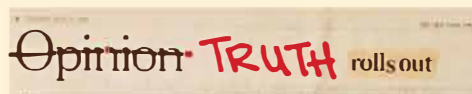
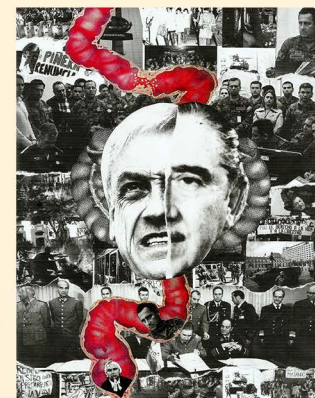


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**Diligent Media Corporation Limited**

**Annual Report 2022-23**



## ANNUAL REPORT 2022-23

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# CORPORATE INFORMATION

## BOARD OF DIRECTORS

**Shilpi Asthana**

Independent Director & Chairperson

**Manoj Agarwal**

Independent Director

**Prakash Vaghela**

Independent Director

**Nishikant Upadhyay**

Non-Executive Director

**Ronak Jatwala**

Non-Executive Director

**Mukesh Jindal**

Non- Executive Director

## SENIOR MANAGEMENT

**Sushant S Mohan**

Chief Executive Officer

**Prashant Barua**

Chief Financial Officer

**Jyoti Upadhyay**

Company Secretary

## AUDITORS

**M/s MGB & Co. LLP**

Chartered Accountants

## OFFICES

**Registered Office**

14th Floor, A Wing,  
Marathon Futurex,  
N M Joshi Marg,  
Lower Parel,  
Mumbai - 400 013

**Corporate Office**

FC 19 & 20  
4th Floor, Sector 16A  
Film City, Noida – 201301  
Uttar Pradesh

## Notice

Notice is hereby given that the 18th (Eighteenth) Annual General Meeting of the Members of Diligent Media Corporation Limited ('the Company') will be held on Thursday, the 28th day of September, 2023 at 2.30 p.m. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') to transact the following businesses:

### ORDINARY BUSINESSSES:

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with reports of the Board of Directors and Auditors thereon.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, including the Balance Sheet as at March 31, 2023, the statement of Profit and Loss and Statement of Cash Flow for the Financial Year ended on that date and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and is hereby adopted."

2. To re-appoint Mr. Nishikant Upadhyay (Director Identification Number: 07779721), as Non-Executive Director of the Company, liable to retire by rotation, and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Nishikant Upadhyay (Director Identification Number: 07779721), Non-Executive Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

### SPECIAL BUSINESSSES:

3. Re-appointment of Mr. Prakash Vaghela (Director Identification Number: 07768595) as an Independent Director of the Company, for a second term of 5 (Five) years.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of

Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the Securities and Exchange Board of India SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Prakash Vaghela (Director Identification Number: 07768595), Independent Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for re-appointment for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of 5 consecutive years commencing from June 30, 2024 till June 29, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and hereby authorised to do all acts, deeds, matters and things and take all such steps as may be necessary, proper, desirable or expedient to give effect to this resolution."

4. To approve Material Related Party Transactions between the Company and Indiadotcom Digital Private Limited

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification, variation or re-enactment thereof for the time being in force), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to approve / ratify all existing contracts/ arrangements/ agreements/ transactions and to enter into new/ further contracts/ arrangements/ agreements/ transactions

(including any modifications, alterations or amendments thereto), in the ordinary course of business and on an arm's length basis with Indiadotcom Digital Private Limited ("IDPL") a 'Related Party' within the meaning of the Act and the Listing Regulations, as more particularly enumerated in the explanatory statement to this Notice and on such terms and conditions as may be agreed between the Company and IDPL.

**RESOLVED FURTHER THAT** the Board or Key Managerial Personnel of the Company, be and is hereby authorised to sign, execute, alter and/or negotiate all such deeds, agreements, contracts, transactions, applications, documents, papers, forms and writings that may be required, for and on behalf of the Company and to do all such acts, deeds, matters and things including delegation of such authority, as it may deem fit at its absolute discretion to give effect to this Resolution and for resolving all such issues, questions, difficulties or doubts, whatsoever that may arise in this regard, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board of Directors  
of **Diligent Media Corporation Limited**

**Jyoti Upadhyay**  
Company Secretary & Compliance Officer  
Membership No. A37410

Place: Noida  
Date: August 14, 2023

**Registered Office:**

14th Floor, A Wing, Marathon Futurex,  
N M Joshi Marg, Lower Parel,  
Mumbai 400 013  
CIN: L22120MH2005PLC151377  
Website: www.dnaindia.com  
E-mail: complianceofficer@dnaindia.com

**NOTES:**

1. The AGM will be convened in compliance with applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the provisions of General Circular No. 10/2022 dated December 28, 2022, other Circulars issued by the Ministry of Corporate Affairs ('MCA') and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI ('Circulars').
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), which sets out the details relating to the Special Businesses to be transacted at the AGM, is annexed hereto.
3. Pursuant to MCA Circulars, since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Pursuant to Section 113 of the Act, Corporate/ Institutional members intending to appoint their authorized representative(s) to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting are requested to send (in advance), scanned copy (PDF/JPG Format) of a duly certified copy of the relevant Board Resolution / Letter of Authority / Power of Attorney, together with the respective specimen signatures of those representative(s), to the Scrutinizer through e-mail to neelamr@gmail.com, with a copy marked to evoting@nsdl.co.in and complianceofficer@dnaindia.com.
5. Regulation 40 of the Listing Regulations, provides that requests for effecting the transfer of listed securities shall not be processed unless the securities are held in de-materialised form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily required to be in demat form.
6. Green Initiative: Members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, etc. from the Company electronically.
7. Inspection: All documents, if any, referred to in this Notice and other statutory registers shall be open for inspection by the Members online during the AGM through VC/OAVM.



8. **Submission of questions or queries prior to AGM/ Registration of Speakers:** Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company from **September 21, 2023 to September 25, 2023**, through e-mail on [complianceofficer@dnaindia.com](mailto:complianceofficer@dnaindia.com). Such questions shall be taken up during the meeting or replied by the Company suitably. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered e-mail address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at [complianceofficer@dnaindia.com](mailto:complianceofficer@dnaindia.com) on or before **September 25, 2023**. Those Members who have registered themselves as a speaker maybe allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
9. Details as required in sub-regulation (3) of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, for Directors recommended by the Board for re-appointment at this Meeting forms part of the Notice. The Director has furnished consent/disclosure for the re-appointment as required under the Act and rules made thereunder.
10. In accordance with the MCA Circular dated December 28, 2022 and SEBI circular dated January 5, 2023, the Notice of AGM are being sent only through the electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar or the Depository Participant(s). The Company will not be dispatching physical copies of Annual Report and Notice of AGM to any Member. Members are requested to register/ update their e-mail addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Registrar, by following due procedure.
11. A copy of the Notice of this AGM along with Annual Report for the Financial Year 2022-2023 is available in the Investor Section on the website of the Company at [www.dnaindia.com](http://www.dnaindia.com) and website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of National Securities Depository Limited ('NSDL') at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
12. Members are requested to notify immediately about any change in their postal address and E-Mail address to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent, viz. Link Intime India Private Ltd having its office at C -101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400 083 / E Mail - [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the RTA.
14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address/ e-mail id or staying abroad or demise of any members as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
15. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation into a single folio. Members who hold shares in physical form are advised to convert their shareholding in dematerialized form with any depository participant.
16. In all correspondences with the Company, members are requested to quote their DP ID and Client ID No(s) in case the shares are held in dematerialized form and folio numbers in case the shares are held in physical form.
17. Pursuant to Section 72 of the Act, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/ Demat form, the nomination form may be filed with the respective Depository Participant.
18. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice.
- General instructions for accessing and participating in AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting**
19. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders

(Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat.

20. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, and the MCA Circulars and Secretarial Standard - 2 issued by Institute of Company Secretaries of India, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by NSDL.
22. In line with the MCA circulars, the Notice calling the AGM has been uploaded on the website of the Company at [www.dnaindia.com](http://www.dnaindia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of National Securities Depository Limited ('NSDL') at [www.evoting.nsd.com](http://www.evoting.nsd.com).
23. The remote E-Voting period for all items of businesses contained in this notice of AGM shall commence from Monday, the **25<sup>th</sup> day of September, 2023 at 9:00 A.M. (IST)** and will end on **Wednesday, the 27<sup>th</sup> day of September, 2023 at 5:00 P.M. (IST)**. The E-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
24. The cut-off date for determining the eligibility of shareholders to exercise remote E-Voting rights and attendance at AGM is **Thursday, September 21, 2023**. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the above-mentioned cut-off date, shall be entitled to avail the facility of remote E-Voting or voting at the meeting through electronic mode. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
25. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
26. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. Members are requested to carefully read the instructions for E-Voting before casting their vote.
27. At the AGM, the Chairperson of the meeting shall after discussion on all the resolutions on which voting is to be held, allow voting by electronic means to all those members who are present at the meeting but have not casted their votes by availing the remote E-Voting facility. The Board of Directors of your Company have appointed Ms. Neelam Gupta, Practicing Company Secretary (PCS No. 6950) of Neelam Gupta & Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process and voting through E-Voting system at the AGM in a fair and transparent manner.
28. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote E-Voting in the presence of at least 2 (two) witnesses not in the employment of the Company. Thereafter the Scrutinizer shall, submit a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson, or a person authorised by her in writing who shall countersign the same and declare the result of voting forthwith. The result of e-voting along with consolidated Scrutinizer's report will be declared upon conclusion of the Meeting, within the permissible timelines.
29. The results declared along with the Scrutinizer's report shall be placed on the website of the Company viz. [www.dnaindia.com](http://www.dnaindia.com) and shall also be communicated to the Stock Exchanges and NSDL. The Resolutions, if approved, shall be deemed to have been passed, on the date of AGM.
30. AGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
31. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE**



**E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on **Monday, the 25<sup>th</sup> day of September, 2023 at 9:00 A.M. (IST)** and will end on **Wednesday, the 27<sup>th</sup> day of September, 2023 at 5:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Thursday, September 21, 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for E-voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on E-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access E-voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a Mobile. On the e-Services homepage click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see E-voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under E-voting services and you will be able to see E-voting page. Click on company name (Diligent Media

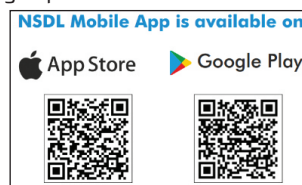
Corporation Limited) or E-voting service provider i.e. NSDL and you will be redirected to **E-voting website of NSDL** for casting your vote during the remote E-voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the E-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a Mobile. Once the home page of E-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-voting page. Click on company name or

**E-voting service provider i.e. NSDL** and you will be redirected to E-voting website of NSDL for casting your vote during the remote E-voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach E-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

2. After successful login the Easi / Easiest user will be able to see the E-voting option for eligible companies where the E-voting is in progress as per the information provided by company. On clicking the E-voting option, the user will be able to see E-voting page of the E-voting service provider for casting your vote during the remote E-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all E-voting Service Providers, so that the user can visit the E-voting service providers' website directly.

3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.

4. Alternatively, the user can directly access E-voting page by providing Demat Account Number and PAN No. from the E-voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the E-voting option where the E-voting is in progress and also able to directly access the system of all E-voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see E-voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name (Diligent Media Corporation Limited) or E-voting service provider i.e. NSDL and you will be redirected to E-voting website of NSDL for casting your vote during the remote E-voting period or joining virtual meeting & voting during the meeting.

### Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### B) Login Method for E-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

#### How to Log-in to NSDL e-Voting website?

1. Visit the E-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a Mobile.
2. Once the home page of E-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on E-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if EVEN is 101456 and Folio Number is 001*** then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for E-voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL E-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the E-voting system of NSDL

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of E-voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL E-voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL E-voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company to cast your vote during the remote E-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for E-voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in your login or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [neelamrna@gmail.com](mailto:neelamrna@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the E-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and E-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Asst. Vice President or Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for E-voting for the resolutions set out in this notice:**

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to [complianceofficer@dnaindia.com](mailto:complianceofficer@dnaindia.com) with a copy to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to [complianceofficer@dnaindia.com](mailto:complianceofficer@dnaindia.com) with a copy to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A).

**Login method for E-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

- Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on E-voting facility provided by Listed Companies,

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access E-voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

- The procedure for E-voting on the day of the AGM is same as the instructions mentioned above for remote E-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote E-voting and are otherwise not barred from doing so, shall be eligible to vote through E-voting system in the AGM.
- Members who have voted through Remote E-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL E-voting system. Members may access by following the steps mentioned above for **Access to NSDL E-voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for E-voting or have forgotten the User ID and Password may retrieve the same by following the remote E-voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [complianceofficer@dnaindia.com](mailto:complianceofficer@dnaindia.com). The same will be replied by the company suitably.
6. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and become member of the Company after the notice is send through e- mail and holding shares as of the cut-off date i.e. Thursday, September 21, 2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or issuer /RTA, However if you are already register with NSDL for remote E-voting then you can use your existing user id and password for casting your vote. If you forgot your password you can reset your password by using “forgot user details/ password” or “Physical User Reset Password” option

available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022-4886 7000 and 022-2499 7000. In case of Individual Shareholders holding security in demat mode who acquires shares of the company and become Member of the company after sending of Notice and holding shares as of the cut-off date i.e. Thursday, September 21, 2023, may follow steps mentioned in the Notice of AGM under “Access to NSDL E-voting system”.

By Order of the Board of Directors  
of **Diligent Media Corporation Limited**

**Jyoti Upadhyay**  
Company Secretary & Compliance Officer  
Membership No. A37410

Place: Noida  
Date: August 14, 2023

**Registered Office:**  
14th Floor, A Wing, Marathon Futurex,  
N M Joshi Marg, Lower Parel,  
Mumbai 400 013  
CIN: L22120MH2005PLC151377  
Website: [www.dnaindia.com](http://www.dnaindia.com)  
E-mail: [complianceofficer@dnaindia.com](mailto:complianceofficer@dnaindia.com)

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 3

Mr. Prakash Vaghela was appointed as an Independent Director of the Company by the Members at the 16th Annual General Meeting of the Company held on 27th day of September 2021 for a period of 3 (three) consecutive years commencing from June 30, 2021 till June 29, 2024 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on August 14, 2023, proposed the re-appointment of Mr. Vaghela as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from June 30, 2024 upto June 29, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mr. Vaghela is a Chartered Accountant from the Institute of Chartered Accountants of India, Cost and Works Accountant and holds a bachelor degree in Law. Mr. Prakash Vaghela has diverse experience in preparing financial statements, tax returns in various industries. He also has significant experience in Statutory Auditing and Assurance practice, including corporate law compliance requirements.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Vaghela's qualifications and the rich experience of over two decades in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Mr. Vaghela continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Vaghela confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Vaghela has confirmed that he is not aware of any circumstance or situation which exists or may be

reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Vaghela has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority. Further, Mr. Vaghela has confirmed that he is not disqualified from being re-appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Vaghela has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mr. Vaghela is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

In the opinion of the Board, Mr. Vaghela fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at [www.dnaindia.com](http://www.dnaindia.com) and would also be made available for online inspection to the Members of the Company during the AGM.

Pursuant to regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the directorship of Mr. Vaghela has to be approved by the Members at the next General Meeting or within a period of three months from the date of re-appointment, whichever is earlier.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the Listing Regulations and other applicable provisions of the Act and Listing Regulations, the re-appointment of Mr. Vaghela as an Independent Director is now placed for the approval of the Members by a Special Resolution.

Accordingly, the Board recommends the re-appointment of Mr. Vaghela as an Independent Director of the Company, for a second term of 5 (Five) years with effect from June 30, 2024 till June 29, 2029 (both days inclusive).

A brief profile and other information as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure A of this Notice.

Your Board recommends the Special resolution as set out in Item No. 3 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Vaghela (whose



appointment is proposed in the resolution) and his relatives, are in any way concerned or interested in the resolution.

#### Item No. 4

To capitalize company's strength in Digital Media business, the Company, in its regular course of business, had entered into Content Sharing and Revenue Share Arrangement with Indiadotcom Digital Private Limited (formerly known as Rapidcube Technologies Private Limited) (hereinafter referred to as 'IDPL'), a related party of the Company. The said arrangement was approved by the members of the Company at their 16th Annual General Meeting held on September 27, 2021, being a material related party transaction. Under the said arrangement, the Company had granted IDPL a non-sublicensable, non-transferable, limited and specific license of the Company's web-sites & You Tube Channels for the sole purpose of distribution, licensing, sharing etc., for advertisement operations and search engine optimization. In consideration whereof, IDPL was entitled to 15% of the total revenue so generated.

In the light of current industry trends and to aide the growth of the Company's properties in the web-sites and the You Tube Channels, the parties have finalized a revision to the existing arrangement. Under the revised arrangement, IDPL

shall be entitled for 20% of the total revenue generated by IDPL from the Company's web-sites and You Tube Channels in return of which, IDPL has committed to take additional steps for increasing the revenue to the Company from the said arrangement. The proposed amendment is a material modification to the existing agreement with IDPL and is proposed to be effective from April 1, 2024.

The proposed modification of related party transaction with IDPL is material in nature.

Accordingly, the proposed material modification of related party transaction would require the approval of the Members of the Company and therefore approval of the Members is sought to enable the Board for entering into contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments, new arrangement or renewal thereto) with IDPL with effect from April 1, 2024, subject to the terms mentioned in this explanatory statement.

Details of the proposed material modification in the existing related party transaction between the Company and IDPL, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows-

S. No.	Description	Details		
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Indiadotcom Digital Private Limited, a related party of the Company.		
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	Not Applicable		
3	Type of the proposed transaction	Revenue Sharing Agreement as a part of regular business operations		
4	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	<p>The present material modification to related party transactions between Company and IDPL involves the following:</p> <table border="1" style="width: 100%;"> <tr> <td style="width: 50%;">For Media (non-video) and Video revenue</td> <td style="width: 50%;">20% will be retained by IDPL and 80% will be remitted to the Company</td> </tr> </table> <p>These transactions are in the ordinary course of business and are on an arm's length basis.</p>	For Media (non-video) and Video revenue	20% will be retained by IDPL and 80% will be remitted to the Company
For Media (non-video) and Video revenue	20% will be retained by IDPL and 80% will be remitted to the Company			
5	Tenure of the transaction	Three Financial years, commencing from April 1, 2024		
6	Value of the transaction	Not Applicable		
7	Percentage of Annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	Approximately 20% of annual turnover of the Company for the Financial Year 2022-23		
8	Justification for the transaction	As set out in the explanatory notes		

9	Details of the valuation report or external party report (if any) enclosed with the Notice	Nil
10	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
a)	Details of the source of funds in connection with the proposed transaction	Not Applicable
b)	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure	Not Applicable
c)	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
d)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
11	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

The Audit Committee and Board at its meeting held on August 14, 2023, had considered the said modification in existing agreement with IDPL, and also noted that the same is in ordinary course of business and at arm's length. Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested in the resolution.

By Order of the Board of Directors  
of **Diligent Media Corporation Limited**

**Jyoti Upadhyay**  
Company Secretary & Compliance Officer  
Membership No. A37410

Place: Noida  
Date: August 14, 2023

**Registered Office:**  
14th Floor, A Wing, Marathon Futurex,  
N M Joshi Marg, Lower Parel,  
Mumbai 400 013  
CIN: L22120MH2005PLC151377  
Website: www.dnaindia.com  
E-mail: complianceofficer@dnaindia.com

## Annexure A

**Details of Director seeking re-appointment as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India:**

Particulars	Mr. Prakash Vaghela	Mr. Nishikant Upadhyay
Age/Date of Birth	49 years /September 19, 1973	51 years / April 03, 1972
Date of first Appointment on the Board	June 30, 2021	July 30, 2020
Qualification	Chartered Accountant, Cost and Works Accountant and LL.B.	Chartered Accountant
Brief Resume including Experience/ expertise in specified functional area	Mr. Prakash Vaghela, is a Chartered Accountant by profession. He is also a Cost and Works Accountant (CWA) and LLB. Mr. Prakash Vaghela has rich and varied experience of over two decades in the field of Accountancy & Taxation.	Mr. Nishikant Upadhyay is a Chartered Accountant with more than 25 years of experience in the fields of Finance, Accounts, Taxation, Audit etc.
Directorships held in other companies in India*	7	2
Directorships held in other Listed entities	4	Nil
Chairman/ Member of Committee of the Board of other companies in which they are director**	Chairman – 1 Member – 6	Nil
Listed Entities from which the Director has resigned in the past three years	Nil	Nil
Shareholding in Diligent Media Corporation Limited (Own/ For other persons on a beneficial basis)	Mr. Vaghela does not hold any shares of the Company in its own name and for other persons on a beneficial basis.	Mr. Upadhyay does not hold any shares of the Company in its own name and for other persons on a beneficial basis.
Inter-se Relationship between Directors/ Managers/Key Managerial Personnel	Mr. Vaghela is not related to any of the Director, Manager and other Key Managerial Personnel of the Company.	Mr. Upadhyay is not related to any of the Director, Manager and other Key Managerial Personnel of the Company
Pecuniary relationship with company etc.	No pecuniary relationship with company	No pecuniary relationship with company

Terms and Conditions of Appointment/ Reappointment and Remuneration along with details of remuneration sought to be paid	Remuneration is paid by way of Sitting Fees as approved by the Board of Directors and terms and conditions of re-appointment as mentioned in Item No. 3 of this notice and explanatory statement.	He is Non – Executive Non – Independent Director. Therefore not eligible for remuneration/ sitting fees.
Remuneration Last Drawn	Sitting Fees: Rs. 2,40,000/- (Rupees Two Lakhs Forty Thousand only)	Not Applicable
Number of Board Meetings Attended during the Financial Year 2022-23	6 (Six)	6 (Six)
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer Item No. 3 of Explanatory Statement	Finance, Corporate Governance and Digital Media

*\*Directorships in Other Companies does not include alternate directorships, directorship in foreign bodies corporate and directorship in Diligent Media Corporation Limited.*

*\*\*Chairmanships/Memberships of only Audit Committees and Stakeholders Relationship Committee in all Public Limited Companies (Listed and Unlisted) have been considered except Foreign Companies, Private Companies, companies registered under Section 8 of the Act and Chairmanships/Memberships in Committees of Diligent Media Corporation Limited.*

By Order of the Board of Directors  
of **Diligent Media Corporation Limited**

**Jyoti Upadhyay**  
Company Secretary & Compliance Officer  
Membership No. A37410

Place: Noida  
Date: August 14, 2023

**Registered Office:**

14th Floor, A Wing, Marathon Futurex,  
N M Joshi Marg, Lower Parel,  
Mumbai 400 013  
CIN: L22120MH2005PLC151377  
Website: www.dnaindia.com  
E-mail: complianceofficer@dnaindia.com

## BOARD'S REPORT

Dear Members,

The Board of Directors of Diligent Media Corporation Limited ('DMCL' or 'the Company') take pleasure in presenting the Eighteenth (18th) Annual Report of the Company, on the business and operations of the Company, together with Audited Financial Statements and the Auditor's Report thereon, for the Financial Year ended March 31, 2023 ('FY 2023').

### 1. FINANCIAL HIGHLIGHTS

The Company's financial performance for the year under review alongwith previous year's figures are given hereunder:

(Amount in ₹ Lakhs)

Particulars	Year ended	
	March 31, 2023	March 31, 2022
Revenue from operations	944.44	648.29
Other income	923.32	74.12
<b>Total income</b>	<b>1,867.76</b>	<b>722.41</b>
Total Expenses	1,838.88	1,414.44
<b>Profit / (loss) before tax, and Exceptional items</b>	<b>28.88</b>	<b>(692.03)</b>
Add/(less): Exceptional items	12,733.14	-
<b>Profit / (loss) before tax from continuing operation</b>	<b>12,762.02</b>	<b>(692.03)</b>
Tax Expenses (Net)	3,211.95	-
<b>Profit / (loss) after tax from continuing operation</b>	<b>9,550.07</b>	<b>(692.03)</b>
<b>Profit / (loss) after tax from discontinued operation</b>	<b>6,520.26</b>	<b>3,086.60</b>
<b>Profit/(loss) for the year</b>	<b>16,070.33</b>	<b>2,394.57</b>

There are no material changes and commitments that occurred after the close of the financial year till the date of this report which affects the financial position of the Company.

Based on internal financial control framework and compliance systems established in the Company and verified by the Internal Auditor and Statutory Auditor and reviews performed by the management and/or the Audit Committee of the Board, your Board is of the opinion that Company's internal financial controls were adequate and effective during the Financial Year 2022-23.

### 2. DIVIDEND

Your Board intends to retain its internal accrual for future business requirements and the growth of the Company. Accordingly, your Board has not recommended any dividend during the year under review.

### 3. BUSINESS OVERVIEW

DMCL is a pioneering presence in the realm of digital media. With a rich history of innovation and a commitment to excellence, DMCL stands out as a trailblazer in the ever-evolving landscape of media sector.

At the core of DMCL's identity is its extensive portfolio of cutting-edge digital properties. Ranging from immersive websites to interactive social media channels, DMCL's digital assets engage audiences in dynamic and meaningful ways. The Company's forward-thinking approach ensures that it remains at the forefront of emerging trends, offering users experiences that are not only relevant but also captivating.

While the company's responsive and dynamic website [www.dnaindia.com](http://www.dnaindia.com) is thriving with a MAUs of 20 million. The newly launched Hindi edition [www.dnaindia.com/hindi](http://www.dnaindia.com/hindi) is growing steady with an average MAUs of 6 million. The overall page views on our websites were 541 million, whereas monthly average unique users were 23 million during FY 2022-23. The Company is also having presence across social platforms such as Twitter, Facebook, YouTube, Instagram, LinkedIn etc.

During the year under review, revenue from Operations, comprising of Advertisement Income on Digital Media business increased by 146% from Rs. 648.29 lakhs in FY 2021-22 to Rs. 944.44 lakhs in FY 2022-23. The overall Profit of FY 2022-23 was Rs. 16,070.33 lakhs compare to overall Profit of FY 2021-22 of Rs. 2,394.57 lakhs.

In a world where media and communication channels are constantly evolving, DMCL remains steadfast in its commitment to innovation, quality, and audience engagement. As the digital era continues to unfold, DMCL is poised to shape the future of digital media, offering an inspiring blend of creativity and technology that captivates and connects audiences worldwide.

### 4. CAPITAL STRUCTURE

During the year under review, there was no change in the Capital Structure of the Company. Accordingly, as at March 31, 2023, the Capital structure stand as follows:

- The Authorised Share Capital of the Company is ₹ 600,55,00,000/- (Rupees Six Hundred Crores Fifty

Five Lakhs only) divided into 163,55,00,000 (One Hundred and Sixty Three Crores Fifty Five Lakhs) Equity Shares of ₹ 1/- (Rupee One) each and 437,00,00,000 (Four Hundred and Thirty Seven crores) Preference Shares of ₹ 1/- (Rupee One) each.

- The Paid-up Equity Share Capital of the Company is ₹ 448,03,64,283/- (Rupees Four Hundred and Forty Eight Crore Three Lakh Sixty Four Thousand Two Hundred and Eighty Three Only) divided into 11,77,08,018 (Eleven Crore Seventy Seven Lakhs Eight Thousand and Eighteen ) Equity Shares of ₹ 1/- (Rupee One only) each and 436,26,56,265 (Four hundred and thirty six crore twenty six lakhs fifty six thousand two hundred and sixty five only) Preference shares of ₹ 1/- (Rupee one only) each.

### Listing of Company's Securities

Your Company's equity shares continue to be listed and traded on National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE'). Both these Stock Exchanges have nationwide trading terminals and hence facilitate the shareholders/investors of the Company in trading the shares. The Company has paid the annual listing fee for the Financial Year 2023-24 to the said Stock Exchanges.

### Depositories

Your Company has arrangements with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'), the Depositories, for facilitating the members to trade in the equity shares of the Company in Dematerialized form. The Annual Custody fees for the Financial Year 2023-24 have been paid to both the Depositories.

## 5. REGISTERED OFFICE

The Registered Office of the Company is presently situated at 14th Floor, 'A Wing', Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai – 400 013, Maharashtra.

## 6. REGISTRAR & SHARE TRANSFER AGENT

The Registrar & Share Transfer Agent ('RTA') of the Company is Link Intime India Private Limited. The Registered office of Link Intime India Private Limited is situated at C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra.

## 7. CORPORATE GOVERNANCE & POLICIES

The fundamental principle of Corporate Governance is achieving sustained growth ethically and in the best interest of all stakeholders. It is not a mere compliance of

laws, rules and regulations but a commitment to values, best management practices and adherence to the highest ethical principles in all its dealings to achieve the objects of the Company, enhance stakeholder value and discharge its social responsibility.

In terms to the requirements of Regulation 34 read with Schedule V of the Listing Regulations, a detailed report on Corporate Governance along with Compliance Certificate issued by Mr. Jayant Gupta, Practicing Company Secretary, proprietor of Jayant Gupta & Associates, is attached and forms an integral part of this Annual Report. Management Discussion and Analysis Report as per Listing Regulations is presented in separate section forming part of this Annual Report.

