66
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables – credit impaired	-	-
Total	**107**	**66**
Loss allowance for bad & doubtful receivables	(38)	(30)
Net Trade receivables	**69**	**36**

Notes to the standalone financial statements

for the year ended March 31, 2023

Trade Receivables ageing schedule March 31, 2023

₹ 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	25	37	17	16	7	4	107
(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	**1**	**25**	**37**	**17**	**16**	**7**	**4**	**107**
Less: Loss allowance for bad & doubtful receivables	-	-	-	11	16	7	4	38
Net Trade receivables	**1**	**25**	**37**	**6**	**-**	**-**	**-**	**69**

Trade Receivables ageing schedule 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	-	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**

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.

Notes to the standalone financial statements

for the year ended March 31, 2023

Note 8: Cash and cash equivalents

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Balance with banks :		
- On current accounts	24	21
- Deposits with original maturity of less than three months	18	-
Total	**42**	**21**

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 9: Other financial assets

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Bank deposits with more than 12 months maturity	1,500	1,700
Security Deposit given	1	1
Interest accrued on bank deposits	23	47
Total	**1,524**	**1,748**
Current	**1,524**	**1,748**
Non - Current	**-**	**-**

Break up of financial assets carried at amortised cost

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Trade receivables (Note 7)	69	36
Cash and cash equivalents (Note 8)	42	21
Other financial assets (Note 9)	1,524	1,748
Total financial assets carried at amortised cost	**1,635**	**1,805**

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

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Investments (Note 6)	5	6
Total financial assets carried at fair value through other comprehensive income	**5**	**6**

Note 10: Other current assets

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Advances given	2	1
Prepaid expenses	1	2
Balance with statutory/government authorities	138	85
Total	**141**	**88**

Notes to the standalone financial statements

for the year ended March 31, 2023

Note 11 : Income tax assets (net)

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Income tax assets (net) [related to current tax]	22	24
Total	**22**	**24**
Current	**-**	**-**
Non-Current	**22**	**24**

Note 12 : Share capital

Authorised Share Capital

₹ Lakhs

Particulars	Number of shares	Amount
As at 1 April, 2021	**60,000,000**	**1,200**
Changes during the year	-	-
As at March 31, 2022	**60,000,000**	**1,200**
Changes during the year	-	-
As at March 31, 2023	**60,000,000**	**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.

Issued and subscribed capital

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

₹ Lakhs

Particulars	Number of shares	Amount
As at 1 April, 2021	**58,187,078**	**1,164**
Changes during the year	-	-
As at March 31, 2022	**58,187,078**	**1,164**
Changes during the year	-	-
As at March 31, 2023	**58,187,078**	**1,164**

Notes to the standalone financial statements

for the year ended March 31, 2023

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

₹ Lakhs

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	58,187,078	1,164	58,187,078	1,164
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	**58,187,078**	**1,164**	**58,187,078**	**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	March 31, 2023	March 31, 2022
The Hindustan Times Limited, the holding company		
37,764,521 (March 31, 2022- 37,764,521) equity shares of INR 2 each fully paid	755	755

Shareholding of Promoters as below

As at 31 March 2023

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*	37,764,521	-	37,764,521	64.90%	0.00%
Total	**37,764,521**	**-**	**37,764,521**	**64.90%**	**0.00%**

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*	40,444,271	(2,679,750)	37,764,521	64.90%	-6.63%
Total	**40,444,271**	**(2,679,750)**	**37,764,521**	**64.90%**	**-6.63%**

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

₹ Lakhs

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares	% holding	Number of shares	% holding
Equity shares of INR 2 each fully paid				
The Hindustan Times Limited, the holding company*	37,764,521	64.90%	37,764,521	64.90%

*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.

Notes to the standalone financial statements

for the year ended March 31, 2023

Note 13: Other equity

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Retained earnings	(6,171)	(4,742)
Capital reserve	10,703	10,703
FVTOCI reserve	-	1
Total	**4,532**	**5,962**

Retained earnings

₹ Lakhs

Particulars	Amount
As at 1 April, 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)**
Net loss for the year	(1,434)
Add: Items of other comprehensive income recognised directly in retained earnings	
- Remeasurements of defined benefits obligation, net of tax	5
As at March 31, 2023	**(6,171)**

Capital reserve*

₹ Lakhs

Particulars	Amount
As at 1 April, 2021	**10,703**
As at March 31, 2022	**10,703**
As at March 31, 2023	**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, 2021	**-**
Changes during the year	1
As at March 31, 2022	**1**
Changes during the year	(1)
As at March 31, 2023	**-**

* In relation to investments classified at Fair Value through OCI

Notes to the standalone financial statements

for the year ended March 31, 2023

Note 14 : Borrowings

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Unsecured		
Non-current borrowings		
Inter corporate deposits (note (i) below) (refer note 30 and 37)	7,477	-
Inter corporate deposits (note (ii) below) (refer note 30 and 37)	1,795	-
Current Borrowings		
Inter corporate deposits (note (i) below) (refer note 30 and 37)	-	6,817
Aggregate Unsecured Loans	**9,272**	**6,817**
Current	**-**	**6,817**
Non- Current	**9,272**	**-**

(i) Intercompany loan from HT Media Limited along with outstanding interest was due for repayment in December 2022 (First Tranche) and in March 2023 (Second Tranche). The same has got extended for period of 5 years and are due for repayment after 5 years from the original due date along with rate of interest of Overnight MIBOR + 655 bps compounded on monthly basis.

(ii) Intercompany loan from HT Digital Streams Limited was drawn in current year in various tranches at an interest of 1 year MIBOR + 435 bps compounded annually repayable within 60 months from drawn date.

Debt reconciliation:

₹ Lakhs

Promoter name	Current Borrowings	Non-current Borrowings	Total
As at 1 April, 2021	**8,000**	**-**	**8,000**
Less : Repayments	(1,183)	-	(1,183)
Balance as at March 31, 2022	**6,817**	**-**	**6,817**
Re-classification of borrowing	(5,572)	5,572	-
Add : Drawdowns	-	1,795	1,795
Less : Repayments	(1,245)	(1,577)	(2,822)
Add : Existing Borrowings got extended	-	3,482	3,482
Balance as at March 31, 2023	**-**	**9,272**	**9,272**

Note 15: Trade payables

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
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)	33	22
- Payable to others	85	75
Other than micro enterprises and small enterprises	**118**	**97**
Total	**118**	**108**
Current	**118**	**108**
Non- Current	**-**	**-**

Notes to the standalone financial statements

for the year ended March 31, 2023

Trade Payables ageing schedule

As at March 31, 2023

₹ 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	81	33	4	-	-	-	118
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	**81**	**33**	**4**	**-**	**-**	**-**	**118**

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**

Note 16 : Other financial liabilities

₹ Lakhs

Particulars	Non- Current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
I. Other financial liabilities at amortised cost				
Interest accrued but not due on borrowings and others (refer note 30)	311	-	-	3,480
Employee related provisions	-	-	23	10
Total	**311**	**-**	**23**	**3,490**

Notes to the standalone financial statements

for the year ended March 31, 2023

Break up of financial liabilities carried at amortised cost

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Borrowings (Note 14)	9,272	6,817
Trade payables (Note 15)	118	108
Others (Note 16)	334	3,490
Total	**9,724**	**10,415**

Note 17A : Other current liabilities

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Statutory dues	-	16
Total	-	16

Note 17B : Contract liabilities

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Customers and agents credit balances	4	2
Total	**4**	**2**
Current	**4**	**2**
Non- Current	**-**	**-**

Amount of revenue recognised during FY 2022-2023 from contract liabilities at the beginning of the year is INR Nil lakhs (Previous Year: Nil).

Amount accrued during FY 2022-2023 amounts to INR 2 lakhs (Previous Year: Nil).

