

BOARD'S REPORT

Dear Members,

Your Directors are pleased to present their Twenty second Report, together with the Audited Financial Statements for the financial year ended on March 31, 2022.

FINANCIAL HIGHLIGHTS

Your Company's performance during the financial year ended on March 31, 2022, along with previous year's figures is summarized below:

(INR in Lacs)

Particulars	Standalone	
	2021-22	2020-21
Total Income	3,170	2,318
Earnings before interest, tax, depreciation and amortization (EBITDA) from continuing operations	(296)	(1,474)
Add: Exceptional items Loss	-	-
Less: Depreciation	931	951
Less: Finance Cost	1,606	1,237
Profit/(Loss) before tax from continuing operations	(2,833)	(3,662)
Less: Tax Expense		
o Current Tax	-	-
o Adjustment of current tax related to earlier period	-	-
o Deferred tax charges / (credit)	-	-
Total tax expense	-	-
Loss for the year	2,833	3,662
Add: Other Comprehensive Income (net of Tax)	25	(5)
Total Comprehensive Loss for the year (net of tax)	2,808	3,667
Opening balance in Retained Earnings	(10,874)	(7,207)
Add: Profit/ (Loss) for the year	(2,833)	(3,662)
Less: Items of other Comprehensive Income recognized directly in Retained Earnings	-	-
o Re-measurements of post-employment benefit obligation (net of tax)	25	(5)
Less: Dividend Paid	-	-
Less: Tax on Dividend	-	-

Add: Adjustment of any accumulated surplus		-
Total Retained Earnings	(13,682)	(10,874)

DIVIDEND

During the year under review, your Directors have not recommended any dividend on the Equity Shares of the Company for the financial year ended on March 31, 2022.

COMPANY PERFORMANCE AND FUTURE OUTLOOK

You Company is engaged in the business of FM Radio broadcasting. It was among the first private players to venture into private FM broadcasting and runs the “Radio One” channel in top 7 cities of the country namely Delhi, Mumbai, Chennai, Kolkata, Bengaluru, Pune, and Ahmedabad. It operates under the frequency 94.3 MHz in all the cities, except Ahmedabad where it operates under 95 MHz frequency.

Company's revenues from operations has increased during the financial year ended on March 31, 2022 and stood at Rs. 25.66 Crore Your Company has taken measures to control cost at operational level with aim to make business operations more cost efficient and these measures have yielded positive results for the Company.

HOLDING COMPANIES

Your Company is a subsidiary of Next Mediaworks Limited (“NMW”). NMW is a public listed Company incorporated in India and has its securities listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”).

NMW is a subsidiary of HT Media Limited (“HTML”) which is also a public listed Company incorporated in India and engaged, *inter-alia*, in the business of printing and publication of newspapers, FM Radio broadcasting etc. The securities of HTML are listed on BSE and NSE. HTML is, in turn, subsidiary of The Hindustan Times Limited.

SUBSIDIARY COMPANIES

As on March 31, 2022, Syngience Broadcast Ahmedabad Limited (“SBAL”) was subsidiary company of the Company.

SCHEME OF ARRANGEMENT

With the intent to simplify the group structure by amalgamation of group companies, the Board of Directors of SBAL and the NRL at their respective meeting held on March 31, 2021 have approved a Scheme of Amalgamation u/s 230 to 232 of the Act for amalgamation of SBAL with the Company. Further, the Scheme has been filed with the Hon’ble National Company Law Tribunal, Mumbai Bench (“NCLT”) on June 7, 2021.

Further, the Company & SBAL have received order from Hon’ble NCLT, Mumbai Bench dated 28th October, 2021, for, *inter-alia*, dispensation of meeting of Equity Shareholders & Creditors of the Company and SBAL. Thereafter, final application has been filed with Hon’ble NCLT, Mumbai Bench on 22nd December, 2021 for approval of the Scheme and the matter is pending before the NCLT

In terms of the applicable provisions of Section 136 of the Act, the Financial Statements of SBAL for the financial year ended on March 31, 2022, are available for inspection by the Members of the Company at the registered office of the Company during business hours.

