



DB Corp Ltd

September 1, 2020

To

BSE Limited

The Deputy Manager (Listing - CRD)
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400001
Scrip Code: 533151

The National Stock Exchange of India Limited

The Manager (Listing Department),
Exchange Plaza Block G, Bandra Kurla Complex
Bandra (East)
Mumbai - 400051
Symbol: DBCORP

Sub.: Annual Report of the 24th Annual General Meeting ('AGM') of D. B. Corp Limited ('the Company') to be held on Friday, September 25, 2020;

- Ref.: 1. Regulation 34(1) and 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**
- 2. ISIN: INE950I01011**

Dear Sir/ Madam,

Pursuant to aforesaid SEBI Listing Regulations, enclosed please find the Annual Report of the Company for the financial year ended March 31, 2020 along with the Notice of the 24th Annual General Meeting of the Company scheduled to be held on Friday, September 25, 2020, for your records.

We request you to kindly take the same on record and oblige.

Thanking you.

Yours truly,

For D. B. Corp Limited



Anita Gokhale

Company Secretary & Compliance Officer

Encl.: as above



D. B. CORP LIMITED

CIN: L22210GJ1995PLC047208

Regd. Office: Plot No: 280, Sarkhej - Gandhinagar Highway,
Near YMCA Club, Makarba, Ahmedabad - 380 051.

Email: dbcs@dbcpltd.com | Website: www.dbcorppltd.com | Tel. No.: 022 - 71577000

Notice of the Annual General Meeting

NOTICE is hereby given that the Twenty Fourth (24th) Annual General Meeting ('AGM') of the Members of D. B. Corp Limited will be held on Friday, September 25, 2020 at 11.30 a.m. IST through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020together with the Reports of the Auditors and the Board of Directors thereon.
2. To appoint a Director in place of Mr. Pawan Agarwal (DIN: 00465092) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To ratify the remuneration payable to the Cost Auditor:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 (*the Act*) read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Act (including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment thereof for the time being in force) and other rules, regulations, guidelines, statutory notifications made by any statutory authorities and modifications thereof and on recommendations of the Board of Directors, the members of the Company hereby ratify the remuneration of Rs. 25,000/- plus applicable taxes and all other out-of-pocket expenses for financial year ended March 31, 2020 payable to M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No. 000024) who were appointed as Cost Auditors to audit the cost accounting records maintained by the Company in relation to its radio business for the financial year ended March 31, 2020."

Notes:

1. In view of the continuing outbreak of CoVID-19 pandemic and in order to ensure the social distancing norms by the Corporates at large while complying with the provisions of the Companies Act, 2013, the Ministry of Corporate Affairs vide its circular no. 20/2020 dated May 5, 2020 read with circular no. 14/2020 and no.17/2020 dated April 8, 2020 and April 13, 2020 respectively (*MCA Circulars*) has allowed to conduct the AGM through VC or OAVM during the calendar year 2020. In compliance with the applicable provisions of the Act, said MCA Circulars and Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (*SEBI Listing Regulations*), the 24th AGM of the Members of the Company is being held through VC / OAVM. Accordingly, members can attend and participate in the AGM through VC / OAVM. Considering that the AGM is being held through VC / OAVM, the venue for the AGM shall be deemed to be the registered office of the Company.

2. An Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the special business as per Item No. 3 of the Notice to be transacted at the AGM is annexed hereto.
3. **ATTENDANCE AT THE AGM:**

(a) Members who are attending the AGM through VC / OAVM will be counted for the purpose of quorum of the AGM.

(b) Pursuant to Section 105 of the Act, a member who is entitled to attend and vote at a meeting of the Company is allowed to appoint a proxy to attend the AGM and vote on behalf of the member. However, considering that the AGM is being held through VC / OAVM, physical attendance of the members at the AGM has been dispensed with. Hence, the option of appointment of a proxy would not be available to the members at this AGM. Accordingly, the proxy form and attendance slips are not annexed herewith to this Notice of AGM.

(c) Pursuant to the provisions of the Act and the MCA Circulars, the members who are Body Corporates may appoint authorised representative to participate and vote at the AGM.

(d) Since the AGM is being held through VC / OAVM, the participation of members will be on first-come-first-served basis. However, the large shareholders [shareholders holding shares more than 2%], Promoters, Directors, Key Managerial Personnel, the Chairperson of Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Statutory Auditors, etc. are allowed to attend the AGM without the restriction on account of first-come-first-served basis.

4. The route map of the AGM is not annexed to this Notice considering that the AGM is being held through VC / OAVM.
5. Members who are shareholders as on the cut-off date i.e. Thursday, September 17, 2020 are eligible to vote through remote e-voting or e-voting during the AGM.
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, September 18, 2020 to Friday, September 25, 2020 (both days inclusive).

7. DISPATCH OF ANNUAL REPORT AND AGM NOTICE:

(a) Pursuant to the MCA Circulars and SEBI Circular dated May 12, 2020, the requirement of printing and sending of the

hard copies of the Annual Report along with AGM Notice to the members has been dispensed with and the same shall be sent through electronic means to the members whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent ('RTA') / Depository Participants (DPs). Also it is mandated on the part of the Company to give a general newspaper notice to the shareholders informing the following:

- a statement that the AGM will be held through electronic means i.e. VC / OAVM;
- the date and time of the AGM through electronic means i.e. VC / OAVM;
- availability of the AGM notice on the website of the Company and of the Stock Exchanges;
- manner of voting through remote e-voting or e-voting during the meeting;
- manner of registering the email address with the Company;
- manner of receiving dividend, if any, directly through ECS or any other means; and
- Any other matter as prescribed.

(b) In view of the aforesaid, the Company has duly given the newspaper notice in Divya Bhaskar, Gujarati newspaper published on August 28, 2020 having wide circulation in the district of Ahmedabad and Financial Express, English newspaper published on August 28, 2020 having wide circulation all over India informing the shareholders about the aforementioned information and also requesting to update or register their valid e-mail addresses with the Company or RTA of the Company in case shares are held in physical form or with Depository Participant in case shares are held in dematerialised form.

(c) Accordingly, the Annual Report and AGM Notice is being sent to the shareholders through electronic means and the same will be also available on the website of the Company at www.dbcorppltd.com, websites of the Stock Exchanges viz. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of Company's Registrar and Transfer Agent, KFin Technologies Private Limited ('KFintech') at <https://evoting.karvy.com>.

8. MEMBER'S PARTICIPATION AT AGM THROUGH VC / OAVM:

The Company has considered the time zones of different areas of the shareholders for holding the AGM through VC on September 25, 2020 at 11.30 a.m. (IST).

The Company has engaged the services of KFintech for holding the Annual General Meeting through VC and of the attendant enablers for conducting of the AGM through VC.

i. Attendance at the AGM:

Members will be provided with a facility to attend the AGM through VC at the platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com> by clicking 'AGM video conference of D. B. Corp Limited'.

Members are requested to follow the below procedure to attend the AGM through VC:

- (a) Launch internet browser (Google Chrome/ Firefox/ Internet Explorer) by typing the URL: <https://emeetings.kfintech.com>;
- (b) Enter the login credentials (i.e. User ID and password for E-voting);
- (c) Post login, click on the tab of 'AGM video conference of D. B. Corp Limited'; and
- (d) Then click on camera icon appearing against AGM event of D. B. Corp Limited to attend the Meeting.

ii. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.

iii. Members may join the AGM through Desktops, Laptops or Smart phones for better experience. Further, Members will be required to allow camera and to use internet with a good speed to avoid any disturbance during the Meeting. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.

iv. Please note that Participants connecting from Mobile Devices or through Laptop via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of technical glitches.

v. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first-come-first-served basis. Facility of joining AGM will be closed on expiry of 15 minutes from the scheduled time of the AGM. Up to 1000 members will be able to join the Meeting on a FIFO basis.

vi. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM are requested to write to the Company on or before Thursday, September 17, 2020 through email addressed to dbcs@dbc Corp.in. The same will be replied by the Company appropriately. Please note that, members' queries / questions will be responded to only if the shareholder continues to hold the shares as on the cut-off date i.e. Thursday, September 17, 2020.

vii. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' tab / 'post your queries' tab, as the case may be, available on the screen after log in.

The 'Speaker Registration' / 'post your queries' tab will be open on Monday, September 21, 2020 at 9.00 a.m. (IST) and will close on Tuesday, September 22, 2020 at 5.00 p.m. (IST). Only those members who are registered will be allowed to express their views or ask questions during the AGM. Alternatively, members may also write to the Company at dbcs@dbc Corp.in before 5.00 p.m. on September 23, 2020. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

viii. In case of any query and / or help in respect of attending AGM through VC / OAVM mode, Members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC / OAVM' user manual available at the download section of <https://evoting.karvy.com> or contact at dbcs@dbc Corp.in or Ms. C Shobha Anand, Deputy General Manager, KFin

Technologies Private Limited on Tel: +91 040 6716 2222 or Toll Free No.: 1800-345-4001 or send an E-mail request to shobha.anand@kfintech.com or evoting@kfintech.com for any further clarifications.

9. E-VOTING:

- a. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Secretarial Standards on General Meetings and Reg. 44 of the SEBI Listing Regulations, the Company is required to give the facility of voting through electronic means.

Accordingly, your Company is pleased to offer the e-voting facility before the AGM through remote e-voting and during the AGM to its shareholders. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility. A Member may avail of the facility at his/her/its discretion as per the instructions provided in the Notice.

- b. The remote e-voting period will commence on Monday, September 21, 2020 at 9.00 a.m. (IST) and ends on Thursday, September 24, 2020 at 5.00 p.m. (IST). During this period shareholders of the Company holding shares either in physical form or in dematerialised form as on the cut-off date i.e. Thursday, September 17, 2020 may cast their vote electronically in the manner and process set out hereunder. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

c. Instructions for Remote E-voting are as under:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and Password as mentioned in email). Your Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with KFintech for remote e-voting, you can use your existing user ID and Password for casting your vote.
- iii. After entering these details appropriately, click on 'LOGIN'.
- iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, E-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the 'EVENT' i.e. D. B. Corp Limited.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under 'FOR / AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially 'AGAINST' but the total number

in 'FOR / AGAINST' taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.

- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as 'ABSTAIN'.
- x. You may then cast your vote by selecting an appropriate option and click on 'Submit'.
- xi. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc. to attend the AGM through VC / OAVM and vote on its behalf together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at E-mail: pcs.buchassociates@gmail.com with a copy marked to evoting@kfintech.com and dbcs@dbcorp.in. The scanned image of the above mentioned documents should be in the naming format 'D. B. Corp Limited 24th AGM'.

d. Instructions for Members for e-voting during the AGM:

- i. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC / OAVM.
- ii. The e-Voting 'Thumb sign' appearing on the left hand corner of the video screen shall be activated upon instructions of the chairman during the AGM proceedings. Shareholders shall click on the same to take them to the 'instapoll' page. Click on the 'Instapoll' icon to reach the resolution page and follow the instructions to vote on the resolutions.
- iii. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The Members shall be guided on the process during the AGM.
- iv. Only those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

Procedure for registering the E-mail addresses and obtaining the AGM Notice, Annual Report and e-voting user ID and password by the members whose E-mail addresses are not registered with the Depositories (in case of Members holding shares in Demat form) or with RTA (in case of Members holding shares in physical form):

- i. Those Members who have not yet registered their

E-mail addresses are requested to get their E-mail addresses registered by following the procedure given below:

- a) Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.
 - b) Members holding shares in physical form may register their E-mail address and mobile number with Company's RTA by sending an E-mail request at einward.ris@kfintech.com along with signed scanned copy of the request letter providing the E-mail address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate.
- ii. To facilitate Members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangements with KFinTech for registration of E-mail addresses of the Members in terms of the MCA Circulars. Eligible members who have not submitted their E-mail address to the Depository Participant or KFinTech are required to provide their E-mail address to KFinTech, on or before 5:00 p.m. (IST) on Thursday, September 17, 2020 by following the procedure as under:
- a) Visit the link: https://ris.kfintech.com/email_registration/
 - b) Select the Company name viz. D. B. Corp Limited
 - c) Enter the DP ID & Client ID / Physical Folio Number
 - d) Enter the PAN details
 - e) Enter your E-mail address and Mobile Number
 - f) The system will then confirm the E-mail address for receiving this AGM Notice.
- iii. After successful registration of E-mail address, KFinTech will send by E-mail, the AGM Notice, Annual Report and e-voting user ID and password to the Members.

10. INSPECTION OF DOCUMENTS:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act, a certificate from the Auditors of the Company certifying that the Employee Stock Option Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolution/s passed by the shareholders at General Meeting/s and other relevant documents referred to in the Notice, if any, will be available electronically for inspection by the members during the AGM.

Every shareholder is eligible to inspect all the documents referred to in the Notice without any fee from the date of circulation of this Notice up to the date of AGM. For inspection, members may please write an email to dbcs@dbc Corp.in.

11. GENERAL GUIDANCE TO SHAREHOLDERS:

- (a) Members holding shares in electronic form may note that bank particulars registered against their respective Depository Accounts are used by the Company for payment of any dividend, whenever declared. The Company or its Registrar and Transfer Agents viz. KFin Technologies Private Limited ('RTA') cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such

changes are to be advised by the members only to the Depository Participant.

- (b) Members holding shares in electronic form are requested to intimate immediately about any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or RTA.
- (c) For any assistance regarding share transfers, transmissions, change of address or bank mandates, non-receipt of dividends, duplicate / missing share certificates and other related matters, the RTA of the Company may be contacted at the following address:

KFin Technologies Private Limited
Selenium Tower B, Plot No. 31 & 32, Financial District,
Nanakramguda, Serilingampally Mandal, Hyderabad,
Telangana - 500032
Tel. : 040 - 67161500 / 67162222 / 1800-345-4001
Fax : 040 - 23001153 / 23420814
Email: einward.ris@kfintech.com
- (d) Members holding shares in physical form are requested to advise any change of address and are also requested to submit their specimen signatures duly attested by their Bank immediately to the Company / RTA.
- (e) Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their DPs with whom they are maintaining their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Company / RTA along with the proof thereof.
- (f) Nomination Facility: As per the provisions of Section 72 of the Act, facility for making nomination is available to the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form SH-14. Members holding shares in physical form are requested to submit the forms to the Company / RTA. Members holding shares in dematerialised form are requested to submit their forms to their DPs.
- (g) Pursuant to the amendment in Regulation 40 of the SEBI Listing Regulations, SEBI has disallowed the transfer of shares in physical form with effect from April 1, 2019. Therefore members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate risks associated with physical shares and for ease in portfolio management. The said amendment is not applicable for the cases relating to transmission and transposition. Members holding multiple folios are requested to consolidate their holdings in the Company.
- (h) Updation of Members' Details: The format of the Register of Members prescribed by the Ministry of Corporate

Affairs under the Act requires the Company to record additional details of Members including their PAN details, email address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to submit the details to the Company and Members holding shares in electronic form are requested to submit the same to their respective DPs.

- (i) **Green Initiative:** To support the 'Green Initiative', the Members who have not yet registered their e-mail addresses are requested to register the same with the RTA / DPs. Members who want to receive hard copies of all the communication have to make a specific request to the Company by sending a scanned copy of a signed letter in this regard to the RTA at einward.ris@kfintech.com or the Company at dbcs@dbc corp.in. Members may note that this Notice and the Annual Report 2019-20 will also be available on the website of the Company viz. www.dbcorppltd.com.

12. Pursuant to the provisions of Regulations 26(4) and 36(3) of the SEBI Listing Regulations and the Secretarial Standard-2 on 'General Meetings' issued by The Institute of Company Secretaries of India, a brief note on the background and the functional expertise of the Director/s of the Company seeking re-appointment along with details of other Directorships, memberships / chairmanships of Board Committees, shareholding, relationships amongst Directors inter-se, remuneration and other prescribed details are set out in the Explanatory Statement annexed to this Notice.

13. **TRANSFER OF UNCLAIMED / UNPAID AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND:**

The Members are requested to note that pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), as amended from time to time, all dividends remaining unclaimed / unpaid for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company are liable to be transferred to the Investor Education and Protection Fund ('IEPF').

Further, as per Section 124(6) of the Act read with the IEPF Rules, as amended from time to time, the shares in respect of which such dividend has remained unpaid / unclaimed for seven consecutive years or more, are also liable to be transferred to IEPF Suspense Account.

Hence, Members are requested to claim their dividend/s within the stipulated timeline. They are requested to correspond with the RTA at aforementioned co-ordinates or the Company Secretary at Corporate Office of the Company.

Pursuant to Rule 5(8) of the IEPF Rules as amended upto date, the Company has uploaded the information in respect of the unclaimed dividends, as on March 31, 2019 on the website of IEPF viz. www.iepf.gov.in and on the website of the Company viz. www.dbcorppltd.com. Members may refer the same for information pertaining to their unclaimed dividends.

Further, the Company has also uploaded the information in respect of the shareholders whose shares were due for transfer to the IEPF Suspense Account and whose shares have already been transferred to IEPF on their respective due dates on its website www.dbcorppltd.com.

The Company has been sending notice/s to all such Members whose dividends are lying unclaimed against their name for seven consecutive years or more and in view of which their shares are liable to be transferred to IEPF by the Company. Hence such Members are requested to immediately claim their unclaimed dividend amount from the Company / RTA. In case the dividends are not claimed by the Members, necessary action will be initiated by the Company on due date/s to transfer such shares to IEPF in the prescribed manner.

The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form IEPF-5 available on its website viz. www.iepf.gov.in. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

The following table provides the due dates for the transfer of unpaid / unclaimed dividend by the Company as on March 31, 2020:

Unclaimed Dividend	Date of declaration of Dividend	Due date for Transfer
Final Dividend 2012-13	July 24, 2013	August 29, 2020
Interim Dividend 2013-14	January 16, 2014	February 21, 2021
Final Dividend 2013-14	July 24, 2014	August 29, 2021
Interim Dividend 2014-15	January 15, 2015	February 20, 2022
Final Dividend 2014-15	August 6, 2015	September 11, 2022
Interim Dividend 2015-16	January 22, 2016	February 27, 2023
One-Time Special Dividend 2015 -16	March 10, 2016	April 15, 2023
Final Dividend 2015-16	August 17, 2016	September 22, 2023
Interim Dividend 2016-17	January 19, 2017	February 24, 2024
Final Dividend 2017-18	September 11, 2018	October 17, 2025
Interim Dividend 2018-19	January 23, 2019	February 28, 2026
Second Interim Dividend 2018-19	May 16, 2019	June 21, 2026
Interim Dividend 2019-20	October 16, 2019	November 21, 2026
Second Interim Dividend 2019 -20	January 23, 2020	February 28, 2027

By order of the Board of Directors
For **D. B. Corp Limited**

Place: Mumbai
Date: August 13, 2020

Anita Gokhale
Company Secretary
Membership No.: F4836

Registered Office: Plot No. 280, Sarkhej-Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad, Gujarat - 380 051.
CIN: L22210GJ1995PLC047208 **Website:** www.dbcorppltd.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
WITH RESPECT TO SPECIAL BUSINESS

Item No. 3:

Pursuant to Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, ('said statutory provisions') the Company is required to have the audit of cost accounting records of its Radio Division by a Cost Accountant in Practice and remuneration payable to the Cost Auditor shall be duly recommended by the Audit Committee to the Board of Directors for its consideration and approval. Also, the remuneration payable to the Cost Auditor will be subject to ratification by the Members.

In view of the aforesaid statutory provisions Board of Directors, on the recommendation of the Audit Committee at its meeting held on June 23, 2020, has considered and approved the appointment of M/s. K. G. Goyal & Associates (Firm Registration No. 000024) as the Cost Auditor of the Company to conduct the audit of its cost records in relation to its Radio Division for the financial year 2020-21 at remuneration detailed below:

Name of the Cost Auditor	Financial Year	Audit Fees
M/s. K. G. Goyal & Associates	2020-21	Rs. 25,000/- plus taxes and out of pocket expenses at actuals

Accordingly consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2020-21.

None of the Directors and Key Managerial Personnel or their relatives is, in any way, concerned or interested financially or otherwise in the Resolution set out at item No. 3 of the Notice.

The Board recommends the said **Ordinary Resolution** for ratification by the Members.

By order of the Board of Directors
For **D. B. Corp Limited**

Place: Mumbai
Date: August 13, 2020

Anita Gokhale
Company Secretary
Membership No.: F4836

Registered Office: Plot No. 280, Sarkhej-Gandhinagar Highway, Near YMCA Club,
Makarba, Ahmedabad, Gujarat - 380 051 **CIN:** L22210GJ1995PLC047208 **Website:** www.dbcorpltd.com

Details of Director seeking Re-appointment at the forthcoming AGM of the Company

[Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India]

Name of the Director	Mr. Pawan Agarwal
Designation	Dy. Managing Director
DIN	00465092
Date of Birth / Age	July 31, 1974 / 46 years
Date of original appointment	December 10, 2005
Terms and conditions of appointment	To be re-appointed as Dy. Managing Director without any change in the remuneration already approved by the Members at the time of his original appointment and liable to retire by rotation.
Areas of Expertise	He has been on the Board since December 2005. He holds a B.A. degree in Industrial Engineering from Purdue University, USA and has also attended a programme on Leadership's Best Practices at Harvard University. He heads production and the information technology department along with the radio and DB Digital Business within the Group. He has been awarded by the Prime Minister for his contribution to Indian language journalism and also by Enterprise Asia as one of the outstanding entrepreneurs of Asia Pacific, 2010.
Educational Qualifications	B. A. Degree in Industrial Engineering
Companies in which he holds Directorship as on March 31, 2020	1. Regency Agro Products Private Limited; 2. I Media Corp Limited; 3. India Interactive Technologies Limited; 4. D B Power Limited; 5. DB Power (Chhattisgarh) Limited; 6. DB Power (Madhya Pradesh) Limited 7. Bhaskar News Media Limited; 8. Delight Minings Private Limited; 9. Dynamic Infraventure Private Limited; 10. Diligent Power Private Limited; 11. D B Microfinance Private Limited; 12. Bhaskar Industries Private Limited; 13. Writers And Publishers Private Limited; 14. Decore Thermal Power Private Limited; 15. DB Consolidated Private Limited; and 16. Digital News Publishers Association

Other listed Companies in which he holds Directorship as on March 31, 2020	Nil
Membership / Chairmanship of Board Committees as on March 31, 2020	<p>D. B. Corp Limited:</p> <ol style="list-style-type: none"> Stakeholders Relationship Committee Member Risk Management Committee Member Corporate Social Responsibility Committee Member Compensation Committee Member Executive Committee Member <p>D B Power Limited:</p> <ol style="list-style-type: none"> Corporate Social Responsibility Committee Chairperson Nomination and Remuneration Committee Chairperson <p>Diligent Power Private Limited:</p> <p>Corporate Social Responsibility Committee Chairperson</p> <p>Bhaskar Industries Private Limited:</p> <p>Corporate Social Responsibility Committee Chairperson</p> <p>Writers And Publishers Private Limited:</p> <p>Corporate Social Responsibility Committee Chairperson</p>
Shareholding	78,95,513 Equity Shares
Relationship with other Directors and KMPs	Mr. Pawan Agarwal is the son of (Late) Mr. Ramesh Chandra Agarwal and brother of Mr. Sudhir Agarwal and Mr. Girish Agarwal. Except the aforesaid, none of the other Directors or KMPs is related to Mr. Pawan Agarwal.
No. of Board Meetings attended during FY 2019-20	4 out of 4
Remuneration last drawn	Rs. 1,00,00,000/- (Rs. One Crore for FY 2019-20). [Please refer remuneration details in Annexure C to the Board's Report - Extract of Annual Return]
Remuneration to be paid	As per existing approved terms and conditions.

D. B. CORP LIMITED

CIN: L22210GJ1995PLC047208

Regd. Office: Plot No. 280, Sarkhej - Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad, Gujarat - 380 051.
Telephone: 022 7157 7000 | **Website:** www.dbcorpltd.com | **E-mail:** dbcs@dbcorp.in

Dispatch of Annual Report and other documents through Electronic mode

Dear Members,

As you may be aware that the Companies Act, 2013 ('Act') supports 'Green Initiative in Corporate Governance' by recognising paperless compliances by companies through electronic mode. Under the Act, companies can now send documents and other notices to shareholders through electronic mode.

In the spirit of the same, the Annual Report for the financial year ended March 31, 2020 and the Notice convening the 24th AGM is being sent in electronic mode to all the shareholders who have registered their e-mail address with the Depositories / Company. The said Annual Report along with the Notice is also available on the Company's website www.dbcorpltd.com.

To all those Members who have not yet registered their e-mail addresses, we once again appeal to register the same and opt for electronic delivery and contribute your small share to the noble cause of 'Green Initiative'.

If you wish to receive shareholders' communications through electronic mode, please fill the details in the form given overleaf and send it to the Company's Registrar and Share Transfer Agents viz. KFin Technologies Pvt. Ltd., Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana 500032, India or alternatively on email einward.ris@kfintech.com or by way of email to dbcs@dbcorp.in.

We are sure that you would appreciate the 'Green Initiative' and your Company's desire to participate in such initiatives.

For **D. B. Corp Limited**

Place: Mumbai
Date: August 13, 2020

Anita Gokhale
Company Secretary
Membership No.: F4836

✂

✂

D. B. CORP LIMITED

CIN: L22210GJ1995PLC047208

Regd. Office: Plot No. 280, Sarkhej - Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad, Gujarat - 380 051.
Telephone: 022 7157 7000 | **Website:** www.dbcorpltd.com | **E-mail:** dbcs@dbcorp.in

E-COMMUNICATION REGISTRATION FORM

Folio No. / DP ID & Client ID :

Name of First Registered Holder :

Name of Joint Holder(s) :

Registered Address :

E-mail ID (to be registered) :

I / We, Members of D. B. Corp Limited, agree to receive all communication from the Company in electronic mode. Please register my above mentioned e-mail address in your records for sending communication through e-mail to

Date:

Signature:.....

(First Holder)

Notes:

1. On registration, all the communication will be sent to the e-mail address registered for the Folio.
2. Members are requested to keep the Company / Depository Participants informed as and when there is any change in the e-mail address.



DB Corp Ltd

PROWESS. PRUDENCE. PERSEVERANCE.



ANNUAL REPORT

2019-20



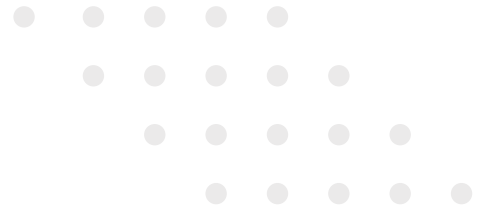
At D.B. Corp Ltd., we have risen above the challenges of the pandemic.

From taking care of the safety of our vendor network, to going inside the COVID ward for on-ground reporting.