Note 18 : Provisions

₹ Lakhs

Particulars	Non- Current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Provision for employee benefits				
Provision for gratuity (refer note 28)	8	12	1	2
Provision for leave encashment (refer note 28)	-	-	1	3
Total	**8**	**12**	**2**	**5**

Notes to the standalone financial statements
for the year ended March 31, 2023

Note 19 : Deferred tax assets (net)

The major components of income tax expense for the year ended 31 March 2023 are :

Statement of profit and loss :

Profit or loss section

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
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, 2023	March 31, 2022
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, 2023 and March 31, 2022:

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Accounting loss before income tax	(1,434)	(1,463)
At India's statutory income tax rate of 25.17%	(361)	(368)
At the effective income tax rate	(361)	(368)
Non-recognition of deferred tax asset	361	368
Income tax expense reported in the statement of profit and loss	**-**	**-**

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 2023:

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Temporary differences arising on:		
Carried forward business losses (available for 8 assessment years from the respective year of origination of losses)	1,517	1,160
Unabsorbed depreciation (Available for infinite period)	12	11
Provision for doubtful debts and advances (available on write off/collection)	10	8
Differences in depreciation in block of fixed assets as per tax books and financial books (available in due course)	4	5
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)	8	12
Deferred tax Asset	**1,551**	**1,196**

Notes to the standalone financial statements

for the year ended March 31, 2023

Note 20 : Revenue from operations

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Sale of services		
- Revenue from digital services	158	134
Total	**158**	**134**

Note 21 : Other income

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Interest income on effective interest rate (EIR) method		
- Bank deposit	89	97
- Interest on income tax refund	1	-
Other non - operating income		
Reversal of provision in relation to doubtful debts & advances	-	12
Total	**90**	**109**

Note 22 : Employee benefits expense

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Salaries, wages and bonus	198	174
Contribution to provident and other funds (refer note 28)	7	8
Gratuity expense (refer note 28)	3	3
Workmen and staff welfare expenses	1	1
Total	**209**	**186**

Note 23 : Finance costs

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Interest on inter corporate deposit (refer note 30)	1,161	1,137
Bank charges*	-	-
Total	**1,161**	**1,137**

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

Note 24 : Depreciation and amortisation expense

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Depreciation of property, plant and equipments* (refer note 3)	-	-
Amortization of intangible assets (refer note 4)	1	4
Total	**1**	**4**

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

Notes to the standalone financial statements

for the year ended March 31, 2023

Note 25 : Other expenses

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Advertising and sales promotion	16	22
Communication costs	2	1
News service and dispatches	24	24
Repairs and maintenance:		
Plant and machinery	73	45
Loss allowance for doubtful debts and advances	17	-
Legal and professional fees	58	159
Payment to auditor (refer note I)	13	13
Insurance	4	4
Rent*(refer note 30)	22	26
Director's sitting fees (refer note 30)	21	19
Travelling and conveyance	23	26
Loss on account of buy back of equity shares by wholly owned subsidiary (refer note 38)	21	20
Miscellaneous expenses	17	20
Total	**311**	**379**

*Expenses related to short term leases.

Note I: Payment to auditors

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
As auditor :		
- Audit fee	8	8
- Limited review	4	4
Reimbursement of expenses	1	1
Total	**13**	**13**

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 2023

₹ Lakhs

Promoter name	Retained earnings	FVTOCI Reserve	Total
Re- measurement gains(losses) on defined benefit plans	5	-	5
Change in Fair value of investment	-	(1)	(1)
Tax impact	-	-	-
Total	**5**	**(1)**	**4**

Notes to the standalone financial statements

for the year ended March 31, 2023

During the year ended 31 March 2022

₹ Lakhs

Promoter name	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)**

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:

Particulars	March 31, 2023	March 31, 2022
Loss attributable to equity holders (INR Lakhs)	**(1,434)**	**(1,463)**
Number of outstanding Equity shares for basic and diluted EPS	**58,187,078**	**58,187,078**
Loss per share for continuing and discontinued operations		
Basic EPS	(2.46)	(2.51)
Diluted EPS	(2.46)	(2.51)

Note 28 : Gratuity

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Gratuity plan	9	14
Total	**9**	**14**
Current	**1**	**2**
Non- Current	**8**	**12**

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 2023 :

Notes to the standalone financial statements

for the year ended March 31, 2023

Present value of Obligation

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Opening Balance	14	13
Current Service Cost	2	2
Interest Expense or cost	1	1
Re-measurement (or Actuarial) (gain) / loss arising from:		
- change in demographic assumptions	-	(3)
- change in financial assumptions	(1)	5
- experience variance (i.e. Actual experience vs. assumptions)	(4)	-
Benefits Paid	(4)	(4)
Transfer In/(Out)*	1	-
Total	**9**	**14**

*In relation to transfer of employees from fellow subsidiary

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

₹ Lakhs

Particulars	March 31, 2023 %	March 31, 2022 %
Discount Rate	7.40%	6.45%
Salary Growth Rate	10.00%	10.00%
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%	10.00%
31 - 44 years	10.00%	10.00%
Above 44 years	10.00%	10.00%
Mortality Rate	100% IALM 2012-14	100% IALM 2012-14

A quantitative sensitivity analysis for significant assumption as at 31 March 2023 is as shown below:

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Defined Benefit Obligation (Base)	9	14

Impact on defined benefit obligation

₹ Lakhs

Particulars	March 31, 2023		March 31, 2022	
Assumptions	Decrease	Increase	Decrease	Increase
Discount Rate (-/+ 1%)*	2	-	1	(1)
Salary Growth Rate (-/+ 1%)*	-	2	(1)	1
Attrition Rate (-/+ 50%)	2	-	3	(1)
Mortality Rate (-/+ 10%)*	1	1	-	-

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

Notes to the standalone financial statements

for the year ended March 31, 2023

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, 2023	March 31, 2022
Within the next 12 months (next annual reporting period)	1	1
Between 2 and 5 years	6	7
Between 6 and 10 years	4	5
Beyond 10 years	6	11
Total expected payments	**17**	**24**

Average duration of the defined benefit plan obligation

Particulars	March 31, 2023	March 31, 2022
Range of Duration	6 Years	7 Years

Defined Contribution Plan

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Contribution to Provident and Other funds		
Charged to statement of profit and loss	7	8

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, 2023	March 31, 2022
Liability at the beginning of the year	3	2
Benefits paid during the year	(2)	-
Provided/(Reversed) during the year*	-	1
Liability at the end of the year	**1**	**3**

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

Notes to the standalone financial statements

for the year ended March 31, 2023

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
	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 the standalone financial statements

for the year ended March 31, 2023

Note 30 : Related party Transactions

₹ Lakhs

Particulars	Subsidiary		Fellow Subsidiary		Key Managerial Personnel (KMP's) / Directors		Total	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Transactions during the year with related parties								
REVENUE TRANSACTIONS								
INCOME								
Share of revenue received on joint sale	29	31	2	2	-	-	31	33
EXPENSE								
Infrastructure support services	-	-	22	26	-	-	22	26
Advertisement expenses, sales promotion	-	-	14	24	-	-	14	24
Share of Revenue given on Joint Sales	-	-	2		-		2	-
Interest on Inter corporate deposit taken	19	-	1,142	1,137	-	-	1,161	1,137
Commission charges	1	1	-	-	-	-	1	1
Treasury & management support services	-	-	13	12		-	13	12
Non Executive Director's sitting fee and commission	-	-	-	-	21	19	21	19
OTHERS								
Reimbursement of expenses incurred on behalf of the company by parties	40	46	1	1	-	-	41	47
Reimbursement of expenses incurred on behalf of the parties by company	6	5	6	5	-	-	12	10
Realisation on account of buy back of Equity shares by wholly owned subsidiary	2,000	1,909	-	-	-	-	2,000	1,909
Renewal of intercorporate Loan taken by the company (extension of old loan including interest accrued)	-	-	9,054	-	-		9,054	-
Inter corporate loan taken by the Company	1,795	-	-	-	-	-	1,795	-
Repayment of inter corporate deposit	-	-	2,822	1,183	-	-	2,822	1,183
BALANCE OUTSTANDING								
Investment in Shares (including premium)*	13,630	15,651	-	-	-	-	13,630	15,651
Trade payables	17	11	16	11	-	-	33	22
Inter corporate deposit taken & interest accrued on it	1,813	-	7,771	10,297	-	-	9,584	10,297

*Represents amount after buy back of Equity shares by wholly owned subsidiary

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

Notes to the standalone financial statements

for the year ended March 31, 2023

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	March 31, 2023	March 31, 2022
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	March 31, 2023	March 31, 2022
Borrowings (refer Note 14)	9,272	6,817
Interest accrued on borrowings (refer note 16)	311	3,480
Debt	**9,583**	**10,297**
Equity & other equity	5,696	7,126
Total capital employed	**15,279**	**17,423**
Less: Intangible Assets	(1)	(2)
Net capital employed	**15,279**	**17,420**
Gearing ratio	**63%**	**59%**

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2023 and March 31, 2022.

Notes to the standalone financial statements

for the year ended March 31, 2023

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-23	31-Mar-22	31-Mar-23	31-Mar-22	
Financial assets measured at amortised cost					
Balance on deposit accounts (More than 12 months maturity) (refer note 9)	1,500	1,700	1,500	1,700	**Level 2*** **
Financial assets measured at fair value through OCI					
Quoted Equity Investments (refer note 6)	5	6	5	6	**Level 1***
Financial liabilities for measured at amortised cost					
Borrowings (refer note 14)	9,272	6,817	9,272	6,817	**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 ₹ 50 lakhs and ₹ 49 lakhs for the year ended March 31, 2023 and March 31, 2022 respectively.

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.