In compliance with the requirements of the Act and the Listing Regulations, your Board has approved various Policies including Code of Conduct for Board of Directors and Senior Management, Policy for preservation of documents & archival of records, Policy for determining material events, Policy for fair disclosure of unpublished price sensitive information, Corporate Social Responsibility Policy, Whistle blower / Vigil mechanism Policy, Related Party Transaction Policy etc. These policies and codes are reviewed by the Committees / Board from time to time. These policies and codes along with brief on Directors' familiarization program and terms and conditions for appointment of independent directors are available on the Investor Section on the Company's website viz. [www.dnaindia.com](http://www.dnaindia.com).

In compliance with the requirements of Section 178 of the Act, the Nomination and Remuneration Committee ('NRC') of your Board has fixed the criteria for nominating a person on the Board which *inter alia* include desired size and composition of the Board, age limits, qualification/experience, areas of expertise, requisite skill set and independence of individual.

Further, in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations'), on prevention of insider trading, your Company has a comprehensive Code of Conduct for regulating, monitoring and reporting of trading by Insiders. The said Code lays down guidelines, which advise Insiders on the procedures to be followed and disclosures to be made in dealing with the shares of the Company and cautions them on consequences of non-compliances. Your Company has further put in place a Code of practices and procedures of fair disclosures of unpublished price sensitive information. The said codes are applicable to all Directors, Key Managerial Personnel ('KMPs') and other Designated Persons, as identified in the Code, who may have access to unpublished price sensitive



information of the Company. The codes are available on Company's website viz. [www.dnaindia.com](http://www.dnaindia.com)

The Audit Committee of the Board has been vested with powers and functions relating to Risk Management which *inter alia* includes (a) review of risk management and business processes to ensure that the business processes adopted and transactions entered into by the Company are designed to identify and mitigate potential risk; (b) evaluation of internal financial controls and risk management systems; (c) laying down procedures relating to Risk assessment, minimization and monitoring risk management plan.

## **8. DIRECTORS' & KEY MANAGERIAL PERSONNEL**

The Board comprises of Non-Executive and Independent Directors, representing a blend of professionalism, knowledge and experience which ensures that the Board independently perform its governance and management functions.

As on March 31, 2023, the Board comprised of 6 (Six) Directors which include, 3 (Three) Non-Executive Non-Independent Directors and 3 (Three) Independent Directors including 1 (One) Woman Independent Director.

Further, the Board of Directors at its meeting held on August 14, 2023, based on the recommendation of the Nomination and Remuneration Committee of the Company, approved the following re-appointments to the Board:

- Re-appointment of Mr. Prakash Vaghela (DIN:07768595), Independent Director of the Company, for a second term of five years with effect from June 30, 2024 to June 29, 2029; and
- Mr. Nishikant Upadhyay (DIN: 07779721), Non-Executive Non-Independent Director, who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment

The above-mentioned re-appointments are subject to approval of the Members at the ensuing AGM of the Company. Requisite consent for re-appointment and declarations of the Directors were noted by the Board of Directors.

No change in the composition of the Board of Directors took place subsequent to the closure of the Financial Year.

As required under Regulation 36(3) of the Listing Regulations, particulars of Directors seeking re-appointment at this AGM are given in the Annexure to the AGM Notice.

Your Company has obtained a Certificate from Mr. Jayant Gupta, Practicing Company Secretary, proprietor of Jayant Gupta and Associates, pursuant to Regulation 34(3) read with Schedule V para C clause 10 (i) of the Listing Regulations that none of the Directors on the Board of the Company were debarred or disqualified from or continuing as Director on the Board by the Securities and Exchange Board of India, Ministry of Corporate Affairs ('MCA') or any other Statutory Authority. The said Certificate forms an integral part of this Annual Report.

### **Key Managerial Personnel ('KMP')**

In terms of the provisions of Sections 2(51) and 203 of the Act, as on March 31, 2023, the following were the KMP's of the Company:

- Mr. Sushant S Mohan, Chief Executive Officer;
- Mr. Prashant Barua, Chief Financial Officer; and
- Ms. Jyoti Upadhyay, Company Secretary and Compliance Officer

### **Chairman of the Board**

Mrs. Shilpi Asthana, Non-Executive Independent Director, was the Chairperson of the Board as on March 31, 2023.

### **Board Meetings**

The meetings of the Board are scheduled at regular intervals to discuss and decide on matters of business performance, policies, strategies and other matters of significance. Notice of the meetings is circulated in advance, to ensure proper planning and effective participation. In certain exigencies, decisions of the Board are also accorded through circulation and also through meeting convened at shorter notice. The Directors of the Company are given the facility to attend meetings through video conferencing, in case they so desire, subject to compliance with the specific requirements under the Act.

The Board met 6 (Six) times during Financial Year 2022-23, the details of which are given in the Corporate Governance Report which forms part of this Annual Report. The intervening period between any two Board Meetings was within the maximum time permissible under the Act and Listing Regulations.

### **Declaration by Directors/Independent Directors**

All Directors of the Company have confirmed that they are not debarred from holding the office of Director by virtue of any SEBI Order or order of any other such authority. The Directors, Key Managerial Personnel and Senior Management have affirmed compliance with the Code of Conduct laid down by the Company.

Independent Directors provide declarations, both at the time of appointment as well as annually, confirming that they meet the criteria of independence as defined in Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act along with Rules framed thereunder. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board has confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

A declaration on compliance with Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, regarding the requirement relating to enrollment in the Data Bank for Independent Directors as stipulated under Section 150 of the Act, has been received from all the Independent Directors, along with declaration made under Section 149(6) of the Act.

There are no pecuniary relationships or transactions between the Independent Directors and the Company, except for the payment of Sitting Fees.

### Separate Meeting of the Independent Directors

In accordance with the provisions of Schedule IV to the Act and Regulation 25(3) of the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on March 31, 2023. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole, performance of the Chairperson of the company, after taking into account the views of Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board, which is necessary for the Board to effectively and reasonably perform their duties.

### Board Evaluation

In line with the Corporate Governance Guidelines of your Company and in accordance with the criteria laid down by Nomination and Remuneration Committee ('NRC'), a formal evaluation of the performance of the Board, its Committees, the Chairperson and the Individual Directors was carried out by the Board during the Financial Year 2022-23. The Board evaluation framework has been designed in compliance with the requirements specified under the Act, the Listing Regulations and in accordance with the Guidance Note on Board Evaluation issued by SEBI. The evaluation process was carried out based on an assessment sheet structured in line with ICSI guidance note and the guidance note issued by

SEBI in this regard.

The Independent Directors of your Company, in a separate meeting, evaluated the performance of the Chairperson and other Non-Independent Directors along with the performance of the Board based on various criteria recommended by the NRC and 'Guidance Note on Board Evaluation' issued by the Securities and Exchange Board of India. A report on such evaluation done by the Independent Directors was taken on record by the Board and further your Board, in compliance with requirements of the Act, evaluated performance of all the Directors, the Board as a whole, based on various parameters including attendance, contribution etc.

The Board and the NRC reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

At the Board meeting that followed the meeting of the Independent Directors and meeting of NRC, the performance of the Board, its Committees, and Individual Directors was also discussed. Performance evaluation of independent directors was done by the entire Board, excluding the Independent Director being evaluated.

The details of the evaluation process are set out in the Corporate Governance Report which forms part of this Report.

### Policy on Directors' Appointment and Remuneration

In compliance with the requirements of Section 134(3)(e) and Section 178(3) of the Act, the Nomination & Remuneration Committee of the Board ('NRC'), had fixed the criteria for nominating a person on the Board which, *inter alia*, include desired size and composition of the Board, age limit, qualification / experience, areas of expertise, skill set and independence of individual. Your Company has also adopted a Remuneration Policy.

The said policy provides criteria for the appointment and determination of remuneration of the Directors, Key Managerial Personnel, Senior Management and other Employees of your Company. The NRC has also developed the criteria for determining the qualifications, positive attributes and independence of Directors of the Company. The policy is also available at the Investor Section on the website of the Company viz. [www.dnaindia.com](http://www.dnaindia.com)

The applicable remuneration details of the Key Managerial Personnel, along with details of ratio of remuneration of Director to the median remuneration of employees of the Company for the FY under review are provided as Annexure to this Report.

## Familiarization Program for Directors

The Company's Board Familiarization Program comprises of the following: -

- ✓ Key Amendments in SEBI (LODR) Regulations, 2015;
- ✓ Key amendments in CSR Rules;
- ✓ Related Party and Related Party Transactions;
- ✓ SEBI consultation papers;
- ✓ Independent Directors – Duties, Responsibilities and Liabilities; and
- ✓ Compliances under SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Board including all Independent Directors are provided with relevant documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices from time to time.

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters can be accessed on the website of the Company at [www.dnaindia.com](http://www.dnaindia.com)

## Committees of the Board

In compliance with the requirements of the Act, Listing Regulations and for smooth functioning of the Company, your Board has constituted various Board Committees including Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee.

### (a) Audit Committee

Your Company has a duly constituted Audit Committee and its composition as well as charter is in line with the requirements of the Act and Listing Regulations.

#### Composition

In compliance with Section 177 of the Act read with rules made thereto and Regulation 18 of the Listing Regulations, the Audit Committee of the Board as on March 31, 2023, comprised of 4 (Four) members, with Mrs. Shilpi Asthana, Independent Director as its Chairperson, Mr. Manoj Agarwal, Independent Director, Mr. Prakash Vaghela, Independent Director and Mr. Mukesh Jindal, Non-Executive - Non Independent Director as its members. Subsequent to the closure of the Financial Year and as on the date of this report, there has been no change in the composition of the Committee. The Company Secretary acts as the Secretary of the Committee.

### (b) Nomination and Remuneration Committee

The Company has a duly constituted Nomination and

Remuneration Committee ('NRC') which, *inter alia*, identifies and recommends persons who are qualified to become Directors and reviews and recommends the remuneration and other employment terms and conditions of Directors and Senior Management.

#### Composition

In compliance with Section 178 of the Act read with rules made thereto and Regulation 19 of the Listing Regulations, the NRC of the Board as on March 31, 2023, comprised of 3 (Three) members, with Mr. Manoj Agarwal, Independent Director as its Chairman, Mrs. Shilpi Asthana, Independent Director and Mr. Mukesh Jindal, Non-Executive Non-Independent Director as its Members. Subsequent to the closure of the Financial Year and as on the date of this report, there has been no change in the composition of the Committee. The Company Secretary acts as the Secretary of the Committee.

### (c) Stakeholders Relationship Committee

The Company has a duly constituted Stakeholders Relationship Committee which *inter alia* looks into various aspects of interests of shareholders including investors' grievances arising out of issues regarding share transfers, dividends, dematerialization and related matters, evaluating performance and service standards of the Registrar and Share Transfer Agent and takes requisite actions to redress the same.

#### Composition

In compliance with Section 178 of the Act read with rules made thereto and Regulation 20 of the Listing Regulations, the 'Stakeholders Relationship Committee' of the Company as on March 31, 2023, comprised of 3 (Three) members, with Mr. Ronak Jatwala, Non-Executive Non-Independent Director as Chairman, Mr. Manoj Agarwal, Independent Director and Mr. Mukesh Jindal, Non-Executive Non-Independent Director as its Members. After the closure of the Financial Year and as on the date of this report, there has been no change in the composition of the Committee. The Company Secretary acts as the Secretary of the Committee.

Details of constitution of the Board Committees, which are in accordance with regulatory requirements, have been uploaded on the website of the Company viz. [www.dnaindia.com](http://www.dnaindia.com). Details of scope, constitution, terms of reference, number of meetings held during the year under review along with attendance of Committee Members therein form part of the Corporate Governance Report annexed to this report.

During the year, all the recommendations made by the Committees of the Board including the Audit Committee, which were mandatorily required, were accepted by the Board.

### Vigil Mechanism / Whistle Blower Policy

Your Company is committed to the highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Vigil Mechanism / Whistle Blower policy which provides a robust framework for dealing with genuine concerns & grievances. The policy provides access to Directors / Employees / Stakeholders of the Company to report concerns about unethical behavior, actual or suspected fraud of any Director and / or Employee of the Company or any violation of the Code of Conduct. The policy safeguards whistleblowers from reprisals or victimization, in line with the Regulations. Any incidents that are reported are investigated and suitable action is taken in line with the Policy. Further during the year under review, no case was reported under the Vigil Mechanism. In terms of the said policy, no personnel have been denied access to the Audit Committee of the Board.

The Whistle Blower Policy is available at the Investor Section on the website of the Company at viz. [www.dnaindia.com](http://www.dnaindia.com)

## 9. CORPORATE SOCIAL RESPONSIBILITY

As per the provisions of the Companies Act, 2013 and rules framed thereunder, the Company has formulated its CSR Policy with the vision to focus inter-alia, on CSR activities, projects and programmes as covered under Schedule VII to the Companies Act, 2013 (the 'Act').

A brief outline of the CSR Philosophy, salient features of the CSR Policy of the Company, the CSR initiatives undertaken during the financial year 2022-23 together with progress thereon and the report on CSR activities in the prescribed format, as required by the Companies (Corporate Social Responsibility Policy) Rules, 2014, is appended to this Board Report. Further, the Chief Financial Officer confirms that the CSR spends are utilized for the purpose and in the manner approved by the Board of Directors of the Company.

The CSR Policy can be accessed on the website of the Company viz. [www.dnaindia.com](http://www.dnaindia.com)

## 10. AUDITORS

**Statutory Auditors:** MGB & Co. LLP, Chartered Accountants (ICAI Firm Registration No.101169W/W100035) were appointed as the Statutory Auditors of the Company at the 17th Annual General Meeting ('AGM') of the Company held on September 30, 2022, for a period of 5 (five) consecutive years. Accordingly, they shall hold office till the conclusion of the 22nd Annual General Meeting of the Company to be held in the year 2027.

The report of the Statutory Auditors forms part of the Annual Report. The said report is self-explanatory and does not contain any qualification, reservation, adverse remarks or disclaimer.

**Secretarial Auditor:** In terms of Section 204 of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit for the Financial Year ended March 31, 2023, was carried out by Mr. Jayant Gupta, Practicing Company Secretary (holding ICSI Certificate of Practice No. 9738), proprietor of Jayant Gupta & Associates. Secretarial Audit report (in MR-3 format) *inter alia* confirming compliance with applicable regulatory requirements by the Company during FY 2022-23 is appended to this Board Report.

In response to the observations in the Secretarial Audit report, your Board wish to state that, the position of Chief Executive Officer / Whole Time Director / Managing Director was of immense value for the Company and delay was due to finding a suitable and appropriate candidate for such position. The said position was filled on November 9, 2022.

Additionally, in compliance with the requirements of Regulation 24A(2) of Listing Regulations, the Annual Secretarial Compliance Report duly signed by Mr. Jayant Gupta, Practicing Company Secretary, proprietor of Jayant Gupta & Associates has been submitted to the Stock Exchanges within the prescribed timelines.

**Internal Auditor:** To commensurate the internal financial control with its size, scale and complexities of its operations, the Board based on the recommendation of the Audit Committee had appointed M/s Subhash C. Gupta & Co., Chartered Accountants as Internal Auditors of the Company for the Financial Year 2022-23.

The Audit Committee reviews the Report submitted by the Internal Auditors. The Audit Committee actively reviews the adequacy and effectiveness of the internal control systems.

The Board at its meeting held on May 26, 2023, basis the recommendation of the Audit Committee had appointed M/s G B S G & Associates, Chartered Accountants as an Internal Auditor of the Company for the Financial Year 2023-24.

### Reporting of Frauds by Auditors

During the year under review, there were no frauds reported by the Statutory Auditors and Secretarial Auditors to the Audit Committee or the Board under Section 143(12) of the Act.

## 11. MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Regulation 34 of the Listing Regulations, the Management Discussion and Analysis Report for the year, is presented in a separate section and forms an integral part of this Annual Report. The said report gives details of the overall industry structure, economic developments, performance and state of affairs of your Company's business and other material developments during the Financial Year under review.

## 12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Your Company is into the business of distribution of news through Digital media. Since this does not involve any manufacturing activity and therefore the Information required to be provided under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is Nil / Not applicable.

**Foreign Exchange Earnings and Outgo:** During the year under review, your Company had foreign exchange earnings of Rs. 3.31 Lakhs and outgo of Rs. 83.38 Lakhs.

### Particulars of Employees

As on March 31, 2023, the total numbers of permanent employees of the Company were 63. The information required under the provisions of Section 197 of the Act read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 along with the statement showing names and other particulars of top 10 employees including employees drawing remuneration in excess of the limits prescribed under the said rules is annexed to this report.

## 13. DISCLOSURES

- i. **Particulars of loans, guarantees and investments:** Particulars of loans, guarantees and investments made by the Company as required under Section 186(4) of the Act are given in Note No. 33 to the Financial Statements.
- ii. **Transactions with Related Parties:** All contracts/arrangements/transactions entered by the Company during the financial year with related parties were on arm's length basis, in the ordinary course of business and in compliance with applicable provisions of the Act and Listing Regulations. During Financial Year 2022-23, there were no materially significant related party transactions by the Company with the Promoters, Directors, Key Managerial Personnel and other designated persons which may have a potential conflict with the interest of the Company.

All related party transactions, specifying the nature, value and terms of the transactions including the arms-length justification, are placed before the Audit Committee for its approval and a statement of all related party transactions carried out is placed before the Audit Committee for its review on quarterly basis.

In terms of Section 134(3)(h) of the Companies Act, 2013, and Rule 8(2) of the Companies (Accounts) Rules, 2014, the details of contracts or arrangements entered into with related parties in Form AOC-2 is appended as an Annexure to this Report.

- iii. **Risk Management:** In accordance with Section 134(3)(n) of the Act, your Company has defined operational processes to ensure that risks are identified, and the operating management is responsible for reviewing, identifying and implementing mitigation plans for operational and process risk. Key strategic and business risks are identified, reviewed and managed by senior management team and reviewed periodically by the Audit Committee.
- iv. **Internal Financial Controls and their Adequacy:** Your Company has adequate internal financial controls systems in place, which facilitates orderly and efficient conduct of its business including adherence to Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, ensuring accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The internal audit plan is dynamic and aligned to the business objectives of the Company and is evaluated by the Audit Committee periodically.  
  
During the year, such controls were assessed and no reportable material weaknesses in the design or operation were observed.
- v. **Deposits & Unclaimed Shares:** Your Company has not accepted any public deposit under Chapter V of the Act.
- vi. **Transfer to General Reserve:** During the year under review, there was no amount transferred to any of the reserves by the Company.
- vii. **Disclosure under Section 197(14) of the Act:** During the Financial Year 2022-23, the Company do not have any Executive Director on the Board of the Company.
- viii. **Sexual Harassment:** Your Company has zero tolerance towards sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal 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 the Rules thereunder. Additionally, your Company has constituted Internal Complaints Committee functioning at various locations to redress complaints regarding sexual harassment. The Company has not received complaints during the year under review.

- ix. **Secretarial Standards:** Pursuant to the provisions of Section 118 of the Act, the Company has complied with the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India and notified by MCA.
- x. **Extract of Annual Return:** The Annual return in form MGT-7 as required under Section 92 of the Act read with Companies (Management & Administration) Rules, 2014, is provided at the Investor Section on the website of the Company at [www.dnainida.com](http://www.dnainida.com)
- xi. **Regulatory Orders:** During the Financial Year 2022-23, no significant or material orders were passed by the regulators or courts or tribunals which impact the going concern status and Company's operations in future.

#### 14. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 of the Act (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), in relation to the Annual Financial Statements for the Financial Year 2022-2023, the Directors of the Company state that:

- a) The Financial Statements of the Company comprising of the Balance Sheet as at March 31, 2023 and the Statement of Profit & Loss for the year ended on that date, have been prepared on a going concern basis;
- b) In the preparation of these Financial Statements, the applicable accounting standards had been followed and there are no material departures;
- c) Accounting policies selected were applied consistently and the judgments and estimates related to the financial statements have been made on a prudent and reasonable basis, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023, and of the Profit of the Company for the year ended on that date;
- d) 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;
- e) Requisite internal financial controls were laid down and that such financial controls are adequate and operating effectively; and

- f) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

The aforesaid statement has also been reviewed and confirmed by the Audit Committee of the Board of Directors of the Company.

#### 15. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

No such application is made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year and as at the end of the Financial Year.

#### 16. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND WHILE TAKING LOAN, ALONG WITH THE REASONS THEREOF

There has been neither any delay / default in repayment obligation towards financial institutions nor the Company has entered into any One-time settlement with any financial institution, during the year under review

#### 17. CAUTIONARY STATEMENT

Statements in this Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations and actual results might differ.

#### 18. ACKNOWLEDGEMENTS

Your Directors would like to express their appreciation for the assistance and co-operation received from Government authorities, customers, vendors and members during the year under review. Your Directors place on record their deep sense of appreciation to the contributions made by the employees through their hard work, dedication, competence, support and co-operation towards the progress of your Company.

#### For and on behalf of the Board

**Mr. Ronak Jatwala**  
Non-Executive  
Non-Independent Director  
(DIN: 08812389)

**Mr. Mukesh Jindal**  
Non-Executive  
Non-Independent Director  
(DIN: 02589636)

Place: Noida  
Date: August 14, 2023



**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**(For the Financial Year ended March 31, 2023)**

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

To,

**The Members**

**Diligent Media Corporation Limited**  
**14<sup>th</sup> Floor, A-Wing, Marathon Futurex,**  
**N M Joshi Marg, Lower Parel,**  
**Mumbai – 400013, Maharashtra**

I have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **Diligent Media Corporation Limited** (hereinafter called “the Company”). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of 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 the 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 period ended on March 31, 2023 according to the provisions of:

- (a) The Companies Act, 2013 (“the Act”) and the Rules made thereunder including any re-enactment thereof;
- (b) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (c) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (d) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
- (e) 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not Applicable to the Company during the Audit period);
  - e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not Applicable to the Company during the Audit period);

- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not Applicable to the Company during the Audit period);
- g) 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;
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not Applicable to the Company during the Audit period); and
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable to the Company during the Audit period).

**I further report that** the Company is undertaking Online News Media business and there are no laws specifically applicable to the business of the Company.

I have also examined compliance with Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2), issued by The Institute of Company Secretaries of India (ICSI).

During the audit period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. However, during the audit period, the Company did not have any whole-time key managerial personnel in the category of managing director, or Chief Executive Officer or manager or a whole-time director for the period July 1, 2021 till November 08, 2022 and the vacation was filled on November 09, 2022.

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit as same are subject to review by the Statutory Auditors and other designated professionals.

**I further report that:**

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- b) 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.
- c) 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.
- d) As per the minutes of meetings duly recorded and signed by the Chairman, the decisions of the Board and committees were carried through with unanimous consent and no dissenting views have been 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 period under review:

- a) The Shareholders of the Company approved the following matters in the Annual General Meeting of the Company held on September 30, 2022:
  - (i) Appointment of MGB & Co. LLP, Chartered Accountants (FRN - 101169W/W100035) as Statutory Auditors of the Company for a term of 5 consecutive years and fixing of their remuneration;
  - (ii) Appointment of Mr. Mukesh Jindal (Director Identification Number: 02589636) as a Non - Executive Non - Independent Director of the Company;
  - (iii) Alteration of Memorandum of Association of the Company;

(iv) Adoption of restated Articles of Association; and

(v) To approve related party transaction for Settlement of outstanding due to Zee Media Corporation Limited ("ZMCL")

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

For **Jayant Gupta and Associates**

**(Jayant Gupta)**

**Practicing Company Secretary**

**FCS : 7288**

**CoP : 9738**

**PR : 759/2020**

**UDIN : FO07288E000792644**

Place : New Delhi

Date : August 14, 2023

## Annexure to the Secretarial Audit Report of Diligent Media Corporation Limited for Financial Year ended March 31, 2023

To,  
**The Members**  
**Diligent Media Corporation Limited**

### Management Responsibility for Compliances

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. 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.

For **Jayant Gupta and Associates**

**(Jayant Gupta)**

**Practicing Company Secretary**

**FCS : 7288**

**CoP : 9738**

**PR : 759/2020**

**UDIN : F007288E000792644**

Place : New Delhi

Date : August 14, 2023

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

### 1. Brief outline on CSR Policy of the Company

As per the provisions of the Companies Act, 2013 and rules framed thereunder, the Company has formulated its CSR Policy with the vision to focus, inter-alia, on CSR activities, projects and programmes as covered under Schedule VII to the Companies Act, 2013 (the 'Act').

The CSR policy is available on the website of the Company at the following link:  
<https://www.dnaindia.com/investors/corporategovernance.html>

### 2. Composition of CSR Committee

The CSR spend during the FY was below the limits prescribed under Section 135(9) of the Act, hence, the Company has not constituted the Corporate Social Responsibility Committee of the Board.

### 3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company

<b>Composition of CSR committee</b>	Not Applicable
<b>CSR policy</b>	<a href="https://www.dnaindia.com/investors/corporategovernance.html">https://www.dnaindia.com/investors/corporategovernance.html</a>
<b>CSR projects</b>	<a href="https://www.dnaindia.com/investors/corporategovernance.html">https://www.dnaindia.com/investors/corporategovernance.html</a>

### 4. Executive summary along with Web Link of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules 2014, if applicable

Your Company does not fall under the criteria of Impact assessment as per sub-rule (3) of Rule 8 of the CSR Rules.

	(Amount in Rs. Lakhs)
<b>5. (a) Average net profit of the Company as per Section 135(5)</b>	148.37
<b>(b) Two percent of average net profit of the Company as per section 135(5)</b>	2.97
<b>(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years</b>	Nil
<b>(d) Amount required to be set off for the financial year, if any</b>	Nil
<b>(e) Total CSR obligation for the financial year (5b+5c-5d)</b>	2.97

	(Amount in Rs. Lakhs)
<b>6. (a) Amount spent on CSR projects (both ongoing project and other than Ongoing Project)</b>	2.97
<b>(b) Amount spent in administrative overheads</b>	Nil
<b>(c) Amount Spent on Impact Assessment, if applicable</b>	Nil
<b>(d) Total amount spent for the Financial Year [6(a)+6(b)+6(c)]</b>	2.97

**(e) CSR amount spent or unspent for the financial year 2022-23**

Total Amount Spent for the Financial Year (in Rs. Lakhs)	Amount Unspent (in Rs. Lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6) of the Act		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5) of the Act		
	Amount (in Rs. Lakhs)	Date of transfer	Name of the Fund	Amount (in Rs. Lakhs)	Date of transfer
2.97	NIL	Not Applicable	Not Applicable	NIL	Not Applicable

**(f) Excess amount for set off, if any:**

S. No.	Particular	Amount (in Rs. Lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	NIL
(ii)	Total amount spent for the Financial Year	NIL
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

**7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:**

The provision of CSR was not applicable on the Company during the Financial Year 2019-20, 2020-21 and 2021-22.

**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year: No**

Furnish the details relating to such asset(s) so created or acquired through corporate social responsibility amount spent on Financial Year: Not Applicable

**9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5): Not Applicable****For and on behalf of the Board****Mr. Ronak Jatwala**

Non-Executive Non-Independent Director  
(DIN: 08812389)

**Mr. Mukesh Jindal**

Non-Executive Non-Independent Director  
(DIN: 02589636)

Place: Noida

Date: August 14, 2023



## Particulars of Remuneration of Employees

**{Pursuant to Section 197 of the Act read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014}**

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as on March 31, 2023 are given below:

**A) Particulars of increase in remuneration of each Director and Key Managerial Personnel (KMP) during 2022-23 along with Ratio of remuneration of Directors to the Median remuneration of employees:**

Name and Category of Director/ Key Managerial Personnel	% increase in Remuneration in FY 2022-23	Ratio of Director's Remuneration to median Remuneration
<b>Non-Executive Non-Independent Directors</b>		
- Mr. Ronak Jatwala	NIL	-
- Mr. Mukesh Jindal	NIL	-
- Mr. Nishikant Upadhyay	NIL	-
<b>Non-Executive Independent Directors</b>		
- Mr. Manoj Agarwal	NA	0.42:1
- Ms. Shilpi Asthana	NA	0.42:1
- Mr. Prakash Vaghela	NA	0.42:1
<b>Key Managerial Personnel</b>		
- Mr. Sushant Mohan, Chief Executive Officer*	NA	-
- Mr. Prashant Barua, Chief Financial Officer	NA	-
- Ms. Jyoti Upadhyay, Company Secretary	NA	-

Note:

1. Non-Executive Non-Independent Directors are not paid any remuneration
2. Non-Executive Independent Directors are paid only sitting fees
3. % Increase in Remuneration is not applied for KMP who were appointed/resigned during FY 2021-22 & 2022-23

\*Appointed w.e.f. November 9, 2022

Particulars	Disclosure
The Percentage increase in median remuneration of employees in financial year	In the Financial Year, there was an increase of -15% in the median remuneration of employees.
Number of permanent employees on the rolls of the Company	There were 63 permanent employees on the rolls of the Company as on March 31, 2023.
Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentage increase made in the salaries of employees other than the managerial personnel in the Financial Year i.e. 2022-23 was 5% whereas the increase in the managerial remuneration for the Financial Year 2022-23 is not applicable.
Affirmation that the remuneration is as per the remuneration policy of the Company	The Company affirms that the remuneration is as per the remuneration policy of the Company.