From ensuring that our newspapers reach our readers, to climbing back to 85% circulation within two months of the lockdown.

From devising innovative solutions to help our clients drive performance, to enhancing cost efficiency and investments to gain competitive edge.





This is how we work. WITH PROWESS. PRUDENCE. PERSEVERANCE.

These very same traits have helped us to attain leadership position.



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Our Cultural Ethos



The cover depicts images that represent the Company's business segments, with the monochromatic colour reflecting depth and edge. The vibrant graphic, against which these images are juxtaposed, symbolise the strong position of the Company in a dynamic operating environment; a position secured through prowess, prudence and perseverance.

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To get this report online, log on to www.dbcorpltd.com

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The Pillars of our Leadership

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About D. B. Corp Ltd.



D. B. Corp Ltd. is India's largest and a diversified Media Group. We enjoy a dominant position across major markets, states and languages.



Our Cultural Ethos



Vision

To be the largest and most admired Indian language media brand enabling socio-economic change.

Values

Trendsetter

We strive to differentiate in terms of format, content and policies that proactively incentivise risk-taking abilities and push the boundaries of our journalistic passion.

Analytical

The Group follows a logical and data-driven approach in all its endeavours.

Result-oriented

We have a clear focus on goals. We are metrics-driven in our reader connect, business operations and in our measurement of stakeholders' satisfaction. This result-orientation is an important part of our everyday work ethos.

Connected

We strive to establish a strong ground connect with national and international developments across sectors to capture the latest trends. Our finger is always on the pulse of our readers, customers, channel partners and employees. Establishing a culture of respect and recognition with internal and external stakeholders is of critical importance to us.

An Expanding Business Portfolio

Consumption needs have changed, and so have we. We have evolved – from being Local to National; from one language to three languages; from a single edition to 65; and from Print to Radio, Digital and Mobile platforms. This has enabled us to harness the increasing growth opportunities in India's Tier II & Tier III markets.

Our well-entrenched product portfolio, audience-centric model and cutting-edge content have led us to establish ourselves as leaders in these high economic growth markets.

PRINT

5

Newspapers



12

States

65 Editions | 211 Sub-editions | 3 Languages

Magazines & Supplements

Aha! Zindagi | Bal Bhaskar | Young Bhaskar | Madhurima | Navrang | Kalash | Dharmdarshan | Rasik | Lakshya

RADIO

30

Radio Stations

7

States



DIGITAL

8

Portals

dainikbhaskar.com | divyabhaskar.com | divyamarathi.com | jeevanmantra.in | homeonline.com | bollywoodbhaskar.com | moneybhaskar.com | bhaskareducation.com



Dainik Bhaskar & Divya Bhaskar are the fastest growing Apps in the Indian news space

4

Mobile apps



(Source: ComScore)

KEY FACTS

~2,300
Journalists

53
Printing facilities - Highest
in the Indian newspaper
industry

~54.51 lakh
Copies
(Source: ABC JD'19 | Main + Variant)

6.63 crore
Readership
(Source: IRS 2019 Q4, TR | Main + Variant)

49%
of Urban India
population addressed
(Source: Indicus Market Skyline, 2015)

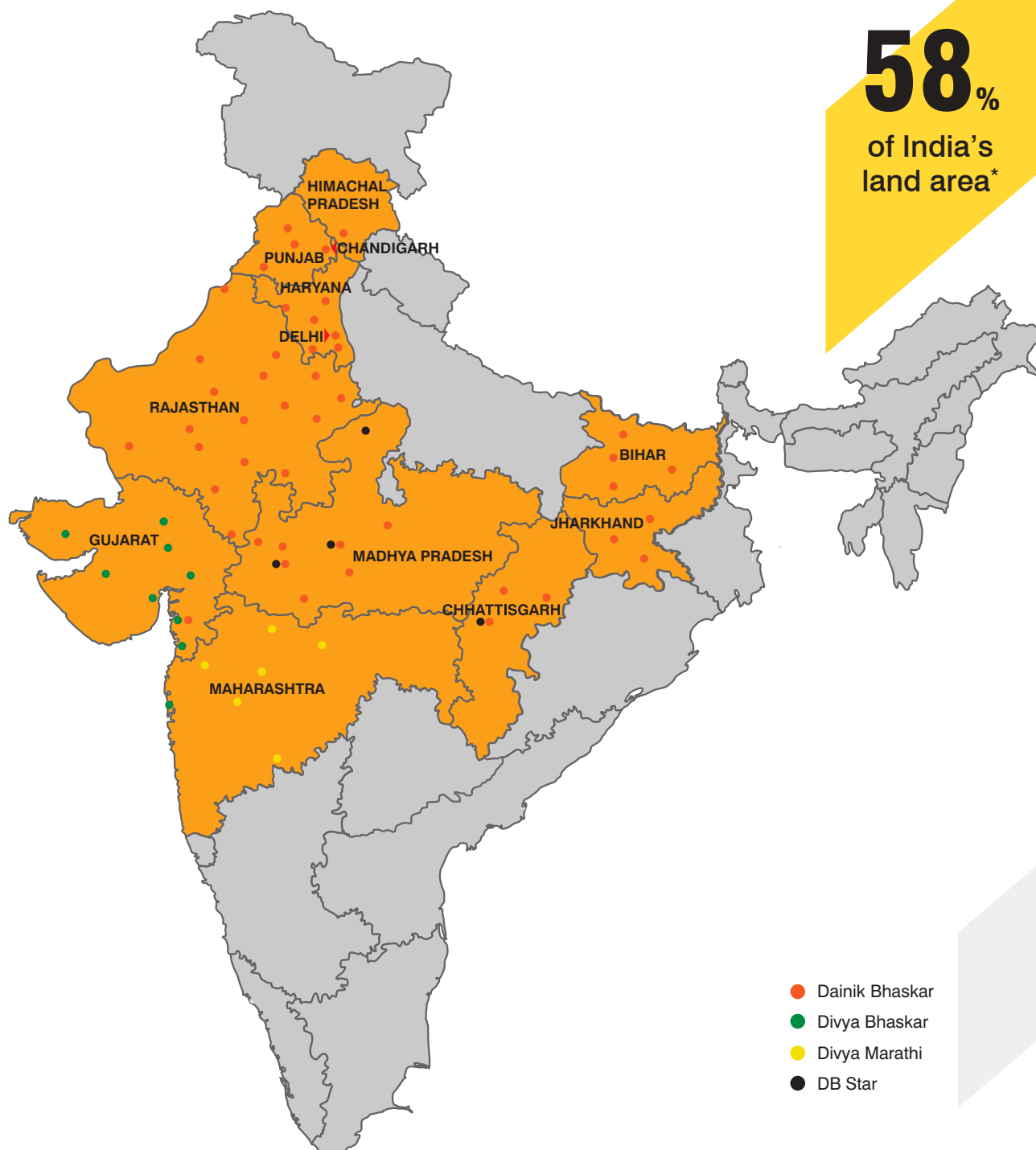
51%
of Consumer
market size
(Source: Indicus Market Skyline, 2015)



GEOGRAPHICAL PRESENCE

Our ability to understand and interpret the transforming consumer aspirations spans diverse markets across India. We offer differentiated offerings that resonate with the needs of our audiences.

58%
of India's
land area*



*(Source: Indic market skyline 2015)
Map not to scale. For illustrative purposes only.

Message from the Managing Director





It is aptly said that great necessities call out great virtues to overcome tough times. The world today is grappling with unprecedented challenges. It is at times like these that we are even more thankful for the values and vision of our Late Chairman Shri Ramesh Chandra Ji Agarwal. As an organisation, we draw immense strength from the qualities of prowess, prudence and perseverance imbued by him and believe that these attributes will particularly prove valuable for navigating the uncertain times ahead.

The COVID-19 pandemic and the ensuing lockdown in several countries summed up what has been one of the most challenging periods for the global and Indian economy. India's protracted economic slowdown also led to an overall reduction in the advertising revenues available to the advertising industry. In the backdrop of this, we are happy to report that D. B. Corp Ltd. has risen to the challenges and made significant gains to maintain its position as India's largest and most widely circulated newspaper group [Audit Bureau of Circulations (ABC), July-December 2019].

The Newspaper Business – Growing from strength to strength

Editorial Strategy

Our efforts in recent years have been to unify our editorial philosophy while ensuring that we remain connected to the roots of the markets in which we operate. To this end, we embed reader-centricity through our approach of 'Kendra Mein Pathak' (Reader at the core) and drive knowledge by pursuing the theme of 'Har Zaroori Khabar Mein Hoga Aapke Kaam Ka Knowledge' (news carrying knowledge you can use). Our editorial philosophy has helped us to not only meet our readers' expectations but go beyond and create a deeper connect with our audiences.

Our unwavering endeavour to augment our audience connect through innovative initiatives is reaping the desired results. As per the Indian Readership Survey (IRS 2019, Q4) results, Dainik Bhaskar Group is the largest newspaper group of India. Further, Dainik Bhaskar has not only maintained its dominant position but has also achieved a significant lead over competition in most of the markets. In Rajasthan, Dainik Bhaskar has become the No.1 newspaper across all metrics i.e., in terms of readership as per IRS 2019 Q4 data as well as circulation as per ABC (July-December 2019) data.

As per the Indian Readership Survey (IRS) 2019 Q4 Report, Dainik Bhaskar Group is the largest newspaper group of India. Further, Dainik Bhaskar has not only maintained its dominant position but has also achieved a significant lead over competition in most of the markets.



I am also pleased to share that, underpinned by our prowess, prudence and perseverance, the Dainik Bhaskar Group stands as the torchbearer of readership growth. Over the past two years, we have added 74.51 lakh total readers, which translates into a growth of 12.66%, majorly in our legacy markets of Madhya Pradesh, Chhattisgarh, Rajasthan, Haryana, Punjab, Gujarat and in the relatively new market of Bihar.

Circulation Strategy

Even as new mediums of information increasingly emerge, our editorial philosophy has ensured that we stay relevant to our readers. The Dainik Bhaskar Group continues to strive harder as it attains new milestones in circulation, underscoring the success of a focussed circulation strategy. This has helped the Group earn many laurels, the most heartening being Dainik Bhaskar featuring amongst the 'World's Top 3 Most Circulated Newspapers' in 2019, as per WAN IFRA's World Press Trends 2019. Dainik Bhaskar is the only newspaper from India to have featured in top 3 global newspapers.

As per the recent ABC Report for the period July-December 2019, Dainik Bhaskar Group continues to remain as the 'Highest Circulated Newspaper Group in India' with 54.41 lakh copies. This resilient position has been achieved



by demonstrating consistent growth and market share gain in many of the key markets. In Rajasthan, for example, with 16.44 lakh copies and a notable lead, Dainik Bhaskar attained the leadership position [Source: ABC (July-December 2019) data]. In the newer market of Bihar, we are strengthening our market position and have become the clear No. 2 player in overall Bihar as well as in key urban cities of the state, all achieved in a short span of time. In Gujarat, we have gained market share, while maintaining dominant position in Madhya Pradesh and Chandigarh-Punjab-Haryana (CPH).

The Radio Business – Creating new avenues

In the Radio Business, D. B. Corp Ltd. continues to be the largest player in Rest of Maharashtra and maintains leadership position in Chandigarh, Haryana Punjab, Rajasthan, Madhya Pradesh and Chhattisgarh. MY FM has been strategically aimed at Tier II and Tier III radio networks, as these markets are fuelling the growth of the Indian economy and are potential strong growth engines for the Dainik Bhaskar Group as well. We are committed to provide enhanced listener experience through our deeply entrenched customer-centric approach. With our brand philosophy of 'Aaj Kuch Achcha Sunte Hain' (Let's listen to something cheerful today), MY FM has been at the forefront championing its vision to inform, entertain and enlighten the communities we are part of, with a participative approach of progressive and positive inputs.

The Digital Business – Complementing our print strategy

We are using our print media expertise and experience to offer our audiences rich, quality-led content in the digital format. We intensified our focus on strengthening our loyal user base by revamping our direct properties including our apps and websites on Android and iOS devices. Seeing the potential in online to complement our traditional business, our technology infrastructure has been completely revamped to enable a high level of data analysis, experimentation and personalisation. We continue to focus on technology for continuous product optimisation to enable long-term growth and monetisation strategy. In this digital era, there is an immense opportunity for our online offerings and we are geared to leverage the same on the back of our customer-centric approach.

Our Financial Performance

Cost Rationalisation Measures

Committed to continuous improvement, after another year of good performance in FY 2018-19, we had embarked on

a cost rationalisation drive. Of course, we never anticipated a global pandemic, but nonetheless, these measures have borne fruit. Automation drives, consistent investment in upgrading our assets and a firm control on expenses have not only reined-in our overall costs but have also helped us become a leaner and fitter organisation. Coupled with the fact that newsprint prices continued a downward trajectory during the past fiscal, our laser-like focus on costs was a bonus for securing profitability.

Strengthening our Balance Sheet

Our debt-free balance sheet provides financial robustness, and we are happy to report that this year too, we are well-placed to face future challenges. The Company continues to generate free cash flows that not only puts it in a strong position, but also provides great confidence to our teams as they are able to see the results of their efforts.

Financial Performance

For FY 2019-20, our Company reported a PAT of ₹ 2,750 million (after considering forex loss of ₹ 116 million) with a PAT margin of 12%. EBIDTA for the year stood at ₹ 4,940 million, resulting in an EBITDA margin of 22%.

Rewarding our Shareholders

Being a positive cash generating Company, our ethos has always been to ensure that we return surplus funds to our shareholders. Over the past many years, we have returned

With our brand philosophy of 'Aaj Kuch Achcha Sunte Hain' (Let's listen to something cheerful today), MY FM has been at the forefront championing its vision to inform, entertain and enlighten the communities we are part of, with a participative approach of progressive and positive inputs.





Our three-pronged strategy of safeguarding the safety of our stakeholders, ensuring that our newspaper reaches our readers every morning and helping businesses advertise through innovation has earned us strong praise from our readers and advertisers alike.



almost two-thirds of our profits to shareholders as dividend. This year, too, we have already declared 100% dividend i.e., ₹ 10 per share on face value of Rs 10 per share as dividend, which works out to 77% pay-out (including dividend tax) of our net profit.

COVID-19 – A global pandemic with local reverberations

Impact on our Business

The declaration of the nationwide lockdown resulted in a sudden fall in newspaper circulation, mainly due to shutting down of cash sale counters like railway stations, bus depots and book stalls. The circulation of copies in offices and shops was also impacted during this period. However, residential societies, apartments and families continued to consume newspapers with minor impact. With dedicated awareness campaigns by experts to clear the myth that newspaper carry virus, circulation has largely recovered in April-June 2020 to around 80-85% level and is expected to reach normalcy once complete lockdown is lifted. The upside was that as people were confined to their homes, they spent a greater amount of time reading newspapers, as indicated by market research. We are hopeful that this habit of readers will continue and prove beneficial to our industry.

We take pride in informing you that we continued the operations of our newspapers without any interruption for all our 65 editions, across states. We especially appreciate the

efforts put in by the production, editorial, sales and other team members for ensuring continuity of operations, both on the production as well as distribution side. While some of us were able to work from home, newspaper reporting, publishing, printing and distribution required our staff to be out in the field and our teams delivered consistently during this challenging time.

Our three-pronged strategy of safeguarding the safety of our stakeholders, ensuring that our newspaper reaches our readers every morning and helping businesses advertise through innovation has earned us strong praise from our readers and advertisers alike.

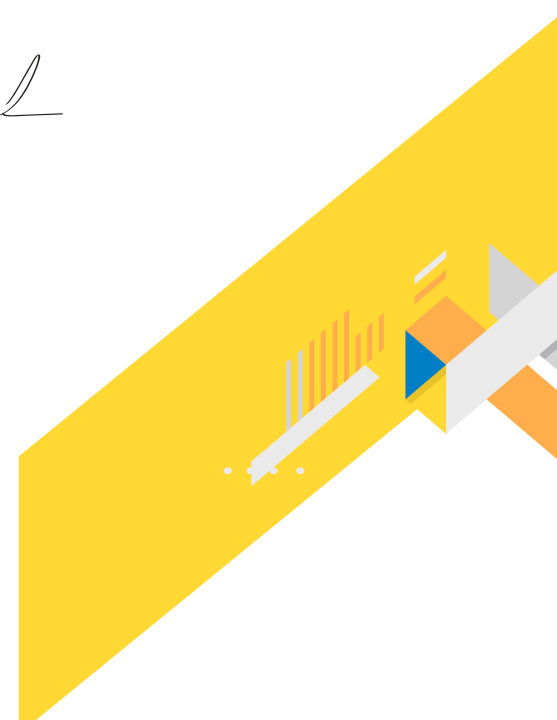
The Way Forward

While human spirit and science will eventually win the fight against the pandemic, we are finding ourselves facing a different world till normalcy returns. During these times, we have strengthened our resolve to ensure that we capitalise on every available opportunity while keeping our readers at the centre of all our efforts. We are confident that our approach of working for our stakeholders, with our stakeholders will ensure that we progress together.

Let me take this opportunity to thank our Board of Directors, Stakeholders for the encouragement and unstinted support and to our team for their untiring efforts to drive this company to greater heights.

Best Regards,

Sudhir Agarwal



Board of Directors



1

1 SUDHIR AGARWAL

Managing Director

Mr. Sudhir Agarwal has close to 29 years of experience in the publishing and newspaper business and has been a part of the organisation for the same number of years. He is responsible for its long-term vision, business planning and performance monitoring. His dynamic leadership and clear vision led the Company to encompass multiple states, three languages and a pan-India presence. Under his supervision, the Company's door-to-door contact launch process has helped its newspapers become No.1 from day one. His aggressive management qualities have led analysts and investors to consider the Company as one of the fastest growing Media Group of India.

2 GIRISH AGARWAL

Non-Executive Director

Mr. Girish Agarwal has been on the Board since October 1995 and has approximately 25 years of experience. He heads the marketing and related operations of the Group. He is also an active member of the INS and holds the distinction of being its youngest Chairman in Madhya Pradesh. He has been awarded 'Entrepreneur of the Year' by Ernst & Young in 2006 and 'Outstanding Entrepreneur' at the Asia Pacific Entrepreneurship Awards (APEA) in 2016. Under his leadership, Divya Bhaskar, the Group's Gujarati daily has won the 'Best in Print' (Bronze) award at the IFRA Asia Pacific Awards. Divya Bhaskar is the only Indian Language newspaper in India to have won this award.



2



3

3 PAWAN AGARWAL

Deputy Managing Director

Mr. Pawan Agarwal has been on the Board since December 2005. He holds a B.A. degree in Industrial Engineering from Purdue University, USA and has also attended a programme on Leadership's Best Practices at Harvard University. He heads production and the information technology department along with the radio and DB Digital Business within the Group. He has been awarded by the Prime Minister of India for his contribution to Indian language journalism and also by Enterprise Asia as one of the outstanding entrepreneurs of Asia Pacific, 2010.

4 PIYUSH PANDEY

Non-Executive Independent Director

Mr. Piyush Pandey (65 years) has been on the Board of the Company since November 2007. He has over 37 years of experience in advertising - all with Ogilvy and Mather (O&M), India. In addition to his current role as Executive Chairman of O&M India, he was also made the Worldwide Chief Creative Officer of Ogilvy in January 2019. He is the only Indian to have won three Grand Prizes at the London International Advertising Awards. He was awarded the Clio Lifetime Achievement Award in 2012 and the Lion of St. Mark at the International Festival of Creativity at Cannes 2018 - the first Asian to be given this recognition. In 2016, he was awarded the Padma Shri in recognition of his distinguished service in the field of advertising and communication. He was the first Indian to be awarded a Padma Shri in this field. He published his first book 'Pandeymonium' in 2015.



4



5 HARISH BIJOOR
Non-Executive Independent Director

Mr. Harish Bijoor has been on the Board of the Company since November 2007. He started his career with Hindustan Lever Limited (formerly known as Brooke Bond Lipton India Limited). Currently, he is a brand-thinker and practitioner operating out of Bengaluru, India. He runs a unique boutique consulting outfit branded 'Harish Bijoor Consults Inc.'. He has spent his career across the aggressive realms of FMCG, Telecom and Consumer Durables. He has also served at Zip Telecom Limited and Tata Coffee Limited in varied roles in the senior management. He is an active member of different coffee forums including the Coffee Board of India. Besides, he was an active member of the subcommittee on plantations of the Planning Commission.

6 ANUPRIYA ACHARYA
Non-Executive Independent Director

Anupriya Acharya, CEO, Publicis Groupe South Asia is an eminent media and advertising professional with 25 years of experience across India and Singapore. She joined Publicis Group in 2013 as Group CEO of Zenith Optimedia and then went on to lead Publicis Media India from 2016. Prior to Publicis, she has held senior leadership positions with WPP in India and Aegis Media Singapore.

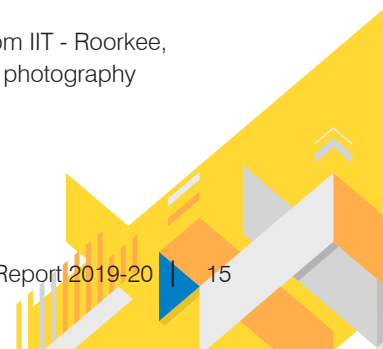
She is on the Jury of key industry awards, actively involved with AAAI and other industry bodies. She has been felicitated by Forbes India as 'W-Power'

7 ASHWANI SINGHAL
Non-Executive Independent Director

Mr. Ashwani Kumar Singhal has been on the Board of the Company since November 2007. He has over 32 years of experience in non-ferrous metallurgical industry. He is currently handling the global sourcing of raw materials for his business of manufacturing Aluminium Deox for Steel Industry and Aluminium Powder for Noble Ferro Alloys Production Process. He is the founder-director of 'The Metal Recycling Association of India' and has served as the District Chairperson - Innovation of The International Association of Lions Clubs District 3231 A3 Mumbai India 2018-19.

Trailblazer 2018 and featured in Fortune India's list of Top 50 "Most Powerful Women in Business" consecutively in 2018 and 2019. She has also featured amongst the Top 10 on Impact's list of '50 Most Influential Women in Advertising, Media and Marketing Industry" in 2018 and 2019.

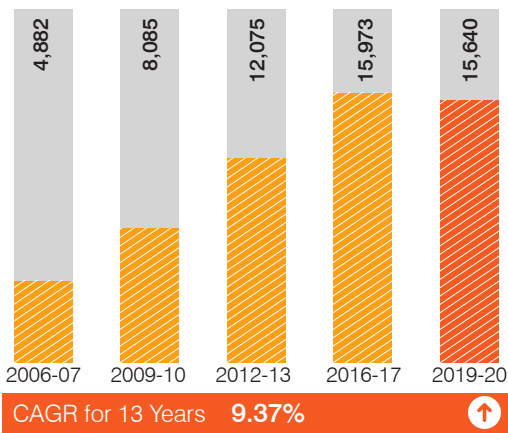
A Post Graduate in Chemistry from IIT - Roorkee, her interests are adventure trips, photography and interior designing.



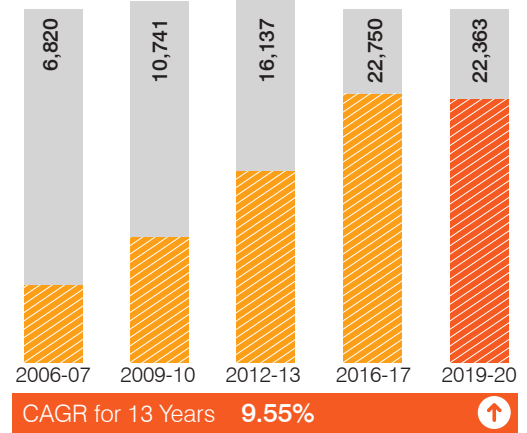
Enhancing Value for our Investors and Stakeholders

By managing our Company with an unwavering concentration on the three pillars that uphold our leadership, we once again delivered superior results. In the face of a challenging external environment, this sustained performance demonstrates the strength of our business model.