Notes to the standalone financial statements

for the year ended March 31, 2023

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.

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.

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 companies exposure to the risk of changes in market interest rates relates primarily to long-term Borrowings with floating interest rates (refer note 14) .

The sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, with all other variables held constant, on floating rate borrowings is as follows:

For year ended March 31, 2023	Increase/ Decrease in basis points	Effect on profit before tax (INR Lakhs)
Interest rate	+50	12
Interest rate	-50	(12)

For year ended March 31, 2022, the Company has no exposure to the risk of changes in market interest since the Company has fixed interest rate debt obligation.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. 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 9. 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. The guidelines are set to minimize the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Notes to the standalone financial statements

for the year ended March 31, 2023

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, 2023 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

Promoter name	With in 1 year	More than 1 years	Total
As at March 31, 2023			
Borrowings (refer note 14)	-	9,272	9,272
Trade payables (refer note 15)	118	-	118
Other financial liabilities (refer note 16)	23	311	334
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

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, 2023, the Company does not fulfil the criteria prescribed for classification as NBFC or SI-CIC.

Note 37 : 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.

Notes to the standalone financial statements

for the year ended March 31, 2023

(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) has one CICs as part of the Group but is exempted from registration with RBI being not a Systemically Important Core Investment Company (SI-CIC).

Note 38 : During the year ended March 31, 2023, HT Digital Streams Limited (HTDSL), a wholly owned subsidiary of the Company, has carried out buy back of its 23.05 lacs fully paid up equity shares of INR 10 each held by the Company (representing 12.92% 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.

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 39: Standards issued but not yet effective

On 31 March 2023, 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 2023

Amendment to Ind AS 12 and Ind AS 101

Now the Initial Recognition Exemption (IRE) does not apply to transactions that give rise to equal and offsetting temporary differences. Narrowed the scope of IRE (with regard to leases and decommissioning obligations). Accordingly, companies will need to recognise a deferred tax asset and a deferred tax liability for temporary differences arising on transactions such as initial recognition of a lease and a decommissioning provision.

The amendments apply to transactions that occur on or after the beginning of the earliest comparative period presented.

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

Amendment to Ind AS 1 and Ind AS 34 and Ind AS 107

Companies should now disclose material accounting policies rather than their significant accounting policies.

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

Amendment to Ind AS 8

Definition of 'change in account estimate' has been replaced by revised definition of 'accounting estimate'. As per revised definition, accounting estimates are monetary amounts in the financial statements that are subject to measurement uncertainty.

Notes to the standalone financial statements

for the year ended March 31, 2023

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

Following amendments are clarificatory in nature-

Amendment to Ind AS 109

In Indian Accounting Standard (Ind AS) 109, in Appendix B, in paragraph B4.3.12, for item (b), the following item shall be substituted, namely:-

"(b) a combination of entities or businesses under common control as described in Appendix C of Ind AS 103; or";

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

Amendment to Ind AS 115

In Indian Accounting Standard (Ind AS) 115, in Appendix 1,-

(i) in paragraph 2, for the words and figure "paragraph of 15", the word and figure "paragraph 51" shall be substituted;

(ii) in paragraph 5, for the word and letter "Appendix D" the word and letter "Appendix B" shall be substituted.;

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

Amendment to Ind AS 103

In Indian Accounting Standard (Ind AS) 103, in Appendix C, in paragraph 13, for item (b), the following item shall be substituted, namely:-

"(b) the date on which the transferee obtains control of the transferor;";

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

Amendment to Ind AS 102

In Indian Accounting Standard (Ind AS) 102, the footnote starting with the words "For example, in case" and ending with the words "not exercised", appearing on the heading before paragraph 24 'If the fair value of the equity instruments cannot be estimated reliably' shall be deleted and the same shall be added at the end of paragraph 23 at the words "equity to another".

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

Notes to the standalone financial statements

for the year ended March 31, 2023

Note 40 : Ratios

Ratios	March 31, 2023	March 31, 2022	Variation	Remarks
Current ratio (in times)	12.09	0.18	6565%	Mainly on account of decrease in current liabilities by 99% in the current year as compared to the previous year.
(Current assets / Current liabilities)				
Debt-equity ratio (in times)	1.68	1.46	16%	Mainly on account of decrease in Equity by 20% in the current year as compared to the previous year.
(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)	(0.23)	(0.04)	473%	Mainly on account of decrease in Debt service by 85% and decrease in negative EBIT by 16% in the current year as compared to the previous year.
(EBIT i.e. EBITDA - Depreciation and amortization expense)/ (Debt payable within one year + Interest on debt)				
Return on Equity Ratio (%)	-22.36%	-18.62%	20%	Mainly on account of decrease in Average Shareholder Equity by 18% in the current year as compared to the previous year.
(PAT/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)	3.01	3.66	-18%	
(Revenue from operations /average trade receivables)				
Trade payables turnover ratio (in times)	2.42	1.82	33%	Mainly on account of decrease in average net trade payables by 43% and decrease in other expenses by 24% in the current year as compared to the previous year.
"(Other expenses* / Average trade payables) *Excluding allowance for doubtful debts and advances and loss on buy back of equity shares"				

Notes to the standalone financial statements

for the year ended March 31, 2023

Net capital turnover ratio (in times)	0.10	(0.02)	-718%	Mainly on account of increase in working capital by 119% and increase in revenue from operations by 18% in the current year as compared to the previous year.
(Operating Revenue from operations/ Working Capital)				
Net profit ratio (%)	-577.46%	-602.15%	-4%	
{Net profit/(loss) after tax / Total Income}				
Return On Capital Employed (%)	-1.78%	-1.87%	-5%	
(Net Operating Profit after tax / Capital Employed)				
Return on investment (%)	5.51%	5.10%	8%	
(Income fixed deposit, FVTPL/ Average investments)				

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: May 17, 2023

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)

Praveen Someshwar
Director
(DIN: 01802656)

Place: New Delhi
Date: May 17, 2023

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 2023, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and 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 2023, of its consolidated loss and other comprehensive income, 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 we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matter(s)

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.

Revenue Recognition

See Note 19 to 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 2023 was Rs. 34,927 Lakhs (Previous year Rs. 32,413 Lakhs).	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;

The key audit matter	How the matter was addressed in our audit
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.	• 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 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 financial statements and auditor's report(s) thereon. The company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will 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 identified above when it becomes available 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.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take neccesary actions applicable under the applicable laws and regulations.

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

The 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 the 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 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, 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 2023 taken on record by the Board of Directors of the Holding Company and the written representations received from the directors of the subsidiary company as on 31 March 2023 taken on record by the Board of Directors of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2023 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 incorporated in India 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 Auditors) 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 2023 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 2023.

   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 incorporated in India during the year ended 31 March 2023.

   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 40 to the consolidated financial statements

e. The Holding Company and its subsidiary company have neither declared nor paid any dividend during the year.

f. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Holding Company or its subsidiary company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

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
ICAI UDIN:23098113BGYZWL2864

Place: Gurugram
Date: May 17, 2023

Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of Digicontent Limited for the year ended 31 March 2023

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) In our opinion and according to the information and explanations given to us, there are no other 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, except as mentioned below:

Sr. No.	Name of the entities	CIN	Holding Company/ Subsidiary/ JV/ Associate	Clause number of the CARO report which is unfavourable or qualified or adverse	Remarks
1	Digicontent Limited	L74999DL2017PLC322147	Holding	Clause (xvii)	The Company has incurred cash losses in the financial year and immediately preceding financial year.