**B) Particulars of Employees:****1. Particulars of Top Ten (10) Employees in terms of Remuneration drawn including employees drawing remuneration in excess of Rs. 8.50 Lakhs per month or Rs. 1.02 Crores per annum during FY 2022-23**

Name of employee or applicant	Age	Designation	Total Remuneration paid FY22-23 (INR)	Qualification	Experience in Yrs.	Date of Joining	Last employment
Prashant Barua	47	Chief Financial Officer	1,700,000/-	B.Com, CA	16	11-Jan-22	Zentus Consultants Private Limited as a Consultant
Chitresh Sehgal	34	Assistant News Editor	1,156,287/-	BA	9	01-Oct-21	Dkoding
Rohit Vats	40	News Editor	1,379,747/-	MA, BA	12	01-Jan-22	Zee Media Corporation Limited
Neha Dubey	32	Chief Sub Editor	909,873/-	PG Diploma, BA	6	03-Dec-21	Zee Media Corporation Limited
Riddhima Kanetkar	29	Chief Sub Editor	789,403/-	MA, BA	6	01-Oct-21	Zee Media Corporation Limited
Smita Mugdha	34	Senior Sub Editor	766,651/-	PG Diploma, BA	8	06-Dec-21	MAGNONEG+
Aman Wadhwa	31	Senior Sub Editor	720,000/-	MBA, BA	6	16-Nov-21	Times Internet
Utkarsha Srivastava	29	Senior Sub Editor	680,000/-	BJMC	9	26-Nov-21	Live Hindustan
Sonali Sharma	31	Senior Sub Editor	662,218/-	BJMC	8	01-Oct-21	Amar Ujala
Simran Vig	30	Sub Editor	628,903/-	BMM	8	07-Dec-21	Studio Unees

**2. Employed for part of the year and in receipt of remuneration aggregating Rs. 8.50 lacs per month**

NIL

Notes:

- All appointments are contractual and terminable by notice on either side.
- Remuneration includes Salary, Allowances, Variable Pay, Company's contribution to Provident Fund, Medical Benefits, Leave Travel Allowance & other perquisites and benefits valued as per Income Tax Act, 1961 and in case of employees resigned during the year the remuneration includes terminal benefits.
- Performance Linked Incentive: The Performance Linked Incentive of employees is based on clearly laid out criteria and measures, which are linked to the desired performance and business objectives of the organization.
- None of the Employees hold 2% or more of the Equity Shares of the Company

**For and on behalf of the Board****Ronak Jatwala**

Non-Executive Non Independent Director  
DIN: 08812389

**Mukesh Jindal**

Non-Executive Non Independent Director  
DIN: 02589636

Place: Noida

Dated: August 14, 2023

**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 arm's length transactions under third proviso thereto

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

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

**2. Details of material contracts or arrangements or transactions at arm's length basis**

a)	Name(s) of the related party and nature of relationship	Indiadotcom Digital Private Limited ('IDPL') (formerly Rapidcube Technologies Private Limited)
b)	Nature of contracts/ arrangements/ transactions	Content Contribution and Revenue Share Agreement
c)	Duration of the contracts/ arrangements/ transactions	Three Years, upto March 31, 2024
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	To capitalize company's strength in Digital Media business, the Company had entered into Revenue Sharing Arrangement with IDPL, a related party of the Company, for monetizing its digital media content. Under the said arrangement, the Company had granted IDPL a non-sub-licensable, non-transferable, limited and specific license to Company's sites & Company's Youtube Channels for the sole purpose of distribution, licensing, sharing etc., for advertisement operations and search engine optimization. In consideration whereof, the Media (non-video) and Video revenue, net of Agency Commission and taxes, on account of Company's Digital Media content, are shared between the Company and IDPL, in the ratio of 85:15 respectively, i.e. 15% of net revenue is retained by IDPL and 85% is remitted to the Company.
e)	Date(s) of approval by the Board, if any	Since these related party transaction are in an ordinary course of business and are at arm's length basis, approval of the board is not required. Necessary approvals were granted by the Audit Committee on August 05, 2021
f)	Amount paid as advances, if any	Nil

**For and on behalf of the Board**

**Ronak Jatwala**  
Non-Executive Non Independent Director  
DIN: 08812389

**Mukesh Jindal**  
Non-Executive Non Independent Director  
DIN: 02589636

Place: Noida  
Dated: August 14, 2023

## CORPORATE GOVERNANCE REPORT

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate governance is about commitment to values and ethical business conduct. It is about how an organization is managed. Timely and accurate disclosure of information regarding the financial performance, ownership and governance of the Company is an important part of corporate governance. This improves the understanding of the structure, activities and policies of the organization and enhances the trust and confidence of the stakeholders.

The Company implement ethical and transparent business practices aimed at building trust amongst various stakeholders. We believe that Corporate Governance is a key element in improving efficiency and growth as well as enhancing investor confidence.

A report on compliance with the principles of Corporate Governance, as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is given below.

### BOARD OF DIRECTORS

#### (a) Composition & Category of Directors:

As at March 31, 2023, your Board comprised of 6 (Six) Directors including 3 (Three) Non-Executive Non-Independent Directors and 3 (Three) Non-Executive Independent Directors, with 1 (one) Woman Independent Director. The composition of the Board of Directors of the Company as on March 31, 2023 and as on the date of this report is in accordance with Regulation 17(1) of Listing Regulations.

#### Composition of the Board as on March 31, 2023

Category of Directors	No. of Director(s)	% of total no. of Directors
Non-Executive Non-Independent Directors	3	50
Non-Executive Independent Directors (includes 1 woman Director)	3	50
<b>Total</b>	<b>6</b>	<b>100</b>

The Chairperson presides over the meetings of the Board and Shareholders of the Company. The Board is responsible for administering all matters relating to Corporate Governance.

The Directors play a critical role in providing balance to the Board processes with their independent judgment on

issues involving strategy, performance, resources and overall governance, besides providing the Board with valuable inputs based on their professional expertise.

#### (b) Independent Directors:

The Independent Directors contribute to the strategic direction, operational excellence and corporate governance of the Company. In accordance with the criteria set for selection of the Independent Directors and for determining their independence, the Nomination and Remuneration Committee ('NRC') of the Board, *inter alia*, considers the qualifications, positive attributes, areas of expertise, declarations and Directorships / Committee memberships held by these individuals in other companies. The Board considers the NRC's recommendation and takes appropriate decisions in the appointment of the Independent Directors. None of the Independent Directors hold directorships more than the permissible limits under the Companies Act, 2013 ("the Act") and Listing Regulations.

Independent Directors provide declarations both at the time of appointment and annually, confirming that they meet the criteria of independence as provided in Section 149(6) the Act and Regulation 16(1) (b) of Listing Regulations and that they are not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The Independent Directors of the Company have also confirmed that they are registered with the Independent Directors' Data Bank pursuant to the Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Based on the disclosure received from all the Independent Directors, the Board is of the opinion that the Independent Directors fulfil the conditions of independence as specified in the Act and Listing Regulations and that the Independent Directors are independent of the management. None of the Independent Directors hold any shares in the Company.

Further, the Independent Directors of the Company have also confirmed that they are registered with the Independent Directors' Data Bank in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2023, have been made by the Directors. During the year under review no Independent Director has resigned before the expiry of his / her tenure. None of the Independent Directors of the Company is serving as an Independent Director in

more than 7 Listed Companies. Further, no Independent Director of the Company holds positions of Whole Time Director / Managing Director in another Listed Company.

**(c) Board Meeting**

During financial year 2022-23, 6 (six) meetings of the Board were held on May 30, 2022, August 10, 2022, September 01, 2022, November 08, 2022, February 08, 2023 and March 31, 2023. The necessary quorum was present for all the meetings. The intervening period between Board Meetings was within the maximum time permissible under the Act and Listing Regulations. As required by Part A of Schedule II to the Listing

Regulations, all the applicable information was placed before the Board from time to time.

**(d) Particulars of Directors and their attendance at Board Meeting, last Annual General Meeting (AGM) and number of other Directorship and Committee membership/Chairmanship**

Particulars of Directors, their attendance at the last Annual General Meeting and Board Meetings held during the Financial Year 2022-23, along with the details of the Board/Board Committees of Indian Public Companies wherein the Directors of the Company were Directors and/or Chairperson as at March 31, 2023 are as under:

Name of Director (s)	Attendance at		No. of Directorship in other public companies*	No. of Committee positions held in other public companies**	
	Board Meeting (Total 6 Meetings held)	17 <sup>th</sup> AGM held on September 30, 2022		Member	Chairperson
<i>Independent Director</i>					
Ms. Shilpi Asthana (DIN: 08465502)	6	Yes	7	4	-
Mr. Manoj Agarwal (DIN: 00590535)	6	Yes	4	3	2
Mr. Prakash Vaghela (DIN: 07768595)	6	Yes	7	6	1
<i>Non - Independent Director</i>					
Mr. Ronak Jatwala (DIN: 08812389)	6	Yes	1	-	-
Mr. Nishikant Upadhyay (DIN: 07779721)	6	Yes	1	-	-
Mr. Mukesh Jindal (DIN: 02589636)	6	Yes	4	1	-

\* Directorships in other Companies does not include alternate directorships, directorship in foreign bodies corporate, private companies and directorship in Diligent Media Corporation Limited.

\*\* In accordance with Regulation 26 of the Listing Regulations, Chairmanships/Memberships of only Audit Committee and Stakeholders Relationship Committee in all Public Limited Companies (Listed and Unlisted including Deemed Public Limited Companies) are included and all other companies including Foreign Companies, Private Companies, high value debt listed entities, companies registered under Section 8 of the Act and Chairmanships/Memberships in Committees of Diligent Media Corporation Limited, are excluded. Further, Chairpersonship has also been counted in membership.

None of the Directors hold directorship in more than 20 Indian Companies, with not more than 10 public limited companies. None of the Independent Directors of the Company served as an Independent Director in more than 7 listed Companies or 3 listed companies in case he/she serves as a Whole-time Director / Managing Director

in any other listed company. Further in accordance with Regulation 26 of Listing Regulations, none of the Directors on the Board is a member of more than 10 Committees and Chairperson of more than 5 committees across all the Indian public limited companies in which he/she is a director.

Details of other directorships of Directors held in the listed entities as at March 31, 2023, are as under:

Name of Director	Directorship in other Listed entities	Category of Directorship (in other Listed entities)
Ms. Shilpi Asthana	Siti Networks Limited	Independent Director
Mr. Manoj Agarwal	Shirpur Gold Refinery Limited	Independent Director
Mr. Prakash Vaghela	-SVP Global Textiles Limited -National Standard (India) Limited -Roselabs Finance Limited -Ducon Infratechnologies Limited	Independent Director Independent Director Independent Director Independent Director
Mr. Ronak Jatwala	Nil	Nil
Mr. Nishikant Upadhyay	Nil	Nil
Mr. Mukesh Jindal	Nil	Nil

**(e) Woman Independent Director**

Ms. Shilpi Asthana, holds the position of Independent woman Director in the Company as on March 31, 2023.

**(f) Relationship between Directors inter-se**

None of the Directors are, in any way related to each other

**(g) Shares and Convertible Securities held by Non-Executive Directors**

As on March 31, 2023, the Non-Executive Directors of your Company held the following equity shares in the Company:

Name	No. of Equity Shares held
Ms. Shilpi Asthana	25
Mr. Manoj Agarwal	-
Mr. Prakash Vaghela	-
Mr. Mukesh Jindal	250
Mr. Ronak Jatwala	-
Mr. Nishikant Upadhyay	-

The Company do not have any convertible securities.

**(h) Web link for Familiarisation Program**

Familiarization Programmes are conducted for Independent Directors to enable them to understand their roles, rights and responsibilities. Presentations are also made at the Board meetings which facilitates them to clearly understand the business of the Company and the environment in which the Company operates. Regulatory updates are provided with necessary documents required for them to have a good understanding of Company's operations, businesses and the industry as a whole. Further, they are periodically updated on material changes in regulatory framework and its impact on the Company. When a Director is inducted on the Board, a detailed induction program is conducted including organization structure, ethics and compliance practices, key therapies and products in which the Company operates, human resources, Company policies, etc.

The details of Familiarization Programmes for Independent Director(s) are available on the website of the Company and can be accessed at <https://www.dnaindia.com/investors/annual/Directors-Familiarization-Programme.pdf>

**(i) Key Skills/Expertise/Competencies identified by the Board of Directors**

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee had identified Core Skills/Practical Experience/Competencies which are required in the context of Company's business and sector, for the Board to function effectively. The Board should comprise of Directors with qualification/experience in various areas. The names of Directors who possess such skills/expertise/competence is given below:

Name of Directors	Finance	Legal	Corporate Governance	Digital Media	Human Resource
Ms. Shilpi Asthana	✓				✓
Mr. Manoj Agarwal	✓				
Mr. Prakash Vaghela	✓	✓	✓		
Mr. Ronak Jatwala	✓		✓	✓	
Mr. Nishikant Upadhyay	✓		✓	✓	
Mr. Mukesh Jindal	✓			✓	



## (j) Board / Committee Meeting Procedure

A well-defined system of convening Board / Committee meetings ('Meetings') is in place in the Company and the Meetings are convened either in physical or through electronic mode, from time to time, as per the specific requirements by giving appropriate notice. The Directors of the Company are given the facility to attend the Meetings through video conferencing, in case they so desire, subject to compliance with the specific requirements under the Act. Wherever it is not possible to convene or mandatory to hold a Board Meeting, resolutions are passed by circulation, in order to meet the business exigencies.

The Board has a fiduciary responsibility to protect and enhance shareholder value through providing strategic direction to the Company. The Board exercises its responsibility with care, skill and diligence. The Board critically evaluates Company's strategic direction, management policies and their effectiveness. The Board discusses and decides on business strategies/policy and reviews the financial performance of the Company.

The Company Secretary is responsible for convening of the Board and Committee Meetings and preparation of respective Agenda and recording of minutes of the meetings.

All relevant information required to be placed before the Board as per the Act and Listing Regulations are considered and taken on record / approved by the Board. The Board periodically reviews certificate in respect of compliance of various laws and regulations applicable to the Company. During the year, there was no instance where in the Board had not accepted recommendations of any Board Committee(s).

## (k) Code of Conduct

The Company has adopted a Code of Conduct for the Members of the Board of Directors and Senior Management as defined in the Code provide their confirmation of compliance with the Code. The role and responsibilities of Independent Directors as prescribed in Schedule IV of the Act and/or prescribed in Listing Regulations forms part of the appointment letters issued to Independent Directors. Copy of the Code and the terms of appointment of Independent Directors is available on the website of the Company [www.dnaindia.com](http://www.dnaindia.com).

A declaration affirming compliance with the Code of Conduct by the Members of the Board and Senior

Management Personnel is given below:

### Declaration

I confirm that the Company has obtained from all Directors and Senior Management Personnel of the Company their affirmation of compliance with the Code of Conduct for Members of the Board and Senior Management of the Company during the financial year ended March 31, 2023.

**Sushant S Mohan**  
**Chief Executive Officer**  
**Noida, August 14, 2023**

## (l) Board Committees

The Board Committees play a crucial role in the governance structure of the Company and the Committees constituted by the Board focus on specific areas and take informed decisions within the framework designed by the Board and make specific recommendations to the Board on matters in their areas or purview. All decisions and recommendations of the Committees are placed before the Board for information or for approval, as required. To enable better and more focused attention on the affairs of the Company, the Board has delegated particular matters to the Committees of the Board set up for the purpose.

Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance are provided below.

### i. Audit Committee

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Act read with the rules made thereunder and Regulation 18 read with Part C of Schedule II of Listing Regulations. The Audit Committee comprises of members who possess financial and accounting expertise/exposure.

During the year under review, Audit Committee met for 6 (Six) times viz. May 30, 2022, August 10, 2022, September 01, 2022, November 08, 2022, February 08, 2023 and March 31, 2023. Composition of the Audit Committee as on March 31, 2023, and details of attendance of each Member at the Audit Committee Meetings are as follows:

Name of the Director	Designation in Committee	Category	No. of meeting(s)	
			Held	Attended
Ms. Shilpi Asthana	Chairperson	Independent	6	6
Mr. Manoj Agarwal	Member	Independent	6	6
Mr. Prakash Vaghela	Member	Independent	6	6
Mr. Mukesh Jindal	Member	Non-Independent	6	6

All members of the Committee are financially literate and have accounting or related financial management expertise as mandated by the Listing Regulations. Ms. Shilpi Asthana, Chairperson of the Audit Committee was present at the Annual General Meeting of the Company held on September 30, 2022 to answer the queries of the stakeholders.

In addition to the members of the Audit Committee, the meetings of the Audit Committee were attended by the Auditors of the Company.

### Scope and Terms of reference of Audit Committee

The powers, role and terms of reference of the Audit Committee *inter alia* cover the areas as prescribed under Section 177 of the Act and Regulation 18 of the Listing Regulations, besides other terms as referred to by the Board of Directors. The powers of the Audit Committee *inter-alia* include investigating any activity within its terms of reference as specified by the Board of Directors and seeking information from any employee, obtain professional advice from external sources, secure attendance of outsiders with relevant expertise, if required and have full access to information contained in the records of the Company.

The role of the Audit Committee *inter-alia* includes oversight of the 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 any other services rendered by statutory auditors; reviewing with the management - quarterly results and annual financial statements before submission to the Board of Directors for approval, matters required to be included in the Director's Responsibility Statement, changes in accounting policies and practices along with reasons, significant adjustments made in the financial statements arising out of audit findings, compliance with listing and other legal requirements relating to financial statements; Reviewing with management, the statement of uses / application of funds raised through an issue approval or any subsequent modification of any transactions of the Company with related parties; review and monitor the auditor's independence and performance and effectiveness of audit process; scrutiny of inter-corporate loans and investments; evaluation of internal financial controls and risk management system; reviewing the functioning of the vigil mechanism/ whistle blower policy; reviewing the internal controls to ensure compliance with the applicable provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations') and verifying that the system for internal control under PIT Regulations are

adequate and are operating effectively.

The Audit Committee mandatorily reviews information such as internal audit reports related to internal control weakness, management discussion and analysis of financial condition and result of operations, statement of significant related party transactions and such other matters as prescribed under the Act and Listing Regulations. All recommendations made by the Audit Committee during the year under review were accepted by the Board.

### Internal Audit

Internal Audit operates on behalf of the Board and Audit Committee of the Company. The role of Internal Audit is to provide an objective and independent review of the design and operation of risk management, control and governance processes followed across the Company. Internal Audit also adds value by providing advice to management on improvements they can make to these processes.

M/s Subhash C. Gupta & Co. Chartered Accountants, was the internal auditor of the Company for the Financial Year 2022-23. The Audit Committee at its meeting held on March 30, 2022 had approved the scope of Internal Audit for the Financial Year 2022-23.

Basis the recommendation of the Audit Committee, the Board, at its meeting held on May 26, 2023 has appointed M/s G B S G & Associates, Chartered Accountants as the Internal Auditor of the Company for the Financial Year 2023-24.

Internal Audit reviews design of and compliance with laid down policies and procedures, helps mitigate significant risks identified at a functional, business unit or organizational level, provides support on improvement initiatives and conducts reviews in relation to risk and controls when required.

The Audit Committee of the Board *inter alia*, reviews the adequacy of internal audit function, the internal auditor reports and reviews the internal financial control processes and systems. The Audit Committee is provided necessary assistance and information to render its function efficiently.

### ii. Nomination and Remuneration Committee

The composition, powers, role and terms of reference of the Nomination and Remuneration Committee are in accordance with the requirements prescribed under Section 178 of the Act and Regulation 19 read with Part D (A) of Schedule II of the Listing Regulations. Apart from

the above, the Committee also carries out such functions/ responsibilities entrusted on it by the Board of Directors from time to time.

During the year under review the Committee met 3 (Three) times viz. September 01, 2022, November 08, 2022 and March 31, 2023.

Composition of the NRC as on March 31, 2023, and details of attendance of each Member at the NRC Meetings are as follows:

Name of the Director	Designation in Committee	Category	No. of meeting(s)	
			Held	Attended
Mr. Manoj Agarwal	Chairperson	Independent	3	3
Mr. Mukesh Jindal	Member	Non-Independent	3	3
Ms. Shilpi Asthana	Member	Independent	3	3

### Terms of reference

The powers, role and terms of reference of the NRC covers the areas as contemplated under Section 178 of the Act and Regulation 19 of the Listing Regulations, besides other terms as referred by the Board of Directors. The role inter-alia includes formulation of criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board of Directors a policy relating to the nomination and remuneration for the directors, key managerial personnel and other employees; formulation of criteria for evaluation of Independent Non-Executive Directors and the Board as a whole; devising a policy on diversity of Board of Directors; and identification of persons who are qualified to become directors and who may be appointed in the senior management in accordance with the criteria laid down, and recommending to the Board of Directors their appointment, removal and noting their cessation; recommendation on extension or continuation of the terms of appointment of the Independent Non-Executive Directors; and recommendation to the Board of Directors of all remuneration, in whatever form, payable to the senior management.

### Performance Evaluation criteria for Independent Directors

Performance of each of the Independent Directors is evaluated every year by the entire Board with respect to various factors such as personal traits which includes business understanding, communication skills, ability to exercise objective judgment in the best interests of the Company and on specific criteria which include commitment, guidance to management, deployment of knowledge and

expertise, independence, management of relationship with various stakeholders, independence of behaviour and judgment, maintenance of confidentiality and contribution to corporate governance practice within the Company.

A formal evaluation of performance of the Board, its Committees, the Chairman and individual Directors was carried out during the Financial Year 2022-23, details of which are provided in the Board's Report.

### Remuneration and Board Diversity Policy

The Company's Remuneration Policy represents the approach of the Company to the remuneration of Directors and senior management. The Company's policy on Board Diversity sets out the approach to have a diversity on the Board of the Company in terms of gender, age, cultural, educational & geographical background, ethnicity, profession, experience skills and knowledge. The guiding principle of the remuneration policy of the Company is that the remuneration and other terms of engagement/ employment shall be competitive enough to ensure that the Company is in position to attract, retain and motivate right kind of human resource(s) for achieving the desired growth set by the Company's management year on year thereby creating long-term value for all stakeholders of the Company. Focus on productivity and pay-for-performance have been the cornerstones of the Company's reward philosophy with differentiated compensation growth to high - performing employees. With a view to bring performance based growth approach, the remuneration of employees of the Company have been moderated and structured as a mix of fixed and variable pay depending on the grade and level of employee. The Remuneration Policy of the Company can be accessed on Company's website at [https://www.dnaindia.com/investors/annual/DMCL\\_RemunerationPolicy.pdf](https://www.dnaindia.com/investors/annual/DMCL_RemunerationPolicy.pdf).

Non-Executive Independent directors are paid sitting fees (for attending the meetings of the Board and Audit Committee), which is within regulatory limits.

### Remuneration payable to Non-Executive Directors

During the Financial Year 2022-23, each Non-Executive Independent Director was paid sitting fee of Rs. 20,000 for attending each meeting of the Board and Audit Committee. Particulars of Sitting Fees paid to Non-Executive Independent Directors of the Company for financial year 2022-23 is as detailed herein:

Name of Director	Sitting Fees (in Rs.)
Ms. Shilpi Asthana	2,40,000
Mr. Prakash Vaghela	2,40,000
Mr. Manoj Agarwal	2,40,000

During FY 2022-23, the Company did not advance any loans to any of its Directors. Further, there are no pecuniary relationships or transactions between the Independent Directors and the Company, other than the details provided above and the sitting fees drawn by the Non-Executive Independent Directors.

### iii. Stakeholders Relationship Committee

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Act and Regulation 20 read with Part D (B) of Schedule II of SEBI (LODR) Regulations.

During the year under review, Stakeholders Relationship Committee met 1 (one) time viz. November 08, 2022.

Ms. Jyoti Upadhyay, Company Secretary has been appointed as Compliance Officer, pursuant to the Listing Regulations. The designated email for investor service and correspondence is [complianceofficer@dnaindia.com](mailto:complianceofficer@dnaindia.com).

Composition of the Stakeholders Relationship Committee as on March 31, 2023, and details of attendance of each Member at the Stakeholders Relationship Committee Meeting is as follows:

Name of the Director	Designation in Committee	Category	No. of meeting(s)	
			Held	Attended
Mr. Ronak Jatwala	Chairman	Non Independent	1	1
Mr. Manoj Agarwal	Member	Independent	1	1
Mr. Mukesh Jindal	Member	Non Independent	1	1

#### Terms of reference

The Stakeholders Relationship Committee *inter alia* oversees redressal of shareholder and investor grievances, transmission/ transposition of shares, non-receipt of annual report or declared dividend, issue of letter of confirmation in lieu of duplicate shares, exchange of new share certificates, reviewing dematerialisation of shares and related matters, review measures taken for effective exercise of voting rights by shareholders, review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent, review 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. The roles and responsibilities of the Stakeholders Relationship

Committee are as prescribed under Section 178 of the Act and Regulation 20 of the Listing Regulations, as amended.

The Company Secretary, being the compliance officer, is entrusted with the responsibility, to specifically look into the redressal of the shareholders and investors complaints and report the same to Stakeholders Relationship Committee. The Company has a designated email for investor service and correspondence i.e. [complianceofficer@dnaindia.com](mailto:complianceofficer@dnaindia.com).

During Financial Year 2022-23, no investor complaints was received. Accordingly, as on March 31, 2023, no complaint was pending.

#### OTHER BOARD COMMITTEES

In addition to the above committees, your Board has voluntarily constituted the Finance sub-committee and delegated responsibilities to them for effective discharge of functions as per their scope:

Finance Sub-Committee which has been delegated the functions of monitoring and expediting any debt fund raising process, approve financing facilities offered and/or sanctioned to the Company by various Banks and/or Indian Financial Institutions from time to time, in the form of Term Loans, Working Capital facilities, Guarantee Facilities, etc., including the acceptance of terms and conditions of such facilities being offered.

As at March 31, 2023, the Finance Sub-Committee comprised of 2 (Two) members namely Mr. Nishikant Upadhyay, Non-Executive Non Independent Director as Chairperson and Mr. Prashant Barua, Chief Financial Officer as Member of the Committee.

The Board has prescribed guidelines on constitution, quorum, scope and procedures to be followed by Finance sub-committee in discharging its functions. Minutes of the proceedings of Finance sub-committee meetings are circulated to the Board members and are placed for record by the Board at its subsequent meeting.

The Board of Directors had accepted all the recommendations of all Board Committee as and when received from this committee.

#### DISCLOSURES REGARDING APPOINTMENT / REAPPOINTMENT OF DIRECTORS

The members at the ensuing Annual General Meeting, shall be considering the following re-appointment (s):

- i. Re-appointment of Mr. Nishikant Upadhyay (Director Identification Number: 07779721), who retires by

- rotation at this Annual General Meeting and being eligible, offers himself for reappointment; and
- ii. Re-appointment of Mr. Prakash Vaghela as Independent Directors of the Company for a second term of 5 consecutive years commencing from June 30, 2024 till June 29, 2029 (both days inclusive).

The Board recommends the above re-appointment(s) for the approval of shareholders. The detailed profile of the Directors is provided as an annexure to the Notice calling the Annual General Meeting.

### SENIOR MANAGEMENT: PARTICULARS OF SENIOR MANAGEMENT INCLUDING THE CHANGES THEREIN SINCE THE CLOSE OF THE PREVIOUS FINANCIAL YEAR

The list of senior management team including those falling within the definition of Senior Management Personnel as defined in Listing Regulations as on August 14, 2023, is as below:

S. No.	Name	Designation
1	Sushant S Mohan	Chief Executive Officer
2	Prashant Barua	Chief Financial Officer
3	Jyoti Upadhyay	CS & Compliance Officer
4	Rohit Vats	Editor - Languages (DNA)
5	Priyanshi Lal	Brand & Social Lead
6	Kawal Singh	Assistant Manager - Finance

There is no change in senior management since closure of Financial Year 2022-23 till the date of this report.

### GENERAL MEETINGS

The 18th Annual General Meeting of the Company for the Financial Year 2022-23 will be held at 2:30 P.M. (IST) on Thursday, the 28th day of September, 2023 through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

The location, date and time of the Annual General Meetings held during last 3 years along with Special Resolution(s) passed thereat are as follows:

Year	Date and Time	Special Resolutions passed	Venue
2021-22	30 <sup>th</sup> September, 2022 at 2:30 P.M	i) Alteration of Memorandum of Association of the Company. ii) Adoption of restated Article of Association.	The meeting was convened through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

2020-21	27 <sup>th</sup> September, 2021 at 2:00 P.M	i) Re-appointment of Mr. Manoj Agarwal as Independent Director for second term ii) Re-appointment of Ms. Shilpi Asthana as Independent Director for second term	The meeting was convened through Video Conferencing (VC) / Other Audio Visual Means (OAVM)
2019-20	28th December, 2020 at 1.00 P.M	None	The meeting was convened through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

All the above Special Resolutions were passed with requisite majority.

### POSTAL BALLOT

No Resolutions were passed by way of Postal Ballot during financial year 2022-23. At present, there is no proposal to pass any resolution through postal ballot.

### MEANS OF COMMUNICATION

**Quarterly and Annual Financial Results:** Pursuant to Regulation 33 of the Listing Regulations, the Company furnishes the quarterly un-audited as well as annual audited Financial Results, through online filings to the Stock exchanges where the equity shares of the Company are listed i.e. BSE & NSE. Such information has also been simultaneously displayed in the 'Investor section' on the Company's corporate website <https://www.dnaindia.com/investors/quarterly.html>

The extract of financial results, quarterly, half yearly and annual results and other statutory information were communicated to the shareholders by way of publication in English newspapers viz. Free Press Journal and in a vernacular language (Marathi) newspaper viz. Navshakti (Mumbai – Edition).

