

BOARD'S REPORT

To,
Dear Members,
News24 Broadcast India Limited

Your Directors have pleasure in presenting their 13th Annual Report on the business and operations of the Company together with the Audited Financial Statements for the financial year ended March 31, 2020.

FINANCIAL RESULTS

The Company's financial performances for the year under review along with previous year's figures are summarized below:

Particulars	(Rupees in Lakhs)	
	2019-20	2018-19
Total Income	9,463.02	101,31.59
Profit before Depreciation & Financial Charges	849.32	1,029.47
Financial Charges	466.39	503.98
Depreciation	264.96	219.14
Profit before Tax	117.96	306.36
Provision for Tax	(25.89)	(1.48)
Profit after Tax	143.85	307.84
Proposed Dividend	Nil	Nil

During the year under review, total income of your company decreased to Rs. 9,463.02 lakhs from Rs. 101,31.59 lakhs over the previous year. Profit after tax, of the company decreased from Rs. 307.84 lakhs to Rs. 143.85 lakhs.

OPERATIONS AND STATE OF COMPANY'S AFFAIRS

News24 has consistently maintained healthy market share in Hindi News Genre and is available throughout India on cable and DTH platforms including Tata Sky, Dish TV, DD Dish and Airtel Digital. In the age of social media, News24 has been able to maintain its credibility.

News24, is also available throughout West Asia and the MENA Region on DU network across Middle East and North Africa including Algeira, Baharin, Chad, Djibouti, Egypt, Iraq, Iran, Jorda, Kuwait, Lebanon, Libya, Mauritania, Morocco, Oman, Qatar, Saudia Arabia, Somalia, North Sudan, Syria, Tunisia, U.A.E. & Yemen.

Programs like National News Centre, Aamne Saamne, Sabse Bada Sawal, News Shatak, Itihaas Gawah Hai and 100 Shahar 100 Khabrein, Panch Ki Panchyat, amongst others cover a gamut of genres in news reporting and have been received exceptionally well with the audiences across the nation.

These shows continue to reflect the innovative ways of reporting news that has given the maximum viewership and rating to our channel making its marked presence felt in the whole Media Industry.

During the year, News24 organized conclaves at different places in India to cover all segment of current affairs. Special focus has been placed on holding more and more events at different locations across different States. These events have not only added to revenue streams but also added value in brand recall and better marketing.

EMERGENCE OF COVID-19

Towards the end of the financial year, the World Health Organization (WHO) declared Covid-19 a pandemic and the outbreak. Covid-19 is seen having an unprecedented impact on people and economies worldwide.

The Company operates its business in conformity with the highest ethical and moral standards and employee centricity. In view of the outbreak of the pandemic, the Company undertook timely and essential measures to ensure the safety and well-being of its employees.

The Company is taking all necessary measures in terms of mitigating the impact of the challenges being faced in the business. The Company is working towards being resilient in order to sail through the current situation. It is focused on controlling the costs, maintaining liquidity and closely monitoring the supply chain to ensure that the content and distribution business facilities operate smoothly.

For the Company, the focus immediately shifted to ensuring the health and well-being of all employees, and on minimizing disruption to services for all our viewers globally. The Government's decision to put the country into full lockdown during the latter phase of the fourth quarter had a major impact on the Company.

DIVIDEND

Your Directors are of the view that resources of the Company need to be conserved for its future growth plans and hence do not recommend any dividend for the financial year 2019-20. The Company has not made any transfer to General Reserve.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid by the Company.

DEPOSITS

During the year under review, the Company has not accepted any deposit from the public under Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There were no material changes and commitments made affecting the financial position of the Company during the year.

DIRECTORS

There are seven Directors on the Board of Directors of the company viz. Ms. Anuradha Prasad Shukla (DIN- 00010716), Dr. Anuradha Mishra (DIN- 01725234), Mr. Sudhir Shukla (DIN- 01567595), Ms. Urmila Gupta (DIN-00637110), Mr. Vinay Kumar Srivastava (DIN:00808735), Mr. Pankaj Chaturvedi (DIN: 00003278) and Mr. Anil Kapoor (DIN: 05113976).

Independent Directors

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the fields of technology, human resources, strategy,

auditing, tax and risk advisory services, financial services, corporate governance, etc. and that they hold highest standards of integrity.

The Independent Directors of the Company have undertaken requisite steps towards the inclusion of their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairperson was evaluated, taking into account the views of executive directors and non-executive directors. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated. Details of Familiarization Programme for the Independent Directors are provided separately in the Corporate Governance Report.

Appointments/ Resignations of the Directors and Key Managerial Personnel

During the financial year under review, Mr. Pankaj Chaturvedi was appointed as an Independent Director of the Company for a period of five years with effect from 25.09.2019 vide its Annual General Meeting of Shareholders.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2020 are: Mr. Sudhir Shukla, Whole Time Director; Mr. Ajay Jain, Chief Financial Officer and Mr. Ajay Mishra, Company Secretary.

During the reporting period Ms. Jyoti Lata, resigned from the post of Company Secretary with effect from 14.11.2019 and Mr. Ajay Mishra was appointed as Company Secretary vide its Board Meeting dated 11.02.2020.

Directors Retiring by Rotation

In accordance with the provisions of the Companies Act, 2013 and in terms of Articles of Association of the Company, Mr. Sudhir Shukla (DIN- 01567595) retires by rotation and is eligible for re-appointment.

Meetings

During the Financial Year under review, 5 (seven) Meetings of the Board of Directors were duly convened on 29.05.2019, 07.08.2019, 14.11.2019, 11.02.2020 and 31.03.2020. The intervening gap between the Meetings was within the time limit prescribed under the Companies Act, 2013 read with the rules made thereunder.

Composition of Committees of the Board of Directors

The Board Committees play crucial role in the governance structure of the Company and have been constituted to deal with specific areas/activities which concern the Company. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board. The terms of reference of Board Committees are determined by the Board from time to time.

At present the Board has following two Committees:

1. Audit Committee
2. Nomination and Remuneration Committee

Meetings of each Committee are convened by the respective Committee Chairman. Minutes of the Committee meetings are approved by the respective Committee and thereafter placed before the Board.

AUDIT COMMITTEE

The Company has constituted an Audit Committee of Directors in accordance with the requirements of Section 177 of the Companies Act, 2013 and Rules framed thereunder.

i) Terms of reference

The broad terms of reference are as under:

1. Overseeing financial reporting process and disclosure of financial information, to ensure that the financial statements are correct, sufficient and credible;
2. Recommending appointment, reappointment, terms of appointment and removal of the statutory and internal auditors, if any, of remuneration, fixation of audit fees and approval for payment of any other services;
3. Reviewing with the management, the periodical financial statements including subsidiaries / associates, if any, before submission to the Board for approval;
4. Reviewing with the management and the statutory auditors, the adequacy of internal control systems and recommending improvements to the management;
5. Reviewing the findings of any internal investigations by auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board;
6. Discussion with statutory auditors before the audit commences, about the nature and scope of audit, as well as post-audit discussions to ascertain any area of concern;
7. Reviewing and monitoring auditor's independence and performance and effectiveness of audit process;
8. Scrutiny of Inter-corporate loans and advances;
9. Approval or any subsequent modification of transactions of the company with related parties;
10. Valuation of undertakings or assets of the company, wherever it is necessary; and
11. Such other functions as may be delegated by the Board from time to time.

The meetings of Audit Committee are also attended by Chief Financial Officer and Statutory Auditors. The Company Secretary acts as the Secretary to the Committee. The minutes of each Audit Committee meeting are placed and discussed in the meeting of the Board.

(ii) Composition and Meeting of the Committee: -

Presently, the Audit Committee of the Company comprises of Executive and Non-executive Directors. Mr. Pankaj Chaturvedi, Chairman of the Committee is a Non-Executive Independent Director. Other members are Ms. Urmila Gupta, Non-Executive Independent Director and Mr. Vinay Kumar Srivastava, Non-Executive Director. Mr. Ajay Mishra, Company Secretary acts as the Secretary of the Committee.

All the members possess financial, management and accounting knowledge/ expertise and have held or hold senior positions in several reputed organizations. The intervening gap between the Meetings was within the time limit prescribed under the Companies Act, 2013 read with the rules made thereunder.

During financial year 2019-20, four Audit Committee Meetings were held on May 29, 2019; August 7, 2019, November 14, 2019, February 11, 2020 and March 31, 2020 respectively.

NOMINATION AND REMUNERATION COMMITTEE

The Company has Nomination and Remuneration Committee (NRC) as required under the provisions of Section 178 of the Companies Act, 2013.

(i) Terms of Reference

Brief terms of reference of Nomination and Remuneration Committee are as under:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

All the matters relating to finalization of remuneration to executive directors are being taken in the meeting of said Committee for their consideration and approval.

Nomination and Remuneration Committee of Directors is authorized to decide the remuneration of the Managing Director/Executive Director's, subject to the approval of the Members and Central Government, if required. Remuneration comprises of fixed Component viz. salary, perquisites and allowances and a variable component.

(ii) Composition and Meeting of the Committee

Presently, the Nomination and Remuneration Committee of the Company comprises of Executive and Non-executive Directors of the Board. The Chairperson of the Committee is Dr. Anuradha Mishra, Non-Executive Independent Director. Other members are Mr. Sudhir Shukla, a Non-executive Director, Mr. Anil Kapoor Non-executive Director and Ms. Urmila Gupta, Non-Executive Independent Director. Mr. Ajay Mishra, Company Secretary acts as the Secretary of the Committee.

During financial year 2019-20, three Nomination and Remuneration Committee Meetings were held on August 7, 2019, October 25, 2019 and February 11, 2020 respectively.

(iii) Nomination and Remuneration Policy

The Nomination and Remuneration policy of the Company is a comprehensive policy which is in consonance with the industry practices. The policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives.

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in **Annexure I** and forms part of this Report.

BOARD EVALUATION

Pursuant to the provisions of the Act and SEBI Listing Regulations, the Board in consultation with the Nomination and Remuneration Committee lays down the evaluation criteria for the performance evaluation of Executive/Non-Executive/ Independent Directors of the Company. The questionnaire of the survey is a key part of the process of reviewing the functioning and effectiveness of the Board and for identifying possible paths for improvement. At the meeting of the Board, all the relevant factors that are material for evaluating the performance of individual Directors, the Board and its various Committees, were discussed in detail.

Schedule IV of the Act read with corporate governance requirements as prescribed under the SEBI Listing Regulations mandate that annual performance evaluation of Independent Directors should be carried out by other directors to the exclusion of Directors being evaluated.

The evaluation of the Board as a whole, its Committees and individual directors was conducted based on the criteria and framework adopted by the Board. The evaluation process has been explained in the Corporate Governance Report section in the Annual Report. The Board approved the result of the evaluation process of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors, including audit of the internal financial controls over financial reporting by the Statutory Auditors, and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2019-20.

Accordingly, pursuant to Section 134(3)(c) and 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability confirm that: -

- a) in the preparation of the annual accounts for the financial year ended March 31, 2020, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year March 31, 2020 and of the profit of the Company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts of the Company on a 'going concern' basis.
- e) They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT- 9 is annexed herewith as **Annexure II**.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

During the year under review, the Company has not formed or divested any joint venture or subsidiary and/or associate company.