No subsidiary, associate or joint venture has been acquired or ceased/ sold/ liquidated during the financial year ended on March 31, 2022.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

Directors

Inductions:

On the recommendation of Nomination & Remuneration Committee, the Board of Directors after considering expertise, experience and integrity of the proposed appointees, accorded its approval for the appointment of Mr. Samudra Bhattacharya (DIN: 02797819) as an Additional Director of the Company, w.e.f. December 30, 2020, subject to approval of the Members. Whereas, the Members of the Company at their 40th Annual General Meeting (“AGM”), accorded their approval for the appointment of Mr. Samudra Bhattacharya as Non-executive Director of the Company.

Mr. Lloyd Mathias (DIN: 02879668) was appointed as an Additional (Non-executive and Independent Director) by the Board of Directors on December 28, 2021. Mr. Lloyd Mathias holds office up to the date of the ensuing AGM of the Company. The Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director. Accordingly, Mr. Lloyd Mathias is proposed to be appointed as a Non-Executive Independent Director for a period of 5 consecutive years up to November 30, 2026.

The Board is of opinion that Mr. Lloyd Mathias possess the requisite knowledge, skills and experience to contribute to the growth of the Company.

Mr. Sandeep Rao (DIN: 08711910) was appointed as an Additional Director by the Board of Directors at its meeting held on May 24, 2022, effective from June 01, 2022. Mr. Sandeep Rao holds office up to the date of the ensuing AGM of the Company. The Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director. Accordingly, Mr. Sandeep Rao is proposed to be appointed as a Non-Executive Director, liable to retire by rotation.

Brief resume, nature of expertise, details of directorship(s) held in other companies of Directors Mr. Lloyd Mathias and Mr. Sandeep Rao, along with their respective shareholding in the Company as required under Secretarial Standard-2, are outlined in the Notice of the ensuing AGM.

Re-appointment of Directors retiring by rotation:

In accordance with the provisions of the Act, Mr. Praveen Someshwar (DIN: 01802656) retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. The Board commends re-appointment of Mr. Praveen Someshwar, for approval of the Members at the ensuing AGM.

Brief resume, nature of expertise, details of directorship(s) held in other companies of Mr. Praveen Someshwar, along with their respective shareholding in the Company as required under Secretarial Standard-2 and are outlined in the Notice of the ensuing AGM.

Cessations:

During the year under review, Mr. Ajay Relan (Independent Director) passed away on October 01, 2021. The Directors placed on record their sincere appreciation for the stellar contributions made by him as a Member of the Board.

During the year under review, Mr. Dinesh Mittal (Non- Executive Director) stepped down from the Board of the Director w.e.f June 01, 2022. The Directors placed on record their sincere appreciation for the stellar contributions made by him as a Member of the Board.

Independent Directors' Declaration:

The Independent Directors of the Company have confirmed the following:

- a. they meet the criteria of independence as prescribed the Act;
- b. they have registered themselves on the data bank of Independent Directors maintained by Indian Institute of Corporate Affairs.

Code of Conduct:

The Company is guided by the Code of Conduct in taking decisions, conducting business with a firm commitment towards values, while meeting stakeholders' expectations. This is aimed at enhancing the organization's brand and reputation. It is imperative that the affairs of the Company are managed in a fair and transparent manner. Further, all the Directors have confirmed adherence to the Company's 'Code of Conduct'.

Board Diversity:

The Company recognizes and embraces the importance of diversity to leverage the thought, perspective, knowledge, skill, experience, culture, gender, industry experience and cultural and geographical background. As per the requirement of Section 149(1) read with Rule 3 of (Appointment & Qualifications of Directors) Rules, 2014, the Company has a Woman Director (Independent Director) on its Board.

Key Managerial Personnel (KMP)

During the year under review following changes took place in the positions of Key Managerial Personnel of the Company:

Mr. Udit Jain , Company Secretary (KMPs u/s 203 of the Act) tendered resignation w.e.f. April 12, 2022. Whereas, on the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Divyansh Saxena as a Company Secretary of the Company w.e.f., June 01, 2022.

Mr. Ramesh Menon resigned from the position of Chief Executive Officer of the Company w.e.f., April 13, 2022. Further on the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Ajit Dheer as the Chief Executive Officer of the Company w.e.f., April 14, 2022.

PERFORMANCE EVALUATION

In line with the requirements under the Act, the Board undertook a formal annual evaluation of its own performance and that of its Committees and Directors.