**Website:** Pursuant to Regulation 46 of the Listing Regulations, the Company's website at [www.dnaindia.com](http://www.dnaindia.com) contains a dedicated segment called 'Investor Section' where all the information needed by shareholders is available including information on Directors, Shareholding Pattern, Quarterly Reports, Financial Results, Annual Reports, and various policies of the Company.

**Annual Report:** Annual Report of the Company is also available on the website of the Company for download. Further, the Management Discussion and Analysis (MDA) Report,

highlighting operations, business performance, financial and other important aspects of the Company's functioning, forms an integral part of the Annual Report.

**NSE Electronic Application Processing System (NEAPS) and BSE Listing Centre:** Your Company regularly uploads all the information related to its financial results, periodical filings like shareholding pattern, corporate governance report and other communications on the online portal NEAPS (National Electronic Application Processing System), a web based filing system designed by the National Stock Exchange (NSE) and BSE's Listing Centre, a web based application designated for corporate by BSE Limited.

## GENERAL SHAREHOLDERS' INFORMATION

This section inter-alia provides information pertaining to the Company, its shareholding pattern, means of dissemination of information, share price movements and such other information in terms of Listing Regulations relating to Corporate Governance.

### A. Annual General Meeting

Date & Day	September 28, 2023, Thursday
Time	2:30 P.M.
Venue	Via Video Conferencing / Other Audio Visual Means with deemed location as registered office of the Company
Last date of receipt of Proxy Form	Not applicable
Dividend Payment Date	Not applicable

### B. Financial Year - April 1, 2022 to March 31, 2023

### C. Financial Calendar

For the Financial Year 2022-23	Results were announced on
First quarter ended June 30, 2022	August 10, 2022
Second quarter and half year ended September 30, 2022	November 08, 2022
Third quarter and nine months ended December 31, 2022	February 08, 2023
Fourth quarter and financial year ended March 31, 2023	May 26, 2023

### D. Registered Office

14th Floor, 'A' Wing, Marathon Futurex, N.M Joshi Marg, Lower Parel, Mumbai, Maharashtra, Pin Code – 400013, with effect from April 1, 2023.  
Tel: 022-71055001

### E. Address for Correspondence

FC- 19 & 20, 4<sup>th</sup> Floor, Film City, Sector 16A, Noida - 201 301, Uttar Pradesh, India  
Tel: 0120 – 7153000  
E-mail id: complianceofficer@dnaindia.com  
Website: www.dnaindia.com

### Investor Relation Officer:

Ms. Jyoti Upadhyay  
Diligent Media Corporation Limited,  
FC- 19 & 20, 4<sup>th</sup> Floor, Film City, Sector 16A, Noida - 201 301, Uttar Pradesh, India  
Tel: 0120 – 7153000  
E-mail id: complianceofficer@dnaindia.com  
Exclusive E-Mail ID for Investor Grievances: The Company has a designated e-mail id for communicating investors' grievances viz. complianceofficer@dnaindia.com

### F. Corporate Identity Number (CIN) of the Company: L22120MH2005PLC151377

### G. Listing details of Equity Shares:

Name and address of the Stock Exchanges	Stock Code / Symbol
National Stock Exchange of India Limited (NSE) Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051	<b>DNAMEDIA</b>
BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	<b>540789</b>

International Securities Identification Number (ISIN) with Depositories viz. NSDL / CDSL for the Company's equity shares: INE016M01021 (Equity shares of Re. 1 each, fully paid up)

### H. Listing fee

Company has paid the Annual Listing fees for the Financial Year 2023-24 to the stock exchanges where the Equity shares of the Company are listed (viz. NSE & BSE).

### I. Custodial Fees to Depositories

The Company has paid custodial fees for the Financial Year 2023-24 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).



## **J. Registrar & Share Transfer Agent**

Shareholders may correspond with the Registrar & Share Transfer Agent at the following address for all matters related to transfer/dematerialization of shares and any other query relating to Equity shares of your Company:

Link Intime India Private Limited  
Unit: Diligent Media Corporation Limited  
C-101, 247 Park, L.B.S. Marg, Vikhroli West,  
Mumbai- 400 083  
Tel: 022-49186270 Fax: 022-49186060  
E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

## **K. PAN and Change of Address**

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding equity shares in physical form are requested to submit their PAN, notify the change of address, if any, including e-mail address/dividend mandate, if any, to the Company's Registrar & Share Transfer Agent, at the address mentioned above. Members holding equity shares in dematerialized form can submit their PAN, notify the change of address including e-mail address/dividend mandate, if any, to their respective Depository Participant (DP).

## **L. Service of Documents through E-mail**

Your Company will be sending the Notice and Annual Report for the Financial Year 2022-23 in electronic form to the members whose e-mail address have been made available to the Company/Depository Participant(s). For members who have not registered their email addresses, Members holding shares in electronic form but who have not registered their e-mail address (including those who wish to change their already registered e-mail id) with their DP and members holding shares in physical form are requested to register their e-mail address with their DP/Company, as the case may be, by following the process as provided in the Notes forming part of the Notice.

## **M. E-Voting Facility**

In compliance with Section 108 of the Act and

Regulation 44 of the Listing Regulations, your Company is providing e-voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in the Notice of Annual General Meeting, using the e-voting platform of NSDL. The instructions for E-Voting have been provided in the Notice of Annual General Meeting.

## **N. Shareholders' Correspondence/Complaint Resolution**

We promptly reply to all communications received from the shareholders. All correspondence may be addressed to the Registrar & Share Transfer Agent at the address given above or the Company. In case any shareholder is not satisfied with the response or do not get any response within reasonable period, they may approach the Investor Relation Officer at the address given above.

SCORES (SEBI Complaints Redressal System): The Investors' complaints are also being resolved by your Company through the Centralized Web Base Complaint Redressal System 'SCORES' (SEBI Complaints Redressal System) initiated by Securities and Exchange Board of India (SEBI). The salient features of SCORES are availability of centralized data base of the complaints, uploading online Action Taken Reports (ATRs) by the Company. Through SCORES the investors can view online, the actions taken and current status of the complaints.

## **O. Share Transfer System**

In terms of Regulation 40(1) of the Listing Regulations, provides that requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialised form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in demat form. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

All correspondence may be addressed to the Registrar & Share Transfer Agent at the address given above. In case any shareholder is not satisfied with the response or does not get any response within reasonable period, they may approach the Investor Relation Officer of the Company.

As per the requirement in Regulation 7(3) of the Listing Regulations, certificate confirming due compliance of share transfer formalities by the Company, as received

from the Practicing Company Secretary was submitted to the Stock Exchanges within stipulated time.

Pursuant to Regulation 13(3) & 13(4) of the Listing Regulations, a statement on the pending investor complaints is filed with the Stock Exchanges and placed before the Board on a quarterly basis.

Reconciliation of Share Capital Audits were also carried out by the practicing Company Secretary to reconcile the total admitted capital with NSDL and CDSL. The reports for the same were submitted to BSE and NSE. The audit confirms that the total issued/paid up and listed capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

Pursuant to Regulation 40(9) of the Listing Regulations, a certificate from Practicing Company Secretary is filed with the Stock Exchanges, certifying that all certificates are issued within thirty days of the date of lodgement for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies.

#### **P. Dematerialisation of Equity Shares & Liquidity**

To facilitate trading in dematerialised form, the Company's Equity Shares are admitted for dematerialisation with both the depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited.

The International Securities Identification Number (ISIN) assigned to Company's Equity Share is INE016M01021. As at March 31, 2023, 99.93% of the total issued and paid-up Equity Share capital of the company was held in Dematerialized form.

#### **Q. Outstanding Convertible Securities**

The Company has not issued any Convertible Securities which is outstanding as on March 31, 2023, and as on the date of this Report.

#### **R. Commodity Price risk or foreign exchange risk and hedging activities**

The Company's business does not have Commodity Price risk. Further the Company has not carried out any

activity for hedging foreign exchange risk. Therefore the disclosure relating to Commodity Price risk and Commodity hedging activities is Nil.

#### **S. Compliance with Secretarial Standards**

The Institute of Company Secretaries of India, a statutory body, has issued Secretarial Standards on Meeting of the Board of Directors and General Meetings. The Company has complied with all the applicable provisions of the Secretarial Standards.

#### **T. Investor Safeguards**

In order to serve you better and enable you to avoid risks while dealing in securities, you are requested to follow the general safeguards as detailed hereunder:

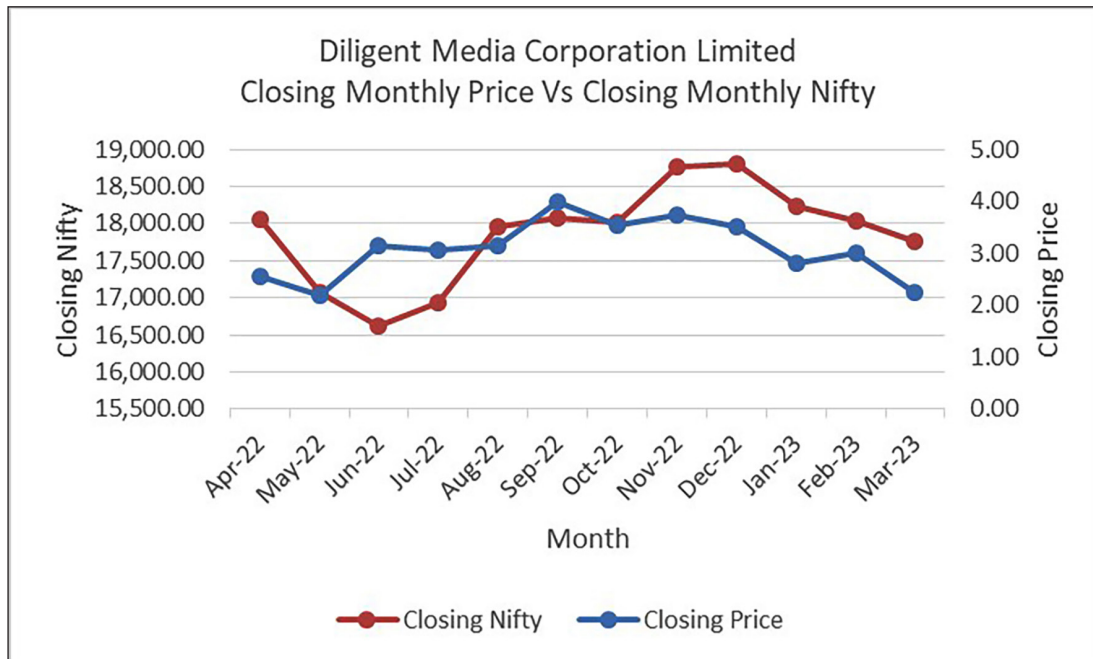
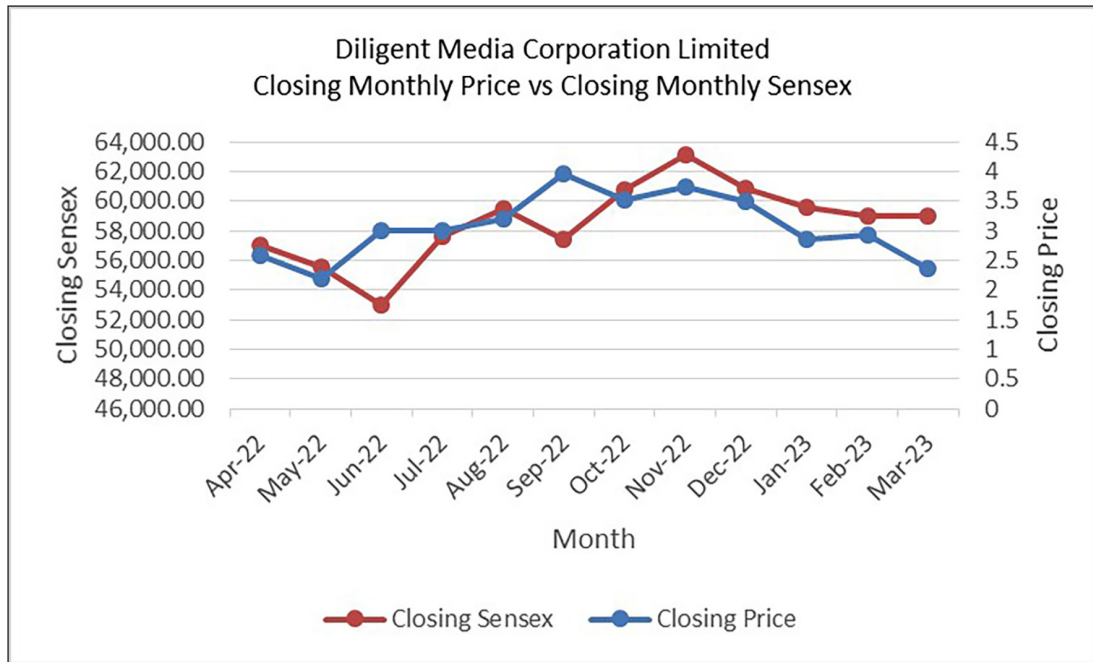
- **Dematerialize your Shares:** Members are requested to convert their physical holding to demat/electronic form through any of the nearest Depository Participants (DPs) to avoid the hassles involved in the physical shares such as possibility of loss, mutilation etc., and also to ensure safe and speedy transaction in securities.
- **Consolidate your multiple folios:** Members are requested to consolidate their shareholding held under multiple folios to save them from the burden of receiving multiple communications.
- **Register Nomination:** To help your successors get the share transmitted in their favor, please register your nomination. Member(s) desirous of availing this facility may submit nomination in Form SH-13. Member(s) holding shares in dematerialized form are requested to register their nominations directly with their respective DPs.
- **Prevention of frauds:** We urge you to exercise due diligence and notify us of any change in address/stay in abroad or demise of any shareholder as soon as possible. Do not leave your demat account dormant for long. Periodic statement of holding should be obtained from the concerned DP and holding should be verified.

## U. Stock Market data relating to Shares Listed in India

The monthly high and low prices and volumes of Company's equity shares traded on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) for the period April 2022 to March 2023 are as under:

Month	BSE			NSE		
	High (Rs.)	Low (Rs.)	Volume of Share traded	High (Rs.)	Low (Rs.)	Volume of Share traded
April 2022	3.22	2.31	696042	3.15	2.3	1584743
May 2022	2.8	2.05	603719	2.85	2.05	1297450
June 2022	3.67	2.29	1902346	3.55	2.3	2273000
July 2022	3.15	2.77	415970	3.2	2.8	1128000
August 2022	3.38	2.86	383370	3.4	2.9	1202000
September 2022	5.14	3	1936354	5	3.55	2917844
October 2022	4.1	3.4	471806	4.1	3.35	1728540
November 2022	4.98	3.41	2854129	4.9	3.45	4140011
December 2022	4.05	3	609383	4	3	1755173
January 2023	3.66	2.72	316099	3.55	2.7	1260555
February 2023	3.34	2.69	422644	3.3	2.75	1288638
March 2023	3.1	2.07	381604	3.1	2.1	1418145

**Relative Performance of Diligent Media Corporation Limited Shares Vs. BSE Sensex & Nifty Index  
Distribution of Equity Shareholding as on March 31, 2023**



### Distribution of Equity Shareholding as on March 31, 2023

Shareholding of Nominal Value (INR)	Number of Shareholders	% of Total	Share Amount (INR)	% of Total Share Amount
1-500	78964	93.1091	4474310	3.8012
501-1000	2367	2.791	1896933	1.6116
1001-2000	1541	1.817	2281268	1.9381
2001-3000	597	0.7039	1534244	1.3034
3001-4000	280	0.3302	1009632	0.8577
4001-5000	254	0.2995	1220210	1.0366
5001-10000	419	0.4941	3102229	2.6355
10001 and above	386	0.4551	102189192	86.8158
<b>Total</b>	<b>84808</b>	<b>100</b>	<b>117708018</b>	<b>100</b>

### Categories of Equity Shareholders as on March 31, 2023

Category	No. of shares held	% of shareholding
Promoter & Promoter Group	73173769	62.17
Individuals /HUF	36188885	30.75
Domestic Companies	1439126	1.22
FPI, Mutual funds, Banks & NBFCs	6210996	5.27
FIs, OCBs, Trusts, NRI & other Institutions	683546	0.98
Clearing Members	10606	0.01
LLP	1090	0
<b>Total</b>	<b>11,77,08,018</b>	<b>100</b>

### Promoters Equity Shareholding as on March 31, 2023

Sr.	Name of Shareholder	No of Shares held	% of shareholding
1	25 FPS Media Private Limited	3,79,24,613	32.22
2	Arm Infra and Utilities Private Limited	3,52,43,182	29.94
3	Primat Infrapower & Multiventures Private Limited	5,909	0.01
4	Sprit Infrapower & Multiventures Private Limited	65	0
	<b>Total</b>	<b>7,31,73,769</b>	<b>62.17</b>

**Top Ten (10) Public Equity Shareholding as on March 31, 2023**

Sr.	Name	No of Shares held	% of shareholding
1	Dilipkumar Lakhi	2350322	1.99
2	Shruti Mohta	2116546	1.79
3	Acacia Partners, Lp	2008533	1.7
4	India Opportunities Growth Fund Ltd - Pinewood Strategy	1500000	1.27
5	Viral Amal Parikh	1400000	1.18
6	Acacia Institutional Partners, Lp	1296653	1.1
7	Acacia Conservation Fund Lp	900900	0.76
8	Chirag Dilipkumar Lakhi	774636	0.65
9	Nimesh Sumatilal	735000	0.62
10	Sonal D Shah	725000	0.61

*Note: Shares held in multiple accounts having same PAN are consolidated for the purpose of this disclosure*

**DISCLOSURES**

- a. Related Party Transactions:** All transactions entered into by the Company with related parties during the financial year 2022-23 were in ordinary course of business and on arms-length basis. The related party transactions undertaken by the Company during the year under review were in compliance with the applicable provisions of Companies Act, 2013 and Listing Regulations. The details of the Related Party Transactions are set out in the Notes to Financial Statements forming part of the Annual Report. All ongoing related party transactions along with the estimated transaction value and terms thereof are approved by the Audit Committee before the commencement of financial year and thereafter reviewed on quarterly basis by the Audit Committee.

In compliance with the requirements of Regulation 23 of Listing Regulations, the Board of Directors of the Company has approved a Related Party Transaction Policy, to facilitate management to report and seek approval for any Related Party Transaction proposed to be entered into by the Company, which is in compliance with all the applicable provisions of law including the provisions of the Act. The Policy on related party transaction is available on the Company's website and is accessible at <https://www.dnaindia.com/investors/annual/RELATEDPARTYTRANSACTIONPOLICY.pdf>

There are no materially significant related party transactions between the Company and its promoters, directors or key managerial personnel or their relatives, having any potential conflict with interests of the Company at large.

- b. Details of non-compliance by the company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority:** Please refer to Annual Secretarial Compliance Report of the Company for the Financial Year 2022-23, filed in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read along with SEBI Circular No. CIR/CFD/CMD1/27 /2019 dated February 8, 2019 with Stock Exchange.

- c. Whistle Blower and Vigil Mechanism Policy:** The Company promotes ethical behaviour in all its business activities and accordingly in terms of Section 177 of the Act and Regulation 22 of the Listing Regulations, Whistle Blower and Vigil Mechanism Policy has been approved and implemented within the organization. The policy enables the employees and directors to report instances of any unethical act or suspected incidents of fraud or violation of Companies Code of Conduct or ethics policy. This Policy is uploaded on the website of the Company viz. <https://www.dnaindia.com/investors/annual/WhistleBlowerandVigilMechanismPolicy.pdf>. Your Board affirms that no personnel has been denied access for making disclosure or report under the Policy to the Vigilance Officer and/or Audit Committee.
- d. Policy and Code as per SEBI Insider Trading Regulations:** In accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and approved (i) an Insider Trading Code to regulate dealing in the securities of the Company by designated persons in compliance with the regulations; and (ii) a Policy for Fair Disclosure of Unpublished Price Sensitive Information. Ms. Jyoti Upadhyay, Company Secretary of the Company is Compliance officer for the purposes of Insider Trading Code. The Code and Policy can be viewed at the Investor section on Company's website at [www.dnaindia.com](http://www.dnaindia.com). Further, the Company has complied with the standardised reporting of violations related to code of conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015.
- e. Accounting treatment in preparation of financial statements:** The financial statements have been prepared in accordance with Indian Accounting Standards as notified under the Companies (Indian Accounting Standards) Rules, 2015.
- f. Details of utilization of funds raised through preferential allotment or qualified institutions placement: None**
- g. Certificate from Company Secretary in Practice:** Your Board hereby confirms that the Company has obtained a certificate from Mr. Jayant Gupta, a Company Secretary in Practice confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors by SEBI, Ministry of Corporate Affairs or any such other statutory authority. The same is annexed to this report.
- h. Company Policies:** The Board has in accordance with the requirements of Act and the Listing Regulations, approved and adopted various policies including inter-alia Policy for Determining Material Events, Policy for Preservation of Documents, Archival of Records, Policy on material related party transaction and Corporate Social Responsibility Policy etc. All the policies are uploaded on the website of the Company [www.dnaindia.com](http://www.dnaindia.com)
- i. Disclosure of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount':** The details of loans and advances given during the year as well as outstanding as on the year ended March 31, 2023 are covered under Note No. 33, under the head 'Loans and advances', forming part of Notes to Financial Statements.
- j. Risk Management:** Your Company has put in place procedures and guidelines to inform the Board members about the risk assessment and minimization procedures. Such procedures are periodically reviewed in light of industry dynamics to ensure that executive management controls risk through means of a properly defined framework.
- k. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part:** The Company do not have any subsidiary company.
- l. Sexual Harassment:** Your Company has zero tolerance towards sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal 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 the Rules thereunder. There was no complaint on sexual harassment during the year under review.



**DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES**

**Information disclosed under clause 5A of paragraph A of Part A of Schedule III of these regulations:** Not Applicable

**COMPLIANCE WITH NON-MANDATORY REQUIREMENTS**

The Company has complied with all the mandatory requirements specified in Regulation 17 to 27 and applicable requirements of Regulation 46 of the Listing Regulations, as amended. The status of compliance with non-mandatory requirements of the Listing Regulations are as detailed hereunder:

**Audit Qualification** – The financial statements of the Company are unqualified

**Internal Auditor** – The Internal Auditor reports directly to the Audit Committee.

**MANAGEMENT DISCUSSION AND ANALYSIS**

A detailed report on Management discussion and analysis is provided separately as a part of the Annual Report.

**CERTIFICATION ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

The Certificate from a Practicing Company Secretary confirming compliance with conditions of Corporate Governance as stipulated in Listing Regulations is annexed to this Corporate Governance Report.

**CEO/ CFO CERTIFICATION**

In terms of the provisions of Regulation 17 (8) of the Listing Regulations, the certification on the financial statements of the Company, as certified by the Chief Executive Officer and Chief Financial Officer of your Company is annexed to this Corporate Governance Report.

## **Certification Pursuant to Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We, Sushant S Mohan, Chief Executive Officer and Prashant Barua, Chief Financial Officer of Diligent Media Corporation Limited ('the Company'), certify that we have reviewed the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and to the best of our knowledge and belief:

- a) The Audited Financial Statements do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading;
- b) The Audited Financial Statements present a true and fair view of the Company's affair and are in compliance with existing Accounting Standards and/or applicable laws and regulations;
- c) No transactions has been entered into by the Company during the year ended March 31, 2023 which are fraudulent, illegal or violative of the Company's code of conduct;
- d) We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee; and
- e) During the year:-
  - there have not been any significant changes in internal control over financial reporting;
  - there have not been any significant changes in accounting policies; and
  - there have been no instances of significant fraud of which we are aware that involve management or other employees have significant role in the Company's internal control system over financial reporting.

**Sushant Mohan**  
Chief Executive Officer

**Prashant Barua**  
Chief Financial Officer

Place: Noida  
Date: May 10, 2023

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

**The Members,  
DILIGENT MEDIA CORPORATION LIMITED  
14th Floor, A Wing, Marathon Futurex N M Joshi Marg,  
Lower Parel, Mumbai, Maharashtra - 400013**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **DILIGENT MEDIA CORPORATION LIMITED** having CIN: **L22120MH2005PLC151377** (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below **for the Financial Year ending on 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 such other Statutory Authority.

S. No.	Full Name	DIN	Date of Appointment
1	Mr. Manoj Phoolchand Agarwal	00590535	29/05/2019
2	Ms. Shilpi Asthana	08465502	29/05/2019
3	Mr. Nishikant Upadhyay	07779721	30/07/2020
4	Mr. Ronak Jagdish Jatwala	08812389	30/07/2020
5	Mr. Prakash Lavji Vaghela	07768595	30/06/2021
6	Mr. Mukesh Jindal	02589636	26/10/2021

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. 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 **Jayant Gupta and Associates**

**(Jayant Gupta)**  
**Practicing Company Secretary**

**FCS : 7288**

**CP : 9738**

**PR No. : 759/2020**

**UDIN : F007288E000747907**

Place : New Delhi

Date : August 5, 2023

# CERTIFICATE ON CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,

## The Members

**Diligent Media Corporation Limited**  
**14<sup>th</sup> Floor, A-Wing, Marathon Futurex,**  
**N M Joshi Marg, Lower Parel,**  
**Mumbai – 400013, Maharashtra**

1. This report contains details of compliance of conditions of corporate governance by **Diligent Media Corporation Limited** ('the Company') for the year ended March 31, 2023, as stipulated in Regulations 17 to 27, clause (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('Listing Regulations') pursuant to the Listing Agreement of the Company with the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as the 'Stock Exchanges').

## Management's Responsibility for compliance with conditions of Listing Regulations

2. The compliance with the terms and conditions contained in the Corporate Governance, including the preparation and maintenance of all relevant supporting records and documents, is the responsibility of the management of the Company.

## Practising Company Secretary's Responsibility

3. The examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. Pursuant to the requirements of the Listing Regulations, it is my responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations for the year ended March 31, 2023.

## Opinion

5. In my opinion, and to the best of my information and according to explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations except that the Company did not have any whole-time key managerial personnel in the category of Managing Director or Chief Executive Officer or manager or whole-time director for the period July 1, 2021 till November 08, 2022 and the vacancy was filled on November 09, 2022.

I state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

## Restriction on use

6. The certificate is addressed and provided to the Members of the Company solely for the purpose to enable the Company to comply with the requirements of the Listing Regulations, and the same shall not be used by any other person or for any other purpose. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without my prior consent in writing.

## For Jayant Gupta and Associates

(Jayant Gupta)

Practicing Company Secretary

FCS : 7288

CP : 9738

PR : 759/2020

UDIN : F007288E000792666

Place : New Delhi

Date : August 14, 2023

## Management Discussion and Analysis

### Disclaimer

Investors are hereby informed that statements in this MD&A describing the Company's objectives, projections, estimates and expectations may be 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results may differ materially from those suggested or implied by such 'forward looking statements'. Important developments that could affect the Company's operations to cause such difference may include factors like Risks inherent in Company's growth strategies, General economic & business conditions in India and other countries; Regulatory changes and our ability to respond to them; Our ability to successfully implement our strategy, our growth & expansion plans; Technological changes; Our exposure to market risks, general economic and political conditions in India which have an impact on our business activities or investments; The monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices; the performance of the financial markets in India and globally; and Changes in industry competition etc. The following discussions and analysis should be read in conjunction with the Company's financial statements included herein and the notes thereto.

### Indian economic overview

Indian economy continues to show resilience amid global uncertainties and the International Monetary Fund (IMF) expects India to grow by 5.9% in FY 2023–24 and by an average rate of 6.1% over the next five years. The economy's outlook looks optimistic, with expectations of a turnaround in investments that will propel the economy toward sustainable growth. Amidst the global economic challenges, India is expected to experience a moderate growth rate of 6.0%–6.5% in the fiscal year 2023–24. However, growth is expected to accelerate in the following year as investments stimulate the positive cycle of job opportunities, income generation, enhanced productivity, increased demand, and boosted exports. This growth is further bolstered by favourable demographic factors in the medium term.

### Indian media & entertainment industry

In the Windows of Opportunity - April 2023 report from FICCI-EY, the Indian Media & Entertainment (M&E) industry grew by 19.9% over ₹ 1.75 trillion in 2021 to reach a size of ₹ 2.1 trillion in 2022. The same report's estimates showed the industry growing by 11.5% in 2023 and at a CAGR of 10.5% from 2022 to 2025. The size of the industry in 2025 is projected to be ₹ 2.83 trillion. As per the PwC Global Entertainment & Media Outlook 2023-27 report, the M&E industry in India is likely to touch US\$ 45 billion in revenues by 2027 with the second highest pace of growth among the

top 10 markets in terms of size, lagging only Indonesia.

In the projection period between 2022 to 2025, the FICCI-EY report estimates that Digital Media will contribute ~40% of the incremental growth in the industry's size. The other key contributors to the incremental growth are expected to be Online Gaming at 13% and TV at 12% share, however, the fastest growing segments would be Live Events and Animation & VFX.