INTERNAL FINANCIAL CONTROLS

The Board has adopted policies and procedure for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of fraud, error reporting mechanism, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

RELATED PARTY TRANSACTIONS

In line with the requirements of the Companies Act, 2013 and Listing Regulations, as applicable, your Company has formulated a policy on related party transactions. The Policy intends to ensure that proper reporting approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All the related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions entered during the year were placed before the Audit Committee for review and approval.

The particulars of related parties' transactions referred to in subsection (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto are disclosed in Form No. AOC -2 in **Annexure III** forming part of the Board's Report.

AUDITORS AND AUDITORS' REPORT

Statutory Auditors

M/s. Kumar Khare & Co., Chartered Accountants (ICAI Firm Registration No 006740C), Chartered Accountants, were appointed as Statutory Auditors of the Company at the 10th Annual General Meeting held on September 26, 2017 for a term of five consecutive years on remuneration mutually agreed upon by the Board of Directors and Statutory Auditors. They have confirmed that they are not disqualified from continuing as Auditors of the Company.

The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM.

Qualification in Auditors reports

The Report given by the Statutory Auditors on the financial statements of the Company forms part of this Annual Report. There are no qualifications, reservations or adverse remarks made by M/s. Kumar Khare & Co., Chartered Accountants, Statutory Auditors, in their report for the financial year 2019-20.

There is no instance of fraud during the year under review which requires the statutory Auditors to report to the Audit Committee and/or Board under section 143(12) of the Act and Rules framed thereunder.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Balika Sharma & Associates, a firm of Company Secretaries in Practice (C.P.No. 3222) to undertake the Secretarial Audit of the Company for the financial year 2019-20.

Pursuant to the provision of section 204 and Regulation 24A of the SEBI Listing Regulations, a Secretarial Audit Report in Form No. MR-3 for the financial year ended March 31, 2020 is annexed as **Annexure IV** and forms an integral part of this Report. The said Report does not contain any qualification, reservation, disclaimer or observation requiring explanation or comments from the Board under Section 134(3) of the Act.

Reporting of Frauds by Auditors

During the year under review, the Statutory Auditors, Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its officers or employees, to the Audit Committee under Section 143(12) of the Act, details of which need to be mentioned in this Report.

Policy on Prevention, Prohibition, and Redressal of Sexual Harassment at workplace

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition, and redressal of sexual harassment at workplace as per the requirement of the sexual harassment of women at workplace (prevention, prohibition & redressal) Act, 2013 ('POSH Act') and Rules made thereunder. The Company has also constituted an Internal Complaint Committee (ICC) to redress complaints received regarding sexual harassment. With the objective of providing a safe working environment, all employees (permanent, contractual, temporary, trainees) are covered under this policy.

The Company has also constituted ICCs at all its locations, known as the Prevention of Sexual Harassment ('POSH') Committees, to inquire into complaints of sexual harassment and recommend appropriate action. No complaint has been registered with the Company during the year.

Material Events Occurred between the end of Financial Year to which the Financial Statements Relate and the Date of the Report:

No material events have occurred between the end of Financial Year 2019-20 and the date of this Report which have effect over the financial position of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Your Company is not engaged in any manufacturing or processing activity, as such particulars required to be given in terms of Section 134 (3) (m) of the Companies Act, 2013 read along with Companies (Accounts) Rules, 2014, regarding conservation of energy and technology absorption are not applicable.

During the year, your Company incurred expenditure in foreign currency to the extent of Rs. 6,798,823/- as against Rs. 3,696,570/- in the previous financial year 2017-18 and did not earn any foreign currency.

SIGNIFICANT AND MATERIAL ORDERS

There were no significant or material orders passed by the Regulators / Courts / Tribunals which would impact the going concern status of the Company and its future operations.

SHARE CAPITAL

There is only one class of shares, i.e. equity share of face value of Rs.10 each. The authorized share capital of the Company is Rs. 370,000,000 divided in to 37,000,000 equity shares of Rs. 10 each. The issued subscribed and paid up Equity Share Capital stood at Rs. 353,642,520/- divided into 35,364,252 equity shares of Rs. 10 each as at March 31, 2020.

CORPORATE SOCIAL RESPONSIBILITY POLICY

The Company believes in voluntary commitment Corporate Social Responsibility initiatives, though said provisions are not applicable. However, once the said provisions are applicable, the Company shall report the same in the coming years and shall submit the relevant report on such applicability.

PERSONNEL

There is no employee whose particulars are required to be disclosed under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended.

ACKNOWLEDGEMENTS

The Directors hereby acknowledge the dedicated and loyal services rendered by the employees of the Company during the year. They would also like to place on record their appreciation for the continued co-operation and support received by the Company during the year from bankers, financial institutions, Government authorities, business partners, shareholders and other stakeholders without whom the overall performance would not have been possible.

For and on behalf of the Board of Directors
News24 Broadcast India Limited

Sd/-
Anuradha Prasad Shukla
Chairperson
DIN: 00010716

Place: Noida
Date: 29.06.2020

Annexure-I

“NOMINATION AND REMUNERATION POLICY OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES”

[News24 Broadcast India Limited]

INTRODUCTION

Section 178 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 as amended require the Nomination and Remuneration Committee (NRC) of the Board of Directors of the companies to

- formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
- carry out evaluation of every director's performance.
- formulate the criteria for evaluation of performance of independent directors and the Board.

Accordingly, in adherence to the above said requirements and in line with the Company's philosophy towards nurturing its human resources, Board of Directors adopted the Nomination and Remuneration Policy of News24 Broadcast India Limited (hereinafter called as News24) for the directors, key managerial personnel and other employees of the Company, duly recommended by NRC as set out below.

COMPANY PHILOSOPHY

News24 is an equal opportunity's employer. The organization does not discriminate on grounds of age, gender, color, race, ethnicity, language, caste, creed, economic or social status or disability. Pay revisions and other benefits are designed in such a way to compensate good performance of the employees of the Company and motivate them to do better in future.

It is constant endeavor of the organization to acknowledge the contributions of its directors, key managerial personnel and other employees with best compensation and benefits that appropriately reward performance in line with the regulatory and industry best practices.

GUIDING PRINCIPLES

In the formulation of this Policy, the Nomination and Remuneration Committee has endeavored to follow the guiding principles as prescribed u/s 178(4) of the Companies Act, 2013 and rules made thereunder, summarized hereunder:

- a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate human resource including directors of the quality required to run the company successfully;
- b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- c) remuneration to directors, key managerial personnel and senior management reflecting short and long term performance objectives appropriate to the working of the company and its goals;
- d) facilitating effective shareholder participation in key Corporate Governance decisions such as the nomination and election of board members;
- e) aligning key executive and board remuneration with the longer term interests of the company and its shareholders;
- f) ensuring a transparent board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board.

NOMINATION OF THE DIRECTORS

The Nomination and Remuneration Committee of the Board of Directors is dedicated to ensuring the continuance of a dynamic and forward-thinking Board and recommend to the Board qualified candidates for directorship.

Before recommending a nominee's candidature to the Board for being appointed as a Director, the following criteria set out may be applied as guidelines in considering potential nominees to the Board of Directors.

General Criteria

- The background and qualifications of the directors such as significant breadth of experience, knowledge and abilities to assist the Board in fulfilling its responsibilities.
- Diversity reflecting gender, ethnic background, country of citizenship and professional experience. Diverse professional and personal backgrounds.
- Conflict of interest which would violate any applicable law or regulation or interfere with the performance of the responsibilities of a director.
- Commitment of the nominee to understanding the Company and its industry, embracing the organisation's values to help shape its vision, mission and strategic direction including oversight of risk management and internal control.
- Commitment of the nominee to spending the time necessary to function effectively as a Director, including attending and participating in meetings of the Board and its Committees.

Specific Criteria

- Demonstrated business acumen, experience and ability to use sound judgment and to contribute to the effective oversight of the business and financial affairs of organisation.
- The nominee reflects the right corporate tone and culture and excels at board-management relationships.
- Experience in strategic planning and managing multidisciplinary responsibilities and high standards of integrity and professional conduct.
- Nominees understand and endeavor to balance the interests of shareholders and/ or other stakeholders and put the interests of the company or organisation above self-interest. He/ she has demonstrated a commitment to transparency and disclosure.
- He/ she is committed to superior corporate performance, consistently striving to go beyond the legal and/or regulatory governance requirements to enhance, not just protect, shareholder value.
- Nominee contributes to effective governance through superior, constructive relationships with the Executive Directorate and management.

REMUNERATION OF THE DIRECTORS

The Company strives to provide fair compensation to directors, taking into consideration industry benchmarks, Company's performance vis-à-vis the industry, responsibilities shouldered, performance/track record, macroeconomic review on remuneration packages of heads of other organisations.

The remuneration payable to the Directors of the Company shall at all times be determined, in accordance with the provisions of the Companies Act, 2013.

Appointment and Remuneration of Managing Director and Whole-time Director

The terms and conditions of appointment and remuneration payable to a Managing Director and Whole-time Director(s) shall be recommended by the Nomination and Remuneration Committee to the Board for its approval which shall be subject to approval by shareholders at the next general meeting of the Company and by the Central Government if the appointment is at variance to the conditions specified in Schedule V to the Companies Act, 2013.

While recommending the remuneration payable to a Managing/ Whole-time Director, the Nomination and Remuneration Committee shall, *inter alia*, have regard to the following matters:

- Financial and operating performance of the Company
- Relationship between remuneration and performance
- Industry/ sector trends for the remuneration paid to executive directorate

Annual Increments to the Managing/ Whole-time Director(s) shall be within the slabs approved by the Shareholders. Increments shall be decided by the Nomination and Remuneration Committee at times it desires to do so but preferably on an annual basis.

Remuneration of Independent Directors

Independent Directors may receive remuneration by way of

- Sitting fees for participation in the Board and other meetings, if approved,
- Reimbursement of expenses for participation in the Board and other meetings
- Commission as approved by the Shareholders of the Company

Independent Directors shall not be entitled to any stock options.

Based on the recommendation of the Nomination and Remuneration Committee, the Board may decide the sitting fee payable to independent directors.

Remuneration to Directors in other Capacity

The remuneration payable to the directors including Managing or Whole-time Director or Manager shall be inclusive of the remuneration payable for the services rendered by them in any other capacity except the following:

- (a) the services rendered are of a professional nature; and
- (b) in the opinion of the Nomination and Remuneration Committee, the director possesses the requisite qualification for the practice of the profession.

EVALUATION OF THE DIRECTORS

As members of the Board, the performance of the individual directors as well as the performance of the entire Board and its Committees is required to be formally evaluated annually.

Section 178(2) of the Companies Act, 2013 also mandates the Nomination and Remuneration Committee to carry out evaluation of every director's performance.

NOMINATION AND REMUNERATION OF THE KEY MANAGERIAL PERSONNEL (OTHER THAN MANAGING DIRECTORS/WHOLE TIME DIRECTORS), KEY EXECUTIVES AND SENIOR MANAGEMENT

The Companies Act, 2013 has for the first time recognized the concept of key managerial personnel. As per section 2(51) "key managerial personnel", in relation to a company, means:

- (i) the Chief Executive Officer or the Managing Director or the Manager;
- (ii) the Whole-time Director;
- (iii) the Chief Financial Officer;
- (iv) the Company Secretary; and
- (v) such other officer as may be prescribed.

Among the KMPs, the remuneration of the CEO or the Managing Director and the Whole-time Director(s), shall be governed by the Section on REMUNERATION OF THE DIRECTORS of this Policy dealing with "Remuneration of Managing Director and Whole-time Director".