The Nomination & Remuneration Committee framed questionnaires for evaluation of performance of the Board as a whole, Board Committees (viz. Audit Committee and Nomination & Remuneration Committee); Directors and the Chairperson.

The Directors were evaluated on various parameters such as, value addition to discussions, level of preparedness, willingness to appreciate the views of fellow directors, commitment to processes which include risk management, compliance and control, commitment to all stakeholders (shareholders, employees, vendors, customers etc.), familiarization with relevant aspects of company's business / activities amongst other matters. Similarly, the Board as a whole was evaluated on parameters which included its composition, strategic direction, focus on governance, risk management and financial controls.

A summary report of the feedback of Directors on the questionnaire(s) was considered by the Nomination & Remuneration Committee and Board of Directors at their respective meetings. The Board would endeavour to use the outcome of the evaluation process constructively, to improve its own effectiveness and deliver superior performance.

AUDITORS

Statutory Auditors

B S R and Associates, Chartered Accountants (Firm Registration No. 128901W) (“BSR”) was appointed as Statutory Auditor of the Company, for a term of 5 (five) consecutive years, at the Annual General Meeting held on September 12, 2019.

The Auditor's Report of BSR on Annual Financial Statements for the financial year ended on March 31, 2022 does not contain any qualification, reservation, adverse remark or disclaimer

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act and rules made thereunder, the Board of Directors appointed RMG & Associates, Company Secretaries ('RMG') as Secretarial Auditor, to conduct the Secretarial Audit for the financial year ended on March 31, 2022. The Secretarial Audit Report of the Company for FY-22 does not contain any qualification, reservation, adverse remark or disclaimer and is annexed herewith as “**Annexure - A**”.

Cost Auditor

In terms of the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, and on the recommendation of the Audit Committee, the Board of Directors, had appointed M/s. Ramanath Iyer & Co., Cost Accountants as Cost Auditor, to carry out the cost audit of records of the Company in relation to the financial year ended March 31, 2022.

In compliance of the provisions of Section 148 of the Act, the Company has prepared and maintained its cost records for the financial year 2021-22.

During the year under review, Statutory Auditor, Secretarial Auditor and Cost Auditor have not reported any instance of fraud to the Audit Committee pursuant to Section 143(12) of the Act and rules made thereunder, therefore, no disclosure is required under Section 134(3)(ca) of the Act.

RELATED PARTY TRANSACTIONS

All contracts /arrangements /transactions entered into by the Company with related parties during the year under review, were in ordinary course of business of the Company and on arms' length terms. The related party transactions were placed before the Audit Committee for review and approval. During the year, the Company did not enter into any contract / arrangement /transaction with related party, which could be considered material in accordance with the provisions of Act and accordingly, the disclosure of related party transactions in Form AOC-2 is not applicable. Related Party disclosure as per Ind AS-24 forms part of notes to the Annual Financial Statements.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Act, your Directors state that:

- i) in the preparation of the annual accounts for the financial year ended on March 31, 2022, the applicable Accounting Standards have been followed and there are no material departures;
- ii) such accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2022; and loss of the Company for the year ended on March 31, 2022;
- iii) proper and sufficient care have been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the annual accounts have been prepared on a going concern basis;

- v) proper internal financial controls were in place and that such internal financial controls were adequate and operating effectively; and
- vi) systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE SOCIAL RESPONSIBILITY

During the year under review, the provisions relating to Corporate Social Responsibility enshrined under Section 135 of the Act, were not applicable on the Company

DEPOSITORY SYSTEM

As of March 31, 2022, 100% of the Company's paid-up capital representing 7,57,40,287 equity shares is in dematerialized form.

DISCLOSURES UNDER THE ACT

Borrowing and Debt Servicing: During the year under review, your Company has met all its obligations towards repayment of principal and interest on loans availed.

Particulars of loans given, investments made, guarantees /securities given: Details of investments made and loans/guarantees/securities given, as applicable, forms part of notes to the Annual Financial Statements.

Board Meetings: Yearly calendar of board meetings is prepared and circulated in advance to the Directors. During the financial year ended on March 31, 2022, the Board met five times on June 16, 2021, July 29, 2021, October 26, 2021, January 25, 2022 and March 11, 2022.