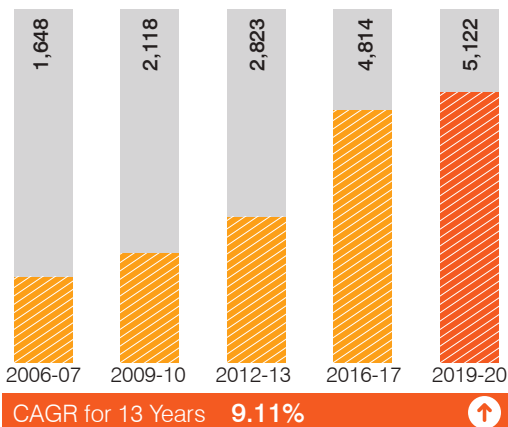
Advertisement Revenue (₹ Mn)



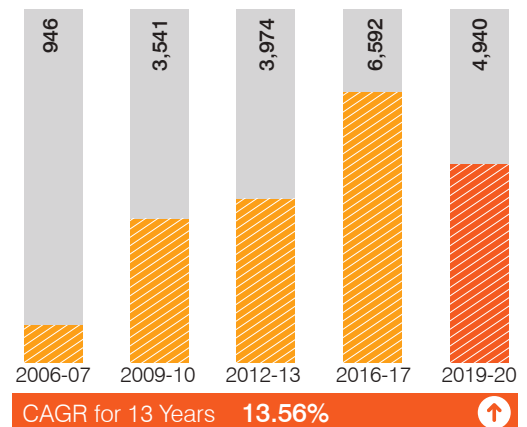
Total Revenue (₹ Mn)



Circulation Revenue (₹ Mn)

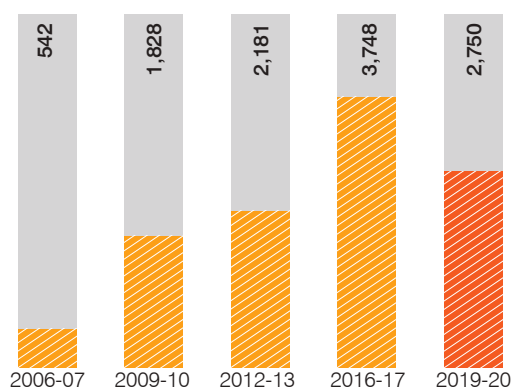


EBIDTA (₹ Mn)





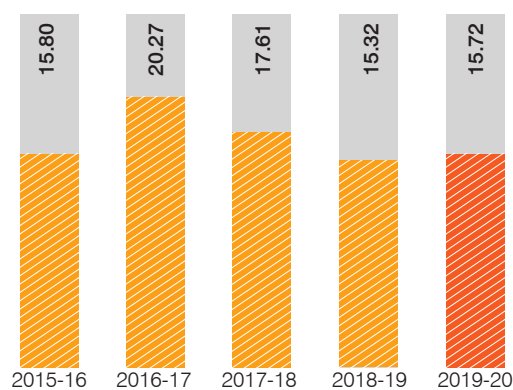
PAT (₹ Mn)



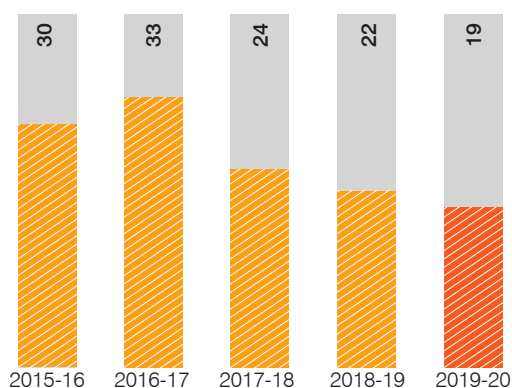
CAGR for 13 Years **13.31%**



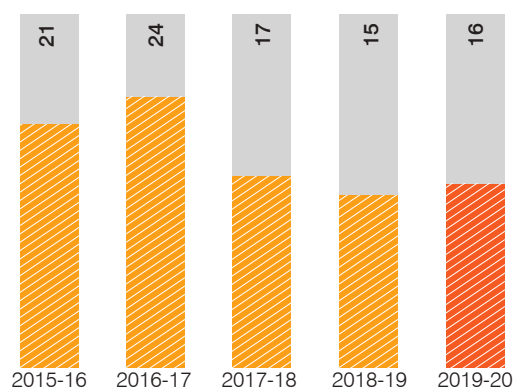
EPS (₹)



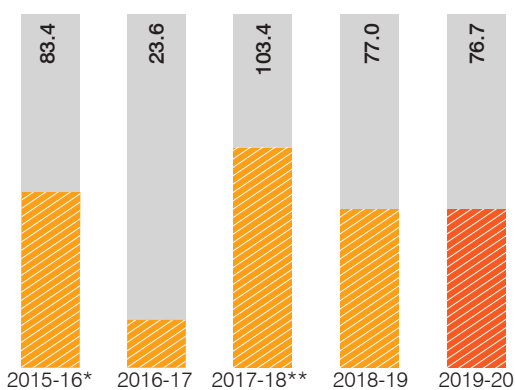
ROCE (%)



RONW (%)



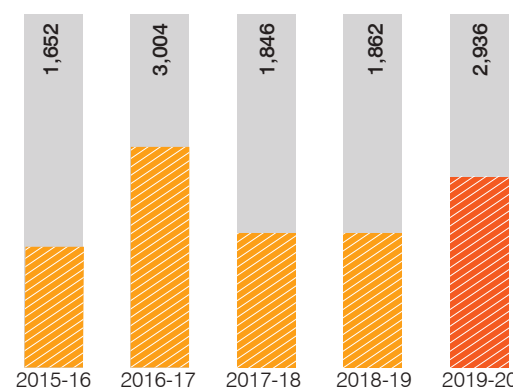
Dividend Payout (%)



* Includes special dividend

** Includes buyback done in Aug'18

Free Cash Flow (₹ Mn)



CAGR for 5 Years **12.19%**



Operational Highlights

PRINT PRODUCTION



- Commissioned solar photovoltaic plants at Jaipur and Ahmedabad, resulting in **3,92,890 kWh units** and **1,43,161 kWh units of solar generation** at these facilities respectively
- Conducted energy audit at 11 print locations and implemented various energy-efficiency measures resulting in **savings of 15,14,407 kWh units**
- Optimised ink utilisation** by creating hub centres at major locations
- Introduced **automated picture correction software** across all locations and editions to drive faster processes
- Automated production MIS systems** leading to optimisation of manpower
- Created a **dashboard for the real-time monitoring of press health status** to achieve minimum down time and enhance print quality standards across all print locations

EDITORIAL



- Delivered **insightful content for the Lok Sabha election** which included: a dedicated daily page for 40 consequent days; **'Bharat Yatra Ground Reporting'** wherein a dedicated team of ten reporters covered all Lok Sabha seats over a span of 45 days
- Published six **special pages on the landmark Ayodhya verdict**; also demonstrated editorial prowess by **simplistically explaining 1,045 pages of verdict in a single page**
- Leveraged our wide **international network to bring live ground report on coronavirus pandemic from US, China, Italy, and Pakistan and 11 other countries**
- Divya Bhaskar and Divya Marathi conducted **Night Walk for women in Gujarat and Maharashtra**. The Night Walk **gave women the confidence to walk streets freely and fearlessly at night**
- Brought to light many ground-breaking stories at the state-level**, including the practice of female foeticide; fake staff in government departments; and child trafficking, among others
- Special content initiative was undertaken on Mother's Day and Father's Day** to create an emotional connect with the readers



DIGITAL



- Dainik Bhaskar and Divya Bhaskar are among the fastest-growing Hindi and Gujarati news apps with one of the highest levels of retention and engagement across the industry*
- Dainik Bhaskar app (Hindi news) registered 4.50 million active monthly users as of June 2020, as against 1.53 million active monthly users in December 2019*
- Divya Bhaskar app (Gujarati news) registered 1.28 million active monthly users as of June 2020, as against 0.48 million active monthly users in December 2019*

*(Source: ComScore)



RADIO



- Revamped the brand jingle ‘Chalo Aaj Kuch Achcha Sunte Hain’ to provide a fresh outlook on the brand promise
- Launched unique concepts such as ‘Fun Mein Hai Vishwas’, a capsule-based concept providing comedy
- ‘Bina Mile Saath Lade’ programme was initiated by MY FM across all its stations to build awareness about the ongoing global pandemic
- Launched ‘MY FM Chota RJ’ – a kids’ special RJ hunt and ‘Balle Balle in London’ – a contest to encash the ensuing cricket season as part of audience engagement efforts
- Introduced ‘Ek Aur Award’, a unique award-show based on listeners votes for humorous categories. The award show was a satire on major events and personalities
- Partnered a women safety activity through ‘MY FM - PFC Night Run’; 3,000+ participants ran through the night to spread awareness on women safety in Mohali city



MARKETING & SALES



- **'Bhaskar Utsav'** commemorated 23 successful years in Jaipur. The Utsav was attended by an eclectic mix of people from different walks of life and included renowned celebrities
- **Bhaskar Utsav was also organised in Udaipur** to celebrate Dainik Bhaskar's completion of 23 years in this city, **and in Patna to mark the newspaper's 6-year presence in Bihar**
- **'Jeeto 21 Crore'**, an iconic multi-media reader engagement initiative was launched across 12 states with an aim to drive circulation growth. To launch first of its kind mega scheme, Bollywood celebrity Salman Khan featured in the campaign
- A multi-media campaign was undertaken to celebrate Dainik Bhaskar catapulting to **No. 2 position in Bihar in two consecutive surveys** conducted by Audit Bureau of Circulation (ABC) (ABC January-June 2019 and ABC July-December 2019)
- Multiple 360-degree marketing initiatives were undertaken for clients, including:
 - **Johnson & Johnson partnered with Dainik Bhaskar** to reach out to young mothers and communicate on the importance of baby care
 - **Federal Bank partnered with Divya Bhaskar** in Gujarat for the first Gujarati edition of 'Speak for India'
- Dainik Bhaskar partnered with prestigious platforms such as **'Flow' (marketing festival)** and **'India Economic Conclave'**
- Campaigns **'Unlock Gujarat'** and **'Unlock Rajasthan'** institutionalised the competitive advantage and value provided to advertisers by DBCL's unique solution-centric approach
- High impact campaigns such as **'Real v/s fake news'** and **'Print is Proof'** were executed in partnership with leading newspapers from the industry to drive home the message of authenticity of news published in newspapers



PURCHASE



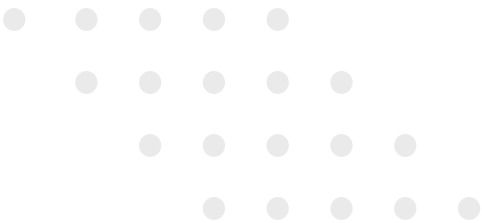
- ▶ **Rationalised newsprint size both in terms of width and length leading to cost savings.** The changes were effected without impacting product layout, design, presentation and the content
- ▶ Use of low grammage newsprint generated **savings in newsprint cost**
- ▶ **Optimised purchasing strategy** by adopting a mix of short-term contracts, long-term contracts and spot purchases for imported and domestic newsprints. While long-term contracts provided insulation against price fluctuations and also ensured seamless supplies, spot purchases gave immediate price benefits at lower level

PEOPLE



- ▶ **Initiated automation of HR processes** to empower employees by bringing routine transactions on self-service mode. A new-age Human Resources Management System (HRMS) solution with various employee-friendly features and a mobile-first philosophy was launched
- ▶ In the process of **adding new modules to the HRMS solution** to make it a single integrated platform from an employee experience standpoint
- ▶ **Individual development plans for high potential employees** were developed and implemented. This has resulted in a large number of mid and senior level positions being filled internally





THE PILLARS OF OUR LEADERSHIP

Every successful company has a set of unique attributes that enable them to achieve their goals; ours are **Prowess, Prudence and Perseverance**.

Over the years, driven by our passion, we have set new benchmarks in the media industry and challenged the status quo. We have been pioneers in redefining industry norms. From capturing leadership positions to fortifying markets shares, from scaling beyond home state to scaling beyond one language; D. B. Corp Ltd. is known for exhibiting sheer prowess, underpinned by our passion to excel.

We have focussed on strengthening our competencies to harness the multitude of opportunities. The prudence we have demonstrated while making key decisions has aided us to build a solid foundation for growth.

While we recognise that building on our capabilities is imperative, we also firmly believe that in a dynamic operating environment, our tenacity will ultimately help us to reach our milestone. As is said, a river cuts through a rock not because of its power but because of its persistence.

The inextricable connection of these three compelling attributes brings out the best in us. If prowess is the engine that powers our organisation, prudence is the steering wheel that guides our direction while perseverance is the fuel that keeps us moving ahead. Together, they have enabled us to achieve leadership status not just in India, but globally.



Prowess, Prudence and Perseverance have led us to...



PRINT SEGMENT

GLOBAL LEADERSHIP

Dainik Bhaskar featured as the only Indian Newspaper in the **World's Top 3 Most Circulated Newspapers.**

Source: WAN IFRA's World Press Trends 2019

INDIA'S LARGEST NEWSPAPER GROUP

Dainik Bhaskar Group has become the **Largest Newspaper Group of India**

Source: IRS 2019 Q4 – AIR (Urban+Rural) (Main+Variant)

Dainik Bhaskar Group maintains its formidable position as the **No.1 Newspaper Group of India.**

Source: ABC July-December 2019 (Main+Variant)

NO. 1 NEWSPAPER IN INDIA WITH HIGHEST CIRCULATION

Dainik Bhaskar Hindi newspaper has maintained its position as the **No.1 Newspaper of India.**

Source: ABC July-December 2019 (Main+Variant)

LEADING NEWSPAPER IN RAJASTHAN

Dainik Bhaskar has become the **No.1 Newspaper in Rajasthan**

Source: IRS 2019 Q4 – AIR / TR (Urban+Rural) (Main+Variant)

Dainik Bhaskar has become the leading newspaper in Rajasthan with around **16.44 lakh copies in circulation.**

Source: ABC July-December 2019 (Main+Variant)

LEADING NEWSPAPER IN MADHYA PRADESH

Dainik Bhaskar continues to hold an unwavering leadership position in **Madhya Pradesh.**

Source: IRS 2019 Q4 – AIR / TR (Urban+Rural) (Main+Variant)





LEADING NEWSPAPER IN GUJARAT

Divya Bhaskar has become the **No. 1 Newspaper in major 4 cities and the top 6 cities of Gujarat.**

Source: IRS 2019 Q4 – AIR / TR (DvB includes SS)

Divya Bhaskar is the **undisputed leader in Ahmedabad with a 31% lead**

from the nearest competitor.

Source: IRS 2019 Q4 – AIR (DvB includes SS)

GAINING MOMENTUM IN BIHAR

Dainik Bhaskar is a **Dominant No. 2 newspaper in the state of Bihar for last 2 ABC period.**

Source: ABC July-December 2019 (Main+Variant) & ABC Jan-June 2019 (Main+Variant)

Dainik Bhaskar is **No. 2 newspaper in all major districts of Bihar including Patna.**

Source: ABC July-December 2019 (Main+Variant)

Full form of abbreviations on this spread:

ABC: Audit Bureau of Circulations

DvB: Divya Bhaskar

IRS: Indian Readership Survey

SS: Saurashtra Samachar

WAN IFRA: World Association of Newspapers and News Publishers



RADIO SEGMENT

LEADERSHIP POSITION IN MULTIPLE STATES

MY FM is the leader in Chandigarh, Haryana, Punjab, Rajasthan, Madhya Pradesh and Chhattisgarh.



DIGITAL SEGMENT

FASTEST GROWING NEWS APPS

Dainik Bhaskar & Divya Bhaskar are the fastest growing Apps in the Indian news space

Reader-Centric Editorial Philosophy

Every day, our newspapers reach out to millions of people, meeting their needs of relevant and differentiated content, empowering our readers and enriching their lives.

Going beyond just sharing information, our editorial strategy 'Reader at the core' is prudently anchored to the purpose of making our readers more knowledgeable. This knowledge and ideation approach reflects in our editorial pursuit of 'Har Zaroori Khabar Mein Hoga Aapke Kaam Ka Knowledge' and is an extension of our reader-centric editorial philosophy.



नो निगेटिव न्यूज़ के साथ करें सप्ताह की पॉजिटिव शुरुआत

Initiatives such as 'No Negative Monday' have played a significant role in strengthening reader experience and, in turn, reader loyalty. The testimony of our increased reader affinity is that from 2011 to 2016, we increased cover price across our markets but did not see any drop in copies; rather, circulation increased. This changed the conventional behaviour of the print media industry.

We have also had the farsightedness to invest timely in our plant and machinery. This has enabled us to deliver a superlative reading experience. The capital-intensive plant and machinery upgradation that we undertook in 2009 empowered us to take a lead in giving the best quality, all colour and most updated news to our readers.

We are passionate about delivering an immersive and an enjoyable reading experience. To this end, our editorial team has built a stellar cross learning platform - 'Learning & Sharing'.



TIE-UPS WITH WORLD'S BEST PUBLICATIONS

Content associations with TIME magazine, Harvard Business Review, The Economist and several other top magazines of the world. Partnered with Dale Carnegie University, a global leader in designing high impact training programs, to impart know-how and skill training to our editorial team, a unique endeavour in the Indian media industry.



During the year, our deep insights and knowledgeable news on a wide range of significant events such as the Lok Sabha Elections, Ayodhya Judgement, Abrogation of Article 370 & 35(A) in respect to Jammu & Kashmir, and Formation of the Maharashtra Government resonated with our readers. Special content jackets and simplification of facts further elevated the reading experience.

We further extended our editorial network in FY 2019-20. This year, under 'Bhaskar Original', we extended our national and international reporter network to 10 new states in India and 15 new strategic countries.

By sharing credible content, our campaigns have compelled state government, relevant authorities and local communities to act and bring about a positive difference in society. Staying true to the spirit of courageous journalism, our reporters put the spotlight on scams by administrative bodies, inadequate drainage systems, illegal selling of liquor, poor conditions of hospitals, among others, forcing the concerned authorities to take corrective steps.

Aggressive Circulation to Penetrate Deeper

Our strong editorial and product enrichment efforts have been complemented by an aggressive circulation strategy.

Entering new markets to bring about a paradigm shift in reading habits is a litmus test of our core attributes. Our signature twin-contact programme has helped us expand and penetrate our reach by creating offerings based on rich insightful reader feedback.

Our leadership is the outcome of our well-thought-out, carefully executed and relentless circulation strategy. We invested in reader acquisition at a time when newsprint costs were high and legacy players subdued their circulations owing to spike in newsprint prices.

In FY 2019-20, we continued to maintain the ascent on circulation by intensifying our distribution setup in semi-urban and rural markets in focussed geographies. **Surveys, mega trade schemes and innovative reader schemes** (such as Jeeto 21 Crore) engaged our existing readers and aided reader acquisition.

दैनिक भास्कर पढ़ने वाले जीतेंगे 21 करोड़

मोका मिलेगा जीतने का



50 लाख का सोना



11 SUV



51 मोटर साइकिल



501 एलईडी टीवी

और भी लाखों उपहार...

दैनिक भास्कर

जीतो 21 करोड़

लाइफ बदल जायेगी, बाँस!

कूपन का प्रकाशन जारी है। कूपन काटकर सुरक्षित रखें। शीघ्र ही एक बार फिर कूपन फॉर्मेट का प्रकाशन होगा। तो आज ही दैनिक भास्कर की प्रति बुक करें, स्क्रीम में भाग लें और अपने उपहार सुनिश्चित करें।

आज ही अपना दैनिक भास्कर शुरू करवाएं, मिस्ड कॉल दीजिए 89550 08888 पर



Further consolidation of digitisation of our circulation function.

Our efforts have paved the way for dominant positions in new markets. **In Bihar, Dainik Bhaskar has increased its readership base by 7% to 67.06 lakh readers.** Further, we have added 17.36 lakh new readers from Q1 to Q4 in this market.

(Source: IRS 2019 Q4 TR | U + R).

Ensuring uninterrupted circulation despite the challenges faced during the nationwide lockdown is perhaps among the best recent evidence of how we live up to the attributes of prowess, prudence and perseverance which is deeply ingrained in our organisation's DNA. **During the lockdown, we continued to print every edition and sub-edition across all our 12 states.** The reader must get their newspaper in the morning, and we ensured he does. To sustain our leadership position, unremitting pursuance of penetrating the markets by reaching the semi-urban and rural markets in all our operations continues to remain a key priority.



GAINING STRENGTH IN CHANDIGARH, PUNJAB AND HARYANA

Dainik Bhaskar registered a growth in readership by 7% in Chandigarh, Punjab and Haryana (without National Capital Territory) market, thereby enhancing its lead as the dominant player.

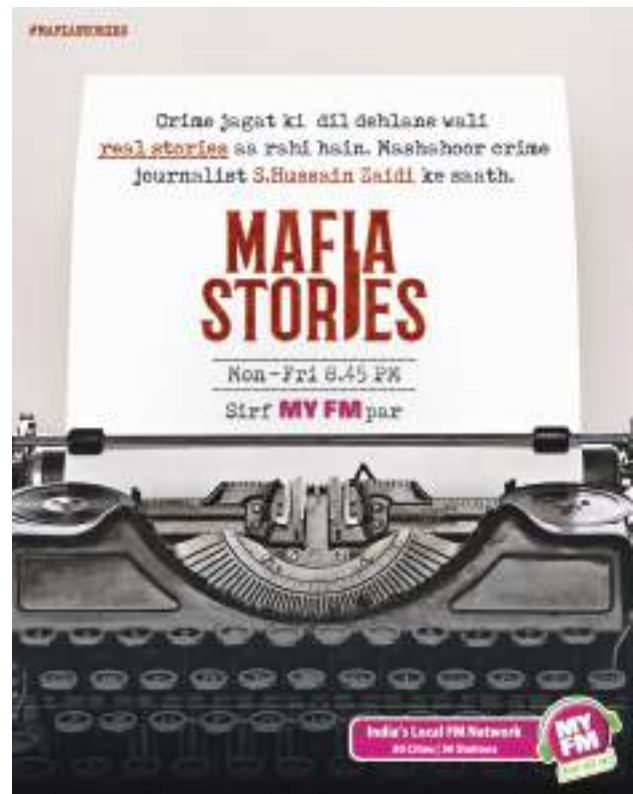
Source: IRS 2019 Q4
(AIR – Urban + Rural | Main + Variant)

Differentiated Content to Drive Audience Engagement



94.3 MY FM IS A PART OF EVERYDAY LIFE FOR MILLIONS OF INDIANS

We have always believed in the premise of differentiated content to enrich listener experience. In line with this approach, 94.3 MY FM launched distinctive content offerings in new formats. In a fast-paced world, our prowess in curating unique content across genres is reigniting the attention span of listeners and driving appointment-based listening.





Our rich catalogue of audience engagement efforts includes 'MY FM Ke Rangrezz', the largest painting competition for kids in Tier II and Tier III markets. We held its sixth edition this year, reaching out to 4 lakh students.



To drive consumer interaction with the brand and enhance tangibility to the product, every year we come up with captivating marketing initiatives.

This year was no different. **94.3 MY FM was the 'Official Radio Partner' of the 19th Indian Television Academy Awards. 'Pehli Baar Vote Yaar' was one of the biggest voting campaigns to encourage new voters across Tier II and Tier III markets.** Our passionate engagement efforts along with our hyper-local content and campaigns have enabled us to build leadership position in our key markets.

Radio has the power to entertain, inform and educate. To this end, we are building on our prowess to ensure that radio can compete effectively in the digital era. **94.3 MY FM has been steadily adding to its digital components with more content focussing on the digital audience.** We are working towards using our digital and social media platforms to extend our brand promise with podcasts, videos and live streams. Along with this, we are constantly working towards creating new and unique on-air concepts which can be easily integrated and amplified with different media.

Getting Future-Ready



Digital content holds immense promise. We are acting today to unleash our potential in this segment.

There is a growing appetite for great content that is blended with connectivity, enabling the viewers to watch whenever, wherever and however they want. Market data corroborates this upward trend: smartphone penetration is expected to double to 750 million by 2025, fuelling the demand for content across short and interactive formats, including news. Additionally, there is also a growing preference for Indian language digital content driven by consumption in non-metro markets. Currently, Hindi leads online Indian language news consumption by a wide margin with 68% share.

The increasing proliferation of digital media consumption also encourages us to innovate on multiple categories and formats of content to discover the kind of content users will eventually be willing to pay for. Our forward-thinking, we believe, will enable us to build a healthy subscription-driven digital business over the coming decade. To achieve this, we have realigned the digital organisation to operate as an independent start-up with an entirely new Product and Technology team with experience of building and scaling consumer products to hundreds of millions of users. This, in turn, will enable us to drive long-term growth and monetise our products.



The core attributes that have earned us industry leadership in our print and radio businesses are also at churn in our digital segment to capitalise on this huge growth opportunity. Further, we have integrated our innate passion for delivering differentiated content with our new purpose of offering a seamless, tailored viewing experience. This is enabling us to achieve fast-paced growth. As per the latest ComScore Report, monthly users for the Dainik Bhaskar App grew 3x over December 2019-June 2020.



Time spent on online video consumption is increasingly moving towards Hindi and Indian languages. With video streaming expected to be a key trend for future content consumption, we are actively focussing on this segment. We are experimenting with in-depth local and video news, to create engaging content every day for more than 2,500 cities in India, in formats they can easily consume, understand and share. This will help us to reach out to the Indian language news audience.

We have pragmatically decided not to be influenced by the metric of website page views or monthly unique visitors. Instead, we are focussing exclusively on 'App Active Users' – users who come to the app every day to read the news – to give us an accurate picture of our performance and future potential.

Our editorial strategy of keeping our reader at the core and driving knowledge also extends to our digital platform. By providing high-quality news content and a highly personalised product experience, Dainik Bhaskar and Divya Bhaskar news apps are on a path to becoming the leading Hindi and Gujarati news apps.



Social Stewardship

We are utilising our extensive reach to share socially relevant messages and affect meaningful change. Our CSR initiatives are focussed on environmental protection and helping the underprivileged sections of our society.



Dene Ka Sukh

Under our Dene ka Sukh initiative, we urged people to ensure that during the **'Joy of Giving'** week, nobody sleeps hungry. To achieve this feat, we asked people to carry 2 extra roti/chapatis from their homes and give it to any needy person while commuting.



Abir-Gulal Holi

This campaign promotes **dry celebration of Holi**, thereby motivating citizens to refrain from using water and channel their festive spirit in an eco-friendly manner.

teentalk **इंडिया**
.com

TeentalkIndia.com

We have launched **'teentalkindia.com'** - an emotional wellbeing platform for teenagers and young adults in India. The platform has impacted 5 lakh users and helped 15,000 young adults through chats and emails to overcome their issues including overcoming suicidal tendencies.

Vastra Daan

To help the poor and needy during the chilly winters, we came up with the **'Vastra Daan'** initiative. We encouraged our employees and readers to donate clothes and blankets for the needy, especially the old-aged people and children. Collection boxes were kept at Dainik Bhaskar offices and the same was later distributed.



Mitti Ke Ganesh

We encouraged people to bring **clay Ganesh idols at home** during Ganesh Chaturthi and immerse these idols at their home itself, using a bucket or artificial pond. We also asked them to use the remnants (soil) after immersion and to plant a sapling.



Save Birds

During the months of scorching summer season, thousands of birds die due to lack of drinking water and grains to eat. **'Save Birds'** initiative is a campaign to help these birds in distress. We encouraged our readers to place sakoras (earthen birdbaths) filled with water and grains on roof or window to help these birds survive.



Ek Ped Ek Zindagi

We have been running the campaign **'Ek Ped Ek Zindagi'** since last 7 years. This time the idea was to create a sense of urgency among people and encourage them to act before it is too late. We motivated various groups like schools, colleges, societies, offices and police stations to plant trees at their premises. We also involved our trade partners in this campaign by sending them a trade mailer which included an eco-friendly rakhi featuring a seed that could be planted. The campaign was a huge success with 13,97,478 trees being planted across 7 states.