Apart from the directors, the remuneration of

- All the Other KMPs such as the company secretary or any other officer that may be prescribed under the statute from time to time; and

- "Senior Management" of the Company which here means, the core management team comprising of such members of management as determined by the Company under Layer 1 of the System-Driven Disclosures in respect of Regulation 7(2)(b) of PIT Regulations, shall be determined by the Human Resources Department of the Company in consultation with Managing Director or Whole Time Director.

The remuneration determined for all the above said senior personnel shall be in line with the Company's philosophy to provide fair compensation to key - executive officers based on their performance and contribution to the Company and to provide incentives that attract and retain key executives, instill a long-term commitment to the Company, and develop a pride and sense of Company ownership, all in a manner consistent with shareholders' interests.

The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F., pension scheme, medical expenses, club fees etc. shall be decided by the Company's HR department.

Decisions on Annual Increments of the Senior Personnel shall be decided by the Human Resources Department.

REMUNERATION OF THE EMPLOYEES

Apart from the Directors, KMPs and Senior Management, the remuneration for rest of the employees is determined on the basis of the role and position of the individual employee, including professional experience, responsibility, job complexity and local market conditions.

The Company considers it essential to incentivize the workforce to ensure adequate and reasonable compensation to the staff.

The annual increments to the remuneration paid to the employees shall be determined based on the annual appraisal carried out by the HODs of various departments. Decisions on Annual Increments shall be made on the basis of this annual appraisal.

GENERAL

This Policy shall apply to all future employment of Company's Senior Management including Key Managerial Personnel and Board of Directors.

Any or all the provisions of this Policy would be subject to the revision/ amendment in the Companies Act, 2013, related rules and regulations on the subject as may be notified from time to time. Any such amendment shall automatically have the effect of amending this Policy without the need of any approval by the Nomination and Remuneration Committee and/or the Board of Directors.

Annexure II

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31.03.2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN:	U32204DL2007PLC162094
Registration Date:	16.04.2007
Name of the Company:	News24 Broadcast India Limited
Category / Sub-Category of the Company:	Public Company/Limited by Shares/India Non-Government Company
Address of the Registered office and contact details:	352, Aggarwal Plaza, Plot No.8, Kondli, New Delhi-110096, Tel 91 120 460 2424, Fax: 91 120 391 1401
Whether listed company Yes / No:	No
Name, Address and Contact details of Registrar and Transfer Agent, if any:	NIL

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Television programming and Broadcasting Activities	6020	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares Held	Applicable Section
1	B.A.G. Films and Media Limited Address: 352, Aggarwal Plaza, Plot No. 8, Kondli, New Delhi-110 096	L74899DL1993PLC051841	Holding	53.817	2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	113093	113093	0.32	0	113093	113093	0.32	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corporate	0	20038342	20038342	56.66	0	20038342	20038342	56.66	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(1)	0	20151435	20151435	56.98	0	20151435	20151435	56.98	0.00
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	0	20151435	20151435	56.98	0	20151435	20151435	56.98	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1)	0	0	0	0.00	0	0	0	0.00	0.00
2. Non-Institutions									
a) Bodies Corporate									
i) Indian	0	12641389	12641389	35.75	0	12641389	12641389	35.75	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	0	0	0	0.00	0	0	0	0.00	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	2571428	2571428	7.27	0	2571428	2571428	7.27	0.00
c) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2)	0	15212817	15212817	43.02	0	15212817	15212817	43.02	0.00
Total Public Shareholding (B) = (B)(1)+(B)(2)	0	15212817	15212817	43.02	0	15212817	15212817	43.02	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	0	35364252	35364252	100.00	0	35364252	35364252	100.00	0.00

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Cumulative Shareholding during the year			% change In share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Anuradha Prasad Shukla	113093	00.32	0	113093	00.32	0	0.00
2	B.A.G. Films and Media Limited	19031847	53.82	2.70	19031847	53.82	2.70	0.00
3	ARVR Communications Private Limited	1006495	2.84	0	1006495	2.84	0	0.00
	Total	20151435	56.98	2.70	20151435	56.98	2.70	0.00

(iii) Change in Promoters' Shareholding (please specify, if there is no change) (No Changes)**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Top 10 Shareholders				
1	Oscar Software Private Limited	6486752	18.34	6486752	18.34
2	Sameer Gehlaut	2571428	7.27	2571428	7.27
3	High Growth Distributors Private Limited	2571428	7.27	2571428	7.27
4	Par Vision Consultancy Pvt. Ltd.	1428570	4.04	1428570	4.04
5	Wellman Trading Private Limited	1000000	2.83	1000000	2.83
6	Virgin Infrastructure Private Limited	1000000	2.83	1000000	2.83
7	Odyssey Corporation Limited	154639	0.44	154639	0.44

(v) Shareholding of Directors and Key Managerial Personnel: (NIL)

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Directors and KMP*				
1	Ms. Anuradha Prasad Shukla*				
	At the beginning of the year	113093	0.32	113093	0.32
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat equity etc):	0	0	0	0
	At the End of the year	113093	0.32	113093	0.32

* Except Ms. Anuradha Prasad Shukla (whose shareholding given above), no other Directors and KMP hold any shares in the Company.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment "Refer Notes to Financial Statement form part of this Annual Report.

The Company is not accepting any deposit under section 73 to 76 of the Company Act, 2013 read with Companies (Acceptance of Deposits) Rule, 2014.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (NIL)

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager*
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0
2.	Stock Option	0
3.	Sweat Equity	0
4.	Commission - as % of profit - others, specify...	0
5.	Others, please specify	0
	Total (A)	0
	Ceiling as per the Act	N.A.

B. Remuneration to other Directors:

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Dr. Anuradha Mishra	Mr. Pankaj Chaturvedi	Ms. Urmila Gupta	
	3. Independent Directors*				
	• Fee for attending board / committee meetings • Commission • Others, please specify	Nil		Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil
	4. Other Non-Executive Directors				
	• Fee for attending board / committee meetings • Commission • Others, please specify	0		0	0
	Total (2)	0		0	0
	Total (B)=(1+2)	0		0	0
	Total Managerial Remuneration	0		0	0
	Overall Ceiling as per the Act	0		0	0

*. The Company is not paying remuneration to any Director.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD*(Amount in Rs.)*

Sl. No.	Particulars of Remuneration	Name of the KMP other than MD/WTD/Manager		Total Amount
		Mr. Ajay Jain, Chief Financial Officer*	Mr. Ajay Mishra**, Company Secretary	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0 0 0	92,700 0 0	92,700 0 0
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission - as % of profit - others, specify...	0	0	0
5.	Others, please Specify	0	0	0
	Total	0	92,700	92,700

*Mr. Ajay Jain is not receiving any remuneration from the Company.

** Ms. Jyoti Lata resigned from the post of Company Secretary with effect from 14.11.2019 and Mr. Ajay Mishra appointed as Company Secretary with effect from 11.02.2020.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: (NIL)

Annexure III

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act 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 transaction under third proviso is given below:

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

There were no contracts or arrangements or transactions entered during the year ended March 31, 2020 which were not at arm's length basis.

2. Details of material contracts or arrangements or transactions at Arm's length basis:

Sr. No.	Name of the related party	Nature of relationship	Nature of contracts or arrangements or transaction	Duration of contracts or arrangements or transactions	Salient Terms	Amount (in Rs.)
1	B.A.G. Films and Media Limited	Holding Company	Leasing / Television Programming	Continuing	As per Related Party Transaction Policy	251,190,036
2	Skyline Tele Media Services Limited	Enterprises over which Key Managerial Persons or their relative have significant influence	Leasing and Uplinking/ Carriage Charges	Continuing	As per Related Party Transaction Policy	11,550,000
3	B.A.G. Live Entertainment Limited	Enterprises over which Key Managerial Persons or their relative have significant influence	Television Programming	Continuing	As per Related Party Transaction Policy	446,83,565
4.	E24 Glamour Limited	Enterprises over which Key Managerial Persons or their relative have significant influence	Television Programming	Continuing	As per Related Party Transaction Policy	52,095,510

For and on behalf of the Board of Directors
News24 Broadcast India Limited

Sd/-
Anuradha Prasad Shukla
Chairperson
DIN: 00010716

Place: Noida
Date: 29.06.2020



Balika Sharma And Associates
Company Secretaries

Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Mobile : 9811387946
E-mail Id: balikasharma@gmail.com

Annexure-IV

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020
[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,
News24 Broadcast India Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **News24 Broadcast India Limited [CIN U32204DL2007PLC162094]** (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year commencing from 1st April, 2019 and ended on 31st March, 2020 (“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:

We have compared the books, papers, forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2020 according to the provisions of:

- 2) The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the rules made there under;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 (FEMA) & the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 5) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”);
- 6) Laws specifically applicable to the industry to which the Company belongs, as identified and compliance

GST No. : 07AMAPS 9564 KIZE

Membership No. 4816, C. P. No. 3222



Balika Sharma And Associates *Company Secretaries*

*Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Mobile : 9811387946
E-mail Id: balikasharma@gmail.com*

whereof as confirmed by the management, that is to say:

- a. Policy Guidelines for Uplinking of Television Channels issued by the Ministry of Information & Broadcasting;
- b. Policy Guidelines for Downlinking of Television Channels issued by the Ministry of Information & Broadcasting;
- c. Cable Television Network (Regulations) Act, 1995 read with Amendments
- d. Cable Television Network Rules, 1994 read with Amendments;
- e. The Telecommunication (Broadcasting and Cable Services) Interconnection (Addressable Systems) Regulations, 2012;
- f. Telecom Regulatory Authority of India Act, 1997 r/w Standards of Quality of Service (Duration of Advertisements in Television Channels) Regulations 2012;
- g. Standard of Quality of Service (Duration of Advertisements in Television Channels) (Amendment) Regulations, 2013 issued by Telecom Regulatory Authority of India;

We report that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above. We further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were changes in the composition of the Board of Directors that took place during the Audit Period.

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 in compliance with the applicable provisions of the Act and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions were carried out with unanimous consent and therefore no dissenting views were captured and recorded as part of the minutes

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



Balika Sharma And Associates Company Secretaries

*Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Mobile : 9811387946
E-mail Id: balikasharma@gmail.com*

We further report that during the audit period, there were no instances of:

- (i) Redemption / buy-back of securities.
- (ii) Merger / amalgamation / reconstruction etc.
- (iii) Foreign technical collaborations.

We further report that during the Audit Period, the Members of the Company inter-alia passed the following Special Resolution:

1. Appointment of Mr. Pankaj Chaturvedi (DIN:00003278) as an Independent Director of the Company under section 149 and 152 read with Schedule IV of the Companies Act, 2013.
2. Approval of Related Party Transactions under section 188 of the Companies Act, 2013.

**For Balika Sharma & Associates
Company Secretaries**

Place: Noida
Date: 29.06.2020

Balika Sharma
Proprietor
FCS No: 4816
C P No: 3222
UDIN: F004816B000391158

This report is to be read with our letter of even date which is annexed as **Annexure 1** and forms an integral part of this report.