### Digital Media

The Company operates in Digital Media segment and the industry has following highlights:

- Both Advertising and Subscription revenue streams experienced a spectacular growth within the Digital Media segment. The contribution only shifted marginally in favour of Advertising as it grew at a slightly faster pace of 30.3% vs. 28.6% for Subscription.
- Internet penetration in India increased by ~4% to reach 866 million subscriptions by December 2022 from 834 million exactly a year ago. Out of these subscribers, there are 800 million wireless broadband subscriptions indicating a very high penetration of broadband.
- Smartphone users were 538 million in 2022, increasing at a slower pace than the past, whereas fixed broadband connections were 32 million.
- In terms of consumption of digital bandwidth, India is expected to see an increase of 14% CAGR from 25GB per month in 2022 to 54GB by 2028. On an average Indians spent 4.9 hours per day on phone apps in 2022, a growth of 32% over the 2019 consumption in terms of time. They were also the second highest downloaders of apps with 28.9 billion downloads in 2022.
- Indians spent over 25 billion hours on entertainment apps in 2022, which is 82% of the total hours spent. The time spent on News & Information related apps was 1% of the total hours spent.
- Digital advertising has grown on the back of 52% increase in ad insertions in 2022 as against 2021 with over 360 categories seeing higher digital insertions than in print, television or radio.
- Online news had 473 million unique viewers in 2022 with most accessing news sites through web. Social media pages of news media remained a preferred medium for accessing news. Also, 63% of the news sites visitors were directed from social media platforms.

### Company overview

Diligent Media was formed in February 2005, as a Joint Venture ('JV') with Bhaskar Group, India's leading media giants and began its journey with launch of Mumbai edition

of Daily News Analysis (DNA), an English daily broadsheet, in July 2005. Bhaskar group exited the JV in 2012, after which the Company was consolidated under Zee Media Corporation Limited, as a step-down subsidiary. With the changes in regulatory landscape and considering the scale achieved, the Print media business was demerged and consolidated independently under the Company as part of a strategic move to chart an independent direction and create more value for the stakeholders.

The restructuring was affected through a Scheme of Arrangement and Amalgamation that was approved by the Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench, by its order dated 8th June 2017. Under the scheme, the Print Media Undertaking of Zee Media Corporation Limited along with its equity investment in two print media subsidiaries viz. Mediavest India Pvt Ltd and Pri-Media Services Pvt Ltd, was demerged and vested with the Company and upon such vesting, the said print Media subsidiaries viz. Mediavest India Private Limited and Pri-Media Services Private Limited got amalgamated with the Company with effect from Appointed Date of April 1, 2017. Accordingly, the entire Print Media business comprising of Printing & Publication of 'DNA' Newspaper and Marathi Magazine 'Zee Marathi Disha' along with Digital News Media business was vested with the Company.

As per the Scheme, the entire pre-Scheme Paid-up Equity Share Capital of the Company was cancelled and in consideration of the Demerger of Print Media Undertaking, then Company had issued and allotted Equity Shares to the Shareholders of Zee Media Corporation Limited. The shares of the Company got listed and commenced trading on BSE Limited (Scrip Code: 540789) and National Stock Exchange of India Limited (Scrip Code: DNAMEDIA) from December 11, 2017.

Considering the changing marketing dynamics and consumer adoption of the digital form of news consumption and to minimise its losses, the company decided to concentrate on the publication through its digital platform "dnaindia.com" completely, and accordingly ceased to carry the print publications during the financial year ended 31 March 2020. Currently, the Company is in the business of production, curation, creation, conversion, procurement, buying, selling, and distribution of various forms of news media content i.e. - Digital News, Videos and Photo Stories.

### **Business overview**

DNA is known for its quality, innovation and trust, with responsible journalism and customised content to cater to the varied spectrum of readers. Through news, views, analysis and interactivity, DNA provides its readers with a composite

unbiased picture of the city, the country, its financial market, and news from around the world. DNA is a thought leader and a change agent that continues to strive for betterment of the society. Having a diverse range of products and sections DNA is for everyone in the family. With a diversified portfolio including some of the famous titles like DNA Money, DNA After Hrs, DNA Verified, DNA Lit & DNA Her, DNA has ensured that there is something for everybody.

DNA exists with a responsive and dynamic website ([www.dnaindia.com](http://www.dnaindia.com)) and has a strong presence on social media (Twitter - [www.twitter.com/dna](http://www.twitter.com/dna), Facebook - <https://www.facebook.com/dnaindia>, YouTube- [www.youtube.com/@DNAIndiaNews](http://www.youtube.com/@DNAIndiaNews) & Instagram- [www.instagram.com/dna\\_india](http://www.instagram.com/dna_india)). Content is also offered through the content licensing division - which is solely responsible for Content Syndication and allied services.

The monthly average number of users for DNA English is 20mn, the newly launched DNA Hindi has an average monthly number of users of 6mn. Overall page views on its websites were 434 million, whereas monthly average unique users during the year were 19 million.

During the FY 2022-23, the Company's Digital Media business revenue was Rs. 944.44 lakhs as against Rs. 648.29 lakhs during the previous year. The operations resulted in net profit after tax of Rs. 9,550.07 lakhs as against a net (loss) after tax of Rs. (692.03) lakhs during the previous year.

### **Internal Control Systems**

Diligent Media has a sound Internal Control System, which aims to assure that operations are effective and well aligned with the strategic goals. The internal control framework is intended to ensure correct, reliable and timely financial reporting and management information. The Company has implemented the Internal Financial Control (IFC) framework to ensure proper Internal Controls over financial reporting. Then internal control system is further supplemented by Internal Audit carried out by an independent firm of Chartered Accountants and periodic review by Management. The Internal Audit process is designed to review the adequacy of internal control checks in the system and covers all the significant areas of the Company's operations. The Audit Committee reviews the adequacy and effectiveness of the internal control systems and tracks the implementation of corrective actions, wherever required.

### **Human Resources**

The primary objective of the Company is to create a lively and stimulating atmosphere for its employees, aiming to bring out their fullest potential. Alongside fostering talent through

mentoring and demanding projects, the Company sustains motivation by organizing diverse engagement activities. The team coordinates workshops, seminars, and other learning opportunities to enhance employees' skills and knowledge, supporting their professional growth. The Company's employee count as on March 31, 2023, was 63 in comparison to 39 on March 31, 2022.

### Risks and concerns

The media sector experiences dynamic shifts in entertainment trends, as audience preferences continuously evolve. Predicting consumer behaviour with precision becomes challenging due to the influence of emerging trends and the surrounding consumer environment. Given the Company's significant investments in content creation, the underperformance of shows, videos, articles, and other forms of content could negatively affect the Company's revenue and profitability.

The Company's performance, along with the broader media industry, can be directly impacted by uncontrollable economic and political factors at both national and global levels. Additionally, unforeseeable events or "force majeure" circumstances can also exert influence.

### Opportunities and threats

Digital media is expected to experience significant growth in 2023. With the ongoing acceleration of digitalization and the increasing adoption of technology, more individuals are turning to digital platforms for their media consumption. This growth can be attributed to several factors, including the convenience and accessibility of digital content, the proliferation of smartphones and other connected devices, and the expanding reach of internet connectivity.

As consumers increasingly embrace digital platforms for entertainment, news, and communication, the demand for digital media services is set to surge. Streaming services, social media platforms, online news outlets, and digital advertising are among the areas expected to witness substantial growth in 2023.

In 2023, the broader socio-economic dynamics characteristic of the modern age seems to be merging with technology, intensifying transformative processes. Consumers are anticipated to persist in their pursuit of distinctive experiences and seamless access to entertainment content in 2023.

Overall, the year 2023 is anticipated to witness a continued expansion of digital media, driven by evolving consumer preferences, technological advancements, and the increasing integration of digital platforms into various aspects of people's lives.

Media and entertainment companies face significant risks from privacy regulations and infringement of intellectual property rights. The proliferation of fake and low-quality content has become a prominent concern for social media platforms. Moreover, the media sector encounters substantial uncertainty due to ongoing technological advancements and their rapid evolution. The media industry is facing a significant threat from fake news due to the widespread adoption of social media.

Furthermore, advancements in technology, such as 5G networks, augmented reality (AR), and virtual reality (VR), are likely to further enhance the digital media landscape, opening up new possibilities for immersive experiences and interactive content.

## FY2022-23 Performance

### Financial Results

The financial performance of your Company for the year ended 31st March 2023 is summarized below:

(Amount in Rs. Lakhs)

For the year ended March 31,	2023	2022
Revenue from operations	944.44	648.29
Other income	923.32	74.12
<b>Total income</b>	<b>1,867.76</b>	<b>722.41</b>
<b>Total expenses</b>	<b>1,838.88</b>	<b>1,414.44</b>
<b>Profit / (loss) before tax and exceptional items and taxes</b>	<b>28.88</b>	<b>(692.03)</b>
Add/(less): Exceptional items	12,733.14	-
<b>Profit/(loss) before tax from continuing operation</b>	<b>12,762.02</b>	<b>(692.03)</b>
Tax Expenses (Net)	3,211.95	-
<b>Profit / (loss) after tax from continuing operation</b>	<b>9,550.07</b>	<b>(692.03)</b>
<b>Profit / (loss) after tax from discontinued operation</b>	<b>6,520.26</b>	<b>3,086.60</b>
<b>Profit/(loss) for the year</b>	<b>16,070.33</b>	<b>2,394.57</b>



## Financial performance & review of operations

Your Company continues to concentrate on re-building and expanding its Digital Platforms, with a sharp focus on cost optimization as well as revenue maximization. During the year under review, revenue from Operations, comprising of Advertisement Income on Digital Media business increased by 146% from Rs. 648.29 lakhs in FY 2021-22 to Rs. 944.44 lakhs in FY 2022-23. Continuing Operations during the year resulted in Net Profit (after tax) of Rs. 9,550.07 lakhs as against Net loss (after tax) of Rs. 692.03 lakhs during previous year. During the FY 2022-23, profit from discontinued operations

was Rs. 6,520.26 lakhs while the same was Rs. 3,086.60 lakhs in FY 2021-22. The overall Profit for the FY 2022-23 was Rs. 16,070.33 lakhs as compared to Rs. 2,394.57 lakhs during the previous year.

With a view to achieve scale and accelerate growth in Digital NewsMedia business, your Company has entered into a Content Contribution and Revenue Share agreement with Indiadotcom Digital Private Limited ('Indiadotcom'), for monetizing its digital media content. As part of the arrangement, Indiadotcom shall retain a small fee from the Company's share of net advertising revenue and remit the balance to the Company.

### Details of Significant Change in Key Financial Ratios:

Ratio	Financial year ended 31-3-23	Financial year ended 31-3-22	% Change	Remarks for > 25% or < -25% Change
Debtors turnover (in times)	6.02	3.51	71.65%	Due to increase in revenue and decrease in average trade receivables during the year.
Inventory turnover (in times)	-	545.96	100%	The Company does not have any inventory in current year, hence the ratio is not applicable in current year
Interest coverage ratio (in times)	-	-	-	No borrowings except preference share amount shown under borrowing as per Ind AS
Current ratio (in times)	0.11	0.09	-18%	-
Debt equity ratio (in times)	(1.11)	(0.79)	40.78%	Due to profit earned during the current year.
Operating profit margin (%)	3%	-107%	-3590%	Total revenue increase from Rs.648.29 lakhs to Rs.944.44 lakhs in financial year ended 31 March 23
Net profit margin (%)	238.79%	47.97%	397.78%	Profit in current year is positive and high because of liabilities and provisions written back (Refer note 43 and 45 of the financial statements)
Return on net worth (%)	527.70%	-20.17%	-2716.48%	EBIT increased mainly due to liabilities and provisions written back

## Independent Auditor's Report on the Financial Statements

To,  
The Members of  
**DILIGENT MEDIA CORPORATION LIMITED**

### 1. Opinion

We have audited the accompanying financial statements of Diligent Media Corporation Limited ('the Company'), which comprise the balance sheet as at 31 March 2023, the statement of profit and loss (including other comprehensive income), the statement of changes in equity, the statement of cash flows for the year then ended, and notes to the financial statements including a summary of significant accounting policies and other explanatory information (herein-after referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, of the state of affairs of the Company as at 31 March 2023, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### 2. Basis for opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) prescribed under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 (ICAI) together with the ethical requirements that are relevant to our audit of the 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 ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### 3. Material uncertainty relating to going concern

As stated in Note 42 of the financial statements, the

accumulated losses of the Company as at 31 March 2023 have exceeded its paid-up capital and reserves and current liabilities exceeded current assets as on that date. These events indicate the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. As stated in note 42 to the financial statements, the management has taken steps to monetize its assets, recover doubtful advances, expand its digital media operation. Considering the steps taken, settlement of due of Zee Media Corporation Limited as explained in the note 43 of the financial statements, outstanding non-current borrowings having long maturity period and funds available with the Company, the management has prepared these financial statements on going concern basis.

Our opinion is not modified in respect to this matter.

### 4. Emphasis of matter

a) As stated in note 43 to the financial statements, the Corporate Guarantee provided by Zee Media Corporation Limited (ZMCL) in relation to the non-convertible debentures issued by the Company, was invoked and subsequently the said liability was settled by ZMCL at Rs. 29,000.00 Lakhs. The Company and ZMCL mutually agreed to settle the entire outstanding amount of Rs 30,933.14 Lakh, comprising of corporate guarantee obligation of Rs 29,000.00 Lakh and other payable of Rs 1,933.14 Lakh, by way of transfer / assignment of identified Trademarks of the Company valued at Rs. 17,000.00 Lakhs and payment of Rs. 1,200.00 Lakh, total aggregating to Rs. 18,200.00 Lakh. The said terms of settlement and draft settlement agreement were approved by the Board of Director in its meeting held on 12 November 2021 and 1 September 2022 respectively. The shareholders of the Company in its meeting held on 30 September 2022 had approved the said terms of settlement. Basis the requisite approvals in place, Settlement Agreement has been executed on 31 March 2023 and accordingly, the Company has made payment of Rs 1,200.00 Lakh and written back the balance liability of Rs 12,733.14 Lakh and disclosed as an exceptional item for the year ended 31 March 2023. The Company is in the process of transferring the identified trademarks to ZMCL.

Our opinion is not modified in respect to this matter.

b) The Company had initiated legal proceedings against certain parties for recovery of advances/deposits, given in preceding years to four parties of Rs 7,222.50 Lakh and interest due on such advances/deposits of Rs 1,534.75 Lakh, both aggregating to Rs 8,757.25 Lakh. The present outstanding as at 31 March 2023 of advance and interest is Rs 2,679.50 Lakh and Rs 1,534.75 Lakh respectively. The entire outstanding amount aggregating to Rs 4,214.25 Lakh has been provided for as doubtful debt in earlier years. No further interest is provided on the advance/deposits recoverable. The Company has filed petitions before the National Company Law Tribunal (NCLT) for recovery of amounts and the petitions are pending before the NCLT.

Our opinion is not modified in respect to this matter.

## 5. Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended 31 March 2023. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### a) Contingent liabilities

[Refer note 32(a) of the financial statements]

Legal cases filed against the Company and claim amount of such cases not acknowledged as debt as at 31 March 2023 is Rs. 220,790.61 Lakh. The existence and probability of payments against these claims requires management estimates and judgment to ensure disclosure of the most appropriate values of contingent liabilities.

Due to the level of judgment required relating to estimation and presentation of contingent liabilities, this is considered a key audit matter.

#### Auditor's response

Our audit procedures included, among others, assessing the appropriateness of the management's judgment in estimating the contingent liabilities.

We have obtained details of pending legal cases and claims as at 31 March 2023 from the management. We assessed the completeness of the details of these claims through discussion with senior management personnel.

We have also reviewed the outcome of the disputed cases pending at various forums. We have also assessed the appropriateness of the presentation of the contingent liabilities in the financial statements.

### b) Deferred tax assets

(Refer note 31 of the financial statements)

The Company has deferred tax assets of Rs 4,872.46 Lakh as at 31 March 2023 as reported in note 31 to the financial statements. The Company has substantial carry forward tax losses and unabsorbed depreciation and there are substantial disallowances made during tax assessment which have been challenged by the Company and are pending with appellate authorities. The revenues and net profit from operations during the current and previous years after discontinuation of print business are very low or in negative.

Due to the level of judgment required relating to estimation of future profit to set off tax losses and unabsorbed depreciation in foreseeable future, this is considered a key audit matter.

#### Auditor's response

Our audit procedures included, among others, discussions with the management regarding future business plan including revenues and availability of taxable profits, review of available tax losses and unabsorbed depreciation, review of pending direct tax litigations, discussion with management regarding expected outcome of direct tax litigations and based on these factors review the management's assessment of deferred tax assets on the reporting date.

## 6) Information other than the financial statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the 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 financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the other information, if we conclude that there is a material misstatement therein, we will communicate the matter to those charged with governance.

## 7) Management's responsibility for the financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes 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 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

## 8) Auditor's responsibility for the audit of the financial statements

Our objectives are to obtain reasonable assurance about

whether the 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the 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 system 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 management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting 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 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 financial statements, including the disclosures, and whether the 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 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.

## 9) Other matters

The financial statements of the Company for the year ended 31 March 2022 were audited and reported by the predecessor auditor B S Sharma & Co who expressed unmodified opinion on the financial statements vide their audit report dated 30 May 2022.

## 10) Report on other Legal and Regulatory requirements

- As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of Section 143(11) of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A", a statement on the matters specified in the paragraph 3 and 4 of the Order.
- As required by Section 143(3) of the Act, we report that:

- 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;
- 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;
- The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account;
- In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- On the basis of written representations received from the directors of the Company as on 31 March 2023 and 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;
- With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

To the best of our information and according to the explanations given to us, no remuneration is paid by the Company to its directors during the year as such the provisions of Section 197 of the Act are not applicable to the Company.

- 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- The Company has disclosed the impact of pending litigations on its financial position in its financial statements;

- ii. The Company did not have any long-term contracts including derivative contracts having any material foreseeable losses; and
- iii. There are no amounts required to be transferred to the Investor Education and Protection Fund by the Company during the year.
- iv. (a) The Management has represented that, to the best of its knowledge and belief as disclosed in Note 44(ix)(A) to the financial statements, no funds (which are material either individually or in the aggregate) 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 person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief as disclosed in Note 44(ix)(B) to the financial statements, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been 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 (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. No dividend has been declared or paid by the Company during the financial year covered by our audit and immediately preceding financial year.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For **MGB & Co. LLP**

Chartered Accountants

Firm Registration Number: 101169W/W-100035

**Lalit Kumar Jain**

Partner

Membership Number 072664

UDIN: 23072664BGYOVM6086

Place: Noida

Date: 26 May 2023

## Annexure - A to the Independent Auditor's Report

Annexure referred to in paragraph 10(l) under "Report on other Legal and Regulatory requirements" of our report of even date to the members of Diligent Media Corporation Limited on the financial statements for the year ended 31 March 2023

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 does not have intangible assets hence reporting under clause 3(i)(a)(B) of the Order is not applicable to the Company.

(b) All the property, plant and equipment of the Company, have been physically verified by the management during the year. As informed to us, no discrepancies were noticed on such verification.

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

(d) The Company has not revalued any of its property, plant and equipment during the year and the Company is not having any intangible assets.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the Company as at 31 March 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

ii. (a) The Company does not have any inventory and hence reporting under Clause 3(ii)(a) of the Order is not applicable.

(b) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from bank or financial institution on the basis of security of current assets and hence reporting under clause 3(ii) (b) of the Order is not applicable.

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 investment or granted advance in the nature of loan or provided any guarantee or security, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year. However the Company has granted

unsecured loan to companies, limited liability partnership and other parties and in this respect:

(a) The Company has granted unsecured loan to companies and limited liability partnership as detailed below:

	Rs in Lakh
Aggregate amount granted/provided during the year	
1) Subsidiaries, joint ventures and associates	-
2) Other companies and limited liability partnership	9,400.00

Balance outstanding as at balance sheet date in respect of above cases*	
1) Subsidiaries, joint ventures and associates	-
2) Other companies and limited liability partnership	15,550.00

\*Excludes loan of Rs 23.42 Lakh provided fully as doubtful of recovery (refer para (d) below.

(b) In our opinion, the terms and conditions of loans granted during the year are prima facie, not prejudicial to the Company's interest.

(c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated. No repayment of principal amounts has fallen due except as disclosed in para (d) below and receipts of interest have generally been regular as stipulated except delay in following cases:

Name of entity	Amount (Rs in Lakh)	Due date	Extent of delay in days	Nature of transaction
Vistaar Entertainment Ventures Private Limited	37.80	22-11-2022	70	Interest
My Stuff Logistics LLP	81.22	22-11-2022	50	Interest

(d) The loan of Rs 23.42 Lakh granted in earlier year to an employee of the Company at that time is overdue for more than 90 days and has already been considered doubtful of recovery and provided for in the books of accounts in earlier years. In respect of other loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

(e) No loans granted by the Company has fallen due



during the year, and hence reporting under clause 3(iii)(e) of the Order is not applicable.

- (f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) of the Order is not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, in respect of loan given. The Company has not made any investment and not provided security or guarantee.
- v. The Company has not accepted any deposits or amounts which are deemed as deposits from the public within the meaning of Sections 73 to 76 of the Act. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. According to the information and explanations given to us, the requirement of maintenance of cost records prescribed by the Central Government under Section 148(1) of the Act is not applicable to the Company hence reporting under clause 3(vi) of the Order is not applicable.
- vii. According to the records of the Company examined by us and information and explanations given to us:
- a) Undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and services tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities. There are no undisputed amounts payable in respect of aforesaid statutory dues outstanding as at 31 March 2023 for a period of more than six months from the date they became payable.
- b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on 31 March 2023 on account of disputes are given below:

Name of the Statute	Nature of the dues	Rs. in Lakh	Paid under dispute (Rs in Lakh)	Period to which relate	Forum where dispute is pending
The Income Tax Act, 1961	Fringe benefit tax plus interest	3.63	-	FY 2005-06	The Commissioner of Income Tax (Appeals)
Goods and Service Tax Act	Excess ITC claimed	217.54	9.71	FY 2017-18	The Joint Commissioner of State Tax, Maharashtra

- viii. According to the records of the Company examined by us and the information and explanations given to us, there were no transactions related to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix. (a) According to the records of the Company examined by us and the information and explanations given to us, the Company is not having any loans or other borrowings hence reporting under clause 3(ix)(c) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, the Company has not obtained any term loans during the year hence reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that funds raised on short-term basis have, prima facie, not been used for long-term purposes by the Company.
- (e) The Company does not hold any investment in any subsidiary, associate or joint venture as defined under the Companies Act, 2013 and accordingly reporting under clause 3 (ix)(e) of the Order is not applicable to the Company.
- (f) According to the information and explanations given to us, the Company does not hold any investment in any subsidiary, associate or joint venture as defined under the Companies Act, 2013 and accordingly reporting under clause 3 (ix)(f) of the Order is not applicable to the Company.
- x. (a) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of debt instruments through initial public offer or further public offer.
- (b) In our opinion and according to the information and explanations given to us the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.

- xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have been informed of any such case by the Management.
- (b) During the year, no report under sub-section 12 of Section 143 of the Act has been filed in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the management, there were no whistle-blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- xiv. (a) In our opinion and based on our examination, the Company has an internal audit system however the scope and coverage of audit and periodicity of report need to be increased.
- (b) The internal audit reports of the Company issued till date of our Audit Report, for the period under audit have been considered by us.
- xv. According to the records of the Company examined by us, and information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with them.
- xvi. (a) In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. According to the records of the Company examined by us, and information and explanations given to us, the Company has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and hence reporting under 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 realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, the accumulated losses of the Company as at 31 March 2023 which has exceeded its paid up capital and reserve and current liabilities exceeded current assets as at 31 March 2023 which causes us to believe that material uncertainty exists as on the date of the audit report that may cast doubt on the Company's ability to meet its liabilities existing at the date of Balance Sheet as and when they fall due within a period of one year from the balance sheet date.
- xx. (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act.
- (b) According to information and explanations given to us, the Company is not having any ongoing projects related to Corporate Social Responsibility hence reporting under clause 3(xx) of the Order is not applicable.

For **MGB & Co. LLP**  
Chartered Accountants  
Firm Registration Number: 101169W/W-100035

**Lalit Kumar Jain**  
Partner  
Membership Number 072664  
UDIN: 23072664BGYO VW6086

Place: Noida  
Date: 26 May 2023

## Annexure - B to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 10(ii)(f) under "Report on other Legal and Regulatory requirements" of our report of even date to the members of Diligent Media Corporation Limited on the financial statements for the year ended 31 March 2023

We have audited the internal financial controls over financial reporting of Diligent Media Corporation Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). 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 over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on "Audit of Internal Financial Controls over Financial Reporting" (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 over financial reporting was 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, including the assessment of the risks of material misstatement of the 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 system over financial reporting.

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

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as of 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

### For MGB & Co. LLP

Chartered Accountants

Firm Registration Number: 101169W/W-100035

### Lalit Kumar Jain

Partner

Membership Number 072664

UDIN: 23072664BGYOVM6086

Place: Noida

Date: 26 May 2023

## Balance Sheet as at 31 March 2023

(All amounts in Rs. lakhs, unless otherwise stated)

	Notes	As at 31 March 2023	As at 31 March 2022
<b>ASSETS</b>			
<b>Non current assets</b>			
Property, plant and equipment	4	32.86	-
Financial assets			
Loans	5	15,550.00	6,150.00
Other financial assets	6	-	-
Non-current tax assets (net)	7	377.62	355.97
Deferred tax assets (net)	8	4,872.46	10,987.14
Other non current assets	11	9.71	9.71
		<b>20,842.65</b>	<b>17,502.82</b>
<b>Current assets</b>			
Financial assets			
Loans	5	-	-
Trade receivables	9	962.84	1,273.52
Cash and cash equivalents	10	262.16	167.66
Other financial assets	6	780.63	195.03
Other current assets	11	22.33	1,344.96
		<b>2,027.96</b>	<b>2,981.17</b>
<b>Total assets</b>		<b>22,870.61</b>	<b>20,483.99</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	12	1,177.08	1,177.08
Other equity	13	(40,599.93)	(56,676.60)
		<b>(39,422.85)</b>	<b>(55,499.52)</b>
<b>Liabilities</b>			
<b>Non current liabilities</b>			
Financial liabilities			
Borrowings	14	43,626.56	43,626.56
Other financial liabilities	15	4.45	4.45
Provisions	16	18.66	12.62
		<b>43,649.67</b>	<b>43,643.63</b>
<b>Current liabilities</b>			
Financial liabilities			
Trade payables	18		
Dues of micro enterprises and small enterprises		0.90	11.05
Dues of creditors other than micro enterprises and small enterprises		495.42	426.63
Other financial liabilities	15	17,418.14	31,322.54
Other current liabilities	17	728.95	579.12
Provisions	16	0.38	0.54
		<b>18,643.79</b>	<b>32,339.88</b>
<b>Total liabilities</b>		<b>62,293.46</b>	<b>75,983.51</b>
<b>Total equity and liabilities</b>		<b>22,870.61</b>	<b>20,483.99</b>
<b>Notes forming part of the financial statements</b>	1-46		

### As per our attached report of even date

#### For MGB and Co. LLP

Chartered Accountants

Firm Registration Number.: 101169W/W-100035

#### Lalit Kumar Jain

Partner

Membership No. 072664

Place: Noida

Date : 26 May 2023

### For and on behalf of the Board

#### Shilpi Asthana

Director

DIN: 08465502

#### Prashant Barua

Chief Financial Officer

#### Ronak Jatwala

Director

DIN: 08812389

#### Sushant Mohan

Chief Executive Officer

#### Jyoti Upadhyay

Company Secretary

M. No.: A37410

## Statement of profit and loss for the year ended 31 March 2023

(All amounts in Rs. lakhs, unless otherwise stated)

	Notes	Year ended 31 March 2023	Year ended 31 March 2022
<b>Revenue</b>			
Revenue from operations	19	944.44	648.29
Other income	20	923.32	74.12
<b>Total income</b>		<b>1,867.76</b>	<b>722.41</b>
<b>Expenses</b>			
Employee benefits expense	21	455.24	124.77
Finance costs	22	0.67	-
Depreciation and amortisation	23	9.55	-
Other expenses	24	1,373.42	1,289.67
<b>Total expenses</b>		<b>1,838.88</b>	<b>1,414.44</b>
<b>Profit/(loss) before exceptional items and tax</b>		<b>28.88</b>	<b>(692.03)</b>
Add:- Exceptional items	25	12,733.14	-
<b>Profit/(loss) before tax</b>		<b>12,762.02</b>	<b>(692.03)</b>
<b>Less: Tax expense:</b>	31		
Current tax		-	-
Deferred tax		3,211.95	-
<b>Total tax expenses</b>		<b>3,211.95</b>	<b>-</b>
<b>Profit/(loss) after tax from continuing operations (A)</b>		<b>9,550.07</b>	<b>(692.03)</b>
<b>Profit/ (loss) before tax from discontinued operations</b>	28	<b>9,420.92</b>	<b>3,086.60</b>
<b>Less: Tax expense of discontinued operations</b>	31		
Current tax		-	-
Deferred tax		2,900.66	-
		<b>2,900.66</b>	<b>-</b>
<b>Profit/ (loss) after tax from discontinued operations (B)</b>		<b>6,520.26</b>	<b>3,086.60</b>
<b>Profit/ (loss) for the year (C=A+B)</b>		<b>16,070.33</b>	<b>2,394.57</b>
<b>Other comprehensive income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurement of gains/(losses) of defined benefit obligation		8.47	(4.57)
Income tax effect on above		(2.13)	1.22
<b>Other comprehensive income/(loss) for the year (D)</b>		<b>6.34</b>	<b>(3.35)</b>
<b>Total comprehensive income/(loss) for the year (C+D)</b>		<b>16,076.67</b>	<b>2,391.22</b>
<b>Earning per equity share (EPS) for continuing operations (face value Re 1)</b>			
Basic	35	8.11	(0.59)
Diluted	35	8.11	(0.59)
<b>Earning per equity share (EPS) for discontinued operations (face value Re 1)</b>			
Basic	35	5.54	2.62
Diluted	35	5.54	2.62
<b>Earning per equity share (EPS) for continuing and discontinued operations (face value Re 1)</b>			
Basic	35	13.65	2.03
Diluted	35	13.65	2.03
<b>Notes forming part of the financial statements</b>	1-46		