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

David Jones
Partner
Membership No.: 098113
ICAI UDIN:23098113BGYZWL2864

Place: Gurugram
Date: May 17, 2023

Annexure B to the Independent Auditor's Report on the consolidated financial statements of Digicontent Limited for the year ended 31 March 2023

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 Act

(Referred to in paragraph 2(A)(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 Digicontent Limited (hereinafter referred to as "the Company") as of and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Company and such company incorporated in India under the Act 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 financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to 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 and Board of Directors' Responsibilities for Internal Financial Controls

The respective 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 financial statements 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 Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to 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 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 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 financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 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 financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to 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 consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to 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 financial statements to future periods are subject to the risk that the internal financial controls with reference to 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
ICAI UDIN:23098113BGYZWL2864

Place: Gurugram
Date: May 17, 2023

Consolidated Balance Sheet

as at March 31, 2023

₹ Lakhs

	Note	As at March 31, 2023	As at March 31, 2022
I ASSETS			
1) Non-current assets			
(a) Property, plant and equipment	3	312	306
(b) Right - of - use assets	26A	8,451	482
(c) Intangible assets	4	36	65
(d) Intangible assets under development	4	198	47
(e) Financial assets			
(i) Investments	6A	15	16
(ii) Loans	6B	200	200
(iii) Other financial assets	9A	1,128	1,559
(f) Deferred tax assets (net)	18	582	526
(g) Income tax assets (net)	5	1,183	1,412
(h) Other non-current assets	6B	-	15
Total Non- current assets		**12,105**	**4,628**
2) Current assets			
(a) Financial assets			
(i) Investments	6A	1,501	3,021
(ii) Trade receivables	7	6,318	5,708
(iii) Cash and cash equivalents	8A	331	315
(iv) Bank balances other than (iii) above	8B	-	1,300
(v) Other financial assets	9A	1,529	1,753
(b) Contract assets	9B	266	83
(c) Other current assets	10	574	555
Total current assets		**10,519**	**12,735**
TOTAL ASSETS		**22,624**	**17,363**
II EQUITY AND LIABILITIES			
1) Equity			
(a) Equity share capital	11	1,164	1,164
(b) Other equity	12	(1,757)	(605)
Total equity		**(593)**	**559**
2) Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	13A	7,477	-
(ii) Lease liabilities	13B	6,602	19
(iii) Other financial liabilities	15	294	-
(b) Provisions	16	8	12
Total non- current liabilities		**14,381**	**31**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	13A	-	6,817
(ii) Lease liabilities	13B	890	9
(iii) Trade payables			
a) Total outstanding dues of micro enterprises and small enterprises	14	102	83
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	14	2,175	2,453
(iv) Other financial liabilities	15	2,575	5,051
(b) Contract liabilities	17A	1,359	727
(c) Other current liabilities	17B	536	482
(d) Provisions	16	1,199	1,151
Total current liabilities		**8,836**	**16,773**
Total liabilities		**23,217**	**16,804**
TOTAL EQUITY AND LIABILITIES		**22,624**	**17,363**
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: May 17, 2023

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)

Praveen Someshwar
Director
(DIN: 01802656)

Place: New Delhi
Date: May 17, 2023

Consolidated Statement of Profit and Loss

for the year ended March 31, 2023

₹ Lakhs

Particulars		Note	Year ended March 31, 2023	Year ended March 31, 2022
I	**Income**			
	a) Revenue from operations	19	34,927	32,413
	b) Other income	20	549	886
	Total Income		**35,476**	**33,299**
II	**Expenses**			
	a) Employee benefits expense	21	18,189	13,819
	b) Finance costs	22	1,564	1,185
	c) Depreciation and amortisation expense	23	1,729	1,638
	d) Other expenses	24	15,231	13,298
	Total Expenses		**36,713**	**29,940**
III	**Profit/ (Loss) before tax (I-II)**		**(1,237)**	**3,359**
IV	**Earnings before interest, tax, depreciation and amortisation (EBITDA) [III+II(b)+II(c)]**		**2,056**	**6,182**
V	**Income tax expense**			
	Current tax charge	18	154	276
	Deferred tax charge/ (credit)	18	(108)	978
	Adjustments in respect of current tax credit of previous year	18	(6)	-
	Adjustments in respect of deferred tax charge of previous year	18	8	-
	Total tax expense		**48**	**1,254**
VI	**Profit/ (Loss) for the year (III-V)**		**(1,285)**	**2,105**
VII	**Other comprehensive income**			
	Items that will not to be reclassified to profit or loss	25		
	i) Remeasurement gain/(loss) on defined benefit plans		178	(255)
	ii) Change in fair value of investments		(1)	1
	iii) Income tax effect		(44)	64
	Other comprehensive (loss)/income for the year		**133**	**(190)**
VIII	**Total comprehensive income/(loss) for the year (VI+VII)**		**(1,152)**	**1,915**
IX	**Earnings/ (Loss) per share (INR)**			
	Basic (Nominal value of share INR 2/-)	26	(2.21)	3.62
	Diluted (Nominal value of share INR 2/-)	26	(2.21)	3.62
	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: May 17, 2023

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

Arjit Gupta
Company Secretary

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Director
(DIN:00020603)

Praveen Someshwar
Director
(DIN: 01802656)

Place: New Delhi
Date: May 17, 2023

Consolidated Statement of Cash Flows

for the year ended March 31, 2023

₹ Lakhs

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Cash flows from operating activities:		
Profit/(Loss) before tax:	**(1,237)**	**3,359**
Adjustments to reconcile profit/(loss) before tax to net cash flows:		
Interest income from deposits and others	(315)	(311)
Depreciation and amortisation expense	1,729	1,638
Interest on inter corporate deposit and lease liabilities	1,543	1,166
Loss allowance for doubtful debts and advances	103	-
Unclaimed balances/liabilities written back (net)	(53)	(70)
Unrealised exchange differences (net)	2	(20)
Net gain on disposal of property, plant and equipment	(2)	(1)
Reversal of provision in relation to doubtful debts & advances	-	(31)
Finance income from debt instruments at FVTPL	(36)	(21)
Changes in operating assets and liabilities		
(Increase) in trade receivables	(716)	(977)
(Increase) in current and non-current financial assets and other current and non-current assets	(334)	(311)
Increase in current and non-current financial liabilities and other current and non-current liabilities and provisions	1,694	942
Cash generated from operations	**2,378**	**5,363**
Income taxes refund/(paid)	81	(1,476)
Net cash inflows from operating activities (A)	**2,459**	**3,887**
Cash flows from investing activities:		
Interest Income	277	177
Fixed deposits matured	1,500	894
Proceeds from sale of investments	3,058	-
Inter-corporate deposits given	(400)	(200)
Inter corporate deposits received	400	-
Purchase of investments	(1,502)	(3,000)
Purchase of property, plant and equipment & intangible assets (including intangible under development)	(296)	(242)
Net cash inflows/ (outflows) from investing activities (B)	**3,037**	**(2,371)**
Cash flows from financing activities:		
Working capital loan taken from bank during the year	1,000	-
Working capital loan taken from bank repaid during the year	(1,000)	-
Repayment of inter-corporate deposits	(2,822)	(1,183)
Repayment of lease liabilities	(1,794)	(1,533)
Interest paid	(864)	(630)
Net cash (outflows) from financing activities (C)	**(5,480)**	**(3,346)**
Net increase/ (decrease) in cash and cash equivalents (D= A+B+C)	**16**	**(1,830)**
Cash and cash equivalents at the beginning of the year (E)	315	2,145
Cash and cash equivalents at year end (D+E)	**331**	**315**

Consolidated Statement of Cash Flows

for the year ended March 31, 2023

₹ Lakhs

Particulars	Year ended March	Year ended March
Components of cash & cash equivalents as at end of the year		
Cash in hand*	-	1
Balances with banks		
- deposits with original maturity of less than three months	217	257
- on current accounts	114	57
Total cash and cash equivalents	**331**	**315**

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

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: May 17, 2023

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

Arjit Gupta
Company Secretary

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Director
(DIN:00020603)

Praveen Someshwar
Director
(DIN: 01802656)

Place: New Delhi
Date: May 17, 2023

Consolidated Statement of changes in equity

for the year ended March 31, 2023

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, 2021	**58,187,078**	**1,164**
Changes during the year	-	-
Balance as at March 31, 2022	**58,187,078**	**1,164**
Changes during the year	-	-
Balance as at March 31, 2023	**58,187,078**	**1,164**

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

₹ Lakhs

Particulars	Retained earnings	Capital Reserve	FVTOCI reserve	Total
Balance as at 1 April, 2021	**(9,462)**	**6,942**	**-**	**(2,520)**
Profit for the year	2,105	-	-	2,105
Items of other comprehensive income				
- 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)**
Loss for the year	(1,285)	-	-	(1,285)
Items of other comprehensive income				
- Remeasurements of post-employment benefit obligation, net of tax	134	-	-	134
- Change in fair value of investment, net of tax	-	-	(1)	(1)
Balance as at March 31, 2023	**(8,699)**	**6,942**	**-**	**(1,757)**

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: May 17, 2023

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)

Praveen Someshwar
Director
(DIN: 01802656)

Place: New Delhi
Date: May 17, 2023

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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.

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, 2023 are authorised for issue in accordance with a resolution of the board of directors on May 17, 2023.

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

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

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

- 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 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:

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

- 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.

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

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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 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.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

- 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.

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.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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.

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)

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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 towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

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 inventory and 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.

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

Notes to Consolidated Financial Statements
for the year ended March 31, 2023

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 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

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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:

(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.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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 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.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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
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 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

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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 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.

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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.

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

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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 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.

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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').

The net changes in fair value are recognised in the statement of profit and loss. Mutual Funds 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.

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

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for the year ended March 31, 2023

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.

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.

Notes to Consolidated Financial Statements
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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.