Balika Sharma And Associates
Company Secretaries

*Address : Flat No. 211 pocket A / 3,
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Mobile : 9811387946
E-mail Id: balikasharma@gmail.com*

Annexure 1

**To,
The Members,
News24 Broadcast India Limited**

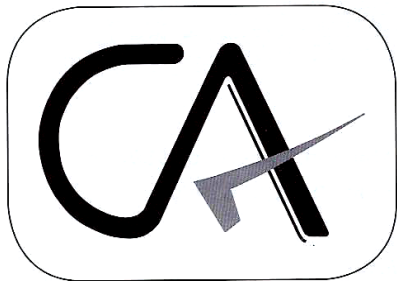
Our report of even date is to be read along with this letter:

1. Management of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes 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. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations & happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our 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 not the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Balika Sharma & Associates
Company Secretaries**

Place: Noida
Date: 29.06.2020

Balika Sharma
Proprietor
FCS No: 4816
C P No: 3222
UDIN: F004816B000391158

***KUMAR KHARE & CO.***

CHARTERED ACCOUNTANTS

S-160, LGF, GREATOR KAILASH, PART-1,
NEW DELHI-110048

Phone – 0114733110, 9811133110

E-mail alok@kumarkhareca.com website : kumarkhareca.com**INDEPENDENT AUDITOR'S REPORT**

To

The Members of News24 Broadcast India Limited

Report on the Audit of the Financial Statements**Opinion**

We have audited the accompanying financial statements News24 Broadcast India Limited (the Company), which comprise the Balance Sheet as at 31 March 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SA) specified under Section 143 (10) of the Act (SAs). 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 together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 of the current period. 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.

Revenue recognition- Rebates and Discounts

The key audit matter

The standalone financial statements, revenue is measured net of any trade discounts and volume rebates. Material estimation by the Company is involved in recognition and measurement of rebates and discounts. This includes establishing an accrual at year end, particularly in arrangements with varying terms which are based on annual contracts or shorter-term arrangements. In addition, the value and timing of promotions for products varies from period to period, and the activity can span beyond the year end.

There is a risk of revenue being overstated due to fraud, including through manipulation of rebates and discounts, resulting from pressure the Company may feel to achieve performance targets at the reporting period end.

We identified the evaluation of accrual for rebates and discounts as a key audit matter.

How the matter was addressed in our audit

Our audit procedures included:

- Testing the design, implementation and operating effectiveness of Company's general IT controls, key manual and application controls over the Company's IT systems. They cover control over computation of discounts and rebates and rebate and discount accruals;
- Inspecting on a sample basis, key customer contracts. Based on the terms and conditions relating to rebates and discounts, we assessed the Company's revenue recognition policies with reference to the requirements of the applicable accounting standards;
- Performing substantive testing by selecting samples of rebate and discount transactions recorded during the year and matching the parameters used in the computation with the relevant source documents;
- Understanding the process followed by the Company to determine the amount of accrual of rebates and discounts. Testing samples of rebate accruals and comparing to underlying documentation;
- Testing actualisation of estimated accruals on a sample basis;
- Examining historical rebate accrual together with our understanding of current year developments to form an expectation of the rebate accrual at period end. We compared this expectation against the actual rebate accrual, completing further inquiries;
- Critically assessing manual journal entries posted to revenue, on a sample basis, to identify unusual items;
- Checking completeness and accuracy of the data used by the Company for accrual of rebates and discounts.

Provisions and contingent liabilities relating to taxation, litigations and claims

The key audit matter

The provisions and contingent liabilities relate to ongoing litigations and claims with various authorities and third parties. These relate to direct tax, indirect tax, transfer pricing arrangements, claims, general legal proceedings, environmental issues and other eventualities arising in the regular course of business.

As at the year ended 31 March 2020, the amounts involved are significant. The computation of a provision or contingent liability requires significant judgement by the Company because of the inherent complexity in estimating future costs. The amount recognised as a provision is the best estimate of the expenditure. The provisions and contingent liabilities are subject to changes in the outcomes of litigations and claims and the positions taken by the Company. It involves significant judgement and estimation to determine the likelihood and timing of the cash outflows and interpretations of the legal aspects, tax legislations and judgements previously made by authorities.

How the matter was addressed in our audit

Our audit procedures included:

- Testing the design, implementation and operating effectiveness of key internal controls around the recognition and measurement of provisions and re-assessment of development of contingent liabilities;
- Using our subject matter experts to assess the value of significant provisions and contingent liabilities, on sample basis, in light of the nature of the exposures, applicable regulations and related correspondence with the authorities;
- Inquiring the status in respect of significant provisions and contingent liabilities with the Company's internal tax and legal team. We challenged the assumptions and critical judgements made by the Company which impacted the computation of the provisions and inspected the computation. We assessed the assumptions used and estimates of outcome and financial effect. We considered judgement of the Company, supplemented by experience of similar decisions previously made by the authorities and, in some cases, relevant opinions given by the Company's advisors;
- Evaluating judgements made by the Company by comparing the estimates of prior year to the actual outcome;
- Assessing the Company's disclosures in the financial statements in respect of provisions and contingent liabilities

Other Information

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

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 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. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit / loss (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 Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless 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.

Auditor's Responsibilities 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 the 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 skepticism 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 with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 auditors' 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 auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
 2. As required by section 143 (3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The 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.
 - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31 March 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020, from being appointed as a director in terms of section 164(2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B", which is based on the Auditors' Reports of the Company. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Company.
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
1. The Company does not have any pending litigations which would impact its financial position;
 2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

4. The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these standalone financial statements since they do not pertain to the financial year ended 31 March 2020.

For Kumar Khare & Co.
Chartered Accountants
Firm Registration No. 006740C

Sd/-
Alok Khare
Partner
Membership No.075236
UDIN:20075236AAAAAR8770

Place: Noida
Date: June 29, 2020

Annexure A

to the Independent Auditors' Report on the standalone financial statements of the News24 Broadcast India Limited

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

- i. In respect of its fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a regular programme of physical verification of fixed assets which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain fixed assets were physically verified by the management during the year and we are informed that no material discrepancies were noticed on such verification.
 - (c) The Company does not have any immovable properties taken on lease that are disclosed as fixed asset in the financial statements.
- ii. The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. According to the information and explanations given to us and examined by us, no material discrepancies were noticed on such verification.
- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- iv. The Company has not granted any loans or provided any guarantees or security to the parties covered under section 185 of the Act. The Company has complied with the provisions of section 186 of the Act in respect of investments made or loans or guarantee or security provided to the parties covered under section 186.
- v. According to information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provisions of section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed thereunder.
- vi. To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under sub-section (1) of the section 148 of the Act for any of the activities of the company and accordingly paragraph 3(vi) of the order is not applicable.
- vii. According to the information and explanations given to us in respect of statutory dues:
 - a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Goods and Services Tax, Service tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other material statutory dues, to the extent applicable, have generally been regular in depositing undisputed dues with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Value added tax, Goods and Services Tax, Service tax, Duty of Customs, Duty of Excise, Cess and other material

statutory dues, to the extent applicable, were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, other than the amounts reported below, there are no amounts in respect of Income tax, Sales-tax, Goods and Services Tax and Service tax, Duty of custom, Value added tax and duty of excise that have not been deposited by the Company with the appropriate authorities on account of any dispute below:-

Name of the Company	Name of the Statute	Nature of dues	Period to Which the Amount Relates	Amount (In Lakh)	Forum where disputes is pending
News24 Broadcast India Limited	Income Tax Act, 1961	Income Tax	Assessment year 2012-13	428.97	Commissioner (Appeals) of Income Tax
News24 Broadcast India Limited	Income Tax Act, 1961	Income Tax	Assessment year 2011-12	983.60	Commissioner (Appeals) of Income Tax
News24 Broadcast India Limited	Income Tax Act, 1961	Income Tax	Assessment year 2010-11	407.54	Commissioner (Appeals) of Income Tax

- viii. According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowing to banks. The Company did not have any outstanding debentures or dues on account of loans or borrowings to any financial institutions or government during the year.
- ix. According to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Further, the term loans taken by the Company have been applied for the purpose for which they were raised.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid any managerial remuneration during the year. Accordingly, the provisions of clause (xi) of the Order are not applicable to the Company and hence not commented upon.
- xii. According to the information and explanations given to us, in our opinion, the Company is not a Nidhi Company as prescribed under Section 406 of the Act.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013 where applicable and details of such transactions have been disclosed in the financial statements, as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the current year. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- xv. In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected to its directors. Accordingly paragraph 3(xv) of the Order is not applicable to the Company.

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

For KUMAR KHARE & CO.
Chartered Accountants
Firm Registration Number: 006740C

Place: Noida
Date: June 29, 2020

Sd/-
Alok Khare
Partner
Membership No.075236
UDIN:20075236AAAAAR8770

Annexure B

to the Independent Auditor's report on the financial statements of News24 Broadcast India Limited for the period ended 31 March 2020

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the News24 Broadcast India Limited of even date)

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

Opinion

We have audited the internal financial controls over financial reporting of NES24 BROADCAST INDIA LIMITED ('the Company') as of March 31, 2020 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial control system with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance note").

Management's Responsibility for Internal Financial Controls

The Company's Management and Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal controls with reference to financial statements criteria established by the Company considering the essential components of internal controls 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 Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' 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 Standards on Auditing, issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of Internal Financial Controls Over Financials Reporting(IFCoFR) and the Guidance Note on Audit of Internal Financial Control Over Financial Reporting (the "Guidance Note") issued by the ICAI . Those Standards and the Guidance Note require that we comply with the 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 auditors' 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 internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls with reference to Financial Statements

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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

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 controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For KUMAR KHARE & CO.

Chartered Accountants

Firm Registration Number: 006740C

Sd/-

Alok Khare

Partner

Membership No.075236

UDIN:20075236AAAAAR8770

Place: Noida

Date: June 29, 2020

NEWS24 BROADCAST INDIA LIMITED

BALANCE SHEET

As at March 31, 2020

Particulars	Note No.	(Amount in ₹)	
		As at March 31,2020	As at March 31,2019
ASSETS			
Non-current assets			
Property, plant and equipment	3	71,933,980	94,242,751
Capital work-in-progress		5,496,875	5,497,219
Financial assets			
Investments	4	375,282,238	428,263,900
Deferred tax assets (net)	5	9,246,277	6,657,483
		461,959,370	534,661,353
Current assets			
Inventories	6	73,596,453	73,780,203
Financial assets			
Trade receivables	7	366,947,433	374,729,444
Cash and cash equivalents	8	279,223,541	135,584,793
Other financial assets	9	299,012,543	397,857,987
Other current assets	10	101,277,406	100,786,698
		1,120,057,376	1,082,739,125
Total		1,582,016,746	1,617,400,478

The above Balance Sheet should be read in conjunction with the accompanying notes

This is the Balance Sheet referred to in our report of even date

For and on behalf of Board of Directors

For Kumar Khare & Co.
Chartered Accountants
Firm Registration Number: 006740C

Sd/-
Anuradha Prasad Shukla
Director
DIN: 00010716

Sd/-
Sudhir Shukla
Whole Time Director
DIN: 01567595

Sd/-
Alok Khare
Partner
Membership Number: 075236
UDIN:20075236AAAAAR8770
Place: Noida
Date: June 29, 2020

Sd/-
Ajay Jain
Chief Financial Officer

Sd/-
Ajay Mishra
Company Secretary

Balance Sheet (Contd.)

