

**Form No. MGT-9**

**EXTRACTS OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH, 2018**  
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I REGISTRATION & OTHER DETAILS:**

<b>I</b>	<b>CIN</b>	U32201MH1999PLC122233
<b>II</b>	<b>Registration Date</b>	14/10/1999
<b>III</b>	<b>Name of the Company</b>	Next Radio Limited
<b>IV</b>	<b>Category/Sub-category of the Company</b>	Company limited by Shares, Non Govt Company
<b>V</b>	<b>Address of the Registered office &amp; contact details</b>	<p><b>Registered office:</b> Office Nos. I-17, I-18 and I-19,10th Floor The Everest Building,156, D J Dadajee Road, Tardeo Mumbai – 400034, Maharashtra</p> <p><b>Contact details:</b> Phone: + 91-22-67527013 Email id: <a href="mailto:Varsha.Patel@radioone.in">Varsha.Patel@radioone.in</a></p>
<b>VI</b>	<b>Whether listed company</b>	No
<b>VII</b>	<b>Name, Address &amp; contact details of the Registrar &amp; Transfer Agent, if any. In respect of Non-Convertible Debentures issued by the Company.</b>	<p><b>Name: Datamatics Business Solutions Limited</b></p> <p><b>Address: Plot No. B - 5, Part B Cross Lane , Midc, Marol, Andheri East Mumbai - 400093</b></p> <p><b>Contact details:</b> Phone: +91-22- 66712238 Email id: <a href="mailto:satish_patil@datamaticsbpm.com">satish_patil@datamaticsbpm.com</a></p>

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10% or more of the total turnover of the company are as follows:

<b>Sr. No.</b>	<b>Name &amp; Description of Main Services</b>	<b>NIC Code of the Service</b>	<b>% to total turnover of the Company</b>
1	Radio broadcasting	60100	95.91

**III PARTICULARS OF HOLDING,SUBSIDIARY & ASSOCIATE COMPANIES:**

<b>Sr. No.</b>	<b>NAME &amp; ADDRESS OF THE COMPANY</b>	<b>CIN/GLN</b>	<b>HOLDING/ SUBSIDIARY/ ASSOCIATE</b>	<b>% OF SHARES HELD</b>	<b>APPLICABLE SECTION</b>
1	<p><b>Name:</b> Next Mediaworks Limited</p> <p><b>Address:</b> Office Nos. I-17, I-18 and I-19,10th Floor The Everest Building,156, D J Dadajee Road, Tardeo Mumbai-400034</p>	L22100MH1981PLC024052	Holding	51.40	2(46)

2	<b>Name:</b> Syngience Broadcast Ahmedabad Limited  <b>Address:</b> I-18, Floor-10th, Plot-156, Everest Apt Pandit Madan Mohan Malviya Marg, Tardeo Mumbai - 400034	U93090MH2017PLC293674	Subsidiary	99.99	2(87)
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#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i) Category-wise Share Holding:

Category code (I)	Category of shareholder (II)	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	
<b>(A)</b>	<b>Promoters</b>									
<b>1</b>	<b>Indian</b>									
(a)	Individuals/ Hindu Undivided Family(HUF)	0	0	0	0	0	0	0	0	0
(b)	Central Government	0	0	0	0	0	0	0	0	0
(c)	State Government(s)	0	0	0	0	0	0	0	0	0
(d)	Bodies Corporate	46595072	0	46595072	61.52	38932286	0	38932286*	51.40	(10.12)
(e)	Banks /Financial Institutions	0	0	0	0	0	0	0	0	0
(f)	Any Other (Relatives of promoters)	0	0	0	0	0	0	0	0	0
	<b>Sub-Total (A)(1)</b>	<b>46595072</b>	<b>0</b>	<b>46595072</b>	<b>61.52</b>	<b>38932286</b>	<b>0</b>	<b>38932286</b>	<b>51.40</b>	<b>(10.12)</b>
<b>2</b>	<b>Foreign</b>									
(a)	NRIs - Individuals	0	0	0	0	0	0	0	0	0
(b)	Other – Individuals	0	0	0	0	0	0	0	0	0
(c)	Bodies Corp	0	0	0	0	0	0	0	0	0
(d)	Banks /Financial Institutions	0	0	0	0	0	0	0	0	0
(e)	Any Other (specify)	0	0	0	0	0	0	0	0	0
	<b>Sub-Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total Shareholding</b>	<b>46595072</b>	<b>0</b>	<b>46595072</b>	<b>61.52</b>	<b>38932286</b>	<b>0</b>	<b>38932286</b>	<b>51.40</b>	<b>(10.12)</b>