### As per our attached report of even date

#### For MGB and Co. LLP

Chartered Accountants

Firm Registration Number.: 101169W/W-100035

**Lalit Kumar Jain**

Partner

Membership No. 072664

Place: Noida

Date : 26 May 2023

#### For and on behalf of the Board

**Shilpi Asthana**

Director

DIN: 08465502

**Prashant Barua**

Chief Financial Officer

**Ronak Jatwala**

Director

DIN: 08812389

**Sushant Mohan**

Chief Executive Officer

**Jyoti Upadhyay**

Company Secretary

M. No.: A37410

## Statement of cash flows for the year ended 31 March 2023

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit/(loss) before tax from continuing operations	12,762.02	(692.03)
Profit/(loss) before tax from discontinued operations	9,420.92	3,086.60
<b>Profit/(loss) before tax</b>	<b>22,182.94</b>	<b>2,394.57</b>
<b>Adjustments for :</b>		
Depreciation and amortization	9.55	-
Exceptional items (refer note 25)	(12,733.14)	-
Remeasurement gains/(losses) of defined benefit obligation	8.47	(4.57)
Provision/(reversal) for bad and doubtful debts/ advances (net)	(3,555.19)	298.07
Bad debts and advances written off	4.43	134.45
Liabilities/ excess provisions written back	(4.59)	(105.81)
Loss on sale of property, plant and equipment	-	549.96
(Profit) on sale of property, plant and equipment	-	(1,137.06)
Interest income	(919.27)	(43.76)
<b>Operating profit/ (loss) before working capital changes</b>	<b>4,993.20</b>	<b>2,085.85</b>
<b>Adjustments for :</b>		
(Increase) / decrease in trade and other receivables	5,292.48	(1,424.31)
Increase / (decrease) in trade and other payables	(952.31)	(700.52)
<b>Cash generated from/ (used in) operations</b>	<b>9,333.37</b>	<b>(38.98)</b>
Direct taxes (net of refunds)	(21.65)	98.95
<b>Net cash flow from / (used in) operating activities (A)</b>	<b>9,311.72</b>	<b>59.97</b>

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment	(42.41)	-
Proceeds from assets held for disposal	-	6,211.00
Loan given	(9,400.00)	(6,150.00)
Interest received	225.19	43.76
<b>Net cash flow from/(used in) investing activities (B)</b>	<b>(9,217.22)</b>	<b>104.76</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>	-	-
<b>Net cash flow from/(used in) financing activities (C)</b>	-	-
<b>Net changes in cash and cash equivalents (A+B+C)</b>	<b>94.50</b>	<b>164.73</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>167.66</b>	<b>2.93</b>
<b>Cash and cash equivalents at the end of the year (Refer note 10 for detailed break up)</b>	<b>262.16</b>	<b>167.66</b>

**As per our attached report of even date****For MGB and Co. LLP**

Chartered Accountants

Firm Registration Number.: 101169W/W-100035

**For and on behalf of the Board****Lalit Kumar Jain**

Partner

Membership No. 072664

**Shilpi Asthana**

Director

DIN: 08465502

**Ronak Jatwala**

Director

DIN: 08812389

**Sushant Mohan**

Chief Executive Officer

Place: Noida

Date : 26 May 2023

**Prashant Barua**

Chief Financial Officer

**Jyoti Upadhyay**

Company Secretary

M. No.: A37410



## Statement of changes in equity for the year ended 31 March 2023

### a) Equity share capital

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	Amount
<b>As at 01 April 2021</b>	<b>1,177.08</b>
Changes during the year	-
<b>Balance as at 31 March 2022</b>	<b>1,177.08</b>
Changes during the year	-
<b>Balance as at 31 March 2023</b>	<b>1,177.08</b>

### b) Other equity

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	Reserves and Surplus		Other Comprehensive income	Total other equity
	General reserve	Retained earnings		
<b>Balance as at 01 April 2021</b>	<b>17,498.91</b>	<b>(76,574.81)</b>	<b>8.08</b>	<b>(59,067.82)</b>
Profit/(loss) for the year		2,394.57	-	2,394.57
Other comprehensive income/(loss) for the year	-	-	(3.35)	(3.35)
<b>Balance as at 31 March 2022</b>	<b>17,498.91</b>	<b>(74,180.24)</b>	<b>4.73</b>	<b>(56,676.60)</b>
Profit/(loss) for the year	-	16,070.33	-	16,070.33
Other comprehensive income/(loss) for the year	-	-	6.34	6.34
<b>Balance as at 31 March 2023</b>	<b>17,498.91</b>	<b>(58,109.91)</b>	<b>11.07</b>	<b>(40,599.93)</b>

### As per our attached report of even date

#### For MGB and Co. LLP

Chartered Accountants

Firm Registration Number.: 101169W/W-100035

#### For and on behalf of the Board

#### Lalit Kumar Jain

Partner

Membership No. 072664

#### Shilpi Asthana

Director

DIN: 08465502

#### Ronak Jatwala

Director

DIN: 08812389

#### Sushant Mohan

Chief Executive Officer

Place: Noida

Date : 26 May 2023

#### Prashant Barua

Chief Financial Officer

#### Jyoti Upadhyay

Company Secretary

M. No.: A37410

## Notes to the financial statements for the year ended 31 March 2023

### 1 Corporate information

"Diligent Media Corporation Limited ('the Company') was incorporated in the State of Maharashtra on 17 February 2005 and currently in the business of Digital media which comprises of distribution of news, videos, documentaries and photo stories through digital media.

The financial statements (hereinafter referred to as "Financial Statements") of the Company for the year ended 31 March 2023 were approved by the Board of Directors and authorised for issue at the meeting held on 26 May 2023.

### 2 Basis of preparation and other significant accounting policies

#### 2.1 Basis of preparation and measurement of financial statements

##### a Basis of preparation of financial statements

The financial statements have been prepared to comply in all material respects with the Indian Accounting Standards (Ind AS) as notified under Section 133 of the Companies Act, 2013 ('Act') read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act and rules framed thereunder and guidelines issued by the Securities and Exchange Board of India (SEBI). The financial statements have been prepared under the historical cost convention and on the accrual basis, except for certain financial assets and liabilities and defined benefit plan assets and liabilities being measured at fair value.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or a liability at the measurement date.

##### b Rounding of amounts

All amounts disclosed in the financial statements have been rounded off to the nearest lakhs with two decimals thereof, unless otherwise stated. Zero "0.00" denotes amount less than Rs. 500.

##### c Current and non-current classification

Assets and liabilities are classified as current if expected to realize or settle within twelve months after the balance sheet date. Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

#### 2.2 Summary of significant accounting policies

##### a) Property, plant and equipment

i) Property, plant and equipment are stated at original cost of acquisition / installation (net of goods and service tax / cenvat credit availed), less accumulated depreciation and impairment loss, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use and estimated cost for decommissioning of an asset.

ii) Capital work in progress comprises cost of property, plant and equipment and related expenses that are not yet ready for their intended use at the reporting date.

##### b) Right-of-use (ROU) assets

Right-of-use (ROU) assets are stated at cost, less accumulated depreciation and impairment loss, if any. The carrying amount of ROU assets is adjusted for remeasurement of lease liability, if any, in future. Cost of ROU assets comprises the amount of initial measurement of lease liability, lease payments made before the commencement date (net of incentives received), initial direct costs and present value of estimated costs of dismantling and restoration.

##### c) Intangible assets

Intangible assets with finite useful lives that are acquired or developed are measured on initial recognition at cost and stated at cost less accumulated amortization and impairment loss, if any.

## Notes to the financial statements for the year ended 31 March 2023

### d) Depreciation / amortization on property, plant and equipment / intangible assets/ right of use assets

Depreciation/ amortization amount for property, plant and equipment / intangible assets/ right of use assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

- i) Depreciation on property, plant and equipment is provided on straight-line method over the useful life of asset as specified in Part-C of Schedule II of the Companies Act, 2013.
- ii) Intangible assets are amortized on straight line basis over their respective individual useful live as estimated by the management.
- iii) Rights of use assets are depreciated on straight line basis from the commencement date to the end of useful life of asset or lease term whichever is earlier.

### e) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An asset is treated as impaired when the carrying amount exceeds its recoverable value. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risks specific to the assets. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. After impairment, depreciation / amortisation is provided on the revised carrying amount of the asset over its remaining useful life. The impairment loss recognised in prior accounting periods is reversed by crediting the statement of profit and loss if there has been a change in the estimate of recoverable amount.

### f) Derecognition of property, plant and equipment / intangible assets/ right-of-use assets

The carrying amount of an item of property, plant and equipment / intangible assets/ ROU assets is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment / ROU assets / intangible assets is measured as the difference between the net proceeds on disposal and the carrying amount of the item and is recognised in the statement of profit and loss when the item is derecognized.

### g) Leases (as lessee)

"Lease liability associated with assets taken on lease (except short-term and low value assets) is measured at the present value of lease payments to be made. Lease payments are discounted using the interest rate implicit in the lease. Lease payments comprise fixed payments in relation to the lease (less lease incentives receivable), variable lease payments, if any and other amounts (residual value guarantees, penalties, etc.) to be payable in future in relation to the lease arrangement. Lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payment made and remeasuring the carrying amount to reflect any reassessment or modification, if any.

For short-term and low value leases, the Company recognises the lease payments as an expense on a straight-line basis over the lease term."

### h) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand, cheques 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.

### i) Inventories

As per Ind AS 2 - Inventories, the inventory cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition and net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

- i) Stock of newsprint and consumable items are valued at lower of cost or net estimated realizable value. Cost is determined on First in First out Basis (FIFO).
- ii) Scrap and waste paper stock is valued at net estimated realisable value.
- iii) Stores and Spares are valued at lower of weighted average cost or net realizable value.
- iv) Finished goods (Magazines) - Lower of cost or net realisable value. Cost is determined on a weighted average basis.

## Notes to the financial statements for the year ended 31 March 2023

### j) Financial Instruments

Financial instruments is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### Initial recognition of financial assets and liabilities

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the statement of profit and loss. However, trade receivable that do not contain a significant financing component are measured at transaction price.

### (i) Financial assets

#### A. Subsequent Measurement

Financial assets are classified into the following specified categories: amortised cost, financial assets 'at fair value through profit or loss' (FVTPL), and 'at fair value through other comprehensive income' (FVTOCI). The classification depends on the Company's business model for managing the financial assets and the contractual terms of cash flows.

#### Debt Instrument

##### Amortised cost

A financial asset is subsequently measured at amortised cost if it is held with in a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding."

##### Fair value through other comprehensive income (FVTOCI)

A 'debt instrument' is classified as at the FVTOCI, if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent solely payments of principle and interest.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses, reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the Effective Interest Rate (EIR) method.

##### Fair value through profit and loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is considered only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

#### Reclassification of financial assets

The company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when the company either begins or ceases to perform an activity that is significant to its operations. If the company reclassifies financial assets, it applies the

## Notes to the financial statements for the year ended 31 March 2023

reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

### **B. Derecognition of financial assets**

The Company derecognises a financial asset when, the Company has transferred the rights to receive cash flows from the financial asset or the rights have expired; or the Company retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients in an arrangement.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset."

### **Impairment of financial assets**

The Company applies the expected credit loss model for recognizing impairment loss on financial assets. Loss allowances for trade receivables are measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. Lifetime expected credit loss is computed based on a provision matrix which takes into account historical credit loss experience adjusted for forward-looking information. For other financial assets, expected credit loss is measured at the amount equal to twelve months expected credit loss unless there has been a significant increase in credit risk from initial recognition, in which case, those are measured at lifetime expected credit loss.

### **(ii) Financial liabilities and equity instruments**

Debt or equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax.

### **A. Subsequent Measurement**

#### Financial liabilities measured at amortised cost

Financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR) method. Gains and losses are recognized in statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the statement of profit and loss.

#### Financial liabilities measured at FVTPL (fair value through profit or loss)

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities at fair value through profit or loss are carried in the financial statements at fair value with changes in fair value recognized in other income or finance costs in the statement of profit and loss.

## Notes to the financial statements for the year ended 31 March 2023

### B. Derecognition of financial liabilities

A financial liability is derecognized 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 derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

### k) Borrowings and borrowing costs

Borrowings are initially recognised net of transaction costs incurred and subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the statement of profit and loss over the period of the borrowings using the EIR.

Borrowing costs that are attributable to the acquisition or construction of qualifying assets till the time such assets are ready for intended use are capitalized as part of cost of the assets. All other borrowing costs are expensed in the period they occur."

### l) Provisions, contingent liabilities and contingent assets

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated. Provisions are not recognised for future operating losses.

If the effect of time value of money is material, provisions are discounted using a current pretax 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.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

Contingent assets are not recognised in the financial statements, however they are disclosed where the inflow of economic benefits is probable. When the realization of income is virtually certain, then the related asset is no longer a contingent asset and is recognised as an asset.

### m) Revenue recognition

#### (i) Revenue from contract with customers

Revenue from contract with customers is recognised when control of the goods or services is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Syndication revenue represents revenue received from grant of licence to the Company's Sites and YouTube channels for the purpose of ad operations in terms of ad servicing and search engine optimization. Syndication revenue is recognized over a period of time on performance of the obligation as per the terms of the contract.

Royalty revenue is recognized over a period of time on performance of obligation accounted as per agreed terms.

Revenue from sale of images are recognised at a point in time when the images are delivered to the customers as per the agreement.

(ii) Interest income is recognised using the effective interest rate, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial assets. Interest income is included in other income in the statement of profit and loss.

#### Contract assets:

Contract assets is recognised where there is excess of revenue earned over billing done. Contract assets are classified as unbilled revenue where there is unconditional right to receive cash and only passage of time is required as per contractual terms.

## Notes to the financial statements for the year ended 31 March 2023

### **Contract liabilities:**

Contract liabilities primarily relate to the consideration received from customers in advance for the Company's performance obligations which is classified as advance from customers and unearned revenue which is recognised when there is billings in excess of revenues.

### **Trade receivables:**

A receivable represents the Company's right to an amount of consideration under the contract with a customer that is unconditional and realizable on the due date.

### **n) Employee benefits**

- (i) The Company operates both defined benefit and defined contribution schemes for its employees. For defined contribution schemes the amount charged as expense is equal to the contributions paid or payable when employees have rendered services entitling them to the contributions. For defined benefit plans actuarial valuations are carried out at each balance sheet date using the Projected Unit Credit Method. All such plans are unfunded.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability/ (asset) are recognized in the statement of profit and loss. Remeasurements of the net defined benefit liability/ (asset) comprising actuarial gains and losses (excluding interest on the net defined benefit liability/asset) are recognised in Other Comprehensive Income (OCI). Such remeasurements are not reclassified to the statement of profit and loss, in the subsequent periods.

- (ii) Other long-term employee benefits: The Company has a policy on compensated absences (leave liability) which are both accumulated and non-accumulated. The expected cost of accumulated compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulated compensated absences is recognized in the period in which the absences occur. The Company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for twelve months after the reporting date. Where Company has the unconditional legal and contractual right to defer the settlement for a period beyond twelve months, the same is presented as non-current liability.
- (iii) Short-term employee benefits: All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short-term employee benefits expected to be paid in exchange for services rendered as a liability.

### **O) Transactions in foreign currencies**

The functional currency of the Company is Indian Rupees ("Rs.") which is also the presentation currency. All other currencies are accounted as foreign currency.

- (i) Foreign currency transactions are accounted at the exchange rate prevailing on the date of such transactions.
- (ii) Foreign currency monetary items are translated using the exchange rate prevailing at the reporting date. Exchange differences arising on settlement of monetary items or on reporting date of such monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements are recognised as income or as expenses in the period in which they arise.
- (iii) Non-monetary foreign currency items are carried at historical cost are translated at the exchange rate prevalent at the date of the transaction.



## Notes to the financial statements for the year ended 31 March 2023

### p) Income taxes

Tax expense comprises of current and deferred tax.

#### (i) Current tax

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Current tax for current and previous year is recognized in the statement of profit and loss except to the extent that the tax relates to items recognized directly in other comprehensive income or directly in equity. Current tax in accordance with the Income tax Act 1961 for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. 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.

#### (ii) Deferred

Deferred tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred tax arises from the initial recognition of an asset or liability that effects neither accounting nor taxable profit or loss at the time of transition. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and liabilities are offset where the entity has a legally enforceable right to offset current tax assets and liabilities and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

#### (iii) Presentation of current and deferred tax

Current and deferred tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively."

### q) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss (excluding other comprehensive income) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a right issue, shares split and reserve share splits (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss (excluding other comprehensive income) for the year attributable to equity share holders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### r) Non-current assets held for sale / discontinued operations / liabilities directly associated with assets classified as held for sale

The Company classifies non-current assets as held for sale/ discontinued operations if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset to be highly probable when:

\* The appropriate level of management is committed to a plan to sell the asset,

## Notes to the financial statements for the year ended 31 March 2023

- \* An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- \* The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- \* The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- \* Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale to owners are not depreciated or amortised.

A discontinued operation is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- \* Represents a separate major line of business or geographical area of operations,
- \* Is part of single co-ordinated plan to dispose of a separate major line of business or geographical area of operations or,
- \* Is a subsidiary acquired exclusively with a view to resale

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit and loss. Also, comparative statement of profit and loss is represented as if the operation had been discontinued from the start of the comparable period.

### s) Dividend

Provision is made for the amount of any dividend declared on or before the end of the reporting period but remaining undistributed at the end of the reporting period, where the same has been appropriately authorized and is no longer at the discretion of the entity.

### t) Exceptional items

Certain occasions, the size, type, or incidences of the item of income or expenses pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expenses is classified as an exceptional item and accordingly, disclosed in the financial statements.

## 2.3 Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

### Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general-purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

### Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

### Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

## Notes to the financial statements for the year ended 31 March 2023

### 3 Critical accounting judgements and estimates

The preparation of financial statements in conformity with Ind AS requires the management to make estimates, assumptions and exercise judgement in applying the accounting policies that affect the reported amount of assets, liabilities and disclosure of contingent liabilities at the date of financial statements and the reported amounts of income and expenses during the year. The Management believes that these estimates are prudent and reasonable and are based on the Management's best knowledge of current events and actions. Actual results could differ from these estimates and differences between actual results and estimates are recognised in the periods in which the results are known or materialized. This note provides an overview of the areas that involves a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

#### a) Contingencies and commitments

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that have a low probability of crystallising or are very difficult to quantify reliably, are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements.

#### b) Useful lives and residual values

The Company reviews the useful lives and residual values of property, plant and equipment, intangible assets and right of use assets at each financial year end.

#### c) Impairment testing

##### i) Impairment of financial assets

The impairment provisions for financial assets disclosed 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 the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

##### ii) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit (CGU) exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the future years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate.

#### d) Taxes

- i) The Company's tax charge is the sum of the total current and deferred tax charges. The calculation of the Company's total tax charge necessarily involves a degree of estimation and judgement in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process.
- ii) Accruals for tax contingencies require management to make judgements and estimates in relation to tax related issues and exposures.
- iii) The recognition of deferred tax assets is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. Where the temporary differences are related to losses, the availability of the losses to offset against forecast taxable profits is also considered. Recognition therefore involves judgement regarding the future financial performance of the particular legal entity or tax Company in which the deferred tax asset has been recognized."

#### e) Defined benefit obligation

The cost of the defined benefit gratuity plan and other post-employment employee benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future

## Notes to the financial statements for the year ended 31 March 2023

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.”

**f) Fair value of financial instruments**

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date. For details of the key assumptions used and the impact of changes to these assumptions refer note 29.

## Notes to the financial statements for the year ended 31 March 2023

### 4 Property, plant and equipment

(All amounts in Rs. lakhs, unless otherwise stated)

Description of assets	Computers	Total
<b>Gross carrying amount</b>		
As at 1 April 2021	-	-
Additions	-	-
Less: Disposal	-	-
<b>As at 31 March 2022</b>	-	-
Additions	42.41	42.41
Less: Disposal	-	-
<b>As at 31 March 2023</b>	<b>42.41</b>	<b>42.41</b>
<b>Accumulated depreciation/amortisation</b>		
Upto 31 March 2021	-	-
Charge for the year	-	-
Less: Disposal	-	-
<b>Upto 31 March 2022</b>	-	-
Charge for the year	9.55	9.55
Less: Disposal	-	-
<b>Upto 31 March 2023</b>	<b>9.55</b>	<b>9.55</b>
<b>Net carrying amount</b>		
Upto 31 March 2022	-	-
Upto 31 March 2023	32.86	32.86

### 5 Loans

Particulars	As at 31 March 2023		As at 31 March 2022	
	Non current	Current	Non current	Current
<b>(Unsecured, considered good unless otherwise stated)</b>				
Loan to others	15,550.00	-	6,150.00	-
Loan to employees-credit impaired	-	23.42	-	23.42
Less: Allowance for doubtful loan	-	(23.42)	-	(23.42)
<b>Total</b>	<b>15,550.00</b>	<b>-</b>	<b>6,150.00</b>	<b>-</b>

## Notes to the financial statements for the year ended 31 March 2023

### 6 Other financial assets

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Non current	Current	Non current	Current
<b>(Unsecured, considered good unless otherwise stated)</b>				
<b>Deposits</b>				
Other-considered good	-	7.47	-	-
Other-considered doubtful	-	-	1.75	1.68
Less: Allowance for doubtful deposits	-	-	(1.75)	(1.68)
	-	<b>7.47</b>	-	-
Interest receivable on loan	-	773.16	-	79.08
Interest receivable on advances considered doubtful	-	1,534.75	-	1,534.75
Less: Allowance for doubtful interest receivable	-	(1,534.75)	-	(1,534.75)
	-	773.16	-	79.08
<b>Other receivables</b>				
From related parties (considered doubtful)#	-	107.66	-	114.20
From others parties (considered doubtful)	-	1.75	-	1.75
Less: Allowance for doubtful receivables	-	(109.41)	-	-
	-	0.00	-	115.95
<b>Total</b>	-	<b>780.63</b>	-	<b>195.03</b>

# Refer note 27 for receivable from related parties

### 7 Non current tax assets (net)

Particulars	As at 31 March 2023	As at 31 March 2022
Balance with Government authorities- Direct tax	377.62	355.97
<b>Total</b>	<b>377.62</b>	<b>355.97</b>

### 8 Deferred tax assets (net)

The balance comprises temporary differences attributable to :

Particulars	As at 31 March 2023	As at 31 March 2023
<b>Deductible temporary differences</b>		
Employee retirement benefit expenses allowable on payment basis	4.79	3.83
Allowances for doubtful debts and advances	689.68	566.54
Other deductible temporary differences	2.02	-
Unabsorbed depreciation and business losses (to the extent considered for deferred tax assets)	4,177.59	10,416.77
<b>Total deferred tax assets (a)</b>	<b>4,874.08</b>	<b>10,987.14</b>
<b>Deductible temporary differences</b>		
Depreciation and amortization on property, plant and equipment	1.62	-
Total deferred tax liabilities (b)	<b>1.62</b>	-
<b>Net deferred tax assets (a-b)</b>	<b>4,872.46</b>	<b>10,987.14</b>

## Notes to the financial statements for the year ended 31 March 2023

### 9 Trade receivables (unsecured)

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	As at 31 March 2023	As at 31 March 2022
-Considered good	962.84	814.19
-Which have significant increase in credit risk	-	460.60
-Credit impaired	1,205.54	409.50
	<b>2,168.38</b>	<b>1,684.29</b>
Less: Allowances for expected credit loss	(1,205.54)	(410.77)
<b>Total</b>	<b>962.84</b>	<b>1,273.52</b>

Refer note 27 for receivable from related parties

### Trade receivable ageing schedule as at 31 March 2023

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months-1 years	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivable-considered good	887.89	74.95	-	-	-	962.84
(ii) Undisputed trade receivable-which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed trade receivable-credit impaired	-	-	-	0.50	1,203.77	1,204.27
(iv) Disputed trade receivable-considered good	-	-	-	-	-	-
(v) Disputed trade receivable-which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivable- credit impaired	-	-	-	-	1.27	1.27
	<b>887.89</b>	<b>74.95</b>	<b>-</b>	<b>0.50</b>	<b>1,205.04</b>	<b>2,168.38</b>
Less: allowance for credit impaired receivable	-	-	-	(0.50)	(1,203.77)	(1,204.27)
Less: allowance for disputed trade receivables-credit impaired	-	-	-	-	(1.27)	(1.27)
<b>Total</b>	<b>887.89</b>	<b>74.95</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>962.84</b>



## Notes to the financial statements for the year ended 31 March 2023

### Trade receivable ageing schedule as at 31 March 2022

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months-1 years	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivable-considered good	41.07	359.08	-	403.56	10.49	814.20
(ii) Undisputed trade receivable-which have significant increase in credit risk	-	-	-	58.27	401.05	459.32
(iii) Undisputed trade receivable-credit impaired	-	-	0.50	239.06	169.94	409.50
(iv) Disputed trade receivable-considered good	-	-	-	-	-	-
(v) Disputed trade receivable-which have significant increase in credit risk	-	-	-	-	1.27	1.27
(vi) Disputed trade receivable- credit impaired	-	-	-	-	-	-
	<b>41.07</b>	<b>359.08</b>	<b>0.50</b>	<b>700.89</b>	<b>582.75</b>	<b>1,684.29</b>
Less: allowance for credit impaired receivable	-	-	(0.50)	(239.06)	(169.94)	(409.50)
Less: allowance for significant increase in credit risk	-	-	-	-	(1.27)	(1.27)
<b>Total</b>	<b>41.07</b>	<b>359.08</b>	<b>-</b>	<b>461.83</b>	<b>411.54</b>	<b>1,273.52</b>

### 10 Cash and cash equivalents

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Balances with banks:-</b>		
In current accounts	52.20	167.66
In deposit account with original maturity of less than three months	200.00	-
Cheques on hand	9.96	-
<b>Total</b>	<b>262.16</b>	<b>167.66</b>

## Notes to the financial statements for the year ended 31 March 2023

### 11 Other assets

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Non current	Current	Non current	Current
<b>Capital advances (unsecured)</b>				
Considered doubtful	29.20	-	29.20	-
Less: Allowance for bad and doubtful advances	(29.20)	-	(29.20)	-
	-	-	-	-
<b>Other advances (unsecured)</b>				
Related parties - considered good	-	-	-	32.15
Related parties - considered doubtful	-	0.68	-	-
Less: Allowance for bad and doubtful advances		(0.68)		-
	-	-	-	32.15
Other parties - considered good	-	3.44	-	1,311.56
Other parties - considered doubtful	-	2,765.89	-	7,222.50
Less: Allowance for bad and doubtful advances	-	(2,765.89)		(7,222.50)
Prepaid expenses	-	11.82	-	1.25
Balance with Government authorities-indirect taxes*	9.71	7.07	9.71	-
<b>Total</b>	<b>9.71</b>	<b>22.33</b>	<b>9.71</b>	<b>1,344.96</b>

Refer note 27 for receivable from related parties

\*includes Rs 9.71 lakh (Previous year: Rs 9.71 lakh) paid under protest, refer note 32

### 12 Equity share capital

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Authorised*</b>		
1,635,500,000 (Previous year:1,635,500,000) Equity shares of Rs. 1 each	16,355.00	16,355.00
<b>Total</b>	<b>16,355.00</b>	<b>16,355.00</b>
<b>Issued, subscribed and fully paid up</b>		
117,708,018 (Previous year: 117,708,018) Equity shares of Rs. 1 each fully paid up	1,177.08	1,177.08
<b>Total Equity share capital</b>	<b>1,177.08</b>	<b>1,177.08</b>

\*Authorised capital of 4,370,000,000 (Previous year: 4,370,000,000) preference shares of Re. 1 each is not considered here. Redeemable preference shares issued have been considered as borrowings in accordance with the requirement of Ind AS. (Refer note 14)

### i) Reconciliation of number of equity shares and share capital

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Number of shares	Amount	Number of shares	Amount
At the beginning of the year	11,77,08,018	1,177.08	11,77,08,018	1,177.08
<b>Outstanding at the end of the year</b>	<b>11,77,08,018</b>	<b>1,177.08</b>	<b>11,77,08,018</b>	<b>1,177.08</b>

## Notes to the financial statements for the year ended 31 March 2023

### ii) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Re. 1 each. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting.

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 preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### iii) Details of equity shareholders holding more than 5% of aggregate equity shares (All amounts in Rs. lakhs, unless otherwise stated)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Number of equity shares	% shareholding	Number of equity shares	% shareholding
25FPS Media Private Limited	3,79,24,613	32.22	3,79,24,613	32.22
Arm Infra & Utilities Private Limited	3,52,43,182	29.94	3,52,43,182	29.94

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

(iv) The Company has not issued any bonus shares or bought back any shares or issued shares for consideration other than cash during five years preceding 31 March 2023.