2.3. Significant accounting judgements, estimates and assumptions

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the 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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for the year ended March 31, 2023

Note 3 : Property, plant and equipment

₹ Lakhs

Particulars	Office equipment	Plant and machinery	Total
Cost			
As at 1 April, 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**
Add: Additions during the year	4	170	174
Less : Disposals/ adjustments	-	94	94
As at March 31, 2023	**61**	**1,029**	**1,090**
Accumulated depreciation/ Impairment			
As at 1 April, 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**
Add: Charge for the year	5	163	168
Less : Disposals/ adjustments*	-	94	94
As at March 31, 2023	**20**	**758**	**778**
Net Block			
As at March 31, 2023	**41**	**271**	**312**
As at March 31, 2022	**42**	**264**	**306**

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

Note 4 : Intangible assets and intangible assets under development

₹ Lakhs

Particulars	Intangible Assets		Total of Intangible Assets	Intangible Assets under development
	Website Development	Software Licenses		
Gross carrying amount				
As at 1 April, 2021	**91**	**154**	**245**	**42**
Additions during the year	9	-	9	5
As at March 31, 2022	**100**	**154**	**254**	**47**
Additions during the year	-	2	2	151
As at March 31, 2023	**100**	**156**	**256**	**198**
Accumulated amortisation				
As at 1 April, 2021	**59**	**97**	**156**	**-**
Add: Charge for the year	15	18	33	-
As at March 31, 2022	**74**	**115**	**189**	**-**
Add: Charge for the year	15	16	31	-
As at March 31, 2023	**89**	**131**	**220**	**-**
Net carrying amount				
As at March 31, 2023	**11**	**25**	**36**	**198**
As at March 31, 2022	**26**	**39**	**65**	**47**

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Note 5 : Income tax assets (net)

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Income tax assets (net) [related to current tax]	1,183	1,412
Total Income tax assets	**1,183**	**1,412**
Current	**-**	**-**
Non-Current	**1,183**	**1,412**

Financial Assets

Note 6A: Investments

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Current		
Investments at Fair Value through profit and loss		
Quoted		
Investment in Mutual Funds	1,501	3,021
Non Current		
Investments at Fair Value through profit and loss		
Unquoted		
Investment in equity instruments	10	10
Investments at Fair Value through OCI		
Investment in Quoted equity instruments:		
Reliance Industries Limited	3	3
125 (Previous Year: 125) equity shares of INR 10 each fully paid up		
Tata Consultancy Services Limited	2	3
80 (Previous Year: 80) equity shares of INR 1 each fully paid up		
Total investments	**1,516**	**3,037**
Current	**1,501**	**3,021**
Non - Current	**15**	**16**
Aggregate book value of quoted investments	**1,506**	**3,027**
Aggregate market value of quoted investments	**1,506**	**3,027**
Aggregate book value of unquoted investments	**10**	**10**

Note 6B : Loans

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Inter- corporate deposits given (refer note 29 and 40)	200	200
Total	**200**	**200**
Current	**-**	**-**
Non - Current	**200**	**200**

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₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Secured, considered good	-	-
Unsecured, considered good	200	200
Loans Receivables which have significant increase in credit risk	-	-
Loans Receivables – credit impaired	-	-
Total	**200**	**200**
Allowances for bad and doubtful loans	-	-
Net	**200**	**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, 2023	March 31, 2022
Capital advances	-	15
Total	**-**	**15**

Note 7 : Trade receivables

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Trade receivables	4,447	4,336
Receivables from related parties (refer note 29)	779	564
Unbilled receivable (refer note 29)	1,418	1,103
Loss allowance for bad & doubtful receivables	(326)	(295)
Total	**6,318**	**5,708**
Current	**6,318**	**5,708**
Non - Current	**-**	**-**
Considered good – Secured	-	-
Considered good – Unsecured	6,644	6,003
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables – credit impaired	-	-
Total	**6,644**	**6,003**
Loss allowance for bad & doubtful receivables	(326)	(295)
Net Trade receivables	**6,318**	**5,708**

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

Trade Receivables ageing schedule

As at March 31, 2023

₹ 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	1,418	2,687	2,117	124	164	25	15	6,550
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	1	4	24	65	94
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Total	**1,418**	**2,687**	**2,117**	**125**	**168**	**49**	**80**	**6,644**
Less: Loss allowance for bad & doubtful receivables	-	-	80	59	58	49	80	326
Net Trade receivables	**1,418**	**2,687**	**2,037**	**66**	**110**	**-**	**-**	**6,318**

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**

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, 2023

Note 8A: Cash and cash equivalents

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Cash on hand*	-	1
Balance with banks :		
- On current accounts	114	57
- Deposits with original maturity of less than three months	217	257
Total	**331**	**315**

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

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, 2023	March 31, 2022
Bank balances other than (8A) above		
- Deposits with original maturity of more than three months but upto 12 months	-	1,300
Total	-	1,300

Note 9A: Other financial assets

₹ Lakhs

Particulars	Non- Current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Other Financial Assets at Amortised Cost				
Bank deposits with more than 12 months maturity	-	-	1,500	1,700
Security deposits [includes given to related parties - undiscounted value of INR 1,687 Lakhs (Previous Year March 31, 2022: INR 1,556 Lakhs)] (refer note 29)	1,124	1,559	1	2
Interest Accrued on ICD given (refer note 29)	4	-	-	-
Income accrued on bank deposits	-	-	23	47
Employee receivables	-	-	26	25
Allowances for employees receivables	-	-	(21)	(21)
Total	**1,128**	**1,559**	**1,529**	**1,753**

Break up of financial assets carried at amortised cost

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Trade receivables (Note 7)	6,318	5,708
Cash and cash equivalents (Note 8A)	331	315
Other bank balances (Note 8B)	-	1,300
Other financial assets (Note 9A)	2,657	3,312
Loans (Note 6B)	200	200
Total	**9,506**	**10,835**

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

Break up of financial assets at fair value through profit and loss

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Investments (Note 6A)	1,511	3,031
Total	**1,511**	**3,031**

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

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Investments (Note 6A)	5	6
Total	**5**	**6**

Note 9B: Contract assets

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Income accrued but not due	266	83
Total	**266**	**83**
Current	**266**	**83**
Non - Current	**-**	**-**

Amount billed during FY 2022-2023 from contract assets at the beginning of the year is INR 83 lakhs. Balance of INR 267 Lakhs as at March 31, 2023 pertains to current year transactions.

Note 10: Other current assets

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Prepaid expenses [(after offsetting lease liability of INR 587 Lakhs (Previous Year March 31, 2022: INR 508 Lakhs)] (refer note 29)	276	394
Advances recoverable	69	24
Goods and service tax (GST) credit receivable	229	137
Total	**574**	**555**

Note 11 : Share capital

Authorised Share Capital

₹ Lakhs

Particulars	Number of shares	Amount
As at 1 April, 2021	**60,000,000**	**1,200**
Changes during the year	-	-
As at March 31, 2022	**60,000,000**	**1,200**
Changes during the year	-	-
As at March 31, 2023	**60,000,000**	**1,200**

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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

₹ Lakhs

Particulars	Number of shares	Amount
As at 1 April, 2021	**58,187,078**	**1,164**
Changes during the year	-	-
As at March 31, 2022	**58,187,078**	**1,164**
Changes during the year	-	-
As at March 31, 2023	**58,187,078**	**1,164**

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

₹ Lakhs

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	58,187,078	1,164	58,187,078	1,164
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	**58,187,078**	**1,164**	**58,187,078**	**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	March 31, 2023	March 31, 2022
The Hindustan Times Limited, the holding company		
37,764,521 (March 31, 2022- 37,764,521) equity shares of INR 2 each fully paid	755	755

Shareholding of Promoters as below

As at 31 March 2023

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*	37,764,521	-	37,764,521	64.90%	0.00%
Total	**37,764,521**	**-**	**37,764,521**	**64.90%**	**0.00%**

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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*	40,444,271	(2,679,750)	37,764,521	64.9%	-6.63%
Total	**40,444,271**	**(2,679,750)**	**37,764,521**	**64.9%**	**-6.63%**

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

₹ Lakhs

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares	% holding	Number of shares	% holding
Equity shares of INR 2 each fully paid				
The Hindustan Times Limited, the holding company*	37,764,521	64.9%	37,764,521	64.90%

*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, 2023	March 31, 2022
Retained earnings	(8,699)	(7,548)
Capital reserve	6,942	6,942
FVTOCI reserve	-	1
Total	**(1,757)**	**(605)**

Retained Earnings

₹ Lakhs

Particulars	Amount
As at April 1, 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)**
Net profit for the year	(1,285)
Items of other comprehensive income recognised directly in retained earnings	
- Remeasurements of defined benefits obligation, net of tax	134
As at March 31, 2023	**(8,699)**

Capital reserve*

₹ Lakhs

Particulars	Amount
As at April 1, 2021	**6,942**
Changes during the year	-
As at March 31, 2022	**6,942**
Changes during the year	-
As at March 31, 2023	**6,942**

* In relation to past business acquisitions

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

FVTOCI reserve*

₹ Lakhs

Particulars	Amount
As at 1 April, 2021	**-**
Changes during the year	1
As at March 31, 2022	**1**
Changes during the year	(1)
As at March 31, 2023	**-**

* In relation to investments classified at Fair Value through OCI

Note 13A : Borrowings

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Unsecured		
Non-Current		
Inter corporate deposits (note below) (refer note 29 and 40)	7,477	-
Currrent		
Inter corporate deposits (note below) (refer note 29 and 40)	-	6,817
Total	**7,477**	**6,817**
Aggregate Secured Loans	**-**	**-**
Aggregate Unsecured Loans	**7,477**	**6,817**

Intercompany loan from HT Media Limited along with outstanding interest was due for repayment in December 2022 (First Tranche) and in March 2023 (Second Tranche). The same has got extended for period of 5 years and are due for repayment after 5 years from the original due date along with rate of interest of Overnight MIBOR + 655 bps compounded on monthly basis.