	<b>of Promoter (A)= (A)(1)+(A)(2)</b>									
<b>(B)</b>	<b>Public shareholding</b>									
<b>1</b>	<b>Institutions</b>									
(a)	Mutual Funds	0	0	0	0	0	0	0	0	0
(b)	Banks / FI	884095	0	884095	1.17	884095	0	884095	1.17	0
(c)	Central Govt	0	0	0	0	0	0	0	0	0
(d)	State Government(s)	0	0	0	0	0	0	0	0	0
(e)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f)	Insurance Companies	0	0	0	0	0	0	0	0	0
(g)	Foreign Institutional Investors	0	0	0	0	0	0	0	0	0
(h)	Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i)	Other (specify)	0	0	0	0	0	0	0	0	0
	<b>Sub-Total (B)(1)</b>	<b>884095</b>	<b>0</b>	<b>884095</b>	<b>1.17</b>	<b>884095</b>	<b>0</b>	<b>884095</b>	<b>1.17</b>	<b>0</b>
<b>2</b>	<b>Non-institutions</b>									
(a)	Bodies Corporate	0	0	0	0	6905383	0	6905383	9.11	9.11
i)	Indian	0	0	0	0	6905383	0	6905383	9.11	9.11
ii)	Overseas	0	0	0	0	0	0	0	0	0
(b)	Individuals	0	0	0	0	0	0	0	0	0
	i. Individual shareholders holding nominal share capital up to INR 1 lakh.	0	2	2	0	0	2	2	0	0
	ii. Individual shareholders holding nominal share capital in excess of INR 1 lakh.	28261118	0	28261118	<b>37.32</b>	29018521	0	29018521	38.31	0.99
(c)	Other (specify)	0	0	0	0	0	0	0	0	0
	<b>Sub-Total (B)(2)</b>	<b>28261118</b>	<b>2</b>	<b>28261120</b>	<b>37.32</b>	<b>35923904</b>	<b>2</b>	<b>35923906</b>	<b>47.43</b>	<b>10.11</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>29145213</b>	<b>2</b>	<b>29145215</b>	<b>38.49</b>	<b>33807999</b>	<b>2</b>	<b>33808001</b>	<b>44.64</b>	<b>6.15</b>
<b>(C)</b>	<b>Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>75740285</b>	<b>2</b>	<b>75740287</b>	<b>100.00</b>	<b>75740285</b>	<b>2</b>	<b>75740287</b>	<b>100.00</b>	<b>0</b>

\*M/s Ferari Investments and Trading Co. Pvt. Ltd., who was identified as promoter as on 31<sup>st</sup> March 2017 has not been identified as promoter as on 31<sup>st</sup> March, 2018. Therefore, the shareholdings of Promoters have been shown as decreased.

**(ii) Shareholding of Promoters:**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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	Next Mediaworks Limited	38932286	51.40	39.10	38932286	51.40	39.10	0
	<b>TOTAL</b>	<b>38932286</b>	<b>51.40</b>	<b>39.10</b>	<b>38932286</b>	<b>51.40</b>	<b>39.10</b>	<b>0</b>

**(iii) Change in Promoters' Shareholding (please specify, if there is no change):**

Sr. No.		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
There were no changes in the Promoters' Shareholding during the year					

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	For Each of the Top 10 Shareholders	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
	At the beginning of the year	34682987	45.79	34682987	45.79
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL			
	At the End of the year ( or on the date of separation, if separated during the year)	34682987	45.79	34682987	45.79

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

Sr. No.	For Each of the Directors and KMP	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
	At the beginning of the year	2125014	2.81	2125014	2.81
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL			
	At the End of the year	2125014	2.81	2125014	2.81

## V INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

(Rs. In Lakh)

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	6728.29	-	-	6728.29
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	22.26	-	-	22.26
<b>Total of (i+ii+iii)</b>	<b>6750.55</b>	<b>-</b>	<b>-</b>	<b>6750.55</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	766.67	150.00	-	916.67
• Reduction	1440.00	-	-	1440.00
<b>Net change</b>	<b>673.33</b>	<b>150.00</b>	<b>-</b>	<b>823.33</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	6060.82	150.00	-	6210.82
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	16.40	-	-	16.40
<b>Total of (i+ii+iii)</b>	<b>6077.22</b>	<b>150.00</b>	<b>-</b>	<b>6227.22</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

### A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

(Rs. In Lacs)

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount (in Rs.)
		Mr. Vineet Singh Hukmani, Managing Director	
1	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	194.40	194.40
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	15.64	15.64
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - As % of Profit - Others, specify	-	-
5	Others, please specify :		

	Performance-linked incentive	12.65	12.65
	Gratuity	2.71	2.71
	<b>Total (A)</b>	<b>225.40</b>	<b>225.40</b>
	<b>Ceiling as per the Act</b>	<b>Five per cent. of the net profits of the Company</b>	

### **B. Remuneration of other Directors:**

**(Rs. In lacs)**

Sr. No	Particulars of Remuneration	Mr. Adille Sumariwalla	Mr. Dilip Cherian	Ms. Monisha Shah	Total Amount (in Rs. )
1)	Independent Directors				
	• Fee for attending board / committee meetings	0.15	0.20	0.13	0.48
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (1)	0.15	0.20	0.13	0.48
2)	Other Non-Executive Directors				
	• Fee for attending board / committee meetings	-	-	-	-
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	0.15	0.20	0.13	0.48
	Total Managerial Remuneration				
	Overall Ceiling as per the Act	1% of profits calculated under Section 198 of the Companies Act, 2013			

### **C. Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD:**

**(Rs. In Lacs)**

Sr. No	Particulars of Remuneration	Key Managerial Personnel			Total (in Rs.)
		CEO	*Ms. Deepal Khandelwal, Company Secretary	Mr. Ismail Dabhoya, Chief Financial Officer	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	-	4.61	-	4.61
	(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	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - As % of Profit - Others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Performance Bonus		-	-	-
	Provident Fund		0.16	-	0.16
	Gratuity	-	-	-	-
	<b>Total (C)</b>	-	4.77	-	4.77

\*Ms. Deepal Khandelwal who was working as Company Secretary of the Company resigned as Company Secretary with effect from 18<sup>th</sup> January, 2018.

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment /Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty	NIL				
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty	NIL				
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL				
Punishment					
Compounding					

**For and on behalf of the Board of Directors**

**Sd/-**

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**Vineet Singh Hukmani**  
Managing Director  
DIN: 02514684  
Date: 16<sup>th</sup> August, 2018  
Place: Delhi

**Sd/-**

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**Adille Sumariwalla**  
Director  
DIN: 00045855  
Date: 8<sup>th</sup> August, 2018  
Place: Mumbai