Particulars	Note No.	(Amount in ₹)	
		As at March 31,2020	As at March 31,2019
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	353,642,520	353,642,520
Other equity	12	416,756,918	402,371,423
		770,399,438	756,013,943
Non-current liabilities			
Financial liabilities			
Other financial liabilities	13	264,068,303	274,148,524
Provisions	14	11,678,497	9,445,510
		275,746,800	283,594,034
Current liabilities			
Financial liabilities			
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	15	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	15	79,721,503	43,598,856
Other financial liabilities	16	300,332,822	363,563,296
Other current liabilities	17	155,816,183	170,630,349
		535,870,508	577,792,501
Total		1,582,016,746	1,617,400,478

The above Balance Sheet should be read in conjunction with the accompanying notes

This is the Balance Sheet referred to in our report of even date

For and on behalf of Board of Directors

For Kumar Khare & Co.
Chartered Accountants
Firm Registration Number: 006740C

Sd/-
Anuradha Prasad Shukla
Director
DIN: 00010716

Sd/-
Sudhir Shukla
Whole Time Director
DIN: 01567595

Sd/-
Alok Khare
Partner
Membership Number: 075236
UDIN:20075236AAAAAR8770
Place: Noida
Date: June 29, 2020

Sd/-
Ajay Jain
Chief Financial Officer

Sd/-
Ajay Mishra
Company Secretary

STANDALONE STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2020

(Amount in ₹)

Particulars	Note No.	Year ended March 31,2020	Year ended March 31,2019
Sales	18	933,133,342	1,000,088,158
Other income	19	13,168,902	13,071,100
Total Income		946,302,244	1,013,159,258
Expenses			
Changes in inventories of finished goods, work-in-progress and traded goods	20	183,750	(8,176,500)
Employee benefits expense	21	155,236,409	178,243,484
Finance costs	22	46,638,521	50,397,650
Depreciation and amortisation expense	3	26,496,351	21,913,582
Other expenses	23	703,353,762	740,517,716
Total Expenses		931,908,793	982,895,932
Profit before tax		14,393,451	30,263,326
Tax expense			
Deferred tax		(2,588,794)	(148,463)
Total tax expense		(2,588,794)	(148,463)
Profit for the year		16,982,245	30,411,789
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Actuarial gains/losses of defined benefit plans		(2,596,751)	372,212
Other comprehensive income for the year (net of tax)		(2,596,751)	372,212
Total comprehensive income for the year		14,385,494	30,784,001
Nominal value per share Rs.10/- each			
Earnings per equity share			
Basic earnings from operations attributable to share holders		0.41	0.86
Diluted earnings from operations attributable to share holders		0.27	0.57
Basis of preparation, measurement and significant accounting policies	2		

The above statement of profit and loss should be read in conjunction with the accompanying notes

This is the statement of profit and loss referred to in our report of even date

For and on behalf of Board of Directors

For Kumar Khare & Co.

Chartered Accountants

Firm Registration Number: 006740C

Sd/-
Anuradha Prasad Shukla

Director

DIN: 00010716

Sd/-
Sudhir Shukla

Whole Time Director

DIN: 01567595

Sd/-
Alok Khare

Partner

Membership Number: 075236

UDIN:20075236AAAAAR8770

Place: Noida

Date: June 29, 2020

Sd/-
Ajay Jain
Chief Financial Officer

Sd/-
Ajay Mishra
Company Secretary

4. NON-CURRENT INVESTMENTS

Amount in ₹

Particulars	As at March 31, 2020	As at March 31, 2019
Investment in Equity instruments (at fair value through profit and loss)		
(Quoted)		
Investment in Mutual Funds	4,373,838	3,800,000
Investment in optionally fully convertible debentures (OFCDs) (unquoted)		
(unquoted) (at cost)		
947,437 (Previous year 947,437) fully paid up Optionally Fully Convertible Debenture of 100/- each in E24 Glamour Limited	94,743,700	94,743,700
890,988 (Previous year 890,988) fully paid up Optionally Fully Convertible Debenture of 100/- each in B.A.G Live Entertainment Limited	89,098,800	89,098,800
1,215,602 (Previous year 1,215,602) fully paid up Optionally Fully Convertible Debenture of 100/- each in Skyline Telemedia Services Limited	121,560,200	121,560,200
504,177 (Previous year 1,039,732) fully paid up Optionally Fully Convertible Debenture of 100/- each in Skyline Radio Network Limited	50,417,700	103,973,200
150,880 (Previous year 298,171) fully paid up Optionally Fully Convertible Debenture of 100/- each in B.A.G Convergence Private Limited	15,088,000	15,088,000
Total	375,282,238	428,263,900

Aggregate value of quoted and unquoted investments is as follows:

	As at March 31, 2020	As at March 31, 2019
Aggregate amount and market value of quoted investments	4,373,838	3,800,000
Aggregate carrying value of unquoted investments	370,908,400	424,463,900

5. DEFERRED TAX BALANCES

Amount in ₹

Particulars	As at March 31, 2020	As at March 31, 2019
Asset:		
Deferred tax assets (net)	9,246,277	6,657,483
Total	9,246,277	6,657,483

6. INVENTORIES

Inventories consist of the following:

Amount in ₹

Particulars	As at March 31, 2020	As at March 31, 2019
Finished goods	73,596,453	73,780,203
Total	73,596,453	73,780,203

Inventories are carried at the lower of cost and net realisable value.

7. TRADE RECEIVABLES (UNSECURED)

Amount in ₹

Particulars	As at March 31, 2020	As at March 31, 2019
Considered good	366,947,433	374,729,444
Considered doubtful	-	-
Less: Allowance for bad and doubtful debts	-	-
Total	366,947,433	374,729,444

8. CASH AND CASH EQUIVALENTS

Amount in ₹

Particulars	As at March 31, 2020	As at March 31, 2019
Cash in hand	115,205	209,700
Balance with banks		
- In Current accounts	30,682,420	35,339,260
- In deposit accounts	248,425,916	100,035,833

Total	279,223,541	135,584,793
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9. OTHER FINANCIAL ASSETS

Particulars	Amount in ₹	
	As at March 31, 2020	As at March 31, 2019
Loans and advances to related parties	36,721,650	130,292,242
Loans and advances to employees	6,732,157	5,271,625
Advance to Other	255,558,736	262,294,120
Total	299,012,543	397,857,987

10. OTHER CURRENT ASSETS

Particulars	Amount in ₹	
	As at March 31, 2020	As at March 31, 2019
Balances with government authorities	66,719,945	69,098,756
Security Deposits	6,153,990	5,978,260
Prepaid Expenses	28,403,471	25,709,682
Total	101,277,406	100,786,698

11. EQUITY SHARE CAPITAL

Particulars	Amount in ₹	
	As at March 31, 2020	As at March 31, 2019
Authorised share capital		
Equity Share Capital		
37,000,000 (31st March, 2019: 37,000,000)equity shares of Rs 10/- each	370,000,000	370,000,000
Issued, subscribed and fully paid share capital		
35,364,252 (31st March, 2018: 35,364,252) equity shares of Rs 10/- each	353,642,520	353,642,520
Total	353,642,520	353,642,520

(i) The reconciliation of the number of shares outstanding is set out below:

Particulars	As at March 31, 2020		As at March 31, 2019	
	Number of shares held	Amount	Number of shares held	Amount
	Equity share with Voting Rights			
Equity shares outstanding at the beginning of the year	35,364,252	353,642,520	35,364,252	353,642,520
Add: Issue of Equity Shares during the year	-	-	-	-
Equity shares outstanding at the end of the year	35,364,252	353,642,520	35,364,252	353,642,520

(ii) Details of Equity shares held by each shareholder holding more than 5% shares:

Name of Shareholders	As at March 31, 2020	As at March 31, 2019
	No. of Shares	No. of Shares
B.A.G. Films and Media Limited	19,031,847	19,031,847
Sameer Gehlaut	2,571,428	2,571,428
High Growth Dist Private Limited	2,571,428	2,571,428
Oscar Software Private Limited	6,486,752	6,486,752

(iii) Terms and rights attached to equity shares

The Company has one class of equity shares having a par value of Rs 2 per share. Each shareholder is eligible for one vote per share held. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(iv) The company has not allotted any bonus shares or bought back any shares during the current year or for a period of five years immediately preceding the balance sheet date.

(v) The Company's objective for capital management is to maximise shareholder value, safeguard business continuity and support the growth of the Company. The Company determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements are met through equity and operating cash flows generated. The Company is not subject to any externally imposed capital requirements.

12. OTHER EQUITY

Particulars	Amount in ₹	
	As at March 31, 2020	As at March 31, 2019
(a) Securities Premium Reserves	2,056,832,892	2,056,832,892
(b) Capital Reserve	320,000,000	320,000,000
(c) Retained earnings	(1,960,075,974)	(1,974,461,469)
Total	416,756,918	402,371,423

13. OTHER FINANCIAL LIABILITIES

Amount in ₹

Particulars	As at March 31, 2020	As at March 31, 2019
Term Loans		
- From Bank	30,000,000	43,324,982
Vehicle loans from bank, at amortised cost *	2,773,538	3,978,389
Other borrowings (from entities other than Banks)	54,202,740	54,202,740
Long term maturity of Finance lease obligation	49,331,751	44,882,139
Optionally fully convertible Debentures	127,760,274	127,760,274
Total	264,068,303	274,148,524

14. PROVISIONS

Particulars	Amount in ₹	
	As at March 31, 2020	As at March 31, 2019
Provision for Employee benefits		
- Gratuity	9,686,152	7,599,846
- Compensated absences	1,992,345	1,845,664
Total	11,678,497	9,445,510

15. TRADE PAYABLE

Particulars	Amount in ₹	
	As at March 31, 2020	As at March 31, 2019
Trade payables- micro and small enterprises	-	-
Trade payables	79,721,503	43,598,856
Total	79,721,503	43,598,856

Notes:

The balances above includes INR Nil (Previous Year Nil) due to Micro and Small Enterprises registered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSME Act). No interest is paid / payable during the year to any Micro / Small Enterprise registered under the MSME. There were no delayed payments during the year to any Micro or Small Enterprise registered under the MSME Act. The above information has been determined to the extent such parties could be identified on the basis of the information available with the Management regarding the status of suppliers under the MSME Act.