### (v) Shareholding of promoters

(All amounts in Rs. lakhs, unless otherwise stated)

Promoter name	As at 31 March 2023		
	No. of shares	% of total shares	% change during the year
25FPS Media Private Limited	3,79,24,613	32.22	-
Arm Infra & Utilities Private Limited	3,52,43,182	29.94	-
Primat Infrapower and Multiventures Private Limited	5,909	0.01	-
Spirit Infrapower and Multiventures Private Limited	65	0.00	-

Promoter name	As at 31 March 2022		
	No. of shares	% of total shares	% change during the year
25FPS Media Private Limited	3,79,24,613	32.22	-
Arm Infra & Utilities Private Limited	3,52,43,182	29.94	-
Primat Infrapower and Multiventures Private Limited	5,909	0.01	-
Spirit Infrapower and Multiventures Private Limited	65	0.00	-

### 13 Other equity

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	Reserves and Surplus		Other Comprehensive Income	Total other equity
	General reserve	Retained earnings		
<b>Balance as at 01 April 2021</b>	<b>17,498.91</b>	<b>(76,574.81)</b>	<b>8.08</b>	<b>(59,067.82)</b>
Add: Profit/ (loss) for the year	-	2,394.57	-	2,394.57
Add: Remeasurement gains /(losses) on defined benefit plans (net of taxes)	-	-	(3.35)	(3.35)
<b>Balance as at 31 March 2022</b>	<b>17,498.91</b>	<b>(74,180.24)</b>	<b>4.73</b>	<b>(56,676.60)</b>
Add: Profit/ (loss) for the year	-	16,070.33	-	16,070.33
Add: Remeasurement gains /(losses) on defined benefit plans (net of taxes)	-	-	6.34	6.34
<b>Balance as at 31 March 2023</b>	<b>17,498.91</b>	<b>(58,109.91)</b>	<b>11.07</b>	<b>(40,599.93)</b>

(i) General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes and transfer from revaluation reserve.

(ii) Retained earnings represent the accumulated earnings net of losses, if any, made by the Company over the years.

(iii) Other comprehensive income consist of re-measurement gain/(losses) on defined benefit plan.

## Notes to the financial statements for the year ended 31 March 2023

### 14 Long-term borrowings

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Unsecured</b>		
<b>Redeemable preference shares*</b>		
4,362,656,265 (Previous year:4,362,656,265), 6% Non-cumulative, non convertible, redeemable preference shares of Re. 1 each fully paid up	43,626.56	43,626.56
<b>Total</b>	<b>43,626.56</b>	<b>43,626.56</b>

#### Non-cumulative, non convertible redeemable preference shares

The Company had issued 4,362,656,265 - 6% Non-cumulative, non convertible, redeemable preference shares of Re. 1 each. The preference shares will qualify for preferential payment of dividend at the rate of 6% from the date of allotment up to the date of redemption subject to availability of profit and shall have priority over equity shares towards payment of redemption amount in the event of winding up. The said preference shares shall be non participative and therefore will not be entitled to participate in profits or assets or surplus funds. The preference shares will be redeemable at par at the end of the tenure which is 20 years from the date of allotment i.e. 1 November 2036.

### 15 Other financial liabilities

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Non current	Current	Non current	Current
Deposits for rental premises and others	4.45	0.50	4.45	2.50
Other payables				
to related parties (Refer note 27)	-	17,004.13	-	30,928.77
to others	-	413.51	-	391.27
<b>Total</b>	<b>4.45</b>	<b>17,418.14</b>	<b>4.45</b>	<b>31,322.54</b>

### 16 Provisions

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Non current	Current	Non current	Current
<b>Provisions for employee benefits</b>				
- Gratuity	9.00	0.03	8.19	0.12
- Leave benefits	9.66	0.35	4.43	0.42
<b>Total</b>	<b>18.66</b>	<b>0.38</b>	<b>12.62</b>	<b>0.54</b>

### 17 Other current liabilities

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Contractual liabilities</b>		
Unearned revenue	59.26	59.26
Advances from customer (Refer note 27)	333.00	333.00
Statutory dues	208.76	70.20
Others Others advances	127.93	116.66
<b>Total</b>	<b>728.95</b>	<b>579.12</b>

## Notes to the financial statements for the year ended 31 March 2023

### 18 Trade payables\*

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	As at 31 March 2023	As at 31 March 2022
Total outstanding dues of micro enterprises and small enterprises (MSME) (Refer note 37)	0.90	11.05
Total outstanding dues of creditors other than micro enterprises and small enterprises	495.42	426.63
<b>Total</b>	<b>496.32</b>	<b>437.68</b>

\*Trade payables are non-interest bearing and credit term for same is generally in the range of 0 to 30 days.

#### Trade payable ageing schedule for the year ended as at 31 March 2023 (All amounts in Rs. lakhs, unless otherwise stated)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	0.90	-	-	-	0.90
(ii) Others	75.86	59.91	1.96	357.69	495.42
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-
<b>Total</b>	<b>76.76</b>	<b>59.91</b>	<b>1.96</b>	<b>357.69</b>	<b>496.32</b>

#### Trade payable ageing schedule for the year ended as at 31 March 2022 (All amounts in Rs. lakhs, unless otherwise stated)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	2.43	-	-	-	2.43
(ii) Others	65.08	7.66	91.56	262.33	426.63
(iii) Disputed dues- MSME	-	-	-	8.62	8.62
(iv) Disputed dues- Others	-	-	-	-	-
<b>Total</b>	<b>67.51</b>	<b>7.66</b>	<b>91.56</b>	<b>270.95</b>	<b>437.68</b>

### 19 Revenue from operations

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
<b>Sale of services</b>		
Syndication revenue	944.44	648.29
<b>Total</b>	<b>944.44</b>	<b>648.29</b>

### 20 Other income

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Royalty income	3.71	5.94
Interest income on financial assets carried at amortised cost:		
- Bank deposits	1.69	-
- Loan given	912.19	68.18
Interest received on income tax refund	5.38	-
Miscellaneous income	0.35	-
<b>Total</b>	<b>923.32</b>	<b>74.12</b>

## Notes to the financial statements for the year ended 31 March 2023

### 21 Employee benefit expenses

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Salaries and allowances	432.46	117.04
Contribution to provident and other funds	22.56	6.33
Staff welfare expenses	0.22	1.40
<b>Total</b>	<b>455.24</b>	<b>124.77</b>

### 22 Finance costs

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Bank and other financial charges	0.67	-
<b>Total</b>	<b>0.67</b>	<b>-</b>

### 23 Depreciation /amortisation

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Depreciation on property, plant and equipment	9.55	-
<b>Total</b>	<b>9.55</b>	<b>-</b>

### 24 Other expenses

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Rent	17.43	-
Rates and taxes	31.70	-
Repairs and maintenance - others	5.73	-
Insurance	3.69	-
Communication expenses	87.15	31.46
Printing and stationery	0.18	-
Travelling and conveyance expenses	1.76	1.97
Director's sitting fees	7.20	1.10
Payment to auditors (Refer details below)	8.39	6.00
Legal and professional fees	23.49	498.60
Marketing, distribution and business promotion expenses	1,101.99	750.00
Corporate Social Responsibility expenses (Refer note 39)	2.97	-
Provision for doubtful debts/advances (net)	80.00	-
Exchange fluctuation expenses	0.67	-
General and other expenses	1.07	0.54
<b>Total</b>	<b>1,373.42</b>	<b>1,289.67</b>

### Payment to auditors

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
<b>As Auditor</b>		
Audit fee (including limited review)	6.50	5.50
Tax audit fee	0.50	0.50
Certification and tax representation	0.48	-
Out of pocket expenses	0.91	-
<b>Total</b>	<b>8.39</b>	<b>6.00</b>

Note: i) Above amounts excludes Goods and Services Tax

ii) Current year expenses included Rs 2.63 lakhs paid to previous auditor.

### 25 Exceptional items

(All amounts in Rs. lakhs, unless otherwise stated)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Liabilities written back (Refer note 43)	12,733.14	-
<b>Total</b>	<b>12,733.14</b>	<b>-</b>

## Notes to the financial statements for the year ended 31 March 2023

### 26 Gratuity and other long-term benefit plans

The disclosures of employee benefits as defined in the Ind AS 19 - "Employee Benefits" are given below:

#### A Defined contribution plan:

"Contribution to provident and other funds" is recognized as an expense in note 21 "Employee benefit expenses" of the Statement of profit and loss.

#### B Defined benefit plans

The present value of obligation is determined based on actuarial valuation using the projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for gratuity is non funded.

Disclosures of gratuity (unfunded) in terms of Ind AS 19 are as under:

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
	<b>Gratuity (Non funded)</b>	
<b>I. Expenses recognized during the year in statement of profit and loss</b>		
1 Current service cost	6.05	2.91
2 Interest cost	0.60	0.34
<b>Net expenses recognized in the statement of profit and loss</b>	<b>6.65</b>	<b>3.25</b>
<b>II. Expenses / (gain) recognized during the year in other comprehensive income (OCI)</b>		
<b>Actuarial (gain) / loss arising from:</b>		
Changes in financial assumptions	0.12	-
Changes in demographic assumptions	-	-
Experience adjustments	8.35	(4.57)
<b>Net (gain)/loss recognized in other comprehensive income (OCI)</b>	<b>8.47</b>	<b>(4.57)</b>
<b>III. Net liabilities recognized in the balance sheet as at 31 March</b>		
1. Present value of defined benefit obligation	9.03	8.31
2. Net liability	9.03	8.31
<b>IV. Reconciliation of opening and closing balance of defined benefit obligation</b>		
1 Net liability at the beginning of year	8.31	4.73
2 Expense as per I above	6.65	3.25
3 Other comprehensive income as per II above	(8.47)	4.57
4 Benefit paid	-	(6.28)
5 Acquisition adjustments	2.54	2.04
6 Net liability at the end of the year	<b>9.03</b>	<b>8.31</b>
<b>V. Actuarial assumptions:</b>		
1 Discount rate (per annum)	7.36%	7.26%
2 Expected rate of salary increase (per annum)	6.00%	6.00%
3 Mortality table	Indian Assured Lives mortality- (2012-14)	Indian Assured Lives mortality- (2012-14)
4 Attrition rate (per annum)		
Service up to 30 years	5%	5%
Service between 31 years and 44 years	3%	3%
Service above 44 years	2%	2%



## Notes to the financial statements for the year ended 31 March 2023

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
	Gratuity (Non funded)	
<b>VI. Maturity analysis of projected benefit obligation</b>		
Projected benefits payable in future years from the date of reporting		
1 Expected benefits for the year 1	0.03	0.12
2 Expected benefits for the year 1 to year 5	0.58	0.68
3 Expected benefits beyond year 5	8.42	7.51
<b>VII. Sensitivity Analysis</b>		
The key actuarial assumptions to which the benefit obligation results are particularly sensitive to discount rate, future salary escalation rate and employee turnover. The following table summarizes the impact on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption while holding all other assumptions constant.		
<b>(a) Impact of changes in discount rate</b>		
Present value of obligation at the end of the period	(9.03)	(8.31)
Impact due to increase of 0.50%	(0.75)	(0.54)
Impact due to decrease of 0.50 %	0.84	0.60
<b>(b) Impact of the change in salary increase</b>		
Present value of obligation at the end of the period	(9.03)	(8.31)
Impact due to increase of 0.50%	0.85	0.60
Impact due to decrease of 0.50 %	(0.76)	(0.55)
<b>(c) Impact of the change in attrition rate</b>		
Present value of obligation at the end of the period	(9.03)	(8.31)
Impact due to increase of 0.50%	(0.04)	0.00
Impact due to decrease of 0.50 %	0.03	(0.01)
Notes:		
(a) Amounts recognised as an expense and included in the Note 21 "Employee benefit expenses" are gratuity Rs. 6.65 lakhs (Previous year: Rs. 3.25 lakhs) and leave encashment Rs. 6.61 lakhs (Previous year: Rs. 4.05 lakhs).		
(b) The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.		
<b>VIII. The Company is exposed to various actuarial risks which are as follows:</b>		
(a) Discount rate risk - The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the defined benefit and will thus result in an increase in the value of the liability.		
(b) Liquidity risk - This is the risk that the Company is not able to meet the short-term benefit payouts. This may arise due to non availability of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.		
(c) Salary escalation risk - The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.		
(d) Regulatory risk - Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (e.g. Increase in the maximum limit on gratuity of Rs.20 lakhs).		
(e) Demographic risk - The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse as compared to the assumptions.		
<b>C Other long term benefits</b>		
The obligation for leave benefits (non funded) is also recognized using the projected unit credit method and accordingly the long term paid absences have been valued.		

## Notes to the financial statements for the year ended 31 March 2023

### 27 Related party transactions

#### List of parties where control exists:-

**Subsidiaries and associates : Nil**

#### Other related parties with whom transaction have taken place during the year and balance outstanding as on last day of the year.

Zee Media Corporation Limited, Today Merchandise Private Limited, Pan India Network Infravest Private Limited, Shirpur Gold Refinery Limited, Pan India Infraprojects Private Limited, Essel Finance VKC Forex Limited, E-City Property Management & Services Private Limited, Evenness Business Excellence Services Limited, Digital Subscriber Management and Consultancy Services Private Limited, Cyquator Media Services Private Limited, Zen Cruises Private Limited, Indiadotcom Digital Private Limited, Zee Entertainment Enterprises Limited\*, Zee Learn Limited\*, Zee Studio Limited\*, Essel Finance Management LLP, Siti Networks Limited\*, Essel Corporate Resources Private Limited\*, Siti Vision Digital Media Private Limited\*, MT Educare Limited\*, Essel Infra Projects Limited\*.

#### Non-executive directors

Mrs. Shilpi Asthana (Independent Director), Mr. Manoj Agarwal (Independent Director), Nishikant Upadhyay (Non-Executive Director), Ronak Jatwala (Non-Executive Director), Prakash Vaghela (Independent Director - w.e.f June 30, 2021), Mukesh Jindal (Non-Executive Director -w.e.f. October 26, 2021), Vishal Malhotra (Independent Director -upto April 1, 2021) and Dinesh Garg (Non-Executive Director- upto October 26, 2021).

#### Key management personnel

Prashant Barua (Chief Financial Officer-w.e.f. March 30, 2022), Jyoti Upadhyay (Company Secretary - w.e.f February 12, 2022), Sushant Mohan (Chief Executive Officer-w.e.f. November 9, 2022), Shikhar Ranjan (Chief Executive Officer-upto June 30, 2021), Rajendra Bathula (Chief Financial Officer- upto December 28, 2021), Ankit Shah (Company Secretary - upto February 12,2021) and Dhaval Ashar (Company Secretary - upto February 11, 22).

#### A) Transactions with related parties

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
<b>(i) With other related parties</b>		
<b>Syndication revenue</b>	<b>944.44</b>	<b>647.74</b>
Indiadotcom Digital Private Limited	944.44	647.74
<b>Balance written back</b>	<b>0.77</b>	-
Evenness Business Excellence Services Limited	0.77	-
<b>Exceptional income-liabilities written back (Refer note 25)</b>	<b>12,733.14</b>	-
Zee Media Corporation Limited	12,733.14	-
<b>Amount written off</b>	-	<b>0.37</b>
MT Educare Limited	-	0.01
Siti Networks Limited	-	0.36
<b>Provision for doubtful debts/advances</b>	<b>177.25</b>	-
Cyquator Media Services Private Limited	81.11	-
Essel Finance Management LLP	26.55	-
Pan India Infraprojects Private Limited	6.30	-
Zen Cruises Private Limited	62.61	-
Shirpur Gold Refinery Limited	0.68	-
<b>Employee benefit liability transferred in</b>	<b>14.78</b>	<b>9.82</b>
Zee Media Corporation Limited	7.14	9.82
Indiadotcom Digital Private Limited	7.64	-
<b>Employee benefit liability transferred out</b>	<b>2.81</b>	-
Indiadotcom Digital Private Limited	2.81	-
<b>Professional fees paid</b>	-	<b>1,800.00</b>
Essel Infra Projects Limited	-	1,500.00
Digital Subscriber Management & Consultancy Services Private Limited	-	300.00

## Notes to the financial statements for the year ended 31 March 2023

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
<b>(ii) With key managerial personnel/director</b>		
<b>Paid to non-executive directors</b>	<b>7.20</b>	<b>4.60</b>
Sitting fees	7.20	4.60
<b>Remuneration to key managerial personnel</b>	<b>39.36</b>	<b>15.07</b>
Salaries and allowances	39.36	15.07

## B) Balances outstanding at the end of the year:

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
<b>Other related parties</b>		
<b>Advances received</b>	<b>333.00</b>	<b>333.00</b>
Today Merchandise Private Limited	333.00	333.00
<b>Trade payables</b>	<b>21.92</b>	<b>23.40</b>
Digital Subscriber Management & Consultancy Services Private Limited	5.43	5.43
Pan India Network Infravest Private Limited	16.49	16.49
Zee Studios Limited	-	1.48
<b>Trade receivables</b>	<b>1,031.75</b>	<b>859.15</b>
Zee Learn Limited	-	390.42
Pan India Infraprojects Private Limited	6.30	6.30
Zen Cruises Private Limited	62.61	62.61
Indiadotcom Digital Private Limited	962.84	399.82
<b>Provision made for doubtful trade receivable</b>	<b>68.91</b>	-
Pan India Infraprojects Private Limited	6.30	-
Zen Cruises Private Limited	62.61	-
<b>Other receivables</b>	<b>107.66</b>	<b>114.20</b>
Essel Finance Management LLP	26.55	26.55
Cyquator Media Services Private Limited	81.11	81.11
Zee Entertainment Enterprises Limited (Refer note (ii) below)	-	6.54
<b>Provision for doubtful other receivables</b>	<b>107.66</b>	-
Essel Finance Management LLP	26.55	-
Cyquator Media Services Private Limited	81.11	-
<b>Advance given</b>	<b>0.68</b>	<b>32.15</b>
Shirpur Gold Refinery Limited	0.68	0.68
Essel Infra Projects Limited	-	31.47
<b>Provision made for doubtful advance</b>	<b>0.68</b>	-
Shirpur Gold Refinery Limited	0.68	-
<b>Other payables</b>	<b>17,004.13</b>	<b>30,928.77</b>
Essel Finance VKC Forex Limited	2.81	2.81
E-city Property Management & Services Private Limited	1.32	1.32
Zee Media Corporation Limited	17,000.00	30,923.32
Siti Vision Digital Media Private Limited	-	0.27
Essel Corporate Resources Private Limited	-	0.28
Evenness Business Excellence Services Limited	-	0.77

## Notes:

- i) \*Based on list of related parties approved by the board of directors, these parties are ceased to be related parties w.e.f. 1 April 2022, hence transaction during the year and balances as at year end are not reported.
- ii) Other receivable from Zee Entertainment Enterprises Limited is net off amount payable nil (Previous year: Rs 12.88 lakhs).
- iii) Salaries, allowances and perquisites paid to key managerial personnel includes contribution to provident fund but excludes leave encashment and gratuity provided on the basis of actuarial valuation on an overall Company basis. Allowances and perquisites are valued as per the Income Tax Act, 1961.

## Notes to the financial statements for the year ended 31 March 2023

### 28 Discontinued operation

(a) The Company has ceased to carry the print publication of all editions of its English Daily Newspaper called "DNA" and the vernacular weekly magazine called 'Zee Marathi Disha' w.e.f. 10 October 2019 and 11 October 2019 respectively. As at 31 March 2023, the carrying amount of assets and liabilities of discontinued operations are Rs. nil (Previous year Rs.1.032.81 lakhs) and Rs.1,249.59 lakhs (Previous year Rs.1,290.66 lakhs) respectively. The following statement shows the revenue and expenses of continuing and discontinued operations: (Rs. in lakhs)

Particulars	Continuing operations			Discontinued operations			Total	
	Note no.	Year ended 31 March 2023	Year ended 31 March 2022	Note no.	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2023	Year ended 31 March 2022
<b>Revenue</b>								
Revenue from operations	19	944.44	648.29	28 (c)	5,785.57	4,343.46	6,730.01	4,991.75
Other income	20	923.32	74.12	28 (d)	4.59	1,342.07	927.91	1,416.19
<b>Total income</b>		<b>1,867.76</b>	<b>722.41</b>		<b>5,790.16</b>	<b>5,685.53</b>	<b>7,657.92</b>	<b>6,407.94</b>
<b>Expenses</b>								
Raw material consumed		-	-	28 (e)	-	-	-	-
Employee benefit expense	21	455.24	124.77	28 (f)	-	45.29	455.24	170.06
Finance costs	22	0.67	-	28 (g)	-	0.27	0.67	0.27
Depreciation and amortisation	23	9.55	-		-	-	9.55	-
Other expenses	24	1,373.42	1,289.67	28 (h)	911.24	2,226.67	2,284.66	3,516.34
<b>Total expenses</b>		<b>1,838.88</b>	<b>1,414.44</b>		<b>911.24</b>	<b>2,272.23</b>	<b>2,750.12</b>	<b>3,686.67</b>
<b>Profit (loss) before exceptional items and taxes</b>		<b>28.88</b>	<b>(692.03)</b>		<b>4,878.92</b>	<b>3,413.30</b>	<b>4,907.80</b>	<b>2,721.27</b>
Add/(less):- Exceptional items-income/ (expenses) (net)	25	12,733.14	-	28 (i)	4,542.00	(326.70)	17,275.14	(326.70)
<b>Profit/(loss) before tax</b>		<b>12,762.02</b>	<b>(692.03)</b>		<b>9,420.92</b>	<b>3,086.60</b>	<b>22,182.94</b>	<b>2,394.57</b>
<b>Less: Tax expense</b>								
Current tax		-	-		-	-	-	-
Deferred tax		3,211.95	-		2,900.66	-	6,112.61	-
<b>Net profit/(loss) after tax</b>		<b>9,550.07</b>	<b>(692.03)</b>		<b>6,520.26</b>	<b>3,086.60</b>	<b>16,070.33</b>	<b>2,394.57</b>
Other comprehensive income (net of taxes)							6.34	(3.35)
<b>Total comprehensive income/(loss)</b>							<b>16,076.67</b>	<b>2,391.22</b>

### (b) Cash flow from discontinued operation

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Net cash flows from / (used in) operating activities	10,412.63	2,222.75
Net cash flows from / (used in) investing activities	-	6,254.76
Net cash flows from / (used in) financing activities*	-	-
<b>Net cash inflow/(outflow) during the year</b>	<b>10,412.63</b>	<b>8,477.51</b>

## Notes to the financial statements for the year ended 31 March 2023

### (c) Revenue from discontinued operations

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Sale of images	5,785.57	4,343.46
<b>Total</b>	<b>5,785.57</b>	<b>4,343.46</b>

### (d) Other income (Discontinued operation)

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Interest income on financial assets carried at amortised cost:		
- Bank deposits	-	32.86
- Loan given	-	10.90
Interest received on income tax refund	-	55.22
Profit on sale of property, plant and equipment	-	1,137.06
Liabilities/excess provision written back	4.59	-
Miscellaneous income	-	106.03
<b>Total</b>	<b>4.59</b>	<b>1,342.07</b>

### (e) Raw material consumed (Discontinued operation)

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Inventory at the beginning of the year	-	18.29
Add: Purchases (net)	-	-
<b>(A)</b>	<b>-</b>	<b>18.29</b>
Less: Inventory at the end of the year	-	-
<b>(B)</b>	<b>-</b>	<b>18.29</b>
Less: Inventory disposed off	-	(18.29)
<b>Total</b>	<b>-</b>	<b>-</b>

### (f) Employee benefit expenses (Discontinued operation)

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Salaries and allowances	-	44.58
Contribution to provident and other funds	-	0.71
<b>Total</b>	<b>-</b>	<b>45.29</b>

### (g) Finance costs (Discontinued operation)

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Bank and other financial charges	-	0.27
<b>Total</b>	<b>-</b>	<b>0.27</b>

## Notes to the financial statements for the year ended 31 March 2023

### (h) Other expenses (Discontinued operation)

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Power and fuel	-	26.26
Loss on valuation/consumption of stores and spares	-	0.47
Direct labour charges	-	7.10
Rates and taxes	-	55.23
Legal and professional fees	-	1,557.44
Director's sitting fees	-	3.50
Printing and stationery	-	0.92
Communication expenses	-	2.36
Travelling and conveyance expenses	-	1.05
Marketing, distribution and business promotion expenses	-	9.22
Hire and service charges	-	12.28
Loss on sale/discard of property, plant and equipment	-	549.96
Provision for doubtful debts/advances (net)	911.24	-
General and other expenses	-	0.88
<b>Total</b>	<b>911.24</b>	<b>2,226.67</b>

### (i) Exceptional items (Discontinued operation)

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Provision/(reversal) for doubtful debts/advances (net) [Refer note (i) below]	(4,546.43)	298.06
Amount written off [Refer note (ii) below]	4.43	134.45
Excess provisions / liabilities written back [Refer note (iii) below]	-	(105.81)
<b>Total (income)/expenses</b>	<b>(4,542.00)</b>	<b>326.70</b>

(i) Provision has been made for doubtful debts/advances of Rs. nil (Previous year: Rs 298.06 lakhs) and provision no longer required Rs. 4,543.00 lakhs (Previous year: Rs nil) reversed during the current year (Refer note 45).

(ii) The Company has written off certain amount paid Rs. 4.43 lakhs (Previous year: Rs 134.45 lakhs) considered as bad and doubtful of recovery.

(iii) The Company has written back certain provision / liabilities amounting to Rs. nil (Previous year: 105.81 lakhs) which are no longer required/payable.

## Notes to the financial statements for the year ended 31 March 2023

### 29 Financial Instruments

#### (a) Financial risk management objective and policies

The Company's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets includes loans, trade and other receivables, and cash and cash equivalents.

The Company is exposed to market risk, credit risk and liquidity risk. The Board provides guidance for overall risk-management, as well as policies covering specific areas such as credit risk, liquidity risk and investment of excess liquidity.

#### i) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The sensitivity analysis excludes the impact of movements in market variables on the carrying value of post-employment benefit obligations and on the non-financial assets and liabilities. The sensitivity of the relevant profit and loss item is the effect of the assumed changes in respective market risks. Financial instruments affected by market risk includes borrowings, deposits and other financial instruments.

#### 1) Interest rate risk

This refers to risk to Company's cash flow and profits on account of movement in market interest rates.

The Company's is not exposed to interest rate risk as the Company is not having any borrowings except 6% Non-cumulative, non convertible, preference shares aggregating to Rs. 43,626.56 lakhs (Previous year: Rs 43,636.56 lakhs). In view of no borrowing with variable interest rate, interest rate sensitivity is not required.

#### 2) Foreign Currency risk

Currency risk is the risk that the fair value or future cash flows fluctuate because of changes in market prices. The Company is exposed to foreign exchange risk on their receivables and payables which are mainly held in the United State Dollar ("USD"), and the Great Britain Pound ("GBP"). Consequently, the Company is exposed primarily to the risk that the exchange rate of the Indian Rupees ("INR") relative to the USD, GBP may change in a manner that has an effect on the reported values of the Company's assets and liabilities that are denominated in these foreign currencies. Exchange rate exposures are not hedged considering the insignificant impact and period involved on such exposure.

The following table sets forth information relating to unhedged foreign currency exposure at the end of the reporting period:

(Rs. in lakhs)

Currency	Assest as at		Liabilities as at	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
United States Dollar (USD)	-	-	12.12	5.73
Great Britain Pound (GBP)	-	0.33	-	-

#### Sensitivity to foreign currency risk

The following table demonstrates the sensitivity in the USD, and GBP with all other variables held constant. The below impact on the Company's profit / (loss) before tax is based on changes in the fair value of unhedged foreign currency monetary assets and liabilities at balance sheet date:

(Rs. in lakhs)

Currency	Sensitivity			
	31 March 2023		31 March 2022	
	Rs. depreciate by 10%	Rs. appreciate by 10%	Rs. depreciate by 10%	Rs. appreciate by 10%
	Gain/(loss)		Gain/(loss)	
United States Dollar (USD) (10% net of assets)	(1.21)	1.21	(0.57)	0.57
Great Britain Pound (GBP) (10% net of assets)	-	-	0.03	(0.03)



## Notes to the financial statements for the year ended 31 March 2023

### 3) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers, loan and deposits given and balances at bank. The Company measures the expected credit loss of trade receivables based on financial conditions / market practices, credit track record in the market, analysis of historical bad debts and past dealings for extension of credit to customers. Individual credit limits are set accordingly. The Company monitors the payment track record of the customers and ageing of receivables. Outstanding customer receivables are regularly monitored. The Company considers the concentration of risk with respect to trade receivables as high, as the major revenue and trade receivables are concentrated to less than 10 customers.