Debt reconciliation:

₹ Lakhs

Promoter name	Current Borrowings	Non-current Borrowings	Total
As at 1 April, 2021	**8,000**	**-**	**8,000**
Less : Repayments	(1,183)	-	(1,183)
Balance as at March 31, 2022	**6,817**	**-**	**6,817**
Re-classification of borrowing	(5,572)	5,572	-
Less : Repayments	(1,245)	(1,577)	(2,822)
Add : Existing Borrowings got extended	-	3,482	3,482
Balance as at March 31, 2023	**-**	**7,477**	**7,477**

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

Note 13B : Lease liabilities

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Unsecured		
Lease liabilities [(after offsetting prepaid expenses of INR 587 Lakhs (Previous Year March 31, 2022: INR 508 Lakhs)](refer note 26A)	7,492	28
Total	**7,492**	**28**
Current	**890**	**9**
Non- current	**6,602**	**19**

Note 14: Trade payables

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Trade payables		
(i) Total outstanding dues of micro enterprises and small enterprises (refer note 30)	102	83
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		
- Payable to related parties (refer note 29)	32	13
- Payable to others	2,143	2,440
Other than micro enterprises and small enterprises	**2,175**	**2,453**
Total	**2,277**	**2,536**
Current	**2,277**	**2,536**
Non- Current	**-**	**-**

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

Trade Payables ageing schedule

As at March 31, 2023

₹ 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	-	102	-	-	-	-	102
(ii) Others	1,283	100	791	1	1	-	2,176
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	**1,283**	**202**	**791**	**1**	**1**	**-**	**2,278**

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**

Note 15 : Other financial liabilities

₹ Lakhs

Particulars	Non- Current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
I. Other financial liabilities at amortised cost				
Employee payables	-	-	2,554	1,563
Interest accrued but not due on borrowings (refer note 29)	294	-	-	3,480
Creditors for capital purchases*	-	-	21	8
Total	**294**	**-**	**2,575**	**5,051**
Current	**-**	**-**	**2,575**	**5,051**
Non- Current	**294**	**-**	**-**	**-**

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

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

Break up of financial liabilities carried at amortised cost

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Borrowings (Note 13A)	7,477	6,817
Lease Liabilities (Note 13B)	7,492	28
Trade payables (Note 14)	2,277	2,536
Other financial liabilities (Note 15)	2,869	5,051
Total financial liabilities carried at amortised cost	**20,115**	**14,432**

Note 16 : Provisions

₹ Lakhs

Particulars	Non- Current		Current	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Provision for gratuity (refer note 27)	8	12	1,167	1,111
Provision for leave encashment (refer note 27)	-	-	32	40
Total	**8**	**12**	**1,199**	**1,151**
Current	**-**	**-**	**1,199**	**1,151**
Non- Current	**8**	**12**	**-**	**-**

Note 17A : Contract liabilities

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Unearned revenue	627	582
Advances from customers	732	145
Total	**1,359**	**727**
Current	**1,359**	**727**
Non Current	**-**	**-**

Amount of revenue recognised during FY 2022-2023 from contract liabilities at the beginning of the year is ₹ 645 lakhs (Previous year 415 lakhs).

Amount accrued during FY 2022-23 amounts to ₹ 1,277 Lakhs (Previous year ₹ 700 Lakhs).

Note 17B : Other current liabilities

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Statutory dues	536	482
Total	**536**	**482**

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

Note 18 : Income tax

The major components of income tax expense for the year ended 31 March 2023 are :

Statement of profit and loss :

Profit or loss section

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Current tax :		
Current tax charge	154	276
Adjustments in respect of current tax credit of previous year	(6)	
Deferred tax :		
Deferred tax charge/ (credit)	(108)	978
Adjustments in respect of deferred tax charge of previous year*	8	-
Income tax expense reported in the statement of Profit or Loss	**48**	**1,254**

* 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, 2023:

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Income tax charge/(credit) on remeasurements of defined benefit plans	(44)	64
Income tax charge/(credit) to OCI	**(44)**	**64**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2023 and March 31, 2022:

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Accounting profit/(loss) before income tax	(1,237)	3,359
At India's domestic income tax rate of 25.17% (Previous year -25.17%)	**(311)**	**845**
Non-recognition of deferred tax asset	357	363
Impact due to change in tax rate	-	46
CSR expenditure*	-	-
Adjustments in respect of current income tax credit of previous year	(6)	-
Adjustment of deferred tax charge in respect of previous year*	8	-
Others	1	-
At the effective income tax rate	**48**	**1,254**
Income tax expense reported in the statement of profit and loss	**48**	**1,254**

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

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

Deferred tax

Deferred tax relates to the following:

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Deferred tax assets		
Differences in depreciation in block of property, plant and equipment as per tax books and financial books	17	14
Provision for doubtful debts and advances	78	72
Effect of expenditure debited to Statement of profit and loss in the current year but allowed for tax purposes in following year	487	445
Gross deferred tax assets	**582**	**531**
Deferred tax liabilities		
Difference between tax base and book base on Investments	-	5
Gross deferred tax liabilities	**-**	**5**
Deferred tax assets (net)	**582**	**526**

Reconciliation of deferred tax assets (net):

₹ Lakhs

Particulars	
Balance as at April 1, 2021	1,440
Tax credit during the period recognised in profit or loss	(978)
Tax charge during the period recognised in OCI	64
Closing balance as at March 31, 2022	**526**
Tax charge during the period recognised in profit or loss	100
Tax credit during the period recognised in OCI	(44)
Closing balance as at March 31, 2023	**582**

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 2023:

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Temporary differences arising on:		
Carried forward business losses (available for 8 assessment years from the respective year of origination of losses)	1,517	1,160
Unabsorbed depreciation (Available for infinite period)	12	11
Provision for doubtful debts and advances (available on write off/collection)	10	8
Differences in depreciation in block of fixed assets as per tax books and financial books (available in due course)	4	5
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)	8	12
Deferred tax Asset	**1,551**	**1,196**

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

Note 19 : Revenue from operations

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Sale of services		
- Revenue from digital services	20,594	19,615
- Revenue from multi-media content management services (refer note 29)	14,333	12,798
Total	**34,927**	**32,413**

Reconciliation of revenue recognised with the contracted price is as follows:

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Contract price	35,829	33,061
Adjustments to the contract price	(902)	(648)
Revenue Recognised	**34,927**	**32,413**

The adjustments made to the contract price comprises of volume discounts.