16. OTHER FINANCIAL LIABILITIES

Particulars	Amount in ₹	
	As at March 31, 2020	As at March 31, 2019
Secured		
Loans repayable on demand	300,332,822	289,609,247
Other Loans		
Loans and advances from related parties	-	73,954,049
Total	300,332,822	363,563,296

17. OTHER CURRENT LIABILITIES

Particulars	Amount in ₹	
	As at March 31, 2020	As at March 31, 2019
Current maturities of long term debt	37,094,945	30,194,883
Other payables		
Statutory dues payable	14,428,272	27,062,099
Other Liabilities	87,295,032	94,511,978
Employee Cost	15,397,934	17,261,389
Security deposits received	1,600,000	1,600,000
Total	155,816,183	170,630,349

18. REVENUE FROM OPERATIONS

Particulars	Amount in ₹	
	As at March 31, 2020	As at March 31, 2019
Revenue from operations		
Sale of Services	933,133,342	1,000,088,158
Total	933,133,342	1,000,088,158

19. OTHER INCOME

Particulars	Amount in ₹	
	As at March 31, 2020	As at March 31, 2019
Interest income		

-Bank deposit	10,319,791	12,293,336
- Other Interest	1,005,084	-
Other Non-Operating Income		
Profit on sale of investment	573,838	378,311
Miscellaneous income	934,773	303,450
Foreign Exchange Fluctualtion	3,157	14,397
Liabilities and excess provision written back	332,259	81,606
Total	13,168,902	13,071,100

Particulars	Amount in ₹	
	As at March 31, 2020	As at March 31, 2019
20. CHANGES IN INVENTORIES OF FINISHED GOODS (INCLUDING STOCK-IN-TRADE) AND WORK-IN-PROGRES		
Opening inventories		
Finished Goods	(73,780,203)	65,603,703
Closing inventories		
Finished Goods	73,596,453	(73,780,203)
	183,750	(8,176,500)

Particulars	Amount in ₹	
	As at March 31, 2020	As at March 31, 2019
21. EMPLOYEE BENEFITS EXPENSE		
Salaries, incentives, allowances and Bonus	145,897,934	165,079,204
Contribution to Provident and other funds	5,328,243	6,237,859
Staff welfare expenses	4,010,232	6,926,421
Total	155,236,409	178,243,484

Particulars	Amount in ₹	
	As at March 31, 2020	As at March 31, 2019
22. FINANCE COSTS		
Interest expense on		
Borrowing	40,284,926	41,412,932
Others	6,278,720	8,241,284
Other borrowing costs		
Bank Charges	28,519	723,434
Processing Fees	46,356	20,000
Total	46,638,521	50,397,650

Particulars	Amount in ₹	
	As at March 31, 2020	As at March 31, 2019
23. DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation of property, plant and equipment (Refer Note 3)	26,496,351	21,913,582
	26,496,351	21,913,582

Particulars	Amount in ₹	
	As at March 31, 2020	As at March 31, 2019
24. OTHER EXPENSES		
Power and fuel	10,778,133	10,698,035
Lease Rent	94,225,340	84,685,026
Repairs to machinery	264,040	268,331
Insurance	573,373	164,182
Rates and taxes , excluding, taxes on income	17,639,674	17,177,741
Loss on foreign currency transaction and transaction	85,027	34,424
Loss on sale of Investment	-	44,661,926
Payment to auditors	359,291	363,771
Professional Charges	69,954,913	40,977,942
Space segment charges	11,550,000	11,550,000
Travelling Expenses	22,512,140	29,968,858
Subscription Charges	15,248,475	16,228,064
Shooting Content & Programming Expenses	124,463,119	148,557,874
Carriage Charges	284,382,321	282,833,375
Miscellaneous Expenses	51,317,916	52,348,167
Total	703,353,762	740,517,716

3. PROPERTY, PLANT AND EQUIPMENT

Description of Assets	Amount in ₹					
	Plant & Equipment	Computers & Peripherals	Vehicle	Furnitures & Fixtures	Office Equipments	Total
Gross Block						
Balance as at 1st April, 2018	152,355,663	68,965,653	10,462,476	40,547,796	1,431,178	273,762,766
Additions	26,389,506	14,916,548	-	1,447,879	621,293	43,375,226
Disposal	-	-	818,354	-	-	818,354
Balance as at 31st March, 2019	178,745,169	83,882,201	9,644,122	41,995,675	2,052,471	316,319,638
Additions	1,351,463	779,300	1,438,077	33,800	584,939	4,187,579
Disposal	-	-	-	-	-	-
Balance as at 31st March, 2020	180,096,632	84,661,501	11,082,199	42,029,475	2,637,410	320,507,217
Accumulated Depreciation						
Balance as at 1st April, 2018	88,872,328	67,311,193	3,437,423	39,454,587	1,087,775	200,163,306
Additions	14,856,960	3,703,179	1,916,603	1,097,772	339,067	21,913,581
Disposal	-	-	-	-	-	-
Balance as at 31st March, 2019	103,729,288	71,014,372	5,354,026	40,552,359	1,426,842	222,076,887
Additions	16,017,190	8,238,209	1,464,758	388,408	387,785	26,496,350
Disposal	-	-	-	-	-	-
Balance as at 31st March, 2020	119,746,478	79,252,581	6,818,784	40,940,767	1,814,627	248,573,237
Net Block						
Balance as at 31st March, 2019	75,015,881	12,867,829	4,290,096	1,443,316	625,629	94,242,751
Balance as at 31st March, 2020	60,350,154	5,408,920	4,263,415	1,088,708	822,783	71,933,980

CASH FLOW STATEMENT

For the Year ended March 31, 2020

Particulars	For the Year ended March 31, 2020		For the Period ended March 31, 2019	
	Amount in ₹	Amount in ₹	Amount in ₹	Amount in ₹
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit / (Loss) before extraordinary items and tax		11,797,275		30,635,538
<u>Adjustments for:</u>				
Depreciation and amortisation	26,496,351		21,913,582	
Finance costs	46,638,521		50,397,650	
Interest income	(11,324,875)		(12,293,336)	
Liabilities / provisions no longer required written back	(332,259)		(81,606)	
Other non-cash charges				
Adjustment Relating to earlier year	-	61,477,738	(208,112)	59,728,178
Operating profit / (loss) before working capital changes		61,477,738		59,728,178
<u>Changes in working capital:</u>				
Adjustments for (increase) / decrease in operating assets:				
(Increase) / Decrease in inventories	183,750		(8,176,500)	
(Increase) / Decrease in trade receivables	8,114,612		(47,936,289)	
(Increase) / Decrease in other financial assets	98,845,444		68,237,670	
(Increase) / Decrease in other current assets	(490,708)		(62,008,294)	
Adjustments for increase / (decrease) in operating liabilities:				
Increase / (Decrease) in trade payables	36,122,647		(21,114,951)	
Increase / (Decrease) in Other current liabilities	(14,814,740)		69,829,689	
Increase / (Decrease) in other financial liabilities	(63,230,474)		56,138,245	
Increase / (Decrease) in provisions	2,232,987	66,963,518	(424,567)	54,545,003
		128,441,255		114,273,181
Net cash flow from / (used in) operating activities (A)		140,238,531		144,908,719
B. CASH FLOW FROM INVESTING ACTIVITIES				
Payment for Purchase of Property, plant and Equipment (PP&E),	(4,187,578)		(43,375,226)	
Proceeds from Property, plant and Equipment (PP&E),	-		2,351,001	
Investment properties and capital work in progress				
Purchase of long-term investments				
- Others	52,981,662		42,702,593	
Interest received (finance income)				
- Others	11,324,875		12,293,336	
		60,118,959		13,971,704
Net cash flow from / (used in) investing activities (B)		60,118,959		13,971,704
C. CASH FLOW FROM FINANCING ACTIVITIES				
Repayment of other financial liabilities	(10,080,221)		(1,886,791)	
Interest paid (finance cost)	(46,638,521)	(56,718,742)	(50,397,650)	(52,284,441)
Net cash flow from / (used in) financing activities (C)		(56,718,742)		(52,284,441)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		143,638,748		106,595,982
Cash and cash equivalents at the beginning of the year		135,584,793		28,988,811
Cash and cash equivalents at the end of the year		279,223,541		135,584,793
Reconciliation of Cash and cash equivalents with the Balance				
Cash and cash equivalents as per Balance Sheet		279,223,541		135,584,793
Cash and cash equivalents at the end of the year *		279,223,541		135,584,793

Note: The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.

The accompanying notes are an integral part of these financial statements

As per our report of even date

For and on behalf of Board of Directors

For Kumar Khare & Co.

Firm Registration Number: 006740C

Chartered Accountants

Sd/-
Anuradha Prasad Shukla
Director
DIN: 00010716Sd/-
Sudhir Shukla
Whole Time Director
DIN :01567595Sd/-
Alok Khare
Partner

Membership Number: 075236

UDIN:20075236AAAAAR8770

Sd/-
Ajay Jain
Chief Financial OfficerSd/-
Ajay Mishra
Company Secretary

Notes forming part of Financial Statements

for the year ended March 31, 2020

1. CORPORATE INFORMATION

The Company is running its 24 hours National Hindi news channel in the name of “News24”. Programmes like Aaj Ka Reporter, Aamne-Saamne, Sabse Bada Sawal, Mahabharat, Ek Shakhshiyat ki 50 Ansuni Kahania , Itihaas Gawah Hai, Modi Ka Mahabharat, Sadda Haq and Khabrein 30 Second Mein amongst others cover a gamut of genres in news reporting and have been received exceptionally well with the audiences across the nation. The channel today is ranked among the leading Hindi News channel in the country.

NOTE 2 BASIS OF PREPARATION, MEASUREMENT AND SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation and Measurement

(a) Basis of preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the ‘Ind AS’) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

The financial statements are presented in INR, the functional currency of the Company. Items included in the financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (the ‘functional currency’).

The financial statements of the Company for the year ended March 31, 2020 were approved for issue in accordance with the resolution of the Board of Directors on June 29, 2020.

(b) Basis of measurement

These financial statements are prepared under the historical cost convention unless otherwise indicated.

2.2 Key Accounting Estimates and Judgements

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been discussed below. Accounting estimates could change from period to period.

Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets and fair value measurement of financial instruments, these are discussed below. Key sources of estimation of uncertainty in respect of revenue recognition, employee benefits and provisions and contingent liabilities have been discussed in their respective policies.

Impairment of investments in subsidiaries

The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period.

Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Estimation of uncertainties relating to the global health pandemic from COVID-19

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, unbilled revenues and investment in subsidiaries. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

2.3 Recent Accounting Developments

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

2.4 Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these Indian Accounting Standards (Ind-AS) financial statements. These policies have been consistently applied to all the years except where newly issued accounting standard is initially adopted.

(a) Current versus non-current classification

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

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

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non current.

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

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. the Company has identified twelve months as its operating cycle.

(b) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company's lease asset classes primarily comprise of lease for land and building. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset. The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a

straight-line basis over the term of the lease. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets as below:

i) Right-of-use assets

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

ii) Lease Liabilities

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Company as a lessor

Leases for which the Company is a lessor is classified as finance or operating lease. Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

(c) Property, plant and equipment

Property, Plant and equipment are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. Capital work in progress is stated at cost, net of accumulated impairment loss, if any. The cost comprises of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition and installation of the concerned assets and are further adjusted by the amount of input tax credit availed wherever applicable.

Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Subsequent costs are included in asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that future economic benefit associated with the item will flow to the Company and the cost of item can be measured reliably.

An item of property, plant and equipment and any significant part initially recognised is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

Capital work- in- progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

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

Depreciation on property, plant and equipment is calculated on pro-rata basis on Written down value method using the useful lives of the assets estimated by management.

(d) Impairment of Non-Financial Assets:

Assessment for impairment is done at each Balance Sheet date as to whether there is any indication that a non-financial asset may be impaired. Indefinite life intangible assets are subject to a review for impairment annually or more frequently if events or circumstances indicate that it is necessary. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit. Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquire are assigned to those units.

If any indication of impairment exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made. Asset/cash generating unit whose carrying value exceeds their recoverable amount are written down to the recoverable amount by recognising the impairment loss as an expense in the Statement of Profit and Loss. The impairment loss is allocated first to reduce the carrying amount of any goodwill (if any) allocated to the cash generating unit and then to the other assets of the unit, pro rata based on the carrying amount of each asset in the unit. Recoverable amount is higher of an asset's or cash generating unit's fair value less cost of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. Basis the assessment a reversal of an impairment loss for an asset other than goodwill is recognised in the Statement of Profit and Loss account.

(e) Financial instruments

Financial Assets:

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value. In case of Financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost is recognised in the statement of profit and loss. In other cases, the transaction cost is attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified and measured at

- amortised cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their recognition, except during the period the Company changes its business model for managing financial assets.