Awards and Accolades

ICMA Awards

Silver for Best Content Marketing on Print: Sardar Vallabh Bhai Patel Panorama

4 WAN IFRA Print Innovation Awards

- Gold for Products for Young Readers Category: Yougle
- Silver for Special Editions Category: Women Bhaskar
- Bronze for Product Innovation Category: Sardar Vallabh Bhai Patel Panorama
- Bronze for Special Edition: 3D Jodhpur Editions

4 ACEF Brand and Marketing Awards

- Gold for Most Effective use of Sponsorship and Event Marketing: Education Explora 2018
- Gold for Best Brand Loyalty Marketing Campaign: Rajasthan Campaign
- Silver for Most Admired Not for Profit Campaign: Mitti Ke Ganesh
- Bronze for Excellence in Partner Marketing: Save Water Campaign

3 ACEF Global Customer Engagement Awards

- Gold in the Category 'Newspaper for Customer Engagement (Best Use of Celebrity Endorsement)': Harman XI in Search of True Talent
- Silver in the Category 'Newspaper for Customer Engagement (Effectiveness)': Marketing of the New No. 2 Newspaper of Bihar
- Bronze in the Category 'Newspaper for Customer Engagement (Creativity)': Junior Editor in Partnership with Dell

4 Afaqs Media Brand Awards

- Silver for Best Trade Media Campaign Category (Print Media): Marketing of the New No. 2 Newspaper of Bihar
- Bronze for Best Print Ad Category (Print Media): Sardar Vallabh Bhai Patel Panorama
- Silver for Best IPR Event Category (Print Media): Education Explora 2018
- Silver for Best Print Ad Category (Print Media): Smart Soch Campaign

INMA Global Media Awards

Best Execution of Print Advertising Award: Smart Soch Campaign

3 Communicator Awards

- Award of Excellence for Design & Print: Mitti Ke Ganesh Campaign
- Award of Excellence for Integrated Campaign: Jeeto 15 Crore
- Award of Excellence for Marketing Effectiveness: Jeeto 15 Crore



5 Hermes Awards

- Platinum for Integrated Marketing Campaign (Print Media): Smart Soch
- Platinum for Integrated Marketing Campaign (Print Media): Jeeto 15 Crore
- Platinum for Company Branding - Integrated Marketing (Print Media): Smart Soch
- Platinum for Illustration/Graphic Design (Print Media): Smart Soch
- Gold for Specialty Item - Marketing Collateral/Branding (Print Media): Rakshabandhan Mailer

2 Abbys Awards

- Bronze for Best Marketing of a Printed Newspaper/ Edition: Smart Soch
- Bronze for Best Promotion of a CSR/Cause-related Marketing Initiative in Traditional or Online Space: Mitti Ke Ganesh
- Silver for Best Client-brand Activation/Display Advertising Innovation by Publisher for Harman XI in Search of True Talent

Shark Marketing Awards

Bronze for Best B2B Campaign: Marketing of the New No. 2 Newspaper of Bihar

INMA Global Awards

- First in the Category 'Best Execution of Print Advertising': Smart Soch
- Honourable Mention in the Category 'Best Marketing Solution for an Advertising Client': Junior Editor in Partnership with Dell
- Winner in the Category 'Best Idea to Grow Advertising Sales or Retain Advertising Clients': Declaring the Capture of Bihar's Newspaper Market

Media Innovation Awards

Bronze in the Category of Marketing (Print): Gujarat Toolkit

Radio

- Mera Indian New India Award (New Jersey): For exceptional contribution in the field of Radio
- Bronze at MI Awards 2020 in the Category 'Best Brand Activation': 'MY FM Ke Rangrezz'
- Gold at ACEF (Asian Customer Engagement Forum and Awards) for the Most Effective BTL Campaign: 'MY FM Ke Rangrezz'
- Gold at SEAC (Singapore Customer Engagement Forum and Award) for the Most Admired Brand Activation: 'MY FM Ke Rangrezz'
- Silver at SEAC for the Admired B2B Marketing Campaign: MY FM's B2B Campaign - 'Just because it fits doesn't mean it works'



Corporate Information

Board of Directors

Managing Director

Mr. Sudhir Agarwal

Deputy Managing Director

Mr. Pawan Agarwal

Non-Executive Director

Mr. Girish Agarwal

Non-Executive - Independent Directors

Mr. Piyush Pandey

Mr. Harish Bijoor

Mr. Ashwani Kumar Singhal

Ms. Anupriya Acharya

Company Secretary & Compliance Officer

Ms. Anita Gokhale

Statutory Auditors

Price Waterhouse Chartered Accountants LLP,
Chartered Accountants, Mumbai

Gupta Mittal & Co.,
Chartered Accountants, Bhopal

Registrar and Share Transfer Agents

KFin Technologies Pvt. Ltd.

(Unit: D. B. Corp Limited)

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Tel.: 022 7157 7000

Fax.: 022 7157 7093

CIN

L22210GJ1995PLC047208

Website

www.dbcorp ltd.com



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Management Discussion and Analysis

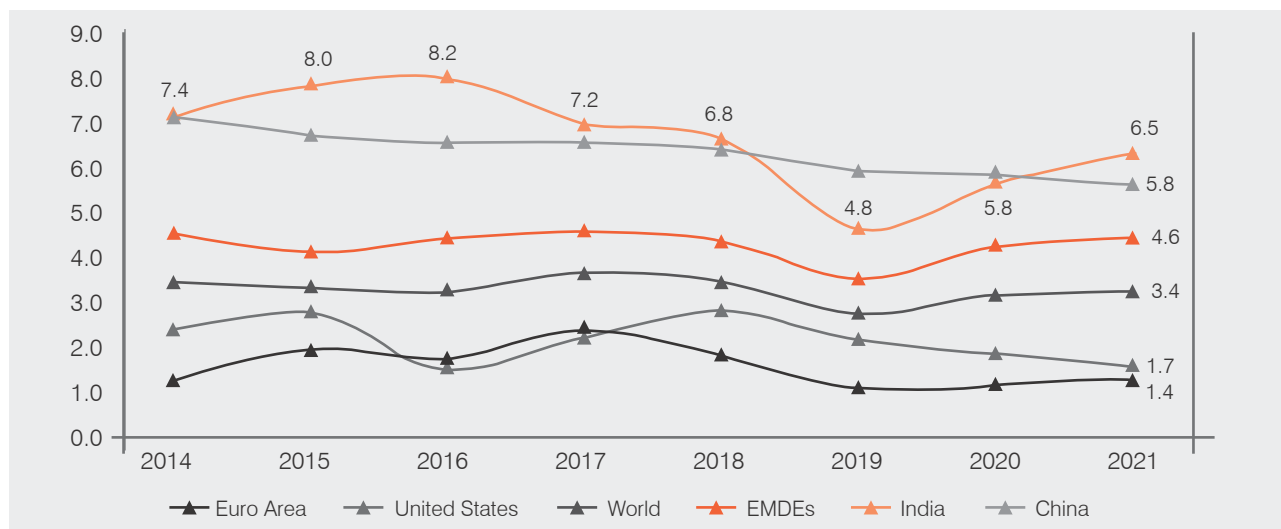
Economy Overview:

India has been the growth leader amongst major economies including emerging markets and developing economies over the last five years. India surpassed China in terms of real GDP growth in 2014 and has remained ahead since. However, the recently released first revised estimates for FY 2018-19 combined with the advanced estimates for FY 2019-20 indicate a fall in India's real GDP growth in FY 2019-20 to a level below that of China. Growth in the Indian Economy is, however, expected to pick-up hereafter.

India shares 17.7% of the world's total population and 2.4% of the world's surface area. According to the International Monetary Fund World Economic Outlook (October 2019), India's Nominal GDP was estimated at USD 2,936 billion in 2019, making it the fifth largest economy in the world. When measured on the basis of Purchasing Power Parity (PPP), India was estimated to be the third largest economy in 2019 at PPP USD 11,326. India contributed 3.4% of the world's GDP in 2019 measured in nominal USD exchange rate basis.

Source: EY FICCI Report 2020 – The era of Consumer A.R.T.

GDP Growth: Cross-Country Comparison



Source: IMF World Economic Outlook October 2019; IMF World Economic Outlook January 2020 update; CSO, MoSPI

Per-capita nominal GDP grew by 8.5% in 2019: India's per-capita nominal GDP is estimated to have grown by 8.5% in 2019 to ₹ 1,54,600 as compared to a growth of 7.6% in China in the same year. This is projected to increase further to 9.8% in 2020 and to 10.2% in 2021. A higher per-capita income is expected to drive consumption growth, including that in the Media & Entertainment sector.

During the Union Budgets of FY 2019-20 and FY 2020-21, India rolled out one of the most important policy reforms which aimed at attracting overseas investments. This came in the form of an overhaul of the corporate tax rate (CIT) structure, along with related exemptions and deductions. With this, the corporate investments are expected to pick up gradually, as the capacity utilisation improves. Until then, the additional corporate savings may be used for additional dividend distribution, price reduction, reduction in corporate debt and financing buybacks, which may lead to an increase in the consumption demand.

The proposed National Infrastructure Pipeline (NIP) is another policy initiative taken by India to improve demand. The NIP is a six-year investment plan to augment infrastructure in different sectors of the Indian economy. The proposed cumulated investment of ₹ 102 trillion is to be financed by the Central Government including Central Public Sector Enterprises (CPSEs), state governments including State Public Sector Enterprises (SPSEs), and the private sector in the ratio of 39:39:22. The Centre's budgetary support to the NIP is meant to serve a pivotal role in bringing together the states and the private sector.

Budget 2021: Providing a consumption-based push

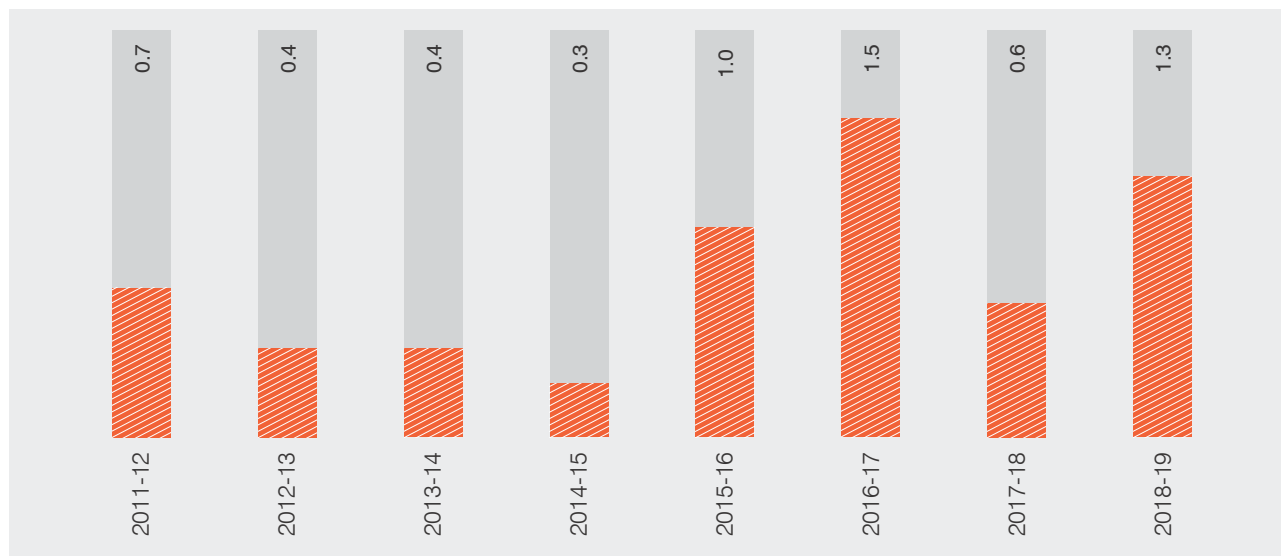
The Union Budget 2021 has prescribed a consumption-based push for the economy. In order to push demand, the Government relaxed the fiscal deficit targets from 3.3% of GDP to 3.8% in FY 2019-20 (revised estimate) and from 3% to 3.5% in FY 2020-21 (budget estimate). Most of the additional borrowing is proposed to be spent on augmenting revenue expenditure. Additional stimulus has also been introduced



by providing an optional personal income tax rate structure and by abolishing the dividend distribution tax. The estimated magnitude of the stimulus provided through these two reforms amounts to ₹ 400 billion and ₹ 250 billion respectively. These initiatives are likely to add to the private disposable incomes, potentially raising consumption demand in the economy.

FDI policy initiatives: The Government has focussed on liberalising the FDI regime for both Telecom and Media and Entertainment sectors to attract investments for adequate infrastructure development.

FDI Inflows in Information and Broadcasting Sector (USD Billion)



Source: EY FICCI Report 2020 – The era of Consumer A.R.T.

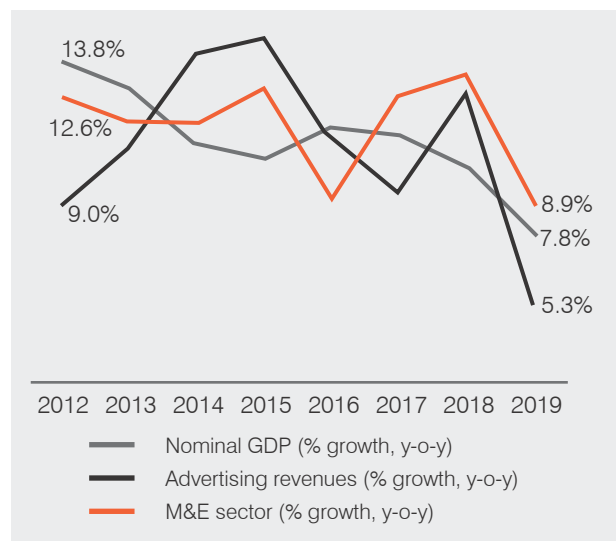
Media and Entertainment Industry

While India’s economic growth has been lukewarm, the country’s Media and Entertainment industry has grown significantly at the rate of 9% last year. Though the industry is estimated to grow at a CAGR of around 10-11% till 2025, the rate of growth can bounce further on the back of various opportunities to serve the global audiences and international media companies, thus enabling the sector to contribute more towards India’s aspiration of becoming a USD 5 trillion economy. Currently, Indian content is being consumed in over 150 countries across all Media Properties.

The aggressive growth offers a compelling opportunity for global media players looking to tap into a vast, vibrant and diverse market. While the potential upside is significant, the sheer complexity and diversity of the Indian market

demands global players to focus on localising their content and/or services. Whether the chosen strategy is to build, buy or partner, understanding the many nuances of the Indian market is now more crucial than ever before.

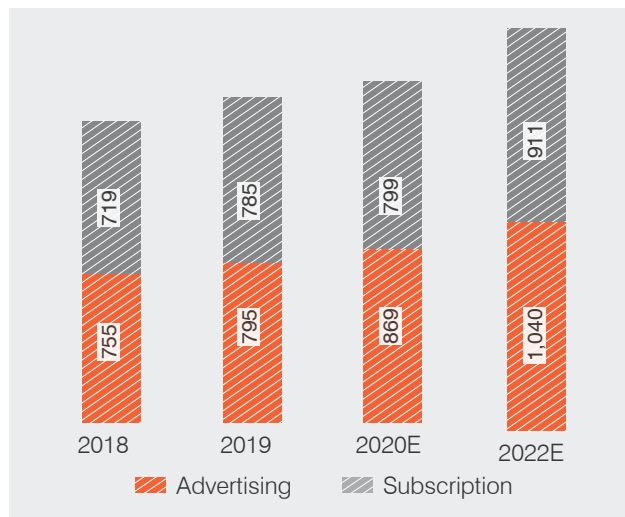
**M&E Sector Outperformed the Indian Economy
M&E Sector Growth vs. Nominal GDP Growth**



EY FICCI Report 2020 – The era of Consumer A.R.T.

While India’s economic growth has been lukewarm, the country’s Media and Entertainment industry has grown significantly at the rate of 9% last year

Subscription Outpaced Advertising Growth Advertising and Subscription Revenues



₹ Billion (gross of taxes) | EY estimates

Print Media – Standing Strong on the Back of Credible Content

- 38% of India reads news publications; 5% read magazines and two-third of all readers are NCCS ABC
- 86% of circulated copies were in Hindi and other Indian languages
- As per estimates, the print companies conducted over 3,000 events in 2019 which generated sponsorship and ticket sales revenues for them in addition to ad revenues
- Circulation revenues grew by 2%
- Margins improved as newsprint cost rationalised and cost reduction measures were implemented

Source: EY FICCI Report 2020 – The era of Consumer A.R.T.

Hindi commands largest share of Newspaper ad volumes

Rank	Publication language	Percentage share	
		2018	2019
1	Hindi	37%	37%
2	English	25%	24%
3	Marathi	9%	9%
4	Telugu	6%	6%
5	Tamil	5%	6%
6	Kannada	4%	5%
7	Gujarati	4%	4%
8	Malayalam	3%	3%
9	Oriya	3%	2%
10	Bengali	2%	1%
	Others (3)	2%	2%

TAM AdEX

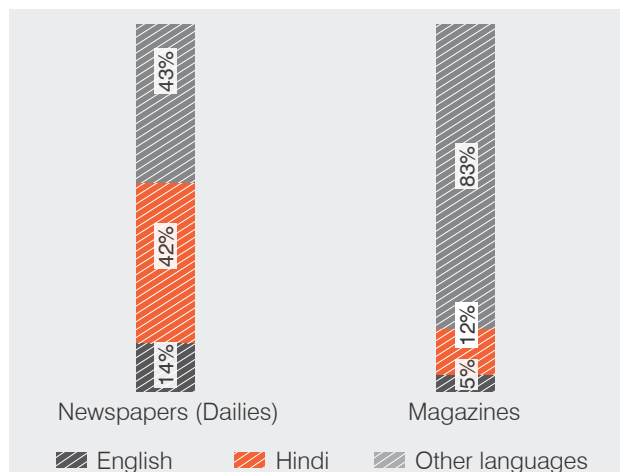
Circulation Revenues

- Circulation supply chain is the most important aspect for the growth of Indian print segment – providing newspapers and magazines at readers’ doorsteps ensures reading habits continue
- Circulation revenues increased by 2% as newspaper companies tactically increased prices in certain Hindi and other regional markets
- The scope for cover price increase is significant (and the need imminent when compared to the cost of production) but requires concerted action from all players in each market to enable the same
- Hindi (42%) and other Indian languages (43%) comprised the majority (86%) of daily newspaper circulation

Source: EY FICCI Report 2020 – The era of Consumer A.R.T.

Indian languages commanded 85% share in circulated copies

Contribution to circulation (by language)



- Top five categories - FMCG, Auto, Education, Retail and Real Estate and Home Improvement - contributed 50% of the ad revenues
- Several categories increased their spends on print in 2019

Source: ABC Jan-Jun 2019, includes only certified publications/ editions

Importance of Events Increased

- ▶ Largest event companies in India are print players, producing over 3,000 events a year in totality
- ▶ A clear move towards ticketed events was seen in 2019 to increase revenues of popular IPs

Ad Volume Movement

English and Hindi language contributed to over 60% of newspaper ad volumes

Source: EY FICCI Report 2020 – The era of Consumer A.R.T.

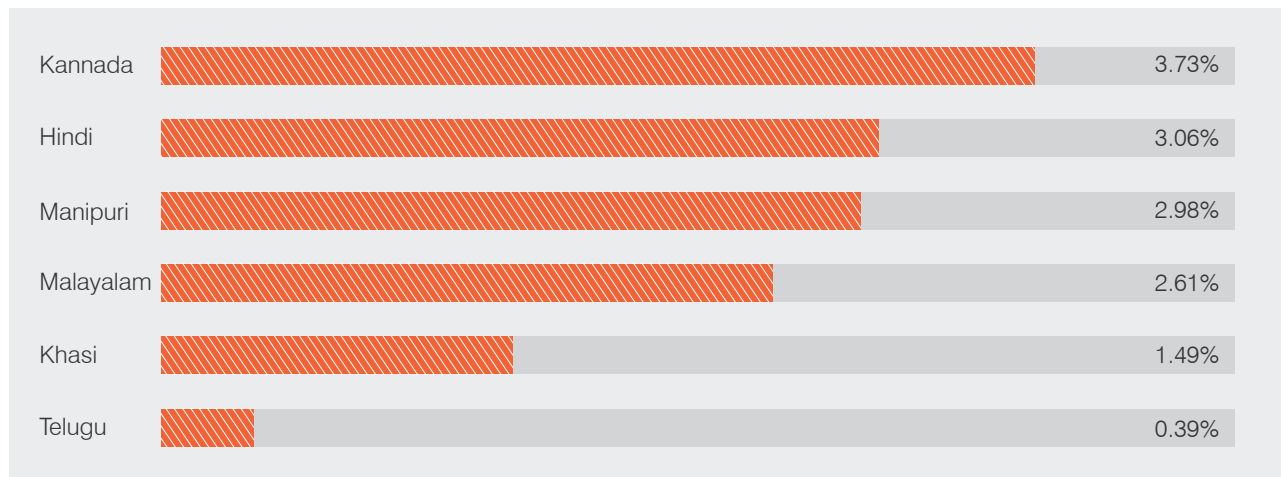
86%

of total newspapers circulated were in Hindi and other Indian languages



Circulation at Rise:

Audit Bureau of Circulation (ABC) data reveals that the Indian language newspapers in India are witnessing a CAGR growth of around 4% over a 10-year period from 2009 to 2019



Source: ABC

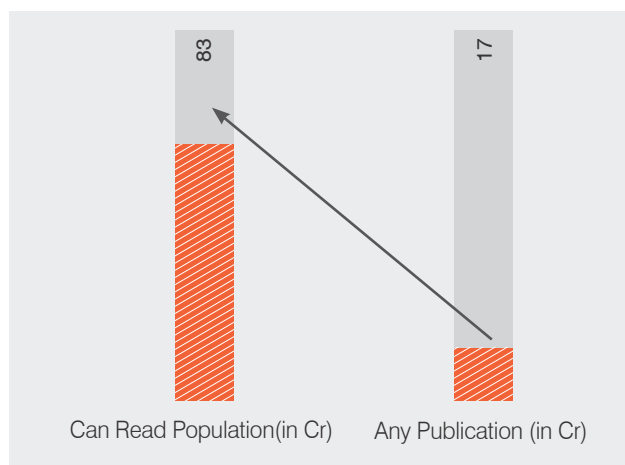
Readership Base Expands
2019 Q4 over 2017

All India	Read in last 1 month (Cr)		Increase in Readers (Cr)	Growth (%)
	IRS 2017	IRS 2019-Q4		
Dainik Bhaskar	4.63	5.33	+ .69	15.03%
Any Regional Dailies	20.28	20.30	+ .14	0.07%
Any Dailies	40.70	40.03	- .67	-1.65%

Source: IRS 2019 Q4

Huge Headroom for Print Growth

~20% of the Indian population currently reading newspapers



Source: IRS 2019 Q4 Urban + Rural

Indian print media differs from the trends displayed in western markets on account of key reasons mentioned below:

- Population:** Growing at ~1% p.a.
- Literacy:** Improved from 64% to 74% from 2001 to 2011
- Credible content:** No fake news
- Difference in lifestyle:** Enough time in the morning
- Huge headroom for future growth:** With ~20% current readership
- Availability:** Freely distributed
- Hyper-Localisation:** On-ground news coverage
- Affordability:** Low cost

4%

10-year CAGR growth of Indian language newspapers in India as per Audit Bureau of Circulation (ABC)

Age-wise Readership Growth

India's push towards increasing literacy levels is helping deeper penetration and expansion of the readership base across demographics.

TR	12-15		16-19		20-29		30-39		40-49		50+	
	Increase in Readers (000's)	Growth (%)	Increase in Readers (000's)	Growth (%)	Increase in Readers (000's)	Growth (%)	Increase in Readers (000's)	Growth (%)	Increase in Readers (000's)	Growth (%)	Increase in Readers (000's)	Growth (%)
DB	151	2.43%	1,086	15.44%	1,978	14.86%	1,454	17.03%	1,159	20.77%	1,139	20.08%
Any Regional Dailies	-454	-2.24%	-1,178	-5.03%	-433	-0.86%	290	0.73%	585	1.92%	1,335	3.48%
Any English Dailies	1,196	41.04%	1,402	35.60%	2,817	33.27%	1,020	22.28%	675	22.09%	279	6.09%

Source: IRS 2019 Q4

Radio Industry

Reach

- ▶ India had over 1,100 operational radio stations
- ▶ India had 33 private FM broadcasters in 2019, operating in 104 cities
- ▶ The broadcasters operate 367 FM radio stations, up from 355 stations in 2018
- ▶ In addition, the public broadcaster 'Prasar Bharti's All India Radio Service' operates 470 broadcasting centres in 23 languages, reaching 92% of the country and over 99% of India's population
- ▶ India has 275 operational community radio stations in 2019 compared to 248 such stations in 2018

Listenership of Radio held its Ground

Radio Listenership Percentage

- ▶ Listenership of FM radio as per the Indian Readership Survey remained stable across the last three studies at 20%
- ▶ Proportion of urban radio listeners remain almost twice that of the rural listener base
- ▶ News, is expected to be permitted, but estimated to have a minimal impact in increasing overall listenership
- ▶ The number of new smartphones without FM receivers is a worrying trend, though all the top selling phones of 2019 had FM receivers

Non-Advertising Revenues Increased Further

- ▶ As per estimates, the non-FCT revenues now account for almost 7-8% of total radio segment revenues (as high as 20% for some radio companies)
- ▶ Many radio companies also invested in event IPs, such as Spell Bee, music awards, RJ hunts, regional music festivals, etc., which generated sponsorship revenues as well as ticket sales income

Solution Sales Commenced in Earnest

- ▶ Combined [radio + digital] sales and solutions were offered by almost all large radio companies during the year

- ▶ In addition, digital interactivity with end customers became a reality as radio companies launched products like contests, polls, bingo, etc.
- ▶ Interesting new models emerged where radio companies bundled inventory from other digital platforms (not their own) as well as OOH, activations, and print and regional TV to provide 360-degree solutions to the advertisers

Direct-to-Customer Communities will be Developed

- ▶ Radio to build stronger communities through RJs by using interactivity, gaming, quizzing etc. as effective tools to enable the generation of audience data and provide segmented audiences to the advertisers
- ▶ In addition, radio can also generate transactional revenues from the focussed/niche communities in which it enjoys a loyal base of audience, by meeting their varied requirements
- ▶ News and community podcasts could also enable D2C community building

Subscription Models will Emerge

- ▶ Given the limited ad inventory available due to licensing restrictions and tepid interest by advertisers, the need for radio to have a subscription element in the revenue mix is greatly felt
- ▶ Niche subscription offerings to loyal customer bases/communities can be expected soon
- ▶ Partnering with music streaming platforms is another option, particularly around premium and differentiated content

Listenership of FM radio as per the Indian Readership Survey remained stable across the last three studies at 20%



Content Production will Increase in Importance

- ▶ Utilising the inherent entertainer DNA of its programming staff, content creation across short and episodic forms can be a huge revenue earning opportunity for radio; given that the smartphone penetration is estimated to be 3x TV screen penetration by 2025
- ▶ Voice products on smart speakers and smartphones will also provide growth opportunities to radio companies

The PPL Agreement is to be Renewed Shortly

- ▶ Radio has been paying music royalties to many labels at 2% of its revenues since the PPL judgement several years ago. This will be up for re-negotiation in 2021 and will result in a reset of the royalty amounts paid by radio companies to music labels

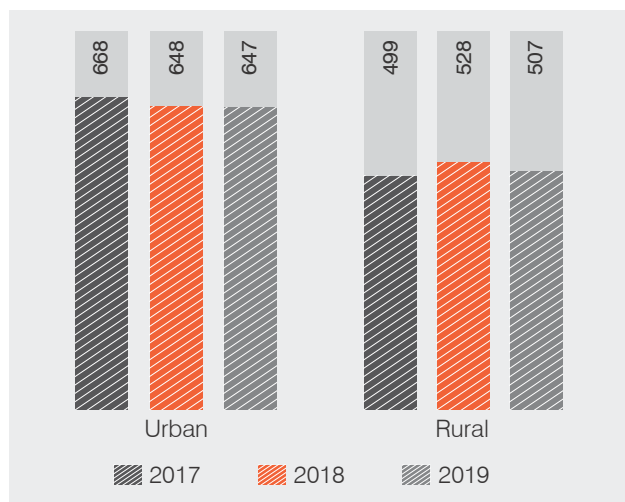
Source: EY FICCI Report 2020 – The era of Consumer A.R.T.