**Ageing analysis of trade receivables has been considered from the date the invoice falls due.** (Rs. in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Trade receivables (Unsecured)</b>		
Over six months	1,280.49	1,643.22
Less than six months	887.89	41.07
<b>Total</b>	<b>2,168.38</b>	<b>1,684.29</b>

**Provision for doubtful debts - trade receivables, loans and other financial assets:** (Rs. in lakhs)

Particulars	As at 31 March 2023		
	Estimated gross carrying amount	Considered doubtful & allowances for expected credit loss	Carrying amount net of provision
Trade receivables	2,168.38	1,205.54	962.84
Loans	15,573.42	23.42	15,550.00
Other financial assets	2,424.79	1,644.16	780.63
<b>Total</b>	<b>20,166.59</b>	<b>2,873.12</b>	<b>17,293.47</b>

**Provision for doubtful debts - trade receivables, loans and other financial assets:** (Rs. in lakhs)

Particulars	As at 31 March 2022		
	Estimated gross carrying amount	Considered doubtful & allowances for expected credit loss	Carrying amount net of provision
Trade receivables	1,684.29	410.77	1,273.52
Loans	6,173.42	23.42	6,150.00
Other financial assets	1,733.21	1,538.18	195.03
<b>Total</b>	<b>9,590.92</b>	<b>1,972.37</b>	<b>7,618.55</b>

**Movement in allowances for bad and doubtful debts and others during the year was as follows :** (Rs. in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Opening Balance	1,972.37	1,703.55
Add : Provided during the year	904.18	268.82
Less : Amounts reversed during the year	-3.43	-
<b>Closing balance</b>	<b>2,873.12</b>	<b>1,972.37</b>

Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks and financial institutions with high credit ratings assigned by credit rating agencies. Security deposits against leasing of premises are refundable upon closure of the lease and credit risk associated with such deposits is relatively low.

The following table gives details in respect of percentage of revenues generated from top 10 customers :

Particulars	As at 31 March 2023 (%)	As at 31 March 2022 (%)
Revenues generated from top 10 customers	100.00	100.00

Credit risk on cash and cash equivalents is limited as we generally invest in deposits with banks.

## Notes to the financial statements for the year ended 31 March 2023

### ii) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. For the Company, liquidity risk arises from obligations on account of financial liabilities i.e. borrowings, trade payables and other financial liabilities. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of the financial assets and liabilities. It maintains adequate sources of financing. It also enjoys access to domestic capital markets.

### Exposure to liquidity risk

The table below provides details regarding the contractual maturities of financial liabilities (including interest accrued) at the reporting date. The contractual cash flow amounts are gross and undiscounted. (Rs. in lakhs)

Particulars	As at 31 March 2023			
	Due in 1 year	Due in between 1 to 5 year	Beyond 5 years	Total
<b>Financial liabilities</b>				
Long term borrowings	-	-	43,626.56	43,626.56
Trade payable	496.32	-	-	496.32
Other financial liabilities	17,418.14	4.45	-	17,422.59
<b>Total</b>	<b>17,914.46</b>	<b>4.45</b>	<b>43,626.56</b>	<b>61,545.47</b>

(Rs. in lakhs)

Particulars	As at 31 March 2022			
	Due in 1 year	Due in between 1 to 5 year	Beyond 5 years	Total
<b>Financial liabilities</b>				
Long term borrowings	-	-	43,626.56	43,626.56
Trade payable	437.68	-	-	437.68
Other financial liabilities	31,322.54	4.45	-	31,326.99
<b>Total</b>	<b>31,760.22</b>	<b>4.45</b>	<b>43,626.56</b>	<b>75,391.23</b>

### b) Capital management

#### Risk management

The Company manages its capital structure and makes necessary adjustments in light of changes in economic conditions and the requirement of financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares or raise / retire debt. The primary objective of the Company's capital management is to maximize the shareholders' value.

For the purpose of the Company's capital management, equity includes issued capital and other reserves. Net debt includes borrowings less cash and cash equivalents. The Company manages capital by monitoring gearing ratio which is net debt divided by equity plus net debt. (Rs. in lakhs)

The capital composition is as follows:	As at 31 March 2023	As at 31 March 2022
Gross debt	43,626.56	43,626.56
Less: Cash and cash equivalent	(262.16)	(167.66)
Net debt	43,364.40	43,458.90
Total equity	(39,422.85)	(55,499.52)
Total capital	3,941.55	(12,040.62)
<b>Gearing ratio</b>	<b>1100.19%</b>	<b>-360.94%</b>

#### Loan covenants

The Company is not having any borrowings except Non-cumulative, non convertible preference shares which is not having material covenants.

## Notes to the financial statements for the year ended 31 March 2023

### c) Fair value measurements

#### (i) Financial instruments by category

(Rs. in lakhs)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Carrying amount	Fair value	Carrying amount	Fair value
<b>Financial assets</b>				
<b>Measured at amortized cost</b>				
<b>Non-current assets</b>				
Loans	15,550	15,550	6,150	6,150
Other financial assets	-	-	-	-
<b>Current assets</b>				
Loans	-	-	-	-
Trade receivables	962.84	962.84	1,273.52	1,273.52
Cash and cash equivalents	262.16	262.16	167.66	167.66
Other financial assets	780.63	780.63	195.03	195.03
<b>Total financial assets measured at amortized cost</b>	<b>17,555.63</b>	<b>17,555.63</b>	<b>7,786.21</b>	<b>7,786.21</b>
<b>Financial liabilities</b>				
<b>Measured at amortised cost</b>				
<b>Non-current liabilities</b>				
Borrowings	43,626.56	43,626.56	43,626.56	43,626.56
Other financial liabilities	4.45	4.45	4.45	4.45
<b>Current liabilities</b>				
Trade payable	496.32	496.32	437.68	437.68
Other financial liabilities	17,418.14	17,418.14	31,322.54	31,322.54
<b>Total</b>	<b>61,545.47</b>	<b>61,545.47</b>	<b>75,391.23</b>	<b>75,391.23</b>

#### ii) Fair value hierarchy

The fair values of the financial assets and liabilities are the amount 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.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the Indian Accounting Standards. An explanation for each level is given below.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in this level.

## Notes to the financial statements for the year ended 31 March 2023

iii) Non-current financial assets and financial liabilities measured at amortized cost at each reporting date: (Rs. in lakhs)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Level 3	Carrying amount	Level 3	Carrying amount
<b>Non-current financial assets</b>				
Loans	15550.00	15550.00	6150.00	6150.00
Other financial assets	-	-	-	-
<b>Non-current financial liabilities</b>				
Borrowings	43626.56	43626.56	43626.56	43626.56
Other financial liabilities	4.45	4.45	4.45	4.45

- (a) The fair values of non-current financial assets and liabilities are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs.
- (b) The carrying amounts of trade receivables, cash and cash equivalent, trade payables and other current financial assets and other current financial liabilities are considered to be approximately equal to the fair value due to the short-term maturities of these financial assets / liabilities.
- (c) There have been no transfers between level 1, level 2 and level 3 for the years ended 31 March 2023 and 31 March 2022.

### 30 Disclosures pertaining to Ind AS 115 "Revenue from Contracts with Customers"

(a) Reconciliation of contract liabilities as at the beginning and at the end of the year (Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Opening balance of contract liabilities	392.26	392.26
Add: Contract liabilities recognised during the year	-	-
<b>Closing balance of contract liabilities</b>	<b>392.26</b>	<b>392.26</b>

(b) Reconciliation of contract assets as at the beginning and at the end of the year (Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Opening balance of contract assets	-	-
<b>Opening balance of contract assets</b>	<b>-</b>	<b>-</b>

(c) No revenue has been recognized during the year on account of change in transaction price from performance obligations partly / fully satisfied in the previous period.

(d) Reconciliation of revenue recognized in the statement of profit and loss with the contracted price: (Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Revenue which should have been recognized as per the contracted price:		
Continued operation	-	-
Discontinued operation	5,785.57	4,343.46
<b>Revenue recognized in the statement of profit and loss</b>	<b>5,785.57</b>	<b>4,343.46</b>

(e) Disaggregation of revenue by time (Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
- Revenue recognised over time	-	-
- Revenue recognised at point in time	5,785.57	4,343.46
<b>Closing balance of contract assets</b>	<b>5,785.57</b>	<b>4,343.46</b>

## Notes to the financial statements for the year ended 31 March 2023

### 31 Income taxes and deferred tax

#### (a) The major components of income tax are as under:

##### (i) Income tax related to items recognized directly in the statement of profit and loss during the year (Rs. in lakhs)

Particulars	Year ended 31 March 2023		Year ended 31 March 2022	
	Continuing operations	Discontinued operations	Continuing operations	Discontinued operations
Current tax	-	-	-	-
Deferred tax charge / (credit)	3,211.95	2,900.66	-	-
<b>Total tax expense reported in the statement of profit and loss</b>	<b>3,211.95</b>	<b>2,900.66</b>	-	-
<b>Effective tax rate</b>	<b>25.168%</b>	<b>30.790%</b>	-	-

##### (ii) Deferred tax related to items recognized in other comprehensive income (OCI) during the year (Rs. in lakhs)

Particulars	Year ended 31 March 2023		Year ended 31 March 2022	
	Continuing operations	Discontinued operations	Continuing operations	Discontinued operations
Deferred tax charge / (credit) on remeasurement of defined benefit plan	(2.13)	-	1.22	-

#### (b) Reconciliation of tax expense and the accounting profit multiplied by tax rate (Rs. in lakhs)

Particulars	Year ended 31 March 2023		Year ended 31 March 2022	
	Continuing operations	Discontinued operations	Continuing operations	Discontinued operations
<b>Accounting profit / (loss) before tax</b>	12,762.02	9,420.92	(692.03)	3,086.60
<b>Income tax</b>				
Statutory income tax @ 25.168% (Previous year: 29.120%)	3,211.95	2,371.05	(201.52)	898.82
Deferred tax assets not recognised	-	-	201.52	(898.82)
Impact of change in tax rate on opening deferred tax assets (Refer note (f) below)	-	529.61	-	-
<b>Tax expense recognized in the statement of profit and loss</b>	<b>3,211.95</b>	<b>2,900.66</b>	-	-

Note: The statutory tax rate is the standard effective corporate income tax rate in India. The tax rate for deferred tax assets for the year ended 31 March 2023 is 25.168% as the Company elected to exercise option available u/s 115BBA of the Income Tax Act, 1961 effective from assessment year 2023-24. (Previous year: 29.120%). Deferred tax assets and liabilities are offset where the Company has a legally enforceable right to do so.

## Notes to the financial statements for the year ended 31 March 2023

### (c) Deferred tax relates to the following:

(Rs. in lakhs)

Particulars	Balance sheet		Recognised in statement of profit and loss account		Recognised in OCI	
	As at 31 March 2023	As at 31 March 2022	Year ended 31 March 2023	Year ended 31 March 2022	Year ended 31 March 2023	Year ended 31 March 2022
<b>Deductible temporary differences</b>						
Employee retirement benefit expenses allowable on payment basis	4.79	3.83	(3.03)	-	(2.13)	1.22
Allowances for doubtful debts and advances	689.68	566.54	(123.14)	-	-	-
Other deductible temporary differences	2.02	-	(2.02)	-	-	-
Unabsorbed depreciation and business losses (to the extent considered for deferred tax assets)	4,177.59	10,416.77	6,239.18	-	-	-
<b>Total deferred tax assets (a)</b>	<b>4,874.08</b>	<b>10,987.14</b>	<b>6,110.99</b>	<b>-</b>	<b>(2.13)</b>	<b>1.22</b>
<b>Deductible temporary differences</b>						
Depreciation and amortization on property, plant and equipment	1.62	-	(1.62)	-	-	-
Total deferred tax liabilities (b)	<b>1.62</b>	<b>-</b>	<b>(1.62)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net (a-b)</b>	<b>4,872.46</b>	<b>10,987.14</b>	<b>6,112.61</b>	<b>-</b>	<b>(2.13)</b>	<b>1.22</b>
Net deferred tax assets (a-b)	4,872.46	10,987.14	-	-	-	-
<b>Deferred tax charge / (credit)</b>			<b>6,112.61</b>	<b>-</b>	<b>(2.13)</b>	<b>1.22</b>

### (d) Reconciliation of deferred tax assets (net)

(Rs. in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Opening balance	10,987.14	10,985.92
Deferred tax credit / (charge) recognized in		
- Statement of profit and loss		
Continuing operations	(3,211.95)	-
Discontinued operations	(2,900.66)	-
- Other comprehensive income	(2.13)	1.22
<b>Total</b>	<b>4,872.46</b>	<b>10,987.14</b>

### (e) Tax losses

(Rs. in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
Unused tax credit on capital losses for which no deferred tax asset has been recognised	8,212.27	8,212.27
Unused tax credit on business losses for which no deferred tax asset has been recognised	19,220.97	12,580.28
Unused tax credit on business losses	546.03	19,713.71
Unused tax credit on depreciation losses	16,052.79	16,052.79

## Notes to the financial statements for the year ended 31 March 2023

(f) During the current year, the Company elected to exercise the option available under section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Company has recognized provision for current tax and deferred tax for the year ended 31 March 2023 and re-measured its net deferred tax assets basis the income rate prescribed in the said section. Further the Company has reassessed its net deferred tax assets and restricted the same to the extent convincing evidence that taxable income will be available against which such deferred tax assets can be realised. These events has resulted in one time charge of Rs 529.61 lakhs in the statement of profit and loss for the year ended 31 March 2023.

### 32 (a) Contingent liabilities (to the extent not provided for)

#### Claims against the Company not acknowledged as debt:

(Rs. in lakhs)

Particulars	As at 31 March 2023	As at 31 March 2022
(i) <b>Claims against the Company not acknowledged as debt</b>		
Disputed direct taxes #	3.63	3.63
Legal cases against the Company ##		
-Defamation [Number of pending cases 17 (Previous year:17)]	2,20,576.00	2,20,576.00
-Others [Number of pending cases 11 (Previous year:11)]	214.61	214.61
Good and service tax@	217.54	244.30

# (a) Income tax demands mainly include appeals filed by the Company before various appellate authorities against the disallowance of expenses / claims and demand related to non-deduction / short deduction of tax at source etc. The management is of the opinion that its tax cases will be decided in its favour and hence no provision is considered necessary at this stage.

# (b) Post balance sheet, income tax demand of Rs. 4,228.28 lakhs has been raised and the Company is under the process of filing appeal before the appellant authority. The management is of the opinion that there are fair chance of matter getting decided in favour of the Company.

# (c) The Company is in appeals before appellate authorities in respect of additions and disallowances made on assessment of various years. The addition and disallowances have resulted into set off of available tax losses and unabsorbed depreciation. The management is of the view that relief is expected to be granted by the appellant authorities.

## The Company has received legal notices of claims/law suits filed against it relating to infringement of copyrights, defamation suits etc. in relation to news published in DNA news paper, magazine, website/other matters. The claim amount is based on best possible estimate arrived at on the basis of available information. The Company has engaged reputed advocates to protect its interest and has been advised that it has strong legal position against such disputes. In the opinion of the management, no material liability is likely to arise on account of such claims / law suits.

@ Demand raised by GST department for excess ITC claimed and the Company had paid under protest Rs. 9.71 lakhs (previous year Rs 9.71 lakhs). The Company has filed appeal against the demand raised. (Refer note 11)

### (b) Capital and other commitments

Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances) Rs. nil (Previous year: nil)

## Notes to the financial statements for the year ended 31 March 2023

### 33 Information required under Section 186 (4) of the Companies Act, 2013

#### (i) Loans given

(Rs. in lakhs)

Inter corporate deposits given to	As at 31 March 2022	Given	Repaid	As at 31 March 2023
Vistaar Entertainment Ventures Private Limited*	350.00	-	-	350.00
My Stuff Logistic LLP*	800.00	-	-	800.00
Veena Investment Private Limited#	5,000.00	9,400.00	-	14,400.00
<b>Total</b>	<b>6,150.00</b>	<b>9,400.00</b>	<b>-</b>	<b>15,550.00</b>

\*The loan is given to meet business and financial requirement and carries interest @ 12% per annum payable annually.

#The loan is given for business and financial requirement and carries interest @ 6.75% per annum payable periodically as specified in the agreement.

Note: Above balances excludes interest accrued and outstanding Rs. 773.16 lakhs (Previous year: Rs 79.08 lakhs).

#### (i) Investments made, security and guarantee provided

The Company has not made any investment, provided any security or guarantee.

### 34 Disclosures pertaining to Ind AS 116 "Leases"

(a) Expense relating to the short term leases and leases of low value of assets amounted to Rs. 17.43 lakhs (Previous year: Rs. nil lakhs).

(b) The Company has not recognised lease as "Right-of-use assets" being a short term lease.

### 35 Earnings per share:

(Rs. in lakhs)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Profit/(loss) after tax for basic and dilutive EPS (Rs. in lakhs)	16,070.33	2,394.57
Profit/(loss) from continuing operation (Rs. in lakhs)	9,550.07	(692.03)
Profit/(loss) from discontinued operation (Rs. in lakhs)	6,520.26	3,086.60
Profit/(loss) from continuing and discontinued operation (Rs. in lakhs)	16,070.33	2,394.57
Weighted average number of equity shares for basic EPS (in numbers)	11,77,08,018	11,77,08,018
Weighted average number of equity shares for diluted EPS (in numbers)	11,77,08,018	11,77,08,018
Nominal value of each equity shares (Re.)	1.00	1.00
<b>Basic and diluted earning per share</b>		
Earnings per share for continuing operation (Rs.)	8.11	(0.59)
Earnings per share for discontinued operation (Rs.)	5.54	2.62
Earnings per share for continuing and discontinued operation (Rs.)	13.65	2.03

### 36 Segment Information

The Company has only one identifiable business segment i.e., business of digital media which as per Ind AS 108 "Operating Segment" is the only business segment in which the Company operates hence business segment disclosure are not required. Further revenue is mainly from India only.

### 37 Disclosure under Micro, Small, Medium Enterprise Development Act, 2006

Information requested to be furnished as per the section 27 of Micro, Small and Medium Development Act, 2006 (MSMED Act) and schedule III of the Companies Act, 2013 are given below. These information have been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by the auditor.



## Notes to the financial statements for the year ended 31 March 2023

(Rs. in lakhs)

Sr. no.	Particulars	Year ended 31 March 2023	Year ended 31 March 2022
a)	Principal amount due to suppliers under the MSMED Act	0.90	11.05
b)	Interest accrued and due to suppliers under the MSMED Act, on the above amount*	0.00	-
c)	Payment made to suppliers ( other than interest) beyond the appointed day during the year	5.82	-
d)	Interest paid to suppliers under the MSMED Act, during the year	-	-
e)	Interest due and payable to suppliers under the MSMED Act, for payments already made during the year	0.13	-
f)	Interest accrued and remaining unpaid at the end of the year to suppliers under the MSMED Act	0.13	-

\*'0.00' denotes amount less than Rs 500

### 38 Disclosure as required by Schedule V(A) (2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

The Company has no subsidiary and associates and the Company has not provided any loan and advances in the nature of loans to firms/companies in which directors are interested.

### 39 Corporate Social Responsibility (CSR)

As per Section 135 of the Companies Act, 2013, and related rules, the Company was required to spend Rs. 2.97 lakhs (Previous year: nil) on Corporate Social Responsibility (CSR) activities. CSR spent has been charged to statement of profit and loss under note 24 'Other expenses'.

(Rs. in lakhs)

Sr. no.	Particulars	Year ended 31 March 2023	Year ended 31 March 2022
a)	Shortfall of previous years (a)	-	-
b)	Amount required to be spent during the year (b)	2.97	-
c)	Amount of expenditure incurred (c)	2.97	-
d)	Shortfall at the year end (a+b-c)	-	-
e)	Reason for shortfall	NA	-
f)	Nature of CSR activities	Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund)	-
g)	Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	NA	-
h)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	NA	-

### 40 Dividend paid and proposed

No dividend on equity shares is paid or proposed by the Board of Directors for the year ended 31 March 2023 and 31 March 2022. Further no dividend on non-cumulative, non convertible, redeemable preference shares is paid or proposed for the year ended 31 March 2023 and 31 March 2022.

## Notes to the financial statements for the year ended 31 March 2023

**41** Reconciliation between opening and closing balances in the balance sheet for liabilities arising from financing activities as required by Ind AS 7 "Statement of Cash Flows" is as under: (Rs. in lakhs)

	As at 1 April 2022	Cash inflows	Cash outflows	As at 31 March 2023
Equity share capital	1,177.08	-	-	1,177.08
Long term borrowing- Redeemable preference shares	43,626.56	-	-	43,626.56

	As at 1 April 2021	Cash inflows	Cash outflows	As at 31 March 2022
Equity share capital	1,177.08			1,177.08
Long term borrowing- Redeemable preference shares	43,626.56	-	-	43,626.56

**42** The accumulated losses of the Company as at 31 March 2023 have exceeded its paid-up capital and reserves by Rs. 39,422.85 lakhs (Previous year : Rs. 55,499.52 lakhs). Further current liabilities exceeded current asset as on that date by Rs. 16,615.18 lakhs (Previous year: Rs. 29,356.71 lakhs). The management has taken steps to monetise its assets, recover doubtful advances and expand its digital media operations and the steps taken have resulted in recovery of doubtful advances, monetization of assets and improvement in revenue from operation. Further the Company has settled due of Zee Media Corporation Limited, as explained in note 43 below and outstanding non-current borrowings has long maturity period.

Considering all these factors and funds available with the Company, the management is confident that the Company will be able to continue its operations and meet funds requirements in the foreseeable future and accordingly, has prepared these financial statements on going concern basis.

**43** The Corporate Guarantee provided by Zee Media Corporation Limited (ZMCL) in relation to the non-convertible debentures issued by the Company, was invoked and subsequently the said liability was settled by ZMCL at Rs. 29,000.00 lakhs. The Company and ZMCL mutually agreed to settle the entire outstanding amount of Rs 30,933.14 lakhs, comprising of corporate guarantee obligation of Rs 29,000.00 lakhs and other payable of Rs 1,933.14 lakhs, by way of transfer / assignment of identified Trademarks of the Company valued at Rs. 17,000.00 lakhs and payment of Rs. 1,200.00 lakhs, total aggregating to Rs. 18,200.00 lakhs. The said terms of settlement and draft settlement agreement were approved by the Board of Director in its meeting held on 12 November 2021 and 1 September 2022 respectively. The shareholders of the Company in its meeting held on 30 September 2022 had approved the said terms of settlement. Basis the requisite approvals in place, Settlement Agreement has been executed on 31 March 2023 and accordingly, the Company has made payment of Rs 1,200.00 lakhs and written back the balance liability of Rs 12,733.14 lakhs and disclosed as an exceptional item for the year ended 31 March 2023. The Company is in the process of transferring the identified trademarks, to ZMCL and pending transfer of the trademarks Rs. 17,000.00 lakhs has been disclosed as other payables under note 15 "Other current financial liabilities"

#### **44 Additional regulatory requirement-**

- (i) No loans or advances in the nature of loans are granted to promoters, directors, KMP's and the other related parties which is repayable on demand or without specifying any terms or period of repayment.
- (ii) During the year, the Company has not entered into any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 except the followings.

## Notes to the financial statements for the year ended 31 March 2023

Name of struck off Companies	Year ended 31 March 2023			
	Nature of transactions	Transaction during the year ended 31 March 2023 [Dr./ (Cr.)]	Balance outstanding (Rs in Lakhs)	Relationship with the Struck off company
FCA Communications LLP	Receivables	-	7.77	Not related
Magnum Intergrafiks Private Limited	Receivables	-	2.15	Not related
Sai Advertisers	Receivables	-	0.73	Not related
Kairos Ace Hospitality And Event Private Limited	Receivables	-	0.68	Not related
Rama Enterprises	Receivables	-	0.60	Not related
Rama Publication Private Limited	Receivables	-	0.92	Not related
Mediaedge CIA India Private Limited	Receivables	-	2.68	Not related
Auxin Media	Payables	-	1.07	Not related
Paris Collection Optical Private Limited	Payables	-	0.05	Not related
Smart Courier Private Limited	Payables	-	0.13	Not related
Sona Enterprises Private Limited	Payables	-	0.50	Not related

Name of struck off Companies	Year ended 31 March 2022			
	Nature of transactions	Transaction during the year ended 31 March 2022 [Dr./ (Cr.)]	Balance outstanding (Rs in Lakhs)	Relationship with the Struck off company
FCA Communications LLP	Receivables	-	7.77	Not related
Magnum Intergrafiks Private Limited	Receivables	-	2.15	Not related
Sai Advertisers	Receivables	-	0.73	Not related
Kairos Ace Hospitality And Event Private Limited	Receivables	-	0.68	Not related
Rama Enterprises	Receivables	-	0.60	Not related
Apex Advertising	Receivables	(0.07)	-	Not related
Information Technology And Communication	Receivables	(0.10)	-	Not related
Hotel Krishna Bhavan Private Limited	Receivables	0.01	-	Not related
Jal Auto Hirers	Receivables	0.03	-	Not related
Metro Residency Private Limited	Receivables	(0.01)	-	Not related
Rama Publication Private Limited	Receivables	-	0.92	Not related
Mediaedge CIA India Private Limited	Receivables	-	2.68	Not related
Auxin Media	Payables	-	1.07	Not related
Logic Computer Private Limited	Payables	0.07	-	Not related
Padma Enterprises	Payables	0.07	-	Not related
Paris Collection Optical Private Limited	Payables	-	0.05	Not related
Smart Courier Private Limited	Payables	-	0.13	Not related
Sona Enterprises Private Limited	Payables	-	0.50	Not related

## Notes to the financial statements for the year ended 31 March 2023

### (iii) Financial ratios

Ratio	Details as on 31 March 2023					
	Numerator	Denominator	Year ended 31 March 2023	Year ended 31 March 2022	% Variance	Remarks for > 25% or < -25% Change
(a) Current ratio (in times)	Current assets	Current liabilities	0.11	0.09	18.00%	-
(b) Debt-equity ratio (in times)	Total debt (including preference share capital)	Shareholder's total equity	(1.11)	(0.79)	40.78%	Due to profit earned during the current year.
(c) Debt service coverage ratio (in times)	Earning for debt service	Debt service (including redeemable preference share)	-	-	0.00%	The Company has no debt repayment hence ratio not applicable.
(d) Return on equity ratio (in %)	Profit for the year	Average shareholders' equity	-33.86%	-4.22%	701.69%	Due to improvement in profit in current year resulting in improvement in average total equity.
(e) Inventory turnover ratio (in times)	Revenue from operation	Average inventory	-	545.96	-100.00%	The Company does not have any inventory in the current year, hence the ratio is not applicable in current year
(f) Trade receivables turnover ratio (in times)	Revenue from operation	Average trade receivables	6.02	3.51	71.65%	Due to increase in revenue and decrease in average trade receivables during the year.
(g) Trade payables turnover ratio (in times)	Total expenses	Average trade payables	2.76	5.74	-51.85%	Decrease in total expenses in current year as compared to previous year
(h) Net capital turnover ratio (in times)	Revenue from operation	Working capital	(0.41)	(0.17)	138.22%	Revenue from operation is increased in current year as compared to previous year
(i) Net profit ratio (in %)	Profit after tax	Revenue from operation	238.79%	47.97%	397.78%	Profit in current year is positive and high because of liabilities and provisions written back (Refer note 43 and 45)
(j) Return on capital employed (in %)	Earning before interest and taxes	Capital employed	527.70%	-20.17%	-2716.48%	EBIT increased mainly due to liabilities and provisions written back
(k) Return on investment (in %)	Interest income on loan	Average loan during the year	7.23%	8.86%	-18.40%	

Note:-

Ratios have been calculated based on financial statement

Earning available for debt services excludes exceptional items Rs 12,733.14 lakhs

Numerator and denominator used includes amount related to discontinued operations unless otherwise stated

## Notes to the financial statements for the year ended 31 March 2023

- (iv) The Company does not own an immovable property as property, plant and equipment and investment property.
  - (v) No proceedings have been initiated or pending against Company for holding any benami property under the Benami Transactions Act, 1988 (45 of 1988) and rules made thereunder.
  - (vi) The Company has not been declared a wilful defaulter by any bank or financial institution or other lender.
  - (vii) The Company is in compliance with the provisions of clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017 as the company does not have any subsidiary, associate or joint venture.
  - (viii) During the year no scheme of arrangement has been formulated by the Company/pending with competent authority.
  - (ix) A). 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 person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, (whether recorded in writing or otherwise), that the intermediary shall, (1) directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company (Ultimate Beneficiaries) or (2) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. B). No funds have been received by the Company in any manner whatsoever from any persons or entities including foreign entities (Funding Party) with the understanding (whether recorded or writing or otherwise) that the Company shall (1) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (2) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (x) There are no transactions related to the previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
  - (xi) The Company has not traded or invested in crypto currency or virtual currency during the financial year.
  - (xii) The Company does not have any charge or modification or satisfaction which is yet to be registered with the Registrar of the Companies beyond the statutory period.
- 45** The Company in preceding years had given advances/deposits of Rs.7,222.50 lakhs to certain parties for supply of goods and services and due to non supply of goods and services on time recovery proceeding were initiated and these advance/deposits of Rs. 7,222.50 lakhs along with interest receivable thereon of Rs. 1,534.75 lakhs were considered doubtful of recovery and were fully provided for as exceptional items. No further interest is provided on the advances/deposits recoverable. During the current year Rs. 4,543.00 lakhs have been received against advances/deposit and accordingly provision of Rs 4,543.00 lakhs made earlier has been written back as exceptional items under note 28(i). The Company has filed petition before the National Company Law Tribunal (NCLT) for recovery of amounts and the petitions are pending before the NCLT.
- 46** Previous year's figures have been regrouped and rearranged wherever necessary to make them comparable with the current year's classification/disclosures.

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### For MGB and Co. LLP

Chartered Accountants

Firm Registration Number.: 101169W/W-100035

### Lalit Kumar Jain

Partner

Membership No. 072664

### For and on behalf of the Board

### Shilpi Asthana

Director

DIN: 08465502

### Ronak Jatwala

Director

DIN: 08812389

### Sushant Mohan

Chief Executive Officer

Place: Noida

Date : 26 May 2023

### Prashant Barua

Chief Financial Officer

### Jyoti Upadhyay

Company Secretary

M. No.: A37410