Trade Receivables and Loans:

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

Debt Instruments:

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the Company's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

i. Measured at amortised cost:

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the 'EIR' method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

ii. Measured at fair value through other comprehensive income (FVOCI):

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognised in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

iii. Measured at fair value through profit or loss (FVTPL):

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

Equity Instruments:

All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as 'other income' in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

Derivative Financial Instruments:

The Company uses derivative financial instruments to hedge its foreign currency and commodity risks. Derivatives are measured at fair value. The treatment of changes in the value of derivative depends on their use as explained below:

Cash flow hedges:

Derivatives are held to hedge the uncertainty in timing or amount of future forecast cash flows. Such derivatives are classified as being part of cash flow hedge relationships. For an effective hedge, gains and losses from changes in the fair value of derivatives are recognised in other comprehensive income. Any ineffective elements of the hedge are recognised in the statement of profit and loss.

If the hedged cash flow relates to a non-financial asset, the amount accumulated in equity is subsequently included within the carrying value of that asset. For other cash flow hedges, amounts accumulated in other comprehensive income are taken to the statement of profit and loss at the same time as the related cash flow.

Derivatives for which hedge accounting is not applied

Derivative financial instruments for which hedge accounting is not applied are initially recognised at fair value on the date on which a derivative contract is entered and are subsequently measured at FVTPL.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Impairment of Financial Asset

The Company applies expected credit loss (ECL) model for measurement and recognition of loss allowance on the following:

- i. Trade receivables
- ii. Financial assets measured at amortised cost (other than trade receivables)
- iii. Financial assets measured at fair value through other comprehensive income (FVTOCI).

In case of trade receivables, the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognised as loss allowance.

In case of other assets (listed as ii and iii above), the Company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognised as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognised as loss allowance.

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate.

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

ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecasts of future economic conditions.

As a practical expedient, the Company uses a provision matrix to measure lifetime ECL on its portfolio of trade receivables. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward-looking estimates. At each reporting date, the historically observed default rates and changes in the forward-looking estimates are updated.

ECL allowance recognised (or reversed) during the period is recognised as income/expense in the Statement of Profit and Loss under the head 'Other expenses'.

Financial Liabilities:

Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest rate method.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

(f) Investments in Subsidiaries, Associates and Joint Ventures:

Investments in Subsidiaries, Associates and Joint Ventures are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, associates and joint venture, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

(g) Inventories:

Inventories are valued at the lower of cost and net realisable value. Cost is computed on a weighted average basis. Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

(h) Cash and Cash Equivalents:

Cash and cash equivalents are cash, balances with bank and short-term (three months or less from the date of placement), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

(i) Provisions and Contingent Liabilities:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

(j) Revenue Recognition

Ind AS 115 'Revenue from Contracts with Customers'

The Companies (Indian Accounting Standards) Amendment Rules, 2018 issued by the Ministry of Corporate Affairs (MCA) notified Ind AS 115 "Revenue from Contracts with Customers" related to revenue recognition which replaces all existing revenue recognition standards and provide a single, comprehensive model for all contracts with customers. The revised standard contains principles to determine the measurement of revenue and timing of when it is recognised.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the

consideration received or receivable All revenues are accounted on accrual basis except to the extent stated otherwise.

- Revenue generated from the commissioned television programs and Internet series produced for broadcasters is recognized over the period of time over the contract period.
- Rent income is recognised on accrual basis as per the agreed terms on straight line basis.
- Sale of Rights are recognised in accordance with the terms of agreements with customers.
- Revenue from other services is recognised as and when such services are completed / performed.
- Income from infrastructure support, building rent and royalty income is recognised based on the terms of the underlying agreement.
- Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate (EIR) applicable.
- Revenue from subsidiaries is recognised based on transaction price which is at arm's length.

The transaction price, being the amount to which the Company expects to be entitled and has rights to under the contract is allocated to the identified performance obligations. The transaction price will also include an estimate of any variable consideration where the Company's performance may result in additional revenues based on the achievement of agreed targets.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the group does not adjust any of the transaction prices for the time value of money.

Revenue excludes any taxes and duties collected on behalf of the government.

(k) Expenditure:

Expenses are accounted on accrual basis.

(l) Employee benefits

Defined contribution plans

Contributions to defined contribution schemes such as employees' state insurance, labour welfare fund, superannuation scheme, employee pension scheme etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution, in respect of certain employees, is made to a Government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions.

Defined benefit plans

In respect of certain employees, provident fund contributions are made to a trust administered by the Company. The interest rate payable to the members of the trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Company. The liability in respect of the shortfall of interest earnings of the Fund is determined on the basis of an actuarial valuation. The Company also provides for retirement/post-retirement benefits in the form of gratuity, pensions (in respect of certain employees), compensated absences (in respect of certain

employees) and medical benefits (in respect of certain employees) including to the employees of group companies.

For defined benefit plans, the amount recognised as 'Employee benefit expenses' in the Statement of Profit and Loss is the cost of accruing employee benefits promised to employees over the year and the costs of individual events such as past/future service benefit changes and settlements (such events are recognised immediately in the Statement of Profit and Loss). The amount of net interest expense calculated by applying the liability discount rate to the net defined benefit liability or asset is charged or credited to 'Finance costs' in the Statement of Profit and Loss. Any differences between the expected interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the Statement of Profit and Loss.

The defined benefit plan surplus or deficit on the Balance Sheet date comprises fair value of plan assets less the present value of the defined benefit liabilities using a discount rate by reference to market yields on Government bonds at the end of the reporting period.

All defined benefit plans obligations are determined based on valuations, as at the Balance Sheet date, made by independent actuary using the projected unit credit method. The classification of the Company's net obligation into current and non-current is as per the actuarial valuation report.

Termination benefits

Termination benefits, in the nature of voluntary retirement benefits or termination benefits arising from restructuring, are recognised in the Statement of Profit and Loss. The Company recognises termination benefits at the earlier of the following dates:

- (a) when the Company can no longer withdraw the offer of those benefits; or
- (b) when the Company recognises costs for a restructuring that is within the scope of Ind AS 37: Provisions, Contingent Liabilities and Contingent Assets and involves the payment of termination benefits.

Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

Share-Based Payments

Employees of the Company receive remuneration in the form of share-based payments in consideration of the services rendered. Under the equity settled share based payment, the fair value on the grant date of the awards given to employees is recognised as 'employee benefit expenses' with a corresponding increase in equity over the vesting period. The fair value of the options at the grant date is calculated by an independent valuer basis Black Scholes model. At the end of each reporting period, apart from the non-market vesting condition, the expense is reviewed and adjusted to reflect changes to the level of options expected to vest. When the options are exercised, the Company issues fresh equity shares.

For cash-settled share-based payments, the fair value of the amount payable to employees is recognised as 'employee benefit expenses' with a corresponding increase in liabilities, over the period of non-market vesting conditions getting fulfilled. The liability is remeasured at each reporting period up to, and including the settlement date, with changes in fair value recognised in employee benefits expenses.

(m) Income Taxes:

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable/ receivable on the taxable income/ loss for the year using applicable tax rates for the relevant period, and any adjustment to taxes in respect of previous years. Interest expenses and penalties, if any, related to income tax are included in finance cost and other expenses respectively. Interest Income, if any, related to Income tax is included in Other Income.

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

(n) Foreign Currencies:

1. Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Company's financial statements are presented in Indian rupee (INR) which is also the Company's functional and presentation currency.

2. Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transaction and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rate are generally recognised in the statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

3. Exchange differences

Exchange differences arising on settlement or translation of monetary items are recognized as income or expense in the period in which they arise with the exception of exchange differences on gain or loss arising on translation of non-monetary items measured at fair value which is treated in

line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

(o) Earnings Per Share:

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity 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 for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

(p) Business Combination:

Business combinations are accounted for using the acquisition accounting method as at the date of the acquisition, which is the date at which control is transferred to the Company.

The consideration transferred in the acquisition and the identifiable assets acquired and liabilities assumed are recognised at fair values on their acquisition date. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. The Company recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Consideration transferred does not include amounts related to settlement of pre-existing relationships. Such amounts are recognised in the Statement of Profit and Loss.

Transaction costs are expensed as incurred, other than those incurred in relation to the issue of debt or equity securities. Any contingent consideration payable is measured at fair value at the acquisition date. Subsequent changes in the fair value of contingent consideration are recognised in the Statement of Profit and Loss.

(q) Borrowings and Borrowing costs

Borrowing cost includes interest and other costs incurred in connection with the borrowing of funds and charged to Statement of Profit & Loss on the basis of effective interest rate (EIR) method. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are recognized as expense in the period in which they occur.

(r) Dividend Distributions

The Company recognizes a liability to make the payment of dividend to owners of equity, when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

(s) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Board of directors monitors the operating results of all product segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the financial statements.

The operating segments have been identified on the basis of the nature of products/services. Further:

1. Segment revenue includes sales and other income directly identifiable with / allocable to the segment including inter - segment revenue.
2. Expenses that are directly identifiable with / allocable to segments are considered for determining the segment result. Expenses which relate to the Company as a whole and not allocable to segments are included under unallocable expenditure.
3. Income which relates to the Company as a whole and not allocable to segments is included in unallocable income.
4. Segment results includes margins on intersegment sales which are reduced in arriving at the profit before tax of the Company.
5. Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment.
6. Segment revenue resulting from transactions with other business segments is accounted on the basis of transfer price agreed between the segments. Such transfer prices are either determined to yield a desired margin or agreed on a negotiated business.

(t) Exceptional Items

Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Company's financial performance. Items which may be considered exceptional are significant restructuring charges, gains or losses on disposal of investments in subsidiaries, associates and joint venture and impairment losses/ write down in value of investment in subsidiaries, associates and joint venture and significant disposal of fixed assets etc.

(u) Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date.

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

- (i) In the principal market for asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

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

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

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

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

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

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

Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

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

(v) Standards issued but not effective

There are no standards that are issued but not yet effective on March 31, 2020.