Committees of the Board: At present, three standing committees of the Board of Directors are in place *viz.* Audit Committee, Nomination & Remuneration Committee and Banking & Finance Committee. During the year under review, recommendations of the aforesaid Committees were accepted by the Board.

Remuneration Policy: Remuneration Policy of the Company on appointment and remuneration of Directors, KMPs & Senior Management, as prescribed under Section 178(3) of the Act are in place. The Remuneration Policy includes, *inter-alia*, the criteria for appointment of Directors, KMPs, Senior Management Personnel and other covered employees, their remuneration structure and disclosure(s) in relation thereto. Further, there was no change in the Remuneration Policy during the year under review.

Vigil Mechanism: The Vigil Mechanism, as envisaged in the Act & rules made thereunder, is addressed in the Company's "Whistle Blower Policy". In terms of the Policy, Directors/ employees/ stakeholders of the Company may report concerns about unethical behavior, actual or suspected fraud or any violation of the Company's Code of Conduct. The Policy provides for adequate safeguards against victimization of the Whistle Blower.

Conservation of energy, technology absorption and foreign exchange earnings & outgo: Nil

Risk Management Policy: As a measure of good corporate governance, a systematic risk assessment & mitigation process is followed, for which a comprehensive Risk Management Policy has been framed at the group level. The Risk Management Policy describes the scope, objectives, processes, as well as roles and responsibilities of various functions. The risks are periodically reviewed by the management keeping in view the changing economic and business environment.

SECRETARIAL STANDARDS

During the year under review, applicable provisions of Secretarial Standards i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively have been followed by the Company. Further, the Company has in place proper systems to ensure compliance with the provisions of the applicable secretarial standards issued by The Institute of Company Secretaries of India and such systems are adequate and operating effectively.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has zero tolerance towards sexual harassment at the workplace. The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder.

The Company has complied with the provisions relating to the constitution of the Internal Complaints Committee as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Internal Complaints Committee ('ICC') is in place for all works and offices of the Company to redress complaints received regarding sexual harassment. The Company's policy in this regard, is available on the employee's intranet. The Company conducts regular classroom training sessions for employees and members of IC and has also rolled-out an online module for employees to increase awareness. No instance or complaint was reported to IC during the year under review.

GENERAL

Your Directors state that no disclosure is required in respect of the following matters as there were no transactions/events in relation thereto, during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (*including sweat equity shares*) to employees of the Company under any scheme of the Company.

The Company does not have any Employee Stock Option Scheme.

There was no change in the share capital of the Company during the year under review

The Company has not transferred any amount to the General Reserve during the year under review.

No material changes/commitments of the Company have occurred after the end of the financial year 2021-22 and till the date of this report, which affect the financial position of your Company, other than those already mentioned in this report.

No significant or material order was passed by Regulators or Courts or Tribunals which impact the 'going concern' status and Company's operations in future.

There was no proceeding initiated/ pending against your Company under the Insolvency and Bankruptcy Code, 2016.

There was no instance of onetime settlement with any Bank or Financial Institution.

INTERNAL FINANCIAL CONTROL

Your Company has in place adequate internal financial controls with reference to the financial statements. The internal control system is supplemented by an extensive program of internal audits and their reviews by the management. The in-house internal audit function, supported by professional external audit firms, conduct comprehensive risk focused audits and evaluate the effectiveness of the internal control structure across

locations and functions on a regular basis. In addition to internal audit activities, Company has also developed an internal financial control framework to periodically review the effectiveness of controls laid down across all critical processes. The Company has instituted an online compliance management tool with a centralized repository to cater to its statutory compliance requirements.

During the year under review, your Company undertook various initiatives to further strengthen the internal financial controls and processes, and HR policies and practices with emphasis on strict implementation of ethical codes and practices

ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation for the co-operation and support extended by Ministry of Information & Broadcasting and all listeners, advertisers, stakeholders, including various government authorities, shareholders, investors, banks, etc. Your Directors also place on record their deep appreciation of the committed services of the executives and employees of the Company.

For and on behalf of the Board

Date: 24th May, 2022

Place: New Delhi

(Praveen Someshwar)

Chairman

DIN: 01802656