Note 20 : Other income

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Interest income on effective interest rate (EIR) method		
- Bank deposits	160	196
- Loan to related party (refer note 29)	16	-
- Income tax refund	82	-
- Others	57	115
Other non - operating income		
Finance income from debt instruments at FVTPL*	36	21
Unclaimed balances/liabilities written back (net)	53	70
Exchange differences (net)	-	20
Net gain on disposal of property, plant and equipment	2	1
Reversal of loss allowance for bad & doubtful receivables	-	31
Income under cost contribution arrangement (refer note 29)	136	390
Miscellaneous income	7	42
Total	**549**	**886**

*Gain on account of fair value movement (refer note 2.2 (n) Debt instruments at FVTPL)

Note 21 : Employee benefits expense

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Salaries, wages and bonus	17,189	13,067
Contribution to provident and other funds (refer note 27)	597	510
Gratuity expense (refer note 27)	331	203
Workmen and staff welfare expenses	72	39
Total	**18,189**	**13,819**

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

Note 22 : Finance costs

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Interest on inter corporate deposits (refer note 29)	1,142	1,137
Interest on borrowing from bank	18	-
Interest on lease liabilities (refer note 26A)	383	29
Bank Charges	21	19
Total	**1,564**	**1,185**

Note 23 : Depreciation and amortisation expense

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Depreciation of property, plan and equipments (refer note 3)	168	148
Depreciation of right-of-use assets (refer note 26A)	1,530	1,457
Amortisation of intangible assets (refer note 4)	31	33
Total	**1,729**	**1,638**

Note 24 : Other expenses

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Advertising and sales promotion	1,448	1,074
Power and fuel	4	1
Communication Costs	92	81
Legal and professional fees	3,153	3,088
News service and dispatches	4,147	3,649
Repairs and maintenance		
Plant and machinery	2,773	2,348
Rates and taxes	3	10
Insurance	175	127
Service Charges on advertisement revenue	-	65
Rent (refer note 26A)	1,343	1,201
Travelling and conveyance	1,502	1,261
Loss allowance for bad & doubtful receivables	103	-
Exchange differences (net)	2	-
Director's sitting fees (refer note 29)	21	19
Payment to auditor	40	42
CSR Expenditure	1	-
Security Charges	18	17
Housekeeping charges	47	41
Expense under cost contribution arrangement (refer note 29)	192	187
Miscellaneous expenses	167	87
Total	**15,231**	**13,298**

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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, 2023

₹ Lakhs

Promoter name	Retained earnings	FVTOCI Reserve	Total
Remeasurement gain on defined benefit plans	178	-	178
Change in Fair value of investment	-	(1)	(1)
Tax impact	(44)	-	(44)
Total	**134**	**(1)**	**133**

During the year ended 31 March 2022

₹ Lakhs

Promoter name	Retained earnings	FVTOCI Reserve	Total
Remeasurement loss on defined benefit plans	(255)	-	(255)
Change in Fair value of investment	-	1	1
Tax impact	64	-	64
Total	**(192)**	**1**	**(190)**

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, 2023, there are no dilutive potential Equity Shares outstanding.

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

Particulars	March 31, 2023	March 31, 2022
Profit/ (Loss) attributable to equity holders (INR Lakhs)	**(1,285)**	**2,105**
Weighted average number of equity shares for basic and diluted earnings per share	**58,187,078**	**58,187,078**
Earnings/ (Loss) per share (face value of ₹ 2/- Each)		
Basic EPS (INR)	(2.21)	3.62
Diluted EPS (INR)	(2.21)	3.62

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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	
Balance at 1 April 2021	1,431
Additions to right-of-use assets	508
Depreciation charge for the year	(1,457)
Balance at 31 March 2022	**482**
Additions to right-of-use assets	9,499
Depreciation charge for the year	(1,530)
Balance at 31 March 2023	**8,451**

ii) Set out below are the carrying amounts of lease liabilities and the movements during the period:

₹ Lakhs

Particulars	
Balance at 1 April 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**
Additions	8,875
Accretion of interest	383
Prepaid rent adjustment (considered below for cash flow)	(1,715)
Payments (considered below for cash flow)	(79)
Balance at 31 March 2023	**7,492**
Current	**890**
Non- Current	**6,602**
Balance at 31 March 2022	**28**
Current	**9**
Non- Current	**19**

The maturity analysis of lease liabilities are disclosed in Note 33.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

iii) Amounts recognised in statement of profit or loss:

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Interest on lease liabilities	383	29
Depreciation expense of right-of-use assets	1,530	1,457
Expenses relating to short-term leases (refer note 24)	1343	1,201

iv) Amounts recognised in statement of cash flows:

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Total cash outflow for leases	1,794	1,533

Note 27 : Defined Benefits Plan

A. Gratuity

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Gratuity	1,175	1,123
Total	**1,175**	**1,123**
Current	**1,167**	**1,111**
Non- Current	**8**	**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.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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

A. Post employment obligations

Gratuity Plan

Changes in the defined benefit obligation and fair value of plan assets as at 31 March, 2023 :

Present value of Obligation

₹ Lakhs

Particulars	March 31, 2023 Present value of Obligation	March 31, 2022 Present value of Obligation
Opening balance	1,334	1,014
Current service cost	258	152
Interest expense or cost	86	62
Re-measurement (or actuarial) (gain) / loss arising from:		
- change in demographic assumptions	(36)	(83)
- change in financial assumptions	(112)	396
- experience variance (i.e. actual experience vs assumptions)	(36)	(54)
Benefits paid	(101)	(154)
Transfer In/(Out)*	1	1
Total	**1,394**	**1,334**

*In relation to transfer of employees to fellow subsidiary

Fair Value of Plan Assets

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Opening balance	211	195
Investment income	14	12
Return on plan assets, excluding amount recognised in net interest expenses	(6)	4
Total	**219**	**211**

Reconciliation of fair value of plan assets and defined benefit obligation

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Fair vlaue of plan assets at the end of the year	219	211
Defined benefit obligation at the end of the year	1,394	1,334
Amount recognised in provisions (refer note 16)	**1,175**	**1,123**

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

₹ Lakhs

	Defined Gratuity Plan	
Particulars	March 31, 2023	March 31, 2022
Investment in Funds managed by HTML and HMVL Gratuity Trust	100%	100%

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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

₹ Lakhs

Particulars	March 31, 2023 %	March 31, 2022 %
Discount Rate	7.40%	6.45%
Salary Growth Rate	10.00%	10%
Withdrawal Rate		
Up to 30 years	10.00%	10.00%
31 - 44 years	10.00%	10.00%
Above 44 years	10.00%	10.00%
Mortality Rate	100% IALM 2012-14	100% IALM 2012-14

A quantitative sensitivity analysis for significant assumption as at March 31, 2023 is as shown below:

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Defined Benefit Obligation (Base)	1,394	1,334

Impact on defined benefit obligation

₹ Lakhs

Particulars	March 31, 2023		March 31, 2022	
Assumptions	Decrease	Increase	Decrease	Increase
Discount rate(-/+1%)	103	(90)	115	(100)
Salary growth rate(-/+1%)	(89)	99	(98)	109
Attrition rate (-/+ 50%)	132	130	153	(92)
Mortality Rate (-/+ 10%)*	131	131	-	(1)

* 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, 2023	March 31, 2022
Within the next 12 months (next annual reporting period)	174	129
Between 2 and 5 years	625	506
Between 6 and 10 years	690	615
Beyond 10 years	1,100	1,219
Total expected payments	**2,589**	**2,469**

Average duration of the defined benefit plan obligation

Particulars	March 31, 2023	March 31, 2022
Weighted average duration	7 Years	8 Years

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

B. Defined Contribution Plan

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Contribution to provident and other funds		
Charged to statement of profit and loss	597	510

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, 2023	March 31, 2022
Liability at the beginning of the year	40	44
Benefits paid during the year	(5)	(8)
Provided during the year	(3)	4
Liability at the end of the year	**32**	**40**

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 Content Studio LLP
	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 6A and 13A).

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

Note 29 : Related party Transactions

₹ Lakhs

Particulars	Subsidiary		Fellow Subsidiary		Key Managerial Personnel (KMP's)		Total	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Transactions during the year with related parties								
REVENUE TRANSACTIONS								
INCOME								
Digital services	-	-	754	691	-	-	754	691
Content license fees income	-	-	23	23	-	-	23	23
Multi-media content management services	-	-	14,333	12,798	-	-	14,333	12,798
Share of revenue received on joint sale	-	-	262	122	-	-	262	122
Income under cost contribution arrangement	-	-	136	390	-	-	136	390
Interest income on inter corporate deposit given*	-	-	16	-	-	-	16	-
EXPENSE								
Advertisement expenses	-	-	173	104	-	-	173	104
Content license fees expenses	-	-	20	20	-	-	20	20
Share of revenue given on joint sale	-	-	166	60	-	-	166	60
Infrastructure support services	-	-	1,376	1,198	-	-	1,376	1,198
Rent & maintenance	1,682	1,525	-	-	-	-	1,682	1,525
Interest accrued on inter corporate deposit	-	-	1,142	1,137	-	-	1,142	1,137
Non Executive Director's Sitting Fee	-	-	-	-	21	19	21	19
Commission & collection charges paid	-	-	-	31	-	-	-	31
Treasury & management support services	-	-	311	311	-	-	311	311
Expense under cost contribution arrangement	-	-	192	187	-	-	192	187
OTHERS								
Reimbursement of expenses incurred on behalf of the Group by parties	-	-	90	128	-	-	90	128
Reimbursement of expenses incurred on behalf of the party by the Group	-	-	172	49	-	-	172	49
Renewal of intercorporate Loan taken by the company (extension of old loan including interest accrued)	-	-	9,054	-	-	-	9,054	-
Purchase of fixed assets by the Company*	-	-	-	-	-	-	-	-
Inter corporate deposits given by the Company	-	-	400	200	-	-	400	200
Repayment of inter corporate deposits	-	-	3,222	1,183	-	-	3,222	1,183
BALANCE OUTSTANDING								
Trade receivables	-	-	2,197	1,667	-	-	2,197	1,667
Trade payables	-	-	32	13	-	-	32	13
Security deposit given (undiscounted value)	1,687	1,556	-	-	-	-	1,687	1,556
Prepaid expenses	587	508	-	-	-	-	587	508
Inter corporate deposit given & interest accrued on it	-	-	204	200	-	-	204	200
Inter corporate deposit taken & interest accrued on it	-	-	7,771	10,297	-	-	7,771	10,297