Digital Industry

Digital Media Grew by 31% in 2019

- ▶ India had 395 million smartphone users and around 4 million connected TVs in 2019
- ▶ Online video, audio, news and social media consumption increased significantly in 2019
- ▶ Digital advertising grew by 24%, driven by increased consumption of content on digital platforms and marketers’ tilt towards measurability and performance
- ▶ Paid digital subscribers crossed 10 million and subscription revenue grew by 106% as Indians paid for quality online content
- ▶ Subscription, which was 3.3% in the digital segment in 2017, increased to 13% in 2019

Mobile Subscriber Base (Million)



Source: EY FICCI Report 2020 – The era of Consumer A.R.T.

Internet Penetration Continued to Increase

	Dec 2017	Dec 2018	Dec 2019
Total internet subscribers	446	604	723
Narrow band subscribers	83	79	61
Broadband subscribers	363	525	661
Urban internet subscribers	314	391	463
Rural internet subscribers	132	213	261

Source: FICCI-EY report, 'A billion screens of opportunity' (March 2019)

- ▶ Internet subscriptions grew by 20% between December 2018 and December 2019
- ▶ 91% of those accessing the internet used broadband
- ▶ Broadband subscriptions reached 661 million in 2019. While narrow band subscriptions fell by 23%, broadband subscriptions grew by 26% between December 2018 and December 2019. The urban internet subscriptions grew by 18% and rural internet subscriptions grew slightly faster at 22%
- ▶ According to IAMAI Report India Internet 2019 released in March 2019, 51 million people accessed the internet each month, which is estimated to cross 650 million by 2023

Device Growth

Smartphone Users Reached 395 million in 2019

- ▶ Smartphone user base increased to 395 million in 2019 from 340 million in 2018 – this shows that 40% of the Indian population below 15 years of age are using smartphones
- ▶ Smartphone subscriptions increased from 590 million to 660 million in 2019 and are estimated to reach 1.1 billion by 2025

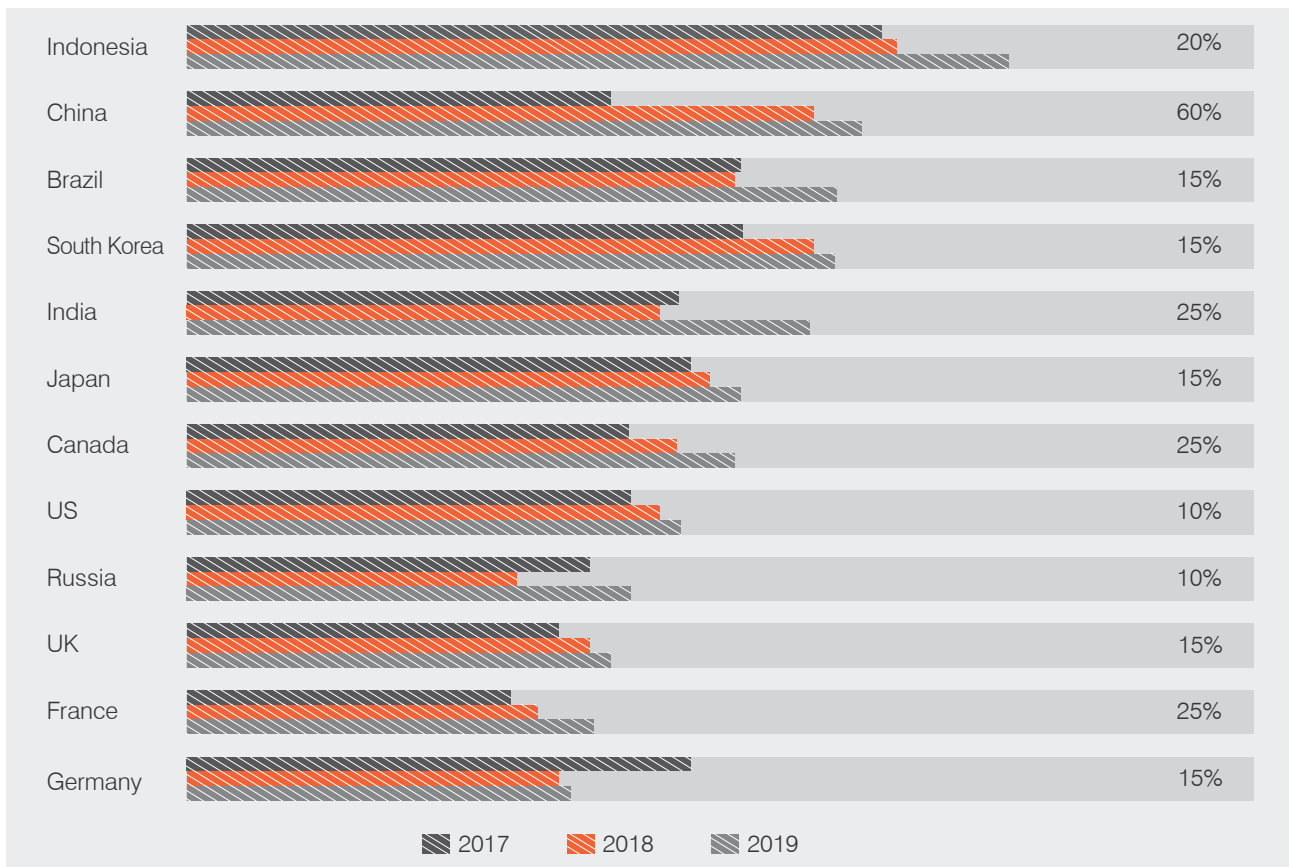
Content Consumption

Overall Consumption Trends

Indians in 2019 spent over 3.5 hours a day on their phones

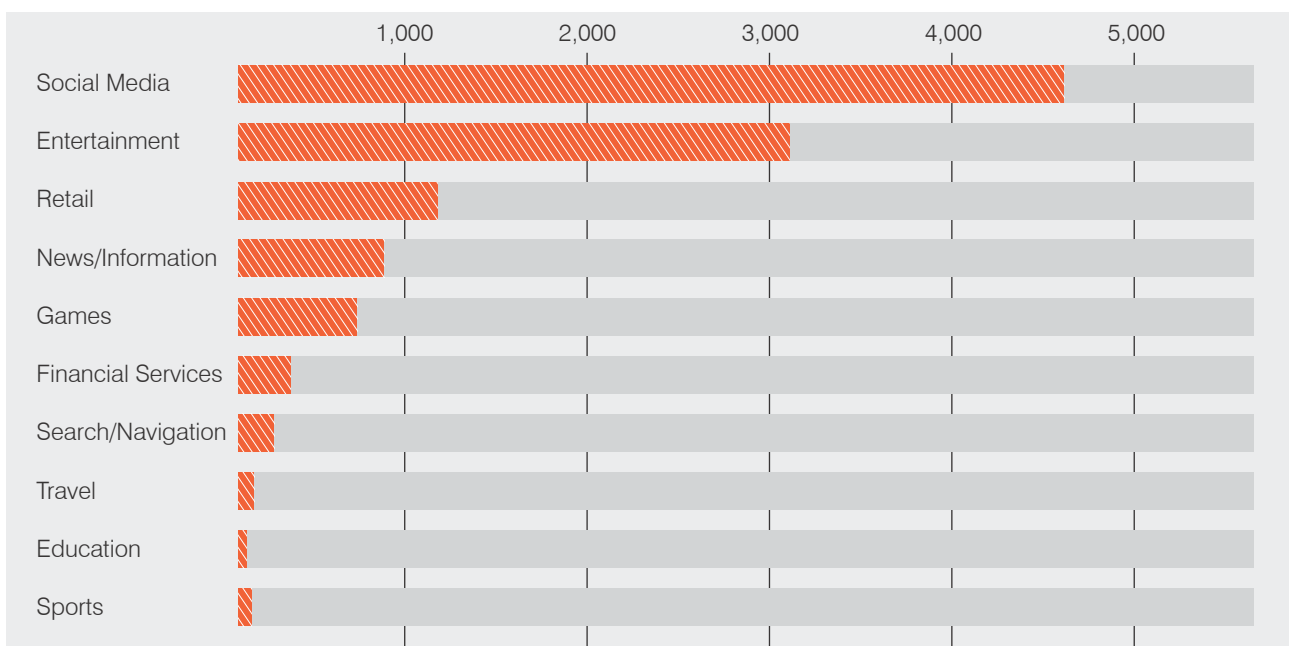
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Average Daily Hours Spent Per Device on Mobile (Android Phone)



Source: EY FICCI Report 2020 – The era of Consumer A.R.T.

Indians spent over 80% of their Phone Time on Social Media, News and Entertainment
Hours (Million)



Comscore, State of Mobile Report 2019



Indian Media & Entertainment Industry - Opportunities and Threats

Opportunities

India has been the growth leader amongst major economies including emerging markets and developing economies over the last five years. India surpassed China in terms of real GDP growth in 2014 and has remained ahead since. However, the recently released first revised estimates for FY 2018-19 combined with the advanced estimates for FY 2019-20 indicate a fall in India's real GDP growth in FY 2019-20 to a level below that of China. Growth in the Indian Economy is, however, expected to pick-up hereafter.

India shares 17.7% of the world's total population and 2.4% of the world's surface area. According to the International Monetary Fund World Economic Outlook (October 2019), India's Nominal GDP was estimated at USD 2,936 billion in 2019, making it the fifth largest economy in the world. When measured on the basis of Purchasing Power Parity (PPP), India was estimated to be the third largest economy in 2019 at PPP USD 11,326. India contributed 3.4% of the world's GDP in 2019 measured in nominal USD exchange rate basis.

India's per-capita nominal GDP is estimated to have grown by 8.5% in 2019 to ₹ 1,54,600 as compared to a growth of 7.6% in China in the same year. This is projected to increase further to 9.8% in 2020 and to 10.2% in 2021. A higher per-capita income is expected to drive consumption growth, including that in the Media & Entertainment sector.

Source: EY FICCI Report 2020 – The era of Consumer A.R.T.

Threats

- Piracy:** The digital media sub-sector in India has not been able to fully monetise its content due to the prevalence of rampant piracy. Weak IP regulations and ineffective enforcement have been a deterrent to producing original content and IP. Also, with the growing global reach of the Indian Media and Entertainment industry and the growth of the Indian diaspora abroad, the international piracy of Indian content has also emerged as a key challenge.
- Weak Indian Economy:** The GDP Growth of Indian Economy is sliding to the level of sub 5% since last 3-4 years. Advertising, which is the main source of revenue for Media & Entertainment Industry, depends on the overall economic performance and continuation of weak economic performance may thus interfere with the industry's revenue growth.
- Input Costs:** The Indian newspaper industry imports more than 50% of its paper, mainly from the US, Russia and Canada. Being a significant component of cost, players are sensitive to fluctuations in the price of paper. Rising prices and depreciation of the Indian rupee are therefore generally a cause of concern for the industry.

DBCL Segmental Performance

D. B. Corp Ltd. (DBCL) is India's largest media conglomerate with strong presence across Print, Radio and Digital segments. It is headquartered in Bhopal, Madhya Pradesh, India, with over 9,700 employees across the country. As India's largest print media company, DBCL publishes 5 newspapers - Dainik Bhaskar (46 editions), Divya Bhaskar (9 editions), Divya Marathi (6 editions), Saurashtra Samachar and DB Star in 3 languages, i.e., Hindi, Gujarati and Marathi. DBCL is present across 12 states in India with a footprint in Madhya Pradesh, Chhattisgarh, Rajasthan, Haryana, Punjab, Chandigarh, Himachal Pradesh, Delhi, Gujarat, Maharashtra, Jharkhand and Bihar.

DBCL's other business interests span across radio and digital mediums. In the FM radio segment, the brand has a strong presence in '94.3 MY FM', which is available in 7 states and 30 cities, creating a valuable package for advertisers in Tier II and III cities, where Dainik Bhaskar is already a leader in the print business. DBCL also has a strong online presence with 8 internet portals and 4 mobile applications and a very formidable position in almost 67% of the Indian language media space. Further, it is the No.1 digital player in Hindi and Gujarati languages.

Print Segment

FY 2019-20 was a wonder year for the Circulation. It started with officially establishing Dainik Bhaskar as 'No. 1 Newspaper in India with highest circulation' as certified by Audit Bureau of Circulation's (ABC) January-June 2019 as well as July-December 2019 Report. Along with this, Dainik Bhaskar also garnered a position of No. 2 in Bihar through ABC's January-June 2019 Report.

Dainik Bhaskar also showed an increased Readership in many states despite a diminishing readership trend in general. It stands as the torchbearer of readership growth, adding 74.51 lakh readers (TR) during the last 2 years. This translates into a growth of 12.66%, majorly in the legacy markets of Madhya Pradesh, Chhattisgarh, Rajasthan, Haryana, Punjab, Gujarat and in the relatively new market of Bihar.

Dainik Bhaskar is

World's 3rd largest

circulated newspaper as per WAN IFRA recent report.

FY 2019-20 was a wonder year for the Circulation. It started with officially establishing Dainik Bhaskar as 'No. 1 Newspaper in India with highest circulation'

Source: Audit Bureau of Circulation's (ABC) Jan-June 2019 as well as July-December 2019 Report.

This year, DBCL became the 'Largest Newspaper Group of India' as per a recent IRS 2019 Q4 survey. The flagship brand 'Dainik Bhaskar' continues to be the No.1 newspaper of NCCS A and NCCS AB segments of Urban India with a widening lead. It also rose to the most-awaited feat of being No. 1 in Rajasthan – both in terms of Circulation (ABC July-December 2019) and Readership (IRS 2019 Q4).

Some key achievements for Dainik Bhaskar in terms of Readership this year are stated as below:

- Dainik Bhaskar Group became No.1 newspaper group of India (excluding Financial Dailies); Source: IRS 2019 Q4 – AIR (U+R) | Main + Variant
- Dainik Bhaskar continues to be Urban India's No.1 Newspaper in NCCS A & NCCS AB segments and is further increasing its lead; Source: IRS 2019 Q4 (AIR – Urban | Main + Variant)
- Dainik Bhaskar continues to hold an unwavering leadership position in two key markets i.e. Madhya Pradesh & Rajasthan; Source: IRS 2019 Q4 (AIR – U + R | Main + Variant)
- In Rajasthan, Dainik Bhaskar became the No.1 Newspaper, with greater dominance in Jaipur and top 5 cities of Rajasthan
Source: IRS 2019 Q4 (AIR – U + R | Main + Variant)
- Divya Bhaskar has increased its lead to 31% in the key market of Ahmedabad; Source: IRS 2019 Q4 (AIR) and has become the No.1 newspaper in major 4 cities and in the top 6 cities of Gujarat (AIR/TR)
- In newer market of Bihar, Dainik Bhaskar has steadily increased its readership and gained a substantial market share. Total readership grew by 7% to 67.06 lakh readers. Further, Dainik Bhaskar has added 17.36 lakh new readers from Q1 to Q4
(Source: IRS 2019 Q4 TR – Urban+ Rural)

Towards the end of FY 2019-20, the impact of COVID-19 was felt by the Indian economy, with a bigger impact on the Newspaper Industry. However, Dainik Bhaskar remained

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*Source: IRS Q4 2019 AIR survey

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firm on maintaining continuity of the newspaper publication. This move of the Company, not just inspired other players in different states, but also led the Government to allow all print media companies to continue operations amidst the nationwide lockdown. DBCL expresses heartfelt gratitude to its journalists, circulation staff, agents and distributing vendors who showed enormous support and commitment towards continued circulation of the newspaper during this pandemic.

Moving forward, DBCL will continue to strive harder and aim for new milestones in circulation and readership, underpinned by a focussed marketing and circulation strategy.

Editorial Framework

Major Activities

- Lok Sabha Election - Mahabharat 2019 - A special dedicated daily page sharing elections insights, facts and analysis etc. on Lok Sabha Election and Bhaskar Yatra Ground Reporting
- Abolish Article 370 from J&K: Detailed insights on Planning by Govt. and how and why was it applied across the provision of the constitution of J&K
- Ayodhya Verdict: A special 6-page report on the historical Ayodhya verdict by the Supreme Court, including on-ground report which portrayed the real situation on the day of verdict, the judgement and its possible consequences
- Formation of Maharashtra Government: A special coverage on the formation of Maharashtra Government including headlines, photo stories and overall coverage with key facts and analysis

Dainik Bhaskar is the

No.1

newspaper of Rajasthan with greater dominance in Jaipur and top 5 cities of the state*



- A New Year special annual issue based on theme – “2020 - खुद को री-इन्वेंट करने का साल - उठो, जागो और रोज जीतो” – covered exclusive and contrasting pictures from the highest army base at Siachen and Ramlala from Ayodhya
- No Negative Monday (5th anniversary): A special issue dedicated to the theme – “परिवार ही सबसे बड़ी ताकत” – which covered topics like appreciation, affection, respect, relations, mental growth, well-being, stability etc.
- Edit Drive Campaign: A month-long special Edit Drive against porn websites in the interest of society
- Corona Update (Daily page): Covers COVID-19 updates across India and rest of the world. Includes ground reports from Bhaskar’s ally reporters in various countries. Also initiated ‘अफवाहों के विरुद्ध भास्कर अपील’ – a special page to highlight fake news/information on COVID-19

Radio Segment: 94.3 MY FM

MY FM has always been a true-blue leader of the ‘real Bharat’. Our core corporate promise of ‘India’s Local FM Station’ has been our strength. In tune with our brand philosophy of “Aaj Kuch Achcha Sunte Hain”, MY FM has been at the forefront, championing its vision to inform, entertain and enlighten the communities that DBCL is a part of, with a participative approach of progressive and positive inputs.

MY FM is a household name in most Tier II & III cities of our presence. These markets are amongst the ones that are fuelling the growth of the Indian Economy. In each of the 30 markets of its presence, MY FM commands market leading positions and is a force to reckon with on-air, on-ground and on-digital today.

MY FM Initiatives to Enhance Listener Engagement in FY 2019-20

Jingle (New Brand) Launch: The Jingle video crossed over 2.5 million views across all social media accounts. Other key events included:

- Fun Mein Hai Vishwas with Kumar Vishwas
- Mafia Stories with Hussain S Zaidi
- MY FM Ke Rangrezz, Official Radio Partner for 19th ITA Awards

Major Awards - won by MY FM in FY 2019-20

- Mera Indian New India Award (New Jersey)
- MI Awards, 2020 - ‘MY FM Ke Rangrezz’ was awarded with Bronze in the category of ‘Best Brand Activation’

- Asian Customer Engagement Forum and Awards - ‘MY FM Ke Rangrezz’ bagged Gold Award under the ‘Most Effective BTL Campaign’ category

DIGITAL SEGMENT – DB DIGITAL**DB Digital’s Strategy & Progress:**

During FY 2019-20, DB Digital intensified its focus on strengthening its loyal user base by revamping its direct properties, including its Android & iOS apps and websites. This is expected to enable a long-term growth and monetisation strategy by:

- Creating an extremely loyal user base
- Offering them a unique and innovative news experience
- Reducing their dependence on third-party platforms by forming a direct connect relationship with its users

DB Digital is one of the fastest growing Hindi and Gujarati news Apps of FY 2019-20.

Major Focus Areas

1. Consumer Products
2. Technology & Personalisation
3. High Quality Content
4. Local & Video - Emerging Trends

Focus on Consumer Products:

In FY 2019-20, DB Digital revamped its entire Product & Technology team to operate like a lean start-up. It hired a highly experienced team, proficient in building consumer products for the Bharat market with a user base of more than 100 mn across India.

The core tenet is ‘Kendra me Pathak’ (Customer Obsession at the Centre) and revolves around building product and content strategies to create a News product that can solve the real needs of its consumers.

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Focus on Technology & Personalisation:

DB Digital revamped its technology infrastructure to enable a high-level data analysis and create scope for greater experimentation & personalisation. This was to optimise the product and enable its rapid execution to grow and touch more than 100 million users over the next decade. DB Digital's new engineering team has a past record of working with the top Indian tech start-ups and scaling the products and systems in line with user expectation and market trends.

Focus on High-Quality Content:

While the market continues to act short-term and reward low-quality viral content driving engagement and thus ad revenue on social platforms, DB Digital has clearly differentiated itself with qualitative, insightful, but engaging content without compromising on its journalistic values. It is constantly innovating on multiple categories and formats of content, to discover content that users will eventually be willing to pay for, to build a healthy subscription-driven digital business.

Focus on Local & Video Emerging Trends:

DB Digital is focussed at providing in-depth local news across more than 2,500 cities and towns in its core markets and scaling its reach further. Video-streaming is a huge unsolved and unaddressed public need which is evident and something DB Digital will focus on over the next few years.

Since a large segment of the news audience prefers video to reading articles, key focus is being placed on developing new and innovative video formats which are mobile-first, and not just rehashed TV channel clippings, packaged for a very engaging, differentiated consumption experience.

Market Opportunity & Potential**Major Focus Areas:**

1. Digital Content Industry Growth
2. Smartphone/Internet Penetration Growth
3. Vernacular Audience Growth (in Non-Metros etc.)
4. Digital Revenue Opportunity Growth/ Ad Spends/ Subscription Growth etc.

Risk Management and Controls

DBCL has a robust risk management process to identify key risks across the group and prioritise action plans to mitigate them. Its risk management framework is reviewed periodically by the Board and the Audit Committee. The proceedings of the review process include discussions on the management's submissions on risks, prioritisation of key risks and approval of action plans to mitigate such risks.

Some of the uncertainties and risks that can affect the business are technological changes, changing customer preferences and behaviour, competition, volatility in prices

of newsprint and macro-economic factors such as an economic slowdown. To maintain its competitive edge and minimise exposure to risks, DBCL has undertaken various initiatives such as enhancement of existing technological capabilities, automation of various processes and digital properties, increasing its geographical presence and continued investment in its print facilities. As far as volatility in newsprint prices is concerned, it is managed by a variation in the GSM quality of newsprint, page rationalisation, a dynamic hedging policy and effective cost management through total cost productivity.

Internal Controls and Vigil Mechanisms

DBCL has built up a strong and efficient internal controls mechanism, commensurate with the size of its operations. It has laid down standard operating guidelines and processes which ensure smooth functioning of activities and zero ambiguity in the minds of people who actually execute the operations. The policies, processes, guidelines and checklists relevant to the Standard Operating Procedures are available to all on DBCL's Intranet Portal.

Internal Controls

Over the years, DBCL has undertaken specific efforts to build up its processes and deploy Standard Operating Guidelines across all operational areas.

The Finance Heads at Corporate, State & Unit levels are accountable for financial controls. They report in line with DBCL's accounting policies and are fully responsible for the accuracy of books of accounts and preparation of financial statements. DBCL has deployed a vigorous internal controls and audit mechanism to facilitate an accurate and fair presentation of its financial results. This process not just ensures adherence to regulatory standards and meets statutory compliance requirements, but also confirms that DBCL's reporting is complete, reliable and understandable. In addition, there is a specific impetus on safeguarding investor interests with deployment of the highest levels of governance and regular communication with them.

During FY 2019-20, DBCL also appointed an independent Chartered Accountancy firm to assist in re-evaluation and testing of its Internal Financial Controls (IFC), which encompassed review, reclassification and rationalisation of controls.

Internal Audit

To support its internal audit structure, DBCL has engaged experienced Chartered Accountancy firms across all locations. A system of monthly internal audit reporting, reviewing and monitoring together with Surprise Audits are conducted to ensure effective adherence to establish processes, internal controls and internal audit mechanisms on a real-time basis.

**Vigil Mechanism**

DBCL is among the first few companies in India to take active steps towards establishing a 'Whistle-blowing Mechanism'. This initiative was taken to encourage employees to report irregularities in operations, besides complying with the statutory requirements under the Companies Act, 2013 and the Listing Regulations.

In order to maintain highest level of confidentiality, DBCL outsourced the complaint receipt and coordination with the whistleblower to an independent agency. All DBCL employees have daily access to the independent agency through a dedicated tollfree hotline, or through other channels like website, email or post. These reporting channels can be accessed in Hindi, English, Marathi and Gujarati. The whistleblower will be provided with a reference number by the agency for providing additional information and updates on the status of the complaint.

An Internal Ethics Committee has been established to operate this policy under the supervision of the Audit Committee. An ombudsperson, along with the Ethics Committee, decides the future course of action. Complaints are categorised and prioritised, based on their nature, and actions are commensurate. If the whistleblower is not satisfied with the actions taken, the mechanism also has an Escalation Protocol in place. Through this process, the mechanism considers and extends complete protection to the whistleblower.

Integrity and ethics have been the bedrock of DBCL's corporate operations. DBCL is committed to conducting its business in accordance with the highest standards of professionalism, honesty and ethical behaviour and has the best systems in place to nurture a similar working culture.

Financial Review and Operational Highlights

(All financial numbers are on a consolidated basis)

Income from Operations

On a consolidated financial basis, DBCL registered a de-growth of 9.80% YoY in its total revenues during FY 2019-20 at ₹ 22,363 Mn compared to ₹ 24,793 Mn for FY 2018-19.

Circulation Revenue

Circulation Revenue registered a de-growth by 2.2% YoY during FY 2019-20 to ₹ 5,122 Mn compared to ₹ 5,237 Mn for FY 2018-19. Over the past decade (FY 2009-10 to FY 2019-20), Dainik Bhaskar has delivered a 9.23% CAGR growth, driven by yields and copies in core legacy markets - much above the industry growth standards.

Advertising Revenue

- Advertising revenues de-grew by 11% YoY during FY 2019-20 to ₹ 15,640 Mn compared to ₹ 17,625 Mn for FY 2018-19

- Advertising revenue for the Print Segment de-grew by 10% YoY
- Advertising revenue for the Radio Segment de-grew by 11% YoY
- The weakness in the advertising revenue was on the back of a continuously weak economic performance

Raw Material Consumed

The cost of newsprint consumption reduced by 17% YoY to ₹ 7,664 Mn for FY 2019-20 as compared to ₹ 9,236 Mn for FY 2018-19. This decrease in cost was majorly on account of global decrease of newsprint prices.

Employee Cost

At a consolidated level, the employee cost declined by 4% YoY to ₹ 4,181 Mn for FY 2019-20 as compared to ₹ 4,351 Mn for FY 2018-19. Cost-efficiency measures executed by the management enabled optimisation of operating cost across each head.