25. Employee Benefits

Disclosures pursuant to Ind AS - 19 "Employee Benefits" (notified under the section 133 of the Companies Act 2013 (the Act) read with Companies (Indian Accounting Standards) Rule 2015 (as amended from time to time) and other relevant provision of the Act) are given below :

Contribution to Defined Contribution Plan recognised as expense for the year is as under:

Employer's Contribution to Provident Fund:	Rs. 5,147,404
	(Previous Year Rs. 5,638,899)
Employer's Contribution to ESI :	Rs. 180,839
	(Previous Year Rs. 598,960)

Defined Benefit Plans:

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit method, which recognises each year 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 leave encashment is recognised using the Project Unit Credit Method.

a. Change in present value of obligation

Particulars	(Amount in ₹)			
	Gratuity		Leave Encashment	
	March31,2020	March31,2019	March31,2020	March31,2019
Present value of obligation as at the beginning of the period	7,599,846	7,678,907	1,845,664	2,191,170
Current Service Cost	1,729,568	1,287,538	361,301	366,109
Interest Cost	582,148	591,276	141,378	168,720
Expected Return on Plan Assets	--	--	--	--
Benefits paid	(363,764)	(52,355)	--	--
Actuarial (gain)/loss	138,354	(1,905,520)	(355,998)	(880,335)
Past Service Cost	--	--	--	--
Curtailement and settlement Cost/(credit)	--	--	--	--
Present value of obligation as at the end of the period	9,686,152	7,599,846	1,992,345	1,845,664

b. Expense recognized in the statement of profit and loss account

Particulars	(Amount in ₹)			
	Gratuity		Leave Encashment	
	March31,2020	March31,2019	March31,2020	March31,2019
Current service cost	1,729,568	1,287,538	361,301	366,109
Past service cost	--	--	--	--
Interest cost	582,148	591,276	141,378	168,720
Expected return on plan assets	--	--	--	--
Curtailement cost / (Credit)	--	--	--	--
Settlement cost / (credit)	--	--	--	--
Net actuarial (gain)/ loss recognized in the period	138,354	(1,905,520)	(355,998)	(880,335)
Expenses recognized in the statement of profit & losses	2,450,070	(26,706)	146,681	(345,506)

c. Actuarial gain/loss recognized**(Amount in ₹)**

Particulars	Gratuity		Leave Encashment	
	March31,2020	March31,2019	March31,2020	March31,2019
Actuarial gain/(loss) for the period - obligation	(138,354)	1,905,520	355,998	880,335
Actuarial gain/(loss) for the period - plan assets	--	--	--	--
Total (gain)/loss for the period	138,354	(1,905,520)	(355,998)	(880,335)
Actuarial (gain)/loss recognized in the period	138,354	(1,905,520)	(355,998)	(880,335)
Unrecognized actuarial (gains) losses at the end of period	--	--	--	--

d. The amounts to be recognized in balance sheet and related analysis**(Amount in ₹)**

Particulars	Gratuity		Leave Encashment	
	March31,2020	March31,2019	March31,2020	March31,2019
Present value of obligation as at the end of the period	9,686,152	7,599,846	1,992,345	1,845,664
Fair value of plan assets as at the end of the period	--	--	--	--
Funded status / Difference	(9,686,152)	(7,599,846)	(1,992,345)	(1,845,664)
Excess of actual over estimated	--	--	--	--
Unrecognized actuarial (gains)/losses	--	--	--	--
Net asset/(liability) recognized in balance sheet	(9,686,152)	(7,599,846)	(1,992,345)	(1,845,664)

e. Actuarial Assumptions**i) Economic Assumptions**

The principal assumptions are the discount rate & salary growth rate. The discount rate is generally based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities & the salary growth rate takes account of inflation, seniority, promotion and other relevant factors on long term basis. Valuation assumptions are as follows which have been agreed by the company:

(Amount in ₹)

Particulars	Gratuity		Leave Encashment	
	March31,2020	March31,2019	March31,2020	March31,2019
Discount Rate (%)	6.76	7.66	6.76	7.66
Expected Rate of increase in Compensation Levels (%)	5.50	5.50	5.50	5.50
Expected Rate of Return on Plan Assets	--	--	--	--
Expected Average remaining working lives of employees (years)	20.33	21.82	20.33	21.82

ii) Demographic Assumption

(Amount in ₹)

Particulars	Gratuity		Leave Encashment	
	March31,2020	March31,2019	March31,2020	March31,2019
i) Retirement Age (Years)	60	60	60	60
ii) Mortality Table	IALM(2006-08)	IALM(2006-08)	IALM(2006-08)	IALM(2006-08)
iii) Ages				
Up to 30 Years	3.00	3.00	3.00	3.00
From 31 to 44 years	2.00	2.00	2.00	2.00
Above 44 years	1.00	1.00	1.00	1.00

Short term employee benefits

All employee benefits payable wholly within twelve months of rendering the services are classified as short-term employees benefits. Benefits such as salaries , wages and bonus, etc., are recognized in the statement of Profit and Loss in the period in which the employee renders the related service.

Actuarial gains and losses are recognized in the Statement of Profit and Loss.

Termination benefits

Termination benefits are recognised as an expense when, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Sensitivity Analysis of the defined benefit obligation.

	Gratuity	Leave Encashment
a) Impact of the change in discount rate		
Present Value of Obligation at the end of the period	9,686,152	1,992,345
Impact due to increase of 0.50%	(605,510)	(123,840)
Impact due to decrease of 0.50 %	658,968	132,992
b) Impact of the change in salary increase		
Present Value of Obligation at the end of the period	9,686,152	1,992,345
Impact due to increase of 0.50%	663,898	134,487
Impact due to decrease of 0.50 %	(615,228)	(124,785)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the Balance sheet.

The methods and types of assumptions used in preparing the sensitivity analyses did not change compared to previous period.

Notes:

- a) The current service cost recognised as an expense is included in Note 23 'Employee benefits expense' as gratuity. The remeasurement of the net defined benefit liability is included in other comprehensive income.
- 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. The above information is certified by the Actuary.

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

- c) The obligation for leave benefits (non funded) is also recognised using the Projected Unit Credit Method and accordingly the long term paid absences have been valued. The leave encashment expense is included in Note 21 'Employee benefits expense'.

26. Related party transactions

Name of related parties and description of relationship

Name	Relationship
B.A.G. Films and Media Limited	Holding Company
Anurradha Prasad Shukla	Key Managerial Personnel
ARVR Communications Pvt. Ltd.	Enterprises over which KMP are able to exercise significant influence
B.A.G Live Entertainment Limited	Enterprises over which KMP are able to exercise significant influence
Skyline Radio Network Limited	Enterprises over which KMP are able to exercise significant influence
Skyline Tele Media Services Limited	Enterprises over which KMP are able to exercise significant influence

Details of Transactions during the year and balances at the year end (Amount in ₹)

Particulars	Holding Company		Key Managerial Personnel (KMP)		Enterprises over which KMP are able to exercise significant influence	
	For Year Ended March 31		For Year Ended March 31		For Year Ended March 31	
	2020	2019	2020	2018	2020	2019
Lease rental on Equipments	49,384,768	49,384,768	--	--		
Income from Ad Sale	--	--	--	--	20,675,680	4,080,950
Office Rent	18,504,000	18,504,000	--	--	--	--
Expenses Reimbursed	28,400,492	30,225,311	--	--	11,550,000	11,550,000
Expenses Incurred	--	--			--	--
Programming Expenses	16,756,540	55,588,350	--	--	76,103,395	66,096,555
Carriage Fees	138,144,240	--				

Note

- The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.
- There have been no guarantees provided or received for any related party receivables or payables. For the year ended March 31, 2020, the Company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.
- All the liabilities for post retirement benefits being 'Gratuity' are provided on actuarial basis for the Company as a whole, accordingly the amount pertaining to Key management personnel are not included above.

27. EARNING PER SHARE**(Amount in ₹)**

Particulars	For the year ended	
	2019-20	2018-19
Profit for the year	14,386,068	30,575,899
Weighted Average number of equity shares used as denominator for calculating Basic EPS	35,364,252	35,364,252
Basic Earnings per share	0.41	0.86
Weighted Average number of equity shares used as denominator for calculating Diluted EPS	53,284,526	53,560,553
Diluted Earnings per share	0.27	0.57
Face Value per equity share	10	10

28 FINANCIAL INSTRUMENTS**a) Fair Value Measurements**

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 in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk. The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price - i.e. the fair value of the consideration given or received.

b) Categories of financial instruments and fair value thereof**(Amount in ₹)**

	March 31,2020		March 31,2019	
	Carrying amount	Fair Value	Carrying amount	Fair Value
a) Financial assets				
i) Measured at amortised cost				
Trade receivables	366,947,433	366,947,433	374,729,444	374,729,444
Cash and cash equivalents	279,223,541	279,223,541	135,584,793	135,584,793
Other financial assets	299,012,543	299,012,543	397,857,987	397,857,987
Investments	374,708,400	375,282,238	428,263,900	428,263,900
b) Financial liabilities				
i) Measured at amortised cost				
Trade payables	79,721,503	79,721,503	43,598,856	43,598,856
Other financial liabilities	564,401,125	564,401,125	637,711,821	637,711,821

* Includes current maturities of long term borrowings.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Financial instruments measured at amortised cost.

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

The carrying value of current trade receivables, cash and cash equivalents, current loans, trade payables and other financial assets and liabilities are considered to be the same as their fair values due to their short term nature.

c) Financial Risk Management objectives and policies

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

The Company is exposed to market risk, credit risk and liquidity risk. The Company’s senior management oversees the management of these risks.

i. Credit risk management

Credit risk is the risk of financial loss to the Company if a customer or counterparty fails to meet its contractual obligations and arises principally from the Company’s receivables, deposits given, loans given, investments made and balances at bank.

The maximum exposure to the credit risk at the reporting date is primarily from investments made, loans given and trade receivables.

In case of trade receivables, the Company does not hold any collateral or other credit enhancements to cover its credit risks. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain.

Trade receivables are non-interest bearing and the average credit period is 90 days. The Company’s exposure to customers is diversified and no customer contributes to more than 10% of outstanding trade receivables and unbilled revenue.

The carrying amount of following financial assets represents the maximum credit exposure:

	March 31,2020	March 31,2019
Trade Receivable (Unsecured)		
- Over six months	-	-
-Less than six months	366,947,433	374,729,444
Total		

Trade receivable consists of a large number of customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of the accounts receivable.

Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks and financial institutions with high credit ratings assigned by credit-rating agencies. The credit risk on optionally fully convertible debentures and deposit is limited because the counter parties are generally banks and financial institutions with high credit ratings assigned by credit rating agencies.

ii. Liquidity risk management

The responsibility for liquidity risk management rests with the Board of directors, which has an appropriate liquidity risk management framework for the management of the Company’s short-, medium- and long term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities by regularly monitoring forecast and actual cash flows.

Maturities of financial liabilities

The tables below analyze the company's financial liabilities into relevant maturity grouping based on their contractual maturities.

(Amount in ₹)

	Due in 1st year	Due in 2 to 5th year	Due after 5 years	Total
Contractual maturities of financial liabilities				
March 31, 2020				
Trade payables and other financial liabilities	79,721,503	--	--	79,721,503
Borrowings	337,427,767	264,068,303	--	601,496,070

	Due in 1st year	Due in 2 to 5th year	Due after 5 years	Total
Contractual maturities of financial liabilities				
March 31, 2019				
Trade payables and other financial liabilities	43,598,856	--	--	43,598,856
Borrowings	393,758,179	274,148,524	--	667,906,703

iii. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk such as equity price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

a. Foreign currency risk exposure:

The Company does not have any exposure to foreign currency risk as at March 31, 2020 (Previous year Nil).

b. Interest rate risk

The Company does not have any borrowings and is thus not exposed to interest rate risk as at March 31, 2020 (Previous year Nil).

c. Other price risk

The Company is exposed to equity price risks arising from equity investments. The Company's equity investments are held for strategic rather than trading purposes.

d. Equity price sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to equity price risks at the end of the reporting period.

29. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to

- Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- Maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business.

The company considers the following components of its balance sheet to be managed capital:

Total equity as shown in the balance sheet including reserves, retained earnings and share capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend paid to shareholders, return capital to shareholders or issue new shares.

30. Previous year's figures have been regrouped/reclassified to be comparable with current year's classification/disclosures.

For Kumar Khare & Co.
Chartered Accountants
Firm Registration No. 006740C

For and on the behalf of Boars of Directors

Sd/-
Alok Khare
Partner
Membership No. 075236
UDIN:20075236AAAAAR8770

Sd/-
Anuradha Prasad Shukla
(Director)
DIN : 00010716

Sd/-
Sudhir Shukla
(Whole Time Director)
DIN : 01567595

Place: Noida
Date: June 29, 2020

Sd/-
Ajay Jain
Chief Financial Officer

Sd/-
Ajay Mishra
Company Secretary