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

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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, 2023	March 31, 2022
Principal amount	102	83
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	March 31, 2023	March 31, 2022
Total Borrowings (Note 13A)	7,477	6,817
Interest accrued on borrowings (Note 15)	294	3,480
Debt	**7,771**	**10,297**
Equity & other equity	(593)	559
Total capital employed	**7,178**	**10,856**
Less: Intangible assets (including Intangible assets under development)	(234)	(112)
Net capital employed	**6,944**	**10,744**
Gearing ratio	**112%**	**96%**

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2023 and March 31, 2022.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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-23	31-Mar-22	31-Mar-23	31-Mar-22	
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)	1,501	3,021	1,501	3,021	**Level 1****
Financial assets measured at fair value through OCI					
Quoted Equity Investments (refer note 6A)	5	6	5	6	**Level 1****
Financial assets measured at amortised cost					
Bank deposits with more than 12 months maturity (refer note 9A)	1,500	1,700	1,500	1,700	**Level 2*****
Security deposits given [Non-Current] (refer note 9A)	1,125	1,559	1,125	1,559	**Level 2******
Financial assets- loan (refer note 6B)	200	200	200	200	**Level 2******
Financial liabilities for measured at amortised cost					
Borrowings (refer note 13A)	7,477	6,817	7,477	6,817	**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.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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:-"

(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 companies exposure to the risk of changes in market interest rates relates primarily to long-term Borrowings with floating interest rates (refer note 13 A) .

The sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, with all other variables held constant, on floating rate borrowings is as follows:

For year ended March 31, 2023	Increase/ Decrease in basis points	Effect on profit before tax (INR Lakhs)
Interest rate	+50	11
Interest rate	-50	(11)

For year ended March 31, 2022, 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).

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
Change in USD rate						
Trade Receivables	1,777	1,549	+/-1%	+/-1%	18	15

(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.

(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.

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 mechanism.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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

₹ Lakhs

	With in 1 year	More than 1 years	Total
As at March 31, 2023			
Borrowings (refer note 13A)	-	7,477	7,477
Lease liabilities (refer note 13B)	890	6,602	7,493
Trade payables (refer note 14)	2,277	-	2,277
Other financial liabilities (refer note 15)	2,575	294	2,869

₹ Lakhs

	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	-	28
Trade payables (refer note 14)	2,536	19	2,536
Other financial liabilities (refer note 15)	5,051	-	5,051

For mitigating the liquidity risk, refer note 41.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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, 2023									
I.	**Parent :**								
	Digicontent Limited	35%	5,696	-69%	(1,434)	-2%	4	-76%	(1,430)
II	**Subsidiary :**								
	Indian								
	HT Digital Streams Limited	45%	7,341	6%	130	-68%	129	14%	259
	Subtotal	**80%**	**13,037**	**-63%**	**(1,304)**	**-70%**	**133**	**-62%**	**(1,171)**
III	Adjustment arising out of consolidation		(13,630)		19		-		19
	Total		**(593)**		**(1,285)**		**133**		**(1,152)**

	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
	Subtotal	**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**

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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 ₹ 18,980 lakhs and ₹ 18,578 lakhs for the year ended March 31, 2023 and March 31, 2022 respectively.

Note 36: Commitments

₹ Lakhs

Particulars	March 31, 2023	March 31, 2022
Estimated amount of contracts on capital account pending to be executed (Net of advances INR Nil Lakhs (As at March 31, 2022: INR 15 lakhs)	164	272

Note 37: Group Information

Information about subsidiary

The consolidated financial statements of the company includes subsidiary listed in the table below :

₹ Lakhs

Particulars	Principal activity	Country of incorporation	% equity interest	
			31-Mar-23	31-Mar-22
HT Digital Streams Limited	Digital services	India	100	100

Note 38: Standards issued but not yet effective

On 31 March 2023, 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 2023

Amendment to Ind AS 12 and Ind AS 101

Now the Initial Recognition Exemption (IRE) does not apply to transactions that give rise to equal and offsetting temporary differences. Narrowed the scope of IRE (with regard to leases and decommissioning obligations). Accordingly, companies will need to recognise a deferred tax asset and a deferred tax liability for temporary differences arising on transactions such as initial recognition of a lease and a decommissioning provision. The amendments apply to transactions that occur on or after the beginning of the earliest comparative period presented. The application of this amendment is not expected to have a material impact on the Group’s financial statements.

Amendment to Ind AS 1 and Ind AS 34 and Ind AS 107

Companies should now disclose material accounting policies rather than their significant accounting policies.

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

Amendment to Ind AS 8

Definition of ‘change in account estimate’ has been replaced by revised definition of ‘accounting estimate’. As per revised definition, accounting estimates are monetary amounts in the financial statements that are subject to measurement uncertainty.

Notes to Consolidated Financial Statements

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

Following amendments are clarificatory in nature-

Amendment to Ind AS 109

In Indian Accounting Standard (Ind AS) 109, in Appendix B, in paragraph B4.3.12, for item (b), the following item shall be substituted, namely:-

"(b) a combination of entities or businesses under common control as described in Appendix C of Ind AS 103; or";

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

Amendment to Ind AS 115

In Indian Accounting Standard (Ind AS) 115, in Appendix 1,-

(i) in paragraph 2, for the words and figure "paragraph of 15", the word and figure "paragraph 51" shall be substituted;

(ii) in paragraph 5, for the word and letter "Appendix D" the word and letter "Appendix B" shall be substituted.;

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

Amendment to Ind AS 103

In Indian Accounting Standard (Ind AS) 103, in Appendix C, in paragraph 13, for item (b), the following item shall be substituted, namely:-

"(b) the date on which the transferee obtains control of the transferor;";

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

Amendment to Ind AS 102

In Indian Accounting Standard (Ind AS) 102, the footnote starting with the words "For example, in case" and ending with the words "not exercised", appearing on the heading before paragraph 24 'If the fair value of the equity instruments cannot be estimated reliably' shall be deleted and the same shall be added at the end of paragraph 23 at the words "equity to another".

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

Note 39: 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, 2023, the Company does not fulfil the criteria prescribed for classification as NBFC or SI-CIC.

Note 40 : 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.

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

(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.

(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 41 : The Group has incurred losses for year ended March 31, 2023 which has resulted in erosion of its net worth as at March 31, 2023. Basis business projections, the Group believes that it will generate sufficient profits in the foreseeable future to make net worth positive.

In view of the above, use of going concern assumption has been considered appropriate in preparation of these 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: May 17, 2023

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)

Praveen Someshwar
Director
(DIN: 01802656)

Place: New Delhi
Date: May 17, 2023

Notes to Consolidated Financial Statements

for the year ended March 31, 2023

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	1,554
b) Reserves and surplus	5,787
c) Total assets	22,648
d) Total liabilities	22,648
e) Investments	1,511
f) Turnover @	35,249
g) Profit before taxation	178
h) Provision for tax expenses	48
i) Profit after taxation	130
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

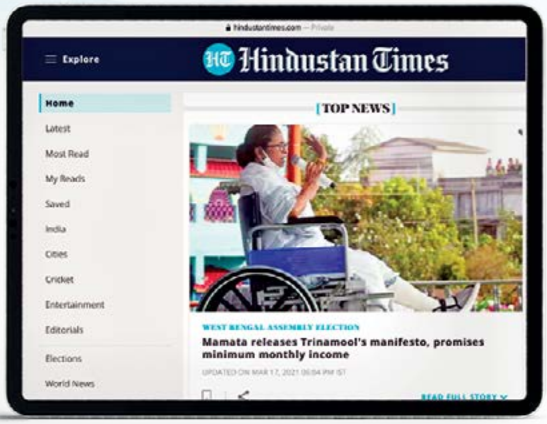
Priyavrat Bhartia
Director
(DIN:00020603)

Praveen Someshwar
Director
(DIN: 01802656)

Place: Gurugram
Date: May 17, 2023

Notes

PAVING THE PATH FOR
DIGITAL TRANSFORMATION



March'23

65 Mn. UNIQUE USERS

280 Mn. PAGE VIEWS

March'23

56 Mn. UNIQUE USERS

283 Mn. PAGE VIEWS

March'23

26 Mn. UNIQUE USERS

114 Mn. PAGE VIEWS

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DIGICONTENT LIMITED

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