Other Expenses

Other operating expenses reduced by 7% YoY to ₹ 5,578 Mn for FY 2019-20 as compared to ₹ 5,998 Mn for FY 2018-19, on account of very focussed and tight control on overheads and despite the impact of the Forex Loss to the tune of ₹ 86 Mn in FY 2019-20.

EBIDTA

The EBIDTA de-grew by 5% from ₹ 5,209 Mn (margin of 21%) in FY 2018-19 to ₹ 4,940 Mn (margin of 22%) in FY 2019-20, primarily due to the impact of reduction in advertisement revenue.

Depreciation

Depreciation and amortisation expenses grew by 22% to ₹ 1,207 Mn during FY 2019-20 from ₹ 986 Mn during FY 2018-19, majorly due to the impact of Ind AS 116 "Leases".

Financial Cost and Foreign Exchange Fluctuation

Finance cost increased by 195% YoY to ₹ 251 Mn for FY 2019-20 from ₹ 85 Mn for FY 2018-19, majorly due to the impact of Ind AS 116 "Leases".

Over the past decade (FY 2009-10 to FY 2019-20), Dainik Bhaskar has delivered a 9.23% CAGR growth, driven by yields and copies in core legacy markets - much above the industry growth standards

Profit after Tax (PAT)

The Operational PAT stood at ₹ 2,750 Mn during FY 2019-20 as compared to ₹ 2,738 Mn during FY 2018-19.

Capacity Utilisation

The quality and strength of the Balance Sheet of DBCL as on March 31, 2020 is satisfactory and can be gauged from the following ratios:

Sr. No.	Ratios	As on March 31, 2020
1.	Return on Capital Employed	19.48%
2.	Return on Tangible Net Worth	16.38%
3.	Tangible Net Worth	₹ 16,784 Mn
4.	Debt (Secured Long-Term)	NIL
5.	Cash & Bank Balance	₹ 1,352 Mn
6.	Current Ratio	2.0 times
7.	Debtor Turnover	3.5 times
8.	Inventory Turnover	3.1 times
9.	Interest Coverage Ratio*	81.06 times
10.	Operating Profit Margin	22.00%
11.	Net Profit Margin	12.00%

*Interest coverage ratio during FY 2019-20 stood at 81.06 times compared to 69.39 times for FY 2018-19 due to decline in interest expenses (excluding foreign exchange difference considered as borrowing cost and interest on leased liabilities).

Shareholder Value

DBCL's dividend distribution policy is aimed at sharing its prosperity with its shareholders, subject to maintaining an adequate chest for liquidity and growth.

100% Dividend Declaration

For the year ending March 31, 2020, DBCL has declared and paid an aggregate equity dividend of 100%, i.e. ₹ 10 per share which is a pay-out (including tax on dividend) of around 77% of Consolidated PAT for the year.

Human Resources

With an intention to empower employees to be self-sufficient for their basic needs and bring the routine transactions on the self-service mode, HR process automation was initiated during FY 2019-20. DBCL launched a new-age HRMS solution with various employee-friendly features and mobile-first philosophy. This helped in bringing most of the employee transactions online and enabling reduced dependency on people. The application included features like marking attendance, applying for leaves and approving them on the go, wishes, call directory, survey, announcements, salary related information, KRAs, etc. In future, the solution will also

feature recruitment, on-boarding, learning and travel module, making it a single integrated platform from an employee experience standpoint.

To further DBCL's philosophy of promoting home-grown talent, the Individual development plans for high potential employees were developed and implemented. The sustained effort on this has resulted in a large number of mid and senior level positions being filled internally.

Managing people costs has been one of the strategic priorities for DBCL. Thus, it looked at the structure critically and removed the redundancies, ensuring agility, and at the same time eliminating the unwanted costs. The philosophy of promoting home-grown talent and hiring mostly at the entry level also helped.

Late Chairman Shri Ramesh Chandra Agrawal has always been the source of inspiration for the Bhaskarites. Thus, DBCL decided to celebrate his birth anniversary, 30th November, as 'Perna Diwas' every year. On this day, various activities like blood donation camp (where more than 12,000 units were donated in 2019), drawing competition for children, Ann Daan and Vastra Daan were organised, and 'Perna Puraskar' was distributed to people who demonstrated the values of Simplicity, Humility, People Connect and Business Growth.

Employee care has been one of the top priorities for DBCL. The initiation of the Group Term life insurance policy, which was launched in August 2019, was a key initiative this year towards this end.

With an intention to empower employees to be self-sufficient for their basic needs and bring the routine transactions on the self-service mode, HR process automation was initiated during FY 2019-20. DBCL launched a new-age HRMS solution with various employee-friendly features and mobile-first philosophy.



Outlook

Print Segment

Increased Focus on Subscription Revenues

- The Print segment will need to focus on growing its subscription revenues through a combination of identifying new markets which are underpenetrated as well as increasing cover prices, for which newspapers and magazines will need to reinvent themselves as purveyors of not just news and opinions, but of in-depth analysis
- Print brands, with years of heritage and trust, will broaden their scope to enable transactions and subscription models outside of pure content, to serve the wider needs of their reader communities

Platform-based Approach to Ad Sale

- DBCL expects print companies to enable platforms for smaller agencies and SME advertisers in order to grow their reach and be able to handle larger number of advertisers
- When coupled with their ad sales feet on the street, the combination would in effect make print companies act like advertisement agencies for their customers

Radio Segment

Advertising Model will Evolve

- Radio is expected to evolve towards performance advertising in 2020, with a heavier tilt towards SMEs and retail advertisers

Local brands are expected to increase spends across a city or geographically relevant city-clusters, while national advertisers will continue to advertise with an objective of general awareness and to induce sale/action. Such campaigns are expected to be integrated with the digital media campaigns of the respective brands

Digital Segment

- Digital segment is expected to grow to ₹ 414 billion by 2022, at 23% CAGR
- Advertising is expected to grow at a 22% CAGR, while subscription is estimated to grow at 30% CAGR, on the back of over 50 million paying video subscribers and 5 million paying audio subscribers
- The number of internet connected smartphone screens is expected to double to 750 million by 2025, bringing the large: small screen ratio to 1:3. The change in screen ratio is expected to stir a massive increase in demand for content across short and interactive formats, driving up content prices further and at the same time ensuring that content libraries are shared increasingly
- The demand for regional digital content is expected to rise much higher as growth will be driven by consumption in non-metro markets
- Radio and print companies are poised to benefit from this change and will enable them to provide short and snackable content to meet this demand

Board's Report

To
The Members,
D. B. Corp Limited

The Board of Directors of your Company i.e. D. B. Corp Limited (*the Company/ DBCORP/ DBCL*) has pleasure in presenting to you the 24th Annual Report together with the Audited Standalone and Consolidated Financial Statements (*Audited Financial Statements*) for the financial year ended March 31, 2020.

1. FINANCIAL PERFORMANCE

The Audited Financial Statements for the financial year 2019-20 have been prepared in accordance with the Indian Accounting Standards (*Ind AS*) notified under Section 133 of the Companies Act, 2013 (*the Act*) read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

The financial highlights of the Company's performance are given below:

FINANCIAL HIGHLIGHTS

₹ in million

Particulars	Standalone		Consolidated	
	2019-20	2018-19	2019-20	2018-19
Revenue from operations	22,237	24,627	22,238	24,627
Other Income	124	166	125	166
Total Revenue	22,361	24,793	22,363	24,793
Operating expenditure	17,423	19,584	17,423	19,585
EBITDA	4,938	5,209	4,940	5,209
EBITDA Margin	22%	21%	22%	21%
Finance Cost	251	85	251	85
Depreciation & Amortisation	1,207	986	1,207	986
Total Expenditure	18,881	20,655	18,881	20,656
Profit Before Tax	3,481	4,138	3,482	4,137
Provision for Tax	732	1,399	732	1,399
Profit After Tax (PAT)	2,749	2,739	2,750	2,738
PAT Margin	12%	11%	12%	11%
Dividend as % of face value per share	100%		100%	

REVIEW OF PERFORMANCE, OPERATIONAL HIGHLIGHTS AND FUTURE OUTLOOK

India has been the growth leader amongst major economies including emerging markets and developing economies over the last five years. It surpassed China in terms of real GDP growth in 2014 and has remained above since. Growth in the Indian Economy is expected to pick-up thereafter.

India remained the fifth largest economy and shares 17.7% of the total world population and 2.4% of the world surface area. According to International Monetary Fund World Economic Outlook (October 2019), India's Nominal GDP is estimated as \$ 2,936 Billion in 2019, making it the fifth largest economy in the world. India contributed 3.4% of the World's GDP. When measured

on the basis of Purchasing Power Parity (PPP), **India is estimated to be the third largest economy at PPP \$ 11,326 in 2019.**

DBCL's performance for the financial year 2019-20 needs to be viewed in the context of aforesaid economic and market environment forces. DBCL delivered another year of resilient performance aided by market development strategies, establishment of long term customer relationships and well planned execution of on-ground marketing efforts.

Print Business

As per recent IRS 2019 Q4 survey, Dainik Bhaskar Group has become the Largest Newspaper Group of



India (excluding financial dailies) Source: IRS 2019 Q4 AIR (U+R) (Main+Variant). The flagship brand 'Dainik Bhaskar' continues to be the No.1 newspaper of NCCS A and NCCS AB segments of Urban India with a widening lead. Source: IRS 2019 Q4 AIR (Urban) (Main+Variant).

The Dainik Bhaskar Group stands as the torch bearer of readership growth adding 74.51 Lakh readers (TR) during the last 2 years. This translates into a growth of 12.66%, majorly in the legacy markets of Madhya Pradesh, Chhattisgarh, Rajasthan, Haryana, Punjab, Gujarat and in the newer market of Bihar.

This year Dainik Bhaskar became No. 1 newspaper in Rajasthan in every possible metrics i.e. in terms of Circulation (ABC Jul-Dec 2019) and Readership (IRS 2019 Q4 AIR | TR).

Your Company maintained its focus on editorial strategy which has led to significant improvement in quality of editorial content, greater readership delight and growth. To this end relevant changes in our editorial philosophy of being Reader-Centric, i.e. **'Kendra Mein Pathak'** (Reader Centric) to Knowledge and Ideation approach which is **'Har Zaroori Khabar Mein Hoga Aapke Kaam Ka Knowledge'** (news carrying knowledge you can use) has helped us to not only meet our readers' expectations but to go beyond and has created a deeper connect with the audiences in every geography that we operate in and the same is validated through recent readership and circulation results of IRS and ABC.

FY 2019-20 had been a wonder year for the circulation. The year started with officially establishing Dainik Bhaskar as No. 1 Newspaper in India with the highest circulation as certified by Audit Bureau of Circulation's (ABC) January-June 2019 as well as July - December 2019 Report. Along with this Dainik Bhaskar also became No. 2 in Bihar as per ABC's January-June 2019 Report. Dainik Bhaskar Group continues to strive harder as it attains new milestones in circulation, underscoring the success of a focused marketing and circulation strategy. This has helped the Group earn many laurels, but perhaps the most heartening to note was that Dainik Bhaskar featured amongst the World's Top 3 Most Circulated Newspaper in 2019 as per WAN IFRA report. The fact that we were the only Indian news daily to be in the Top 3 is a proud development for the entire Dainik Bhaskar Group and team.

As part of other significant developments, the following are noteworthy:

- Dainik Bhaskar Group has become No. 1 newspaper group of India (excluding Financial Dailies); Source: IRS 2019 Q4-AIR (U+R) | Main+Variant.

- Dainik Bhaskar continues to be Urban India's No. 1 Newspaper in NCCS A & NCCS AB segments and is further increasing its lead; Source: IRS 2019 Q4 (AIR-Urban | Main+Variant).
- Dainik Bhaskar continues to hold an unwavering leadership position in its two key markets i.e. Madhya Pradesh and Rajasthan; Source: IRS 2019 Q4 (AIR-U+R | Main+Variant).
- In Rajasthan, Dainik Bhaskar becomes the No.1 Newspaper with greater dominance in Jaipur and Top 5 cities of Rajasthan; Source: IRS 2019 Q4 (AIR-U +R | Main+Variant).
- Divya Bhaskar has increased its lead to 31% in the key market of Ahmedabad; Source IRS 2019 Q4 (AIR) and has become the No. 1 Newspaper in 4 major cities and in the top 6 cities of Gujarat (AIR/TR).
- In newer market of Bihar, Dainik Bhaskar has steadily increased its readership and gained market share. Total readership grew by 7% to 67.06 Lakh readers. Further Dainik Bhaskar has added 17.36 Lakh new readers from Q1 to Q4 (Source IRS 2019 Q4 TR-Urban+ Rural).

Radio Business

94.3 MY FM is one of the largest radio networks of Tier II and Tier III cities spread across 7 states and 30 cities and continues to be the largest player in the radio industry.

94.3 MY FM is maintaining leadership position at each of the 30 markets. MY FM is a force to reckon with on-air, on-ground and on-digital today. To enhance listener experience, the Company has launched some never-heard-before concepts on Radio. We are committed to provide enhanced listener experience through our deeply entrenched customer-centric approach. With our brand philosophy of **'Aaj Kuch Achcha Sunte Hain'** MY FM has been at the forefront championing its vision to inform, entertain and enlighten the communities we are part of, with a participative approach of progressive and positive inputs.

The Radio Business performed well in FY 2019-20. Total income of this division was ₹ 1,390 million during the year. EBITDA of the Radio business stood at ₹ 431 million and EBITDA margin was 31%.

Digital Business

DB Digital intensified its focus to further strengthen loyal user base and potential monetisation of the platform. Focusing on this will enable a long term growth and monetisation strategy by creating an extremely loyal user base, offer them a unique, innovative news

experience and reduce dependence on third party platforms by forming a direct connect relationship with its users. It is one of the fastest growing Hindi and Gujarati news Apps in the last 12 months.

DB Digital intensified its focus to strengthen its loyal user-base by revamping its direct properties including its Android and iOS Apps and Websites.

Performance highlights of the Company during the financial year under consideration are as follows:

- Standalone revenue from operations and other income was ₹ 22,361 million as compared to ₹ 24,793 million in the previous year.
- Standalone advertising revenue stands at ₹ 15,640 million which includes revenue from print, radio and digital media business.
- Circulation revenue stands at ₹ 5,122 million from ₹ 5,237 million. Circulation revenue has witnessed CAGR growth of around 9.23% for the past 10 years driven by increase in copies and rate growth.
- On a consolidated financial basis, the Company's total revenues during FY 2019-20 stands at ₹ 22,363 million compared to ₹ 24,793 million for FY 2018-19.
- Profit after tax stands at ₹ 2,750 million compared to ₹ 2,738 million for FY 2018-19.
- EBITDA margin of matured business stands at 26.20%.

2. MATERIAL CHANGES AND COMMITMENTS, IF ANY, BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

The spread of COVID-19 has impacted businesses around the globe. In many countries, including India, there has been disruption in regular business operations due to lock-downs, disruptions in transportation, supply chain, travel bans, quarantines, social distancing and other emergency measures.

The Company's specified services e.g. newspaper distribution and radio broadcasting services have been considered as essential services by the government of India. The Company has obtained all necessary approvals and permits to operate and mobilize the vehicles, staff, contractors etc. Uncertainty caused by the current situation has caused the short-term slowdown in the business operations, however the Company is experiencing pick-up of operations post partial lifting of lock down in many of our markets and expect complete normalcy after complete lifting of lock down.

The Company has made detailed assessment of its liquidity position and of its Balance Sheet assets comprising Property, Plant and Equipment, Intangible Assets, Right-of-use Assets, Trade Receivables, Inventory, Investments Properties, Investments and other current and non-current assets and liabilities at the balance sheet date, and has concluded that there are no material adjustments required in the standalone financial statements.

Management believes that it has taken into account all possible impact of known events till the date of approval of its financial statements arising from COVID-19 pandemic in the preparation of the standalone financial statements. The Company will continue to monitor any material changes to future economic conditions.

3. CORPORATE SOCIAL RESPONSIBILITY (CSR)

As a representative of Dainik Bhaskar group, your Company takes CSR very seriously and wants to make it a mass movement. With this purpose in mind, your Company has tweaked its strategy on CSR and now, mostly, adheres to advocacy model. The idea is to concentrate efforts on utilising extensive reach to put across the CSR messages to as many people as possible by way of advertisements and write-ups.

Company's CSR initiatives are meant to inform, educate and engage the readers to care for nature, environment and deprived sections. While such initiatives may not show immediate results but in the long run have great potential to sensitise people and make them more humane.

Highlights of the Company's overall CSR initiatives during FY 2019-20 were as follows:

- **Dene Ka Sukh:** Dainik Bhaskar Group has been celebrating 'Joy of Giving' week from October 2 to October 8 since the year 2013. Every year, Dainik Bhaskar Group has come with a different theme under this campaign, which aims at bringing a fundamental change in society's outlook towards the thought of giving or donating.

This year Dainik Bhaskar Group urged people to ensure that this week, nobody sleeps hungry and to achieve this feat, Dainik Bhaskar Group asked people to carry 2 extra roti / chapatis from their homes and give it to any needy person while commuting.

- **Vastra Daan:** To help the poor and needy during the chilly winters, Dainik Bhaskar Group came up with the 'Vastra Daan' initiative. Dainik Bhaskar Group encouraged its employees and readers to donate clothes and blankets for the



needy; especially the old aged people and children. Collection Boxes were kept at Dainik Bhaskar offices and later stuff was distributed to needy ones.

- **TeentalkIndia.com:** The Dainik Bhaskar Group's initiative 'Teentalkindia.com' is an emotional wellbeing platform for teenagers and young adults in India. With 17 Crore of the Indian population in the age group of 13 to 29 years, India has one of the largest youngest populations in the world. Today's teenagers and young adults deal with a great deal of pressures such as parental expectations, academic pressures and societal pressures and ultimately these pressures may lead to depression or anxiety, suicide or self-harm. This is compounded by the fact that there are limited support services available for emotional wellbeing in India. Bollywood celebrities like Alia Bhatt, John Abraham, etc. have supported Teentalkindia by encouraging youth to use it for various teen related issues.

Teentalkindia has impacted 5 Lakh users and helped 15 Thousand young adults through chats and emails to overcome their issues including overcoming suicidal tendencies.

- **Abir-Gulal Holi:** This campaign promotes dry celebration of Holi thereby motivating citizens to refrain from playing Holi with water and channel their festive spirit in an eco-friendly manner.
- **Mitti Ke Ganesh:** Dainik Bhaskar Group encouraged people to bring clay made Ganesh idols at home during Ganesh Chaturthi and immerse these idols at their home itself, using a bucket or artificial pond. People were also encouraged to use the remnants (soil) after immersion, to plant a sapling.
- **Ek Ped Ek Zindagi:** Dainik Bhaskar Group has been running 'Ek Ped Ek Zindagi' campaign since last 7 years. This time the idea was to create a sense of urgency among people and urge them to take action right now before it's too late.

At group level, Dainik Bhaskar Group encourages various groups like schools, colleges, societies, offices, police stations, etc. to plant trees at their premises. Dainik Bhaskar Group also involved its trade partners in this campaign by sending them a trade mailer which included an eco-friendly Rakhi which had a seed and same could be used later to sow it as a plant. Campaign resulted into a huge success with 13,97,478 trees plantation being done across 7 states.

- **Save Birds:** During the months of scorching summer season, thousands of birds die due to

lack of drinking water and grains to eat. 'Save the Birds' initiative is a campaign to help these birds in distress. Dainik Bhaskar Group encouraged its readers to place Sakoras (earthen birdbaths) filled with water and grains on roof or window to help these birds survive.

A brief outline of the CSR policy of the Company and initiatives undertaken by the Company on CSR activities during the year are given in 'Annexure A' to this Report. For other details including the CSR Committee, please refer to the Corporate Governance Report which is a part of this report. The CSR policy is available on the website of the Company at <https://dbcorpltd.com/corporategovernance.php>.

During FY 2019-20, the Company incurred an expenditure of ₹ 165.06 million on CSR activities as against the required spend of ₹ 96.84 million. Out of total spend during the year, ₹ 68.22 million pertains to unspent portion of mandatory CSR spend of earlier financial years.

4. AWARDS AND ACCOLADES

Winning awards is the result of strategic efforts to build a Company's image as an industry leader and a great opportunity to showcase the excellence standards. Your Company has bagged bronze for its Bihar campaign at the prestigious ET Shark Awards which recognises and rewards excellence in marketing. The Group recognised at INMA Global Awards for its Smart Soch Campaign, Junior Editor Activity, Best idea to grow advertising sales or retain advertising clients activities. In addition, the Company won 3 awards at ACEF Global Customer Engagement Award, 3 awards at Publishers Abby 2019 and 1 award at Media innovation awards during FY 2019-20 under various segments of its business for its Brand & Marketing Campaigns, CSR Initiatives, Event Activation, Effectiveness in Publication & Media and Print Innovations, Corporate Collaterals, Best Use of CSR practices in Media & Entertainment, Public Awareness Programme, etc.

5. DIVIDEND

During the financial year under consideration, on November 4, 2019, the Company has paid an Interim Dividend @ 65% (i.e. ₹ 6.50 per equity share of ₹ 10/- each) which was declared by the Board at its meeting held on October 16, 2019.

Further on February 11, 2020, the Company paid Second Interim Dividend @ 35% (i.e. ₹ 3.50 per equity share of ₹ 10/- each) which was declared by the Board at its meeting held on January 23, 2020.

The total outlay of dividend paid for FY 2019-20 is ₹ 174.95 Crore as against ₹ 174.90 Crore for the previous financial year.

The Board of Directors has not proposed and recommended any Final Dividend for FY 2019-20 for the approval of the shareholders.

Pursuant to Section 125 of the Companies Act, 2013 (the 'Act') and the rules made thereunder, the unclaimed dividend of ₹ 52,773/- and ₹ 66,816/- pertaining to the financial year 2011-12 and 2012-13 have been transferred to the Investor Education and Protection Fund on their respective due dates.

6. DIVIDEND DISTRIBUTION POLICY

The Dividend Distribution Policy duly framed and approved by the Board of Directors pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') is given in 'Annexure B' to this Report and is also available on the website of the Company at <https://dbcopltd.com/corporategovernance.php>.

The dividend declared and paid during FY 2019-20 was in compliance with Dividend Distribution Policy of the Company.

7. TRANSFER TO RESERVES

The Company has not transferred any amount to General Reserve during FY 2019-20.

8. CHANGES IN THE NATURE OF THE BUSINESS

There were no changes in the nature of Business of the Company during FY 2019-20.

9. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Composition of the Board of Directors

During the financial year under consideration, no new directors were appointed neither there were any separations and hence there were no variations in the composition of the Board of Directors of the Company.

B. Director to retire by rotation

Pursuant to Section 152 of the Act and the Articles of Association of the Company, Mr. Pawan Agarwal (DIN: 00465092), Dy. Managing Director retires by rotation at the ensuing AGM and being eligible offers himself for re-appointment. He has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

A brief profile describing the skills / expertise and other qualifications of Mr. Pawan Agarwal has been provided in the Explanatory Statement annexed

to the Notice 24th Annual General Meeting which may be taken as forming a part of this Report. The Board recommends and seeks your approval for his re-appointment.

C. Independent Directors

The Company has received declarations from the Independent Directors that they meet with the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

Further, pursuant to Regulation 25(8) of the SEBI Listing Regulations, all the Independent Directors have also confirmed that they are not aware of any circumstance or situation which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

Also, all the Independent Directors have confirmed that during the financial year under consideration, they complied with Schedule IV of the Act and Company's Code of Conduct.

The Board of Directors has made an internal assessment of the aforesaid declarations and confirmations and in the opinion of the Board, there has been no change in the circumstances affecting their status as the Independent Directors of the Company.

The Independent Directors of the Company have taken reasonable and prudent steps to get themselves registered on the portal of Indian Institute of Corporate Affairs, Manesar ('IICA') pursuant to Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

The Company already has in place a well-planned and structured familiarisation programme for the Independent Directors to enable them to be aware of the various trends and pursuits in the Media and Entertainment (M & E) industry. The details of the familiarisation programme can be found on the website of the Company at <https://dbcopltd.com/corporategovernance.php>

D. Pecuniary relationships or transactions of Non-executive Directors with the Company

None of the Non-executive Directors had any pecuniary relationships or transactions with the Company which may have potential conflict with the interests of the Company at large.

**E. Key Managerial Personnel**

Pursuant to Section 203 of the Act, the Key Managerial Personnel (KMP) of the Company as on March 31, 2020 are as under:

▪ Mr. Sudhir Agarwal	- Managing Director
▪ Mr. Pawan Agarwal	- Deputy Managing Director
▪ Mr. P. G. Mishra	- Group Chief Financial Officer
▪ Ms. Anita Gokhale	- Company Secretary and Compliance Officer

F. Annual Evaluation of the Board, Committees and Individual Directors

The Company has set up an efficient mechanism for annual evaluation of the Board as a whole, its Committees and Individual Directors pursuant to the provisions of the Act and the SEBI Listing Regulations & the Policy on Performance Evaluation of the Board.

Accordingly, the Board has carried out an annual evaluation of the Board as a whole, its Committees and Individual Directors. The performance evaluation of the Board and Non-Independent Directors was carried out by the Independent Directors in their separate meeting. The Performance evaluation of Independent Directors was done by the entire Board, excluding the independent director being evaluated.

The efficient mechanism of annual evaluation includes questionnaire on various aspects such as:

- performance matrix in terms of knowledge of the industry, ethics and values, skill set, leadership, expertise w.r.t. the Directors; and
- dynamics, processes, contribution towards development of the strategy, risk management, budgetary controls, receipt of regular inputs and flow of information, functioning, performance, structure and composition w.r.t. the Board and Committees.

G. Policy on Nomination and Remuneration of Directors, KMPs and other employees

The Nomination and Remuneration Committee of the Board of Directors of the Company leads the process for Board appointments in accordance with the requirements of the Act, the SEBI Listing Regulations and other applicable regulations and guidelines. As per the policy on Nomination and Remuneration of Directors, KMPs and Other

employees laid down by the said Committee, all the Board appointments are considered based on meritocracy. The potential candidates for appointment to the Board are *inter alia* evaluated on the basis of highest level of personal and professional ethics, standing, integrity, values and character; appreciation of the Company's vision, mission, values and, prominence in business, institutions or professions and, professional skill, knowledge and expertise and, financial literacy and such other competencies and skills as may be considered necessary. In addition to the above, the candidature of an Independent Director is also evaluated in terms of the criteria for determining independence as stipulated under the Act, the SEBI Listing Regulations and other applicable regulations and guidelines.

The salient features of the Company's policy on Nomination and Remuneration of Directors, KMPs and Other employees along with details of amendments made therein by the Board of Directors are given in the Corporate Governance Report which may be taken as forming a part of this Report. The said policy is also available on the website of the Company at <https://dbcorld.com/corporategovernance.php>.

10. BOARD MEETINGS

Four meetings of the Board were held during the financial year under consideration. The details of meetings of the Board are given in the Corporate Governance Report which may be taken as forming a part of this Report.

11. COMMITTEES OF THE BOARD**A. Audit Committee**

Pursuant to Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations, the Board of Directors has duly constituted an Audit Committee.

The Composition, quorum, powers and scope of the Audit Committee are in accordance with the applicable statutory provisions.

The details w.r.t. the composition, meetings held during the year, presence of the members of the Committee thereat and its areas of operations, scope and terms of reference of the Committee are disclosed in the Corporate Governance Report which may be taken as forming a part of this Report.

Vigil Mechanism

Integrity and ethics have been the bedrock of the Company's Corporate operations. The Company is committed to conducting its business

in accordance with the highest standards of professionalism, honesty and ethical behaviour. It has the best systems in place to nurture as honest and ethical working culture as possible.

Your Company is among the first few companies in India to take active steps towards establishing a 'Whistle-blowing Mechanism'. This initiative was taken to encourage employees to report irregularities in operations, besides complying with the statutory requirements under the Act and the SEBI Listing Regulations. In order to maintain highest level of confidentiality, the Company has outsourced the complaint receipt and coordination with the whistle blower to an independent agency. All the employees can avail this mechanism on a daily basis through a dedicated toll-free hotline, website, email or post. These reporting channels can be accessed in Hindi, English, Marathi and Gujarati. The whistle blower will be provided with a reference number by the agency, for providing additional information and updates on the status of the complaint.

An Internal Ethics Committee has been established to operate this policy under the supervision of the Audit Committee. An ombudsperson, along with the Ethics Committee decides the future course of action. Complaints are categorised and prioritised, based on their nature and actions are commensurate. If the whistle blower is not satisfied with the actions taken, the mechanism also has an Escalation Protocol in place. Through this process, the mechanism considers and extends complete protection to the whistle blower.

B. Nomination and Remuneration Committee

Pursuant to Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations, the Board of Directors has duly constituted Nomination and Remuneration Committee.

The Composition, quorum, powers and scope of the Nomination and Remuneration Committee are in accordance with the applicable statutory provisions.

The details w.r.t. the composition, meetings held during the year, presence of the members of the Committee thereat and its areas of operations, scope and terms of reference of the Committee are disclosed in the Corporate Governance Report which may be taken as forming a part of this Report.

The salient features of the Company's policy on Nomination and Remuneration of Directors, KMPs and Other employees along with details of amendments made therein by the

Board of Directors are given in the Corporate Governance Report which may be taken as forming a part of this Report. The said policy is also available on the website of the Company at <https://dbcorpltd.com/corporategovernance.php>.

C. Risk Management Committee

The Board of Directors has constituted the Risk Management Committee pursuant to Regulation 21 of the SEBI Listing Regulations.

The Composition, quorum, powers and scope of the Risk Management Committee are in accordance with the applicable statutory provisions.

The details w.r.t. the composition, meetings held during the year, presence of the members of the Committee thereat and its areas of operations, scope and terms of reference of the Committee are disclosed in the Corporate Governance Report which may be taken as forming a part of this Report.

Risk Management Policy

Your Company has adopted the Risk Management Policy and is very keen on identifying, evaluating and managing significant risks faced by the Company and it prioritises relevant action plans in order to mitigate such risks. This is primarily the responsibility of the Risk Management Committee carried out through discussing the management submissions on risks, evaluating key risks and approving action plans to mitigate such risks. Risk management framework is reviewed periodically by the Risk Management Committee.

The development and implementation of Risk Management Policy has been covered in the Corporate Governance Report which may be taken as forming a part of this Report.

D. Corporate Social Responsibility Committee

The Board of Directors has duly constituted a Corporate Social Responsibility (CSR) Committee, with its composition, quorum, powers, role and scope in accordance with Section 135 of the Act. Details regarding the composition of the CSR committee along with the dates of meeting and the terms of reference of the committee are disclosed in the Corporate Governance Report which may be taken as forming a part of this Report.

Corporate Social Responsibility Policy

The CSR Committee has framed and recommended to the Board a Corporate Social Responsibility Policy indicating the scope of areas for carrying out the Company's Corporate Social Responsibility. There has been no material change in the said policy during the FY 2019-20.



12. EXTRACT OF ANNUAL RETURN

The Extract of Annual Return in Form MGT-9 as required under Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 forms part of this Report and is given as 'Annexure C' to this Report. The same is also available on the website of the Company at <https://dbcorpltd.com/annual-reports.php>.

13. INTERNAL CONTROL SYSTEM AND ITS ADEQUACY

Internal Controls

The company has built up a strong and efficient internal controls mechanism, commensurate with the size of its operations. It has laid down standard operating guidelines and processes which ensure smooth functioning of activities and zero ambiguity in the minds of people who actually execute the operations. The policies, processes, guidelines and checklists relevant to the standard operating procedures are available to all on the company's intranet.

Financial Controls

The Finance Heads at Corporate, State and Unit levels are accountable for financial controls. They are fully responsible for accuracy of books of accounts, preparation of financial statements and reporting in line with the Company's accounting policies. Your Company has deployed a vigorous Internal Controls and Audit mechanism to facilitate an accurate and fair presentation of its financial results. This process not just ensures adherence to regulatory standards and meets statutory compliance requirements but also confirms that the Company's reporting is complete, reliable and understandable. In addition, there is a specific impetus on safeguarding investor interests with deployment of the highest levels of governance and regular communication with them.

Over the years, the Company has undertaken specific efforts to build up its Processes and deploy Standard Operating Guidelines across all operational areas.

During FY 2019-20, the Company appointed Independent Chartered Accountancy firms to assist in re-evaluating and testing its Internal Financial Controls (IFCs) which encompassed review, reclassification and rationalisation of controls.

Internal Audit

To support its Internal Audit structure, your Company has engaged experienced Chartered Accountancy firms across all locations. A system of monthly Internal Audit reporting, reviewing and monitoring together with Surprise Audits is set and is diligently carried out to ensure effective adherence to establish processes, internal controls and internal audit mechanisms on a real-time basis.

14. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans, guarantees given and investments made under Section 186 of the Act including loans given to the subsidiary have been given separately in the financial statements of the Company under Note 33 of Standalone Financial Statements which may be read in tandem with this Report.

15. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions entered into during FY 2019-20 were at arm's length basis. Also, there have been no materially significant related party transactions that were entered into by the Company with its related parties. Hence the Company is not required to attach the prescribed Form AOC-2 to the financial statements of the Company.

16. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 134(3) (c) of the Act with respect to Directors' Responsibility Statement, it is hereby confirmed:

1. that in the preparation of the annual accounts for the year ended March 31, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. that the directors had 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 as at March 31, 2020 and of the profit of the Company for the year ended as on that date;
3. that the directors had taken proper and sufficient care 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;
4. that the directors had prepared the annual accounts for the financial year ended March 31, 2020, on a 'going concern' basis;
5. that the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively;
6. that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. SUBSIDIARIES

As on March 31, 2020, your Company has two subsidiaries viz. DB Infomedia Private Limited and I Media Corp Limited.

There are no associate companies or joint venture companies within the meaning of Section 2(6) of the Act. There has been no material change in the nature of the business of the subsidiaries.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company.

Further, pursuant to the provisions of Section 136 of the Act, the standalone financial statements, consolidated financial statements and separate audited financial statements in respect of subsidiaries are all available on the website of the Company at <https://dbcorgpltd.com/annual-reports.php>.

Performance / Business highlights of subsidiaries

The performance / business highlights of the subsidiaries of your Company during FY 2019-20 are as follows:

a. DB Infomedia Private Limited (DBIPL)

DBIPL is in the business of Events. It has recorded EBITDA of ₹ 0.88 million in the current financial year as compared to EBITDA Loss of ₹ 0.80 million during the previous financial year 2018-19.

b. I Media Corp Limited (IMCL)

IMCL, which is housing the event business of the Company, recorded an EBITDA of ₹ 0.95 million for the financial year under consideration. This subsidiary functions in co-ordination with radio division.

18. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 read with Schedule V of the SEBI Listing Regulations, every Listed Company is required to prepare the Management Discussion and Analysis Report as a part of Director's Report or to be given separately in the Annual Report.

Accordingly, the Management Discussion and Analysis Report is given separately in this Annual Report which may be taken as forming a part of this Report.

19. REPORT ON CORPORATE GOVERNANCE

A report on Corporate Governance as stipulated under Regulation 34 read with Schedule V of the SEBI Listing

Regulations is given separately in this Annual Report which may be taken as forming a part of this Report.

A Certificate, as prescribed, from the Auditors of the Company, confirming compliance with the provisions of Corporate Governance is attached to the said Report.

20. BUSINESS RESPONSIBILITY REPORT

A report on Business Responsibility as stipulated under Regulation 34 of the SEBI Listing Regulations is given separately in this Annual Report which may be taken as forming a part of this Report.

21. EMPLOYEES' STOCK OPTION SCHEMES

The Company believes that employee's engagement in the work is core-important for the growth of the Company as a whole. Hence it is evident to make the employees a part of the success of the Company through rewards, bonus and equitable compensation.

Employee Stock Options are one of the best rewards that a Company can offer to its employees to motivate, encourage and retain in a precise manner. Considering the value addition to the growth of the Company by employees through their past performance, the Company formulated and administered DBCL ESOS - 2008 Scheme and DBCL ESOS - 2010 Scheme in the past which have concluded by passage of time. Presently the DBCL ESOS - 2011 Scheme has been in vogue under which options are granted in various tranches to reward the employees and motivate them for future growth and profitability.

The Compensation Committee of the Board of Directors had been constituted in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 ('SEBI SBEB Regulations') in the past, to *inter alia* administer and monitor the Employee Stock Option Schemes. There have been no material changes to DBCL ESOS - 2011 Scheme during the financial year under consideration.

During the financial year 2019-20, the Committee has granted 2,13,981 stock options to 14 employees put together, under the DBCL-ESOS 2011 Scheme under Tranche 7 and Tranche 8.

The disclosure in terms of Regulation 14 of the SEBI SBEB Regulations is given as 'Annexure D' to this Report.

A Certificate from the Statutory Auditors viz. M/s. Gupta Mittal & Co. (Firm Registration No. 009973C) certifying that the said Employee Stock Option Scheme has been implemented in accordance with the SEBI SBEB Regulations and the resolution passed by the members has been obtained by the Company. The said certificate



will be open for inspection at the Annual General Meeting of the Company and it is given as 'Annexure E' to this Report.

22. AUDITORS AND AUDITOR'S REPORT

A. Statutory Auditors

M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/ N500016) and M/s. Gupta Mittal & Co. (Firm Registration No. 009973C) were appointed as the Joint Statutory Auditors of the Company for a period of 5 (Five) consecutive years till the conclusion of 26th Annual General Meeting of the Company.

The Statutory Auditors have confirmed that their appointment is within the prescribed limits under Section 139 of the Act and that they are not disqualified for holding such position of auditorship within the meaning of Section 139 of the Act.

Auditors' Report

The Auditors' Report on the financial statements of the Company for the financial year 2019-20 does not contain any qualifications, reservations, or adverse remarks.

B. Secretarial Auditor

In terms of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Makarand M. Joshi & Company, a firm of Company Secretaries in Practice to undertake the secretarial audit of the Company.

Secretarial Auditors' report

The Secretarial Audit Report given by the Secretarial Auditor viz. Makarand M. Joshi & Co., Practising Company Secretaries, Mumbai is given as 'Annexure F' to this Report.

The Secretarial Auditors have observed that there were instances of contra trade and instances of trading during window closure period by designated persons under Insider Trading Regulations during the financial year 2019-20 for which the Company has taken appropriate actions under the Company's Insider Trading Code.

C. Cost Auditor

In terms of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended, the cost accounting records maintained by the Company in respect of its radio business are required to be audited by

a Cost Auditor. The Board of Directors had, on the recommendation of the Audit Committee, appointed M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No. 000024) to audit the cost accounting records of the Company for the financial year 2019-20 at a remuneration of ₹ 25,000/- p.a. plus applicable taxes and out-of-pocket expenses at actuals subject to ratification of the remuneration by the members of the Company at the forthcoming AGM.

M/s. K. G. Goyal & Associates, Cost Accountants are re-appointed by the Company as Cost Auditors for the FY 2020-21 at the same remuneration. As required under the Act, the remuneration payable to the cost auditor is required to be placed before the members in a general meeting for ratification. Accordingly, a resolution seeking members' ratification for the remuneration payable to M/s. K. G. Goyal & Associates for FY 2020-21 is included in the Notice convening the forthcoming AGM.

23. PUBLIC DEPOSITS

During the financial year under review, your Company has not accepted or invited any deposits from the public within the meaning of Chapter V of the Act and applicable rules made thereunder and as such no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet.

24. DISCLOSURE IN RESPECT OF SHARES, VOTING RIGHTS, ETC.

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

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of sweat equity shares.
3. Non-exercise of voting rights directly by the employees in respect of shares purchased under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014.

25. PARTICULARS OF REMUNERATION TO EMPLOYEES

A statement containing names of top ten employees of the Company in terms of Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 w.r.t. the remuneration drawn and the particulars of employees is given as 'Annexure G' to this Report.

26. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Details as required under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies Accounts Rules, 2014 are as under:

A. Conservation of energy

(I) Steps taken or impact on conservation of energy

- (1) Conducted Energy Audit at 11 locations for optimization of energy.
- (2) Post implementation of energy audit recommendations at 11 DB print locations and implementation of various energy saving measures, the Company has achieved energy savings of 15,14,407 KWH in the financial year 2019-20 culminating into a saving of ₹ 117.18 Lakh. In all, there has been a saving of 5.3% energy over the previous year.

(II) Steps taken by the Company for utilising alternate sources of energy

- (1) Investment of ₹ 89 Lakh was done at Ahmedabad for installation of Solar PV plant in FY 19-20.
- (2) Installation of solar PV plant at Jaipur press and office was completed in March 2019 and is operational since then. Total capacity of 467 kWp solar PV is installed there.
- (3) At Ahmedabad press, solar PV plant of capacity of 250.8 kWp was installed in October 2019 and is operational since then.
- (4) Total solar generation at Jaipur was 3,92,890 kWh (units) and at Ahmedabad was 1,43,161 kWh (units) during FY 19-20.
- (5) Savings of ₹ 51,59,002/- at Jaipur and ₹ 10,37,202/- at Ahmedabad (Total ₹ 61,96,204/-) was achieved by Solar energy generation at both these locations.

(III) Capital investment on energy conservation equipments

A sum of ₹ 27.71 Lakh was invested in Energy Audits at 11 print locations. The recommendations of the Audit were implemented within regular opex to achieve the results.

B. Technology Absorption

Efforts made towards technology absorption and Benefits derived like product improvement, cost reduction, product development or import substitution

- In the Ad Sales vertical, the 'Ad Agency Self Service Portal' has been launched for all Ad Agencies to do all the activities without help of company team. 1500 Agencies are activated on this portal who are getting benefits of technology.
- In the Circulation business, 'Samridhi' Mobile App has been launched partially for all Circulation Agents for self service for their day to day transactions.
- In our Production processes, BAR Code has been introduced which has made the processes of Newsprint logistics faster.

In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year)

Nil / Not Applicable

Expenditure on R & D

Nil

C. Foreign Exchange Earnings and Outgo

Your Company earned Foreign Exchange of ₹ 60.69 million (Previous Year ₹ 283.29 million). The financial expenses in foreign exchange during the year was ₹ 13.68 million (Previous Year ₹ 15.34 million) and on account of advertisement, travelling, maintenance and other expenses was ₹ 45.89 million (Previous Year ₹ 31.76 million).

27. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the rules') as amended upto date, all the unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Central Government, after completion of seven years.

Further, according to the said Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

Accordingly, the Company has transferred such unpaid or unclaimed dividends and the shares to IEPF Authority. The Company will continue to transfer such unpaid or unclaimed dividend and corresponding shares to IEPF Authority as mandated in future the details of which will be provided on the website of the Company at <https://dbcorpltd.com/share-information.php>.



Members are requested to note that even after the transfer to IEPF as abovesaid, the unclaimed dividend amount and the shares transferred to IEPF Suspense Account, both, can be claimed by making an online application in Form IEPF-5 and sending the physical copy of the same duly signed (as per specimen signature registered with the Company/RTA) along with requisite documents enumerated in the said Form IEPF-5 to the Company at its registered office or to the RTA.

The IEPF Rules and the application form (Form IEPF-5), as prescribed by the Ministry of Corporate Affairs are available on the website of the Ministry of Corporate Affairs at www.iepf.gov.in.

28. DISCLOSURE ON COMPLIANCE WITH SECRETARIAL STANDARDS

During FY 2019-20, the Company has complied with all the applicable Secretarial Standards notified by the Institute of Company Secretaries of India.

29. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

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

30. POLICY REGARDING PREVENTION OF SEXUAL HARRASSMENT AT WORK PLACE

The Company has constituted an Internal Complaints Committee (ICC) which looks into complaints of sexual harassment. The victim or a person on victim's behalf may lodge a formal complaint through a dedicated toll-free Hotline, Website, Email or Post.

During the financial year under consideration, 2 complaints were heard by the ICC and closed.

31. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

With an intention to empower employees to be self-sufficient for their basic needs and bringing the routine transactions on the self-service mode, HR process automation was initiated during FY 2019-20. A new age HRMS solution with various employee friendly features was launched with mobile first philosophy.

This helped in bringing most of the employee transactions online and reduced dependency on people. The application has features such as marking attendance, applying leave and approving on the fly, wishes, call directory, survey, announcements, salary related information, KRAs, among others. In future, this will also have recruitment, on-boarding, learning and

the travel module making it a single integrated platform from an employee experience standpoint.

To further the organisation's philosophy of promoting home grown talent, the individual development plans for high potential employees were developed and implemented. The sustained effort on this count has resulted in a large number of mid and senior level positions being filled by the home grown talent.

Managing people costs has been one of the strategic priorities for the organisation. A critical look at the structure helped in removing the redundancies to make the organization agile and at the same time reducing the unwanted costs. The philosophy of promoting home grown talent and hiring mostly at the entry level has also helped.

Late Chairman Shri Ramesh Chandra Agarwal, has always been the source of inspiration for the Bhaskarites. The organisation has decided to celebrate his birth anniversary (30th November) as 'Purna Diwas' every year. On this day various activities like blood donation camp (where more than 12000 units were donated), drawing competition for children, 'Anna Daan' and 'Vastra Daan' were organised and 'Purna Puraskar' were given to the people who demonstrated the values Simplicity, Humility, People connect and Business Growth.

Employee care has been one of the top priorities for the organisation and one of the important initiatives this year was initiation of the Group Term life insurance policy which was launched in August 2019.

ACKNOWLEDGEMENTS

Your Directors take this opportunity to express their thankfulness and profound gratitude to the Shareholders, Banks, Financial Institutions, Clients, Vendors, Central / State Governments and other governing authorities; for their support, continued backing, co-operation and guidance.

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN: 00051407

Pawan Agarwal
Dy. Managing Director
DIN: 00465092

Place: Bhopal
Date: August 13, 2020

Encl.: Annexure A to G

Annexure A

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[Pursuant to Clause (o) of sub-section (3) of Section 134 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014]

1. BRIEF OUTLINE OF THE COMPANY'S CSR POLICY, INCLUDING OVERVIEW OF PROJECTS OR PROGRAMS PROPOSED TO BE UNDERTAKEN AND A REFERENCE TO THE WEB-LINK TO THE CSR POLICY AND PROJECTS OR PROGRAMS:

At D. B. Corp Limited, a Dainik Bhaskar Group Company, we believe that society plays pivotal role in the success of an organization. Unknowingly, the society is serving for the benefit of everyone and hence we believe that it is our responsibility to make every possible endeavour to serve the society as a whole. The Company wishes to make it a mass social movement and with this purpose in mind, the Company's management has tweaked its strategy on CSR and now, it mostly adheres to advocacy model.

During the financial year 2019-20, the Company has continued with its regular CSR initiatives namely Mitti Ke Ganesh, Dene ka sukh, Save the Birds, Ek Ped Ek Zindagi, Vastra Dan, Sarthak Deepavali and Abir- Gulal Holi. The idea is to concentrate its efforts on utilizing the Company's extensive reach to put across its CSR messages to as many people as possible, by way of advertisements and write-up.

The Company's CSR initiatives are meant to inform, educate, and engage the readers to care from nature, environment and deprived sections. While such initiatives may not show immediate results, but in the long run have great potential to sensitize people and make them more humane.

The Company's detailed Policy on CSR can be accessed at: <https://dbcopltd.com/corporategovernance.php>

2. COMPOSITION OF THE CSR COMMITTEE:

The CSR Committee consists of the following Directors:

Names of the Directors	Chairman / Member	Category
Mr. Ashwani Kumar Singhal	Chairman	Non-Executive Independent Director
Ms. Anupriya Acharya	Member	Non-Executive Independent Director
Mr. Sudhir Agarwal	Member	Executive Director
Mr. Pawan Agarwal	Member	Executive Director

3. AVERAGE NET PROFIT OF THE COMPANY FOR LAST THREE FINANCIAL YEARS:

₹ 4,841.98 million

4. PRESCRIBED CSR EXPENDITURE (TWO PER CENT OF THE AMOUNT AS IN ITEM 3 ABOVE):

₹ 96.84 million

5. DETAILS OF CSR SPENT DURING THE FINANCIAL YEAR:

(a) Total amount to be spent for the financial year: ₹ 96.84 million

(b) Amount unspent, if any: Nil



(c) Manner in which the amount spent during the financial year is detailed below:

(Amount in ₹)

Sr. No.	CSR Project or Activity identified	Sector in which the project is covered	Projects or programs 1) Local area or other 2) Specify the State and district where projects or programs were undertaken	Amount Outlay (budget) project or programs wise	Amount spent on the projects or programs SUB-HEADS: 1) Direct expenditure on projects or programs 2) Overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or through implementing agency
1	Dene Ka Sukh	Eradicating hunger, poverty and malnutrition	MP, CG, Gujarat, Jharkhand, Chandigarh, Haryana, Punjab, Himachal, Maharashtra, Rajasthan, Delhi and NCR	12,303,835	12,303,835	14,493,139	Direct
2	Mission Shiksha	Promoting education	As per Activity 1	134,950,516	134,950,516	215,789,925	Direct
3	Funeral Facilities at Muktidham	Ensuring environmental sustainability and protection of flora and fauna	Madhya Pradesh, Bhopal District	-	-	2,222,604	Direct
4	Ek Ped Ek Jindagi	Protection of flora and fauna	As per Activity 1	7,622,123	7,622,123	12,620,997	Direct
5	Professional fee for CSR Consultant	Expenses on CSR capability building	Madhya Pradesh, Bhopal District	-	-	472,133	Direct
6	Jal Satyagrah	Ensuring Environmental Sustainability	Madhya Pradesh, Bhopal District	-	-	1,513,910	Direct
7	Save the Bird Campaign	Animal Welfare	As per Activity 1	-	-	2,074,385	Direct
8	Senior Citizen Day Care Center	Old age homes, day care centers and such other facilities for senior citizens	Madhya Pradesh, Bhopal District	937,427	937,427	2,027,181	Direct
9	J&K Flood Victim	Eradicating hunger, poverty and malnutrition	As per Activity 1 and Jammu & Kashmir	-	-	793,809	Direct
10	Health Care Activity	Promoting preventive health care	As per Activity 1	4,365,422	4,365,422	5,811,905	Direct
11	Power of No (Empowering Women)	Empowering Woman	As per Activity 1	-	-	15,271,140	Direct
12	ZiddKaro - Girl Child Education	Promoting Education	As per Activity 1	-	-	60,355,425	Direct
13	Under privileged Girl Child Education	Promoting Education	Madhya Pradesh, Bhopal District	-	-	45,125,000	Direct
14	Salaries and Expenses for CSR Team	Employee Cost	As per Activity 1	-	-	9,592,916	Direct
15	Army Welfare Fund	Measures for the benefit of armed forces veterans, war widows and their dependents	Madhya Pradesh, Bhopal District	-	-	5,805,401	Direct
16	Goushala Sanrakshan	Animal Welfare	Madhya Pradesh, Bhopal District	700,000	700,000	2,800,000	Direct
17	MittiKe Ganesh	Ensuring Environmental Sustainability	As per Activity 1	805,088	805,088	1,899,317	Direct
18	Vanvihar Environmental Sustainability	Ensuring Environmental Sustainability	Madhya Pradesh, Bhopal District	-	-	397,239	Direct
19	Rural Development Program	Rural Development Projects	Madhya Pradesh, Bhopal District	-	-	25,600,000	Through implementing agency
20	Protection of National heritage	Protection of National heritage	Jaipur, Rajasthan	851,910	851,910	9,672,454	Direct
21	Vocational Skills Development	Promoting Education	As per Activity 1	218,071	218,071	3,104,807	Direct
22	Swachh Bharat Campaign	Ensuring Environmental Sustainability	As per Activity 1	1,909,615	1,909,615	2,191,885	Direct
23	Promote Nationally recognized sports	Promote Nationally recognised sports	As per Activity 1	100,000	100,000	100,000	Direct
24	No Plastic Activity	Protection of flora and fauna	As per Activity 1	397,636	397,636	397,636	Direct
Total				165,061,644*	165,061,644*	440,133,207	

*Out of total spend of ₹ 165.06 million during the financial year under review, ₹ 68.22 million pertains to unspent portion of previous financial years as per the table given below. Hence, the spent for FY 2019-20 is ₹ 96.84 million.

Financial Year	(₹ in million)
	Spent during FY 2019-20
Financial Year 2015-16	20.54
Financial Year 2016-17	20.89
Financial Year 2017-18	26.79
Total amount spent for previous years	68.22

6. IN CASE THE COMPANY HAS FAILED TO SPEND THE TWO PER CENT OF THE AVERAGE NET PROFIT OF THE LAST THREE FINANCIAL YEARS OR ANY PART THEREOF, THE COMPANY SHALL PROVIDE THE REASONS FOR NOT SPENDING THE AMOUNT ON CSR

Not Applicable

7. RESPONSIBILITY STATEMENT:

The CSR Committee confirms that the implementation and monitoring of CSR Policy is in compliance with the CSR objectives and policy of the Company.

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN: 00051407

Pawan Agarwal
Deputy Managing Director
DIN: 00465092

Ashwani Kumar Singhal
Independent Director
Chairman - CSR Committee
DIN: 01973769

Place: Bhopal

Date: August 13, 2020



Annexure B

Dividend Distribution Policy

1. PURPOSE, OBJECTIVE AND SCOPE

The Securities and Exchange Board of India (“SEBI”) vide its Notification dated July 8, 2016 has amended the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by inserting new Regulation 43A which mandates D. B. Corp Ltd. (*the Company/DBCORP/DBCL*) to formulate a “Dividend Distribution Policy” (*the policy*) which shall be disclosed in its Annual Report and on its website <https://dbcortpltd.com/corporategovernance.php>.

The policy lays down a broad framework for considering decisions by the Board of the Company with regard to distribution of dividend to its shareholders and/ or retaining or plough back of its profits.

The policy reflects the intent of the Company to reward its shareholders by sharing a portion of its profits after retaining sufficient funds for growth of the Company. The Company shall pursue this policy to pay, subject to the circumstances and factors enlisted hereon, progressive dividend, which shall be consistent with the performance of the Company over the years.

The Policy shall not apply to:

- Determination and declaring dividend on preference shares (if and when the Company has) as the same will be as per the terms of issue approved by the shareholders; and
- Distribution of dividend in kind, i.e. by issue of fully or partly paid bonus shares or other securities, subject to applicable law.

2. GENERAL POLICY AS REGARDS DIVIDEND

Since the time of listing of its Initial Public Offer, the Company has consistently paid dividend.

The Company would endeavour to maintain this trend in future subject to various factors as discussed in this policy. Declaration of Interim and / or Final dividend would be entirely at the discretion of the Board of Directors of the Company.

The general considerations by the Board for taking decisions with regard to dividend payout or retention of profits shall be as follows:

- a. Subject to the considerations as provided in the policy, the Board shall determine the dividend payout in a particular year after taking

into consideration the operating and financial performance of the Company, the advice of executive management including the CFO and other relevant factors.

- b. The Board may also, where appropriate, aims at distributing dividends in kind, subject to applicable law, in the form of fully or partly paid shares or other securities.

3. DEFINITIONS

3.1 “Act” means the Companies Act, 2013 and the rules framed thereunder, including any modifications, amendments, clarifications, circulars or re-enactments thereof.

3.2 “Board of Directors” or “Board”, in relation to a Company, means the collective body of the Directors of the Company and as amended from time to time.

3.3 “Company” means D. B. Corp Limited.

3.4 “Policy” means policy on dividend distribution.

3.5 “Dividend” shall be as defined under Section 2(35) of the Companies Act, 2013 and the Rules made there under.

4. CONSIDERATIONS RELEVANT FOR DECISION OF DIVIDEND PAYOUT

The Board shall consider the following, while taking decision as regards dividend payout:

a. Statutory requirements

The Company shall comply with the relevant statutory requirements including those with respect to mandatory transfer of a certain portion of profits to any specific reserve such as Debenture Redemption Reserve, Capital Redemption Reserve etc. as provided in the Companies Act, 2013, as may be applicable to the Company at the time of taking decision with regard to dividend declaration or retention of profit.

b. Agreements with lending Institutions/ Debenture Trustees

The decision of dividend pay-out shall also be affected by the restrictions and covenants contained in the agreements, if any, as may be entered into with the lenders of the Company / Debenture Trustees, as the case may be.

c. Prudential requirements

The Company shall analyse the prospective projects and strategic decisions in order to decide:

- i. to build a healthy reserve of retained earnings;
- ii. to augment long term strength;
- iii. to build a pool of internally generated funds to provide long-term resources as well as resource-raising potential for the Company; and
- iv. the need for capital conservation and appreciation.

d. Proposals for major capital expenditures, etc.

In addition to plough back of earnings on account of depreciation, the Board may also take into consideration the need for replacement of capital assets, expansion and modernization or augmentation of capital stock, including any major capital expenditure proposals.

e. Expectations of major stakeholders, including small shareholders

The Board, while considering the decision of dividend pay-out or retention of a certain amount or entire profits of the Company, shall, as far as possible, consider the expectations of the major stakeholders including the small shareholders of the Company who generally expects a regular dividend payout.

f. Extent of realized profits as a part of the IND AS profits of the Company

The extent of realized profits out of its profits calculated as per IND AS, affects the Board's decision of determination of dividend for a particular year. The Board is required to consider such factors before taking any dividend or retention decision.

5. OTHER FINANCIAL PARAMETERS

In addition to the aforesaid parameters of statutory requirements and proposed major capital expenditures, the decision of dividend payout or retention of profits shall also be based on the following:

i. Operating cash flow of the Company

If the Company cannot generate adequate operating cash flow, it may need to rely on outside funding to meet its financial obligations and sometimes to run the day-to-day operations. The Board will consider the same before its decision whether to declare dividend or retain its profits.

ii. Net sales of the Company

To increase its sales in the long run, the Company will need to increase its marketing and selling expenses, advertising etc. The budgeted expenses on these heads will influence the decision of declaration of dividend.

iii. Return on invested capital

The efficiency with which the Company uses its capital will impact the decision of dividend declaration.

iv. Cost of borrowings

The Board will analyze the requirement of necessary funds considering the long term or short term projects proposed to be undertaken by the Company and the viability of the options in terms of cost of raising necessary funds from outsiders such as bankers, lending institutions or by issuance of debt securities or plough back its own funds.

v. Obligations to creditors

The Company should be able to repay its debt obligations without much difficulty over a reasonable period of time. Considering the volume of such obligations and time period of repayment, the decision of dividend declaration shall be taken.

vi. Inadequacy of profits

If during any financial year, the Board determines that the profits of the Company are inadequate, the Board may decide not to declare dividends for that financial year.

vii. Post dividend EPS

The post dividend EPS can have strong impact on the funds of the Company, thus, impacting the overall operations on day-to-day basis and therefore, affects the profits and can impact the decision for dividend declaration during a particular year.

6. FACTORS THAT MAY AFFECT DIVIDEND PAYOUT

The Board of Directors will endeavor to take a decision with an objective to enhance shareholder's wealth and market value of the shares. However, the decision regarding pay-out is subject to several factors and hence, any optimal policy in this regard may be far from obvious.

However, the following factors may be taken into consideration by the Board while taking the decision about dividend payout:

**External Factors such as:****• taxation and other regulatory concern:**

- Dividend distribution tax or any tax deduction at source as required by applicable tax regulations in India, as may be applicable at the time of declaration of dividend; and
- Any restrictions on payment of dividends by virtue of any regulation as may be applicable to the Company at the time of declaration of dividend.

• product/ market expansion plans:

The Company's growth oriented decision to conserve cash in the Company for future expansion plan impacts shareholders expectation for the long run which shall have to be considered by the Board before taking dividend decision.

• macroeconomic conditions prevailing in the country:

Considering the state of economy in the Country, the policy decisions that may be formulated by the Government and other similar conditions prevailing in the international market which may have a bearing on or affect the business of the Company, the management may consider retaining a larger part of the profits to have sufficient reserves to absorb unforeseen circumstances.

Internal Factors such as:

- Past performance/ reputation of the Company
- Working capital management in the Company
- Age of the Company and its product/market
- Consolidated net operating profit after tax;
- Resources required to fund acquisitions and / or new businesses
- Outstanding borrowings;
- Additional investments in subsidiaries/ associates of the Company; and
- Any other factor as deemed fit by the Board.

7. CIRCUMSTANCES UNDER WHICH DIVIDEND PAYOUT MAY OR MAY NOT BE EXPECTED

The decision regarding dividend pay-out is a crucial decision as it determines the amount of profit to be distributed among shareholders and amount of profit to be retained in the business. The Board of Directors shall endeavour to take a decision after considering all the factors mentioned above before determination of any dividend payout. The shareholders of the Company may not expect Dividend under the following circumstances:

- Whenever it undertakes or proposes to undertake an expansion project requiring higher allocation of capital;
- Higher working capital requirements adversely impacting free cash flow;
- To infuse funds for the growth of the Company;
- Whenever it undertakes any acquisitions or joint ventures requiring allocation of capital;
- Whenever it proposes to utilise surplus cash for buy-back of securities; or
- In the event of inadequacy of profits or whenever the Company has incurred losses; and
- Any other circumstances as deemed fit by the Board

8. MANNER OF DIVIDEND PAYOUT**Final dividend:**

- The Board, usually in the Board meeting that considers and approves the annual financial statements, recommends the dividend, if any, subject to further approval of the same by the members of the Company at the Annual General Meeting.
- The payment of dividend shall be made within 30 days from the date of its declaration at the Annual General Meeting to the shareholders entitled to receive the same on the record date / book closure period as per the applicable law.

Interim dividend:

- Interim dividend, if any, shall be declared by the Board.
- The payment of dividends shall be made within 30 days from the date of declaration to the shareholders entitled to receive the dividend on the record date as per the applicable laws.

9. MANNER OF UTILIZATION OF RETAINED EARNINGS

The Board may retain its earnings in order to make better use of the available funds and increase the value of the stakeholders in the long run. The retained earnings may be utilized for:

- Market expansion plan;
- Product expansion plan;
- Increase in production capacity;
- Modernization plan;
- Diversification of business;
- Long term strategic plans;
- Replacement of capital assets;

- Where the cost of debt is expensive; and
- Other such criteria as the Board may deem fit from time to time.

10. PARAMETERS THAT SHALL BE ADOPTED WITH REGARD TO VARIOUS CLASSES OF SHARES

- **Dividend on Equity Shares:**
Equity Shareholders shall be entitled for the dividend, interim or final, as the case may be, if declared by the Board of Directors or the shareholders of the Company. Equity dividend shall stand second in priority after payment of dividend to the Preference Shareholders.
- **Dividend on Preference Shares:**
Preference Shareholders shall receive dividend at the fixed rate as per the terms of allotment and shall stand in priority to equity shareholders for payment of dividend.
- As at present the Company has issued only one class of equity shares with equal voting rights, all the members of the Company are entitled to receive the same amount of dividend per share. The policy shall be suitably revisited at the time of issue of any new class of shares depending upon the nature and guidelines thereof.

11. AMENDMENTS TO THIS POLICY

This Policy would be subject to revision / amendment by the Board of Directors on its own or else in accordance with the Regulations on the subject as may be issued by the relevant statutory authorities from time to time.

Any revision / amendment to this Policy as a result of such regulatory changes shall be carried out with the approval of the Managing Director / Dy. Managing Director of the Company and it shall be placed at the next meeting of the Board of Directors for its information and ratification.

12. REVIEW OF POLICY

This Policy shall be reviewed by the Board as and when required.

13. EFFECTIVE DATE

October 20, 2016

14. DATE OF THE MEETING OF THE BOARD OF DIRECTORS WHICH RATIFIED / APPROVED THIS VERSION

The Board of Directors of the Company has adopted this Dividend Distribution Policy as required in terms of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at its meeting held on October 20, 2016.



Annexure C

FORM MGT-9
EXTRACT OF ANNUAL RETURN
(AS ON FINANCIAL YEAR ENDED MARCH 31, 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	L22210GJ1995PLC047208
Registration Date	October 27, 1995
Name of the Company	D. B. Corp Limited
Category / Sub-Category of the Company	Company Limited by Shares/Indian Non-Government Company
Address of the Registered office and contact details	Plot no. 280, Sarkhej-Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad - 380051, Gujarat Tel.: +91-22-7157 7000 Email: dbcs@dbc Corp.in
Whether listed Company	Yes
Name, Address and Contact details of Registrar and Transfer Agent	KFin Technologies Private Limited Selenium Tower- B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana, 500032 Tel.: 040 - 67161500 / 18003454001 Fax: 040 - 23001153 / 2342 0814 Email: einward.ris@kfintech.com

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:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Sale of newspapers and magazines	58131	23.03
2.	Advertisement revenue and printing job charges	58131	75.32

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1.	DB Consolidated Private Limited Plot No. 280, Sarkhej-Gandhinagar Highway, Nr. YMCA Club, Makarba, Ahmedabad - 380051, Gujarat	U51109GJ1985PTC051693	Holding	54.71	2(46)
2.	DB Infomedica Private Limited Office Block 1A, 5th Floor, DB City Corporate Park, Arera Hills, Opp. M.P. Nagar, Zone I, Bhopal - 462016, Madhya Pradesh	U74300MP2015PTC033850	Subsidiary	100	2(87)(ii)
3.	I Media Corp Limited* 6, Press Complex, MP Nagar, Zone I, Bhopal 462011, Madhya Pradesh	U64202MP2006PLC018676	Step-down Subsidiary	100	2(87)(ii)

* I Media Corp Limited ("IMCL") is a wholly owned subsidiary of DB Infomedica Private Limited.

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

i. Category-wise Share Holding

Category Code	Category of Shareholder	No. of Shares Held at the Beginning of the year (as on 30/03/2019)				No. of Shares Held at the end of the year (as on 31/03/2020)				% Change During The Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% Of Total Shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	Shareholding of Promoter and Promoter Group									
(1)	Indian									
(a)	Individuals /Hindu Undivided Family	2,65,18,187	0	2,65,18,187	15.16	2,66,22,857	0	2,66,22,857	15.22	0.06
(b)	Central Government/ State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	9,87,41,301	0	9,87,41,301	56.45	9,87,41,301	0	9,87,41,301	56.44	(0.01)
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(1) :	12,52,59,488	0	12,52,59,488	71.61	12,53,64,158	0	12,53,64,158	71.66	0.05
(2)	Foreign									
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investors	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	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 A=A(1)+A(2)	12,52,59,488	0	12,52,59,488	71.61	12,53,64,158	0	12,53,64,158	71.66	0.05
(B)	PUBLIC SHAREHOLDING									
(1)	INSTITUTIONS									
(a)	Mutual Funds /UTI	34,36,922	0	34,36,922	1.96	67,67,552	0	67,67,552	3.87	1.90
(b)	Financial Institutions / Banks	15,756	0	15,756	0.01	12,926	0	12,926	0.01	0.00
(c)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	3,30,25,317	0	3,30,25,317	18.88	3,04,30,925	0	3,04,30,925	17.39	(1.49)
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(1) :	3,64,77,995	0	3,64,77,995	20.86	3,72,11,403	0	3,72,11,403	21.27	0.41
(2)	NON-INSTITUTIONS									
(a)	Bodies Corporate	79,00,119	0	79,00,119	4.52	14,31,400	0	14,31,400	0.82	(3.70)
(b)	Individuals									
(i)	Individuals holding nominal share capital upto ₹ 1 lakh	39,21,886	328	39,22,214	2.24	47,53,368	328	47,53,696	2.72	0.47
(ii)	Individuals holding nominal share capital in excess of ₹ 1 lakh	11,19,749	0	11,19,749	0.64	13,12,798	0	13,12,798	0.75	0.11
(c)	Others									
	Clearing Members	21,041	0	21,041	0.01	82,568	0	82,568	0.05	0.04
	I E P F	2,950	0	2,950	0.00	3,249	0	3,249	0.00	0.00
	Employees	-	0	-	-	2,47,335	0	2,47,335	0.14	0.14
	HUF	-	0	-	-	3,96,498	0	3,96,498	0.23	0.23
	NBFC	325	0	325	0.00	0	0	0	0.00	0.00
	Non Resident Indians	1,48,263	0	1,48,263	0.08	1,88,881	0	1,88,881	0.11	0.03
	NRI Non-Repatriation	54,206	0	54,206	0.03	74,983	0	74,983	0.04	0.01
	Trusts	5,000	0	5,000	0.00	0	0	0	0.00	0.00
	Qualified Foreign Investor	0	0	0	0.00	38,87,571	0	38,87,571	2.22	2.22
	Sub-Total B(2) :	1,31,73,539	328	1,31,73,867	7.53	1,23,78,651	328	1,23,78,979	7.08	(0.45)
	Total B=B(1)+B(2) :	4,96,51,534	328	4,96,51,862	28.39	4,95,90,054	328	4,95,90,382	28.34	(0.05)
	Total (A+B) :	17,49,11,022	328	17,49,11,350	100.00	17,49,54,212	328	17,49,54,540	100.00	0.00
(C)	Shares held by custodians, against which for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
(D)	Non - Promoter and Non-Public	0	0	0	0.00	0	0	0	0.00	0.00
	GRAND TOTAL (A+B+C) :	17,49,11,022	328	17,49,11,350	100.00	17,49,54,212	328	17,49,54,540	100.00	0.00



ii. Shareholding of the Promoters*

Sr. No.	Name of the Promoters	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	Pawan Agarwal	78,95,513	4.51	0.00	78,95,513	4.51	0.00	0.00
2	Sudhir Agarwal	78,95,513	4.51	0.00	78,95,513	4.51	0.00	0.00
3	Girish Agarwal	78,95,513	4.51	0.00	78,95,513	4.51	0.00	0.00
4	DB Consolidated Private Limited**	8,81,65,149	50.41	25.31	9,57,23,501	54.71	28.95	4.32
5	Namita Agarwal	8,77,284	0.50	0.00	8,77,284	0.50	0.00	0.00
6	Jyoti Agarwal	8,77,284	0.50	0.00	8,77,284	0.50	0.00	0.00
7	Nitika Agarwal	8,77,284	0.50	0.00	8,77,284	0.50	0.00	0.00
8	Shubh Agarwal	0	0.00	0.00	1,04,670	0.06	0.00	0.06
9	Bhaskar Publications And Allied Industries Private Limited	30,17,800	1.72	0.00	30,17,800	1.72	0.00	0.00
10	Stitex Global Limited**	75,58,352	4.32	3.25	0	0.00	0.00	(4.32)
11	(Late) Ramesh Chandra Agarwal	1,00,001	0.06	0.00	1,00,001	0.06	0.00	0.00
12	(Late) Kasturi Devi Agarwal	99,795	0.06	0.00	99,795	0.06	0.00	0.00
	Total	12,52,59,488	71.60	28.56	12,53,64,158	71.66	28.95	0.06

* During the financial year 2018-19, Stitex Global Limited ("Stitex") had amalgamated with DB Consolidated Private Limited w.e.f. March 27, 2019. However, as on March 31, 2019, the transfer of shares, held by Stitex Global Limited in the name of DB Consolidated Private Limited ("DBCPL") was not completed.

** During the financial year under review, shares held by Stitex were transferred in the name and PAN of DBCPL by virtue of the amalgamation between Stitex and DBCPL.

iii. Change in Promoters' Shareholding*

Sr. no.	Name of the Promoter	Date	Remarks	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
1	Mr. Sudhir Agarwal	01.04.2019	At the beginning of the financial year	78,95,513	4.51%		
		31.03.2020	At the end of the financial year			78,95,513	4.51%
2	Mr. Pawan Agarwal	01.04.2019	At the beginning of the financial year	78,95,513	4.51%		
		31.03.2020	At the end of the financial year			78,95,513	4.51%
3	Mr. Girish Agarwal	01.04.2019	At the beginning of the financial year	78,95,513	4.51%		
		31.03.2020	At the end of the financial year			78,95,513	4.51%
4	Ms. Jyoti Agarwal	01.04.2019	At the beginning of the financial year	8,77,284	0.50%		
		31.03.2020	At the end of the financial year			8,77,284	0.50%
5	Ms. Namita Agarwal	01.04.2019	At the beginning of the financial year	8,77,284	0.50%		
		31.03.2020	At the end of the financial year			8,77,284	0.50%

Sr. no.	Name of the Promoter	Date	Remarks	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
6	Ms. Nitika Agarwal	01.04.2019	At the beginning of the financial year	8,77,284	0.50%		
		31.03.2020	At the end of the financial year			8,77,284	0.50%
7	(Late) Mr. Ramesh Chandra Agarwal	01.04.2019	At the beginning of the financial year	1,00,001	0.06%		
		31.03.2020	At the end of the financial year			1,00,001	0.06%
8	(Late) Ms. Kasturi Devi Agarwal	01.04.2019	At the beginning of the financial year	99,795	0.06%		
		31.03.2020	At the end of the financial year			99,795	0.06%
9	Ms. Shubh Agarwal	01.04.2019	At the beginning of the financial year	0	0.00		
		17.03.2020	Purchase	78,000	0.04		
		18.03.2020	Purchase	15	0.00		
		19.03.2020	Purchase	5,648	0.00		
		20.03.2020	Purchase	21,007	0.01		
		31.03.2020	At the end of the financial year			1,04,670	0.06%
10	Stitex Global Limited ^{(1)&(2)}	01.04.2019	At the beginning of the financial year	75,58,352	4.32%		
			Transfer	(75,58,352)	(4.32)%		
		31.03.2020	At the end of the financial year			0	0.00%
11	DB Consolidated Private Limited ^{(1)&(2)}	01.04.2019	At the beginning of the financial year	8,81,65,149	50.41%		
			Transfer	75,58,352	4.32%		
		31.03.2020	At the end of the financial year			9,57,23,501	54.71%
12	Bhaskar Publications and Allied Industries Private Limited	01.04.2019	At the beginning of the financial year	30,17,800	1.73%		
		31.03.2020	At the end of the financial year			30,17,800	1.73%

⁽¹⁾ During the financial year 2018-19, Stitex Global Limited ("Stitex") had amalgamated with DB Consolidated Private Limited w.e.f. March 27, 2019. However, as on March 31, 2019, the transfer of shares, held by Stitex Global Limited in the name of DB Consolidated Private Limited ("DBCPL") was not completed.

⁽²⁾ During the financial under review, shares held by Stitex were transferred in the name and PAN of DBCPL by virtue of the amalgamation between Stitex and DBCPL.


iv. Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)*

Sr. no.	Name of the Promoter	Date	Remarks	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
1	Nalanda India Equity Fund Limited	01.04.2019	At the beginning of the financial year	1,73,85,302	9.94		
		31.03.2020	At the end of the financial year			1,73,85,302	9.94
2	ICICI Prudential Life Insurance Company Limited	01.04.2019	At the beginning of the financial year	57,76,179	3.30		
		26.04.2019	Sale	(97)	0.00	57,76,082	3.30
		03.05.2019	Sale	(97)	0.00	57,75,985	3.30
		24.05.2019	Purchase	41,355	0.03	58,17,340	3.33
		31.05.2019	Purchase	20,674	0.01	58,38,014	3.34
		07.06.2019	Purchase	7,669	0.00	58,45,683	3.34
		21.06.2019	Purchase	34,078	0.02	58,79,761	3.36
		28.06.2019	Sale	1,881	0.00	58,77,880	3.36
		05.07.2019	Sale	4,975	0.00	58,72,905	3.36
		12.07.2019	Sale	7,580	(0.01)	58,65,325	3.35
		19.07.2019	Sale	39,189	(0.02)	58,26,136	3.33
		26.07.2019	Sale	2,69,534	(0.15)	55,56,602	3.18
		02.08.2019	Sale	5,11,256	(0.29)	50,45,346	2.88
		09.08.2019	Sale	1,22,379	(0.07)	49,22,967	2.81
		16.08.2019	Sale	3,19,120	(0.18)	46,03,847	2.63
		23.08.2019	Sale	1,01,759	(0.06)	45,02,088	2.57
		30.08.2019	Purchase	18,485	0.01	45,20,573	2.58
		06.09.2019	Sale	23,375	(0.01)	44,97,198	2.57
		13.09.2019	Sale	16,988	(0.01)	44,80,210	2.56
		27.09.2019	Sale	2,26,966	(0.13)	42,53,244	2.43
		30.09.2019	Sale	1,62,335	(0.09)	40,90,909	2.34
		04.10.2019	Purchase	1,60,087	0.09	42,50,996	2.43
		11.10.2019	Sale	5,18,893	(0.30)	37,32,103	2.13
		18.10.2019	Purchase	3,759	0.01	37,35,862	2.14
		25.10.2019	Sale	28,091	(0.02)	37,07,771	2.12
		01.11.2019	Sale	1,206	0.00	37,06,565	2.12
		08.11.2019	Sale	1,000	0.00	37,05,565	2.12
		15.11.2019	Sale	6,189	(0.01)	36,99,376	2.11
		22.11.2019	Sale	11,438	0.00	36,87,938	2.11
		29.11.2019	Sale	20,149	(0.01)	36,67,789	2.10
		06.12.2019	Sale	2,991	(0.01)	36,64,798	2.09
		27.12.2019	Sale	5,485	0.00	36,59,313	2.09
		10.01.2020	Sale	2,998	0.00	36,56,315	2.09
17.01.2020	Sale	2,48,107	(0.14)	34,08,208	1.95		
24.01.2020	Sale	87,953	(0.05)	33,20,255	1.90		
31.01.2020	Sale	222	0.00	33,20,033	1.90		
21.02.2020	Sale	11,428	(0.01)	33,08,605	1.89		
28.02.2020	Sale	14,901	(0.01)	32,93,704	1.88		
20.03.2020	Sale	1,26,350	(0.07)	31,67,354	1.81		
27.03.2020	Sale	15,654	(0.01)	31,51,700	1.80		
31.03.2020	At the end of the financial year					31,51,700	1.80
3	Somerset Emerging Markets Small Cap Fund LLC	01.04.2019	At the beginning of the financial year	28,40,811	1.62		
		05.04.2019	Purchase	74,133	0.05	29,14,944	1.67
		02.08.2019	Sale	23,719	(0.02)	28,91,225	1.65
		09.08.2019	Sale	1,10,040	(0.06)	27,81,185	1.59
		16.08.2019	Sale	7,927	0.00	27,73,258	1.59
		23.08.2019	Sale	2,057	(0.01)	27,71,201	1.58
		13.09.2019	Sale	32,473	(0.01)	27,38,728	1.57

Sr. no.	Name of the Promoter	Date	Remarks	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
		20.09.2019	Sale	15,278	(0.01)	27,23,450	1.56
		27.09.2019	Sale	3,95,317	(0.23)	23,28,133	1.33
		31.01.2020	Sale	25,934	(0.01)	23,02,199	1.32
		31.03.2020	At the end of the financial year		0.00	23,02,199	1.32
4	ICICI PRUDENTIAL MULTI-ASSET FUND						
		01.04.2019	At the beginning of the financial year	18,40,787	1.05		
		17.05.2019	Purchase	54	0.00	18,40,841	1.05
		24.05.2019	Purchase	27	0.00	18,40,868	1.05
		05.07.2019	Purchase	26	0.00	18,40,894	1.05
		26.07.2019	Purchase	27	0.00	18,40,921	1.05
		16.08.2019	Purchase	27	0.00	18,40,948	1.05
		23.08.2019	Purchase	29	0.00	18,40,977	1.05
		30.08.2019	Purchase	27	0.00	18,41,004	1.05
		27.09.2019	Purchase	26	0.00	18,41,030	1.05
		30.09.2019	Purchase	24	0.00	18,41,054	1.05
		04.10.2019	Purchase	24	0.00	18,41,078	1.05
		11.10.2019	Purchase	24	0.00	18,41,102	1.05
		18.10.2019	Purchase	3	0.00	18,41,105	1.05
		25.10.2019	Purchase	24	0.00	18,41,129	1.05
		22.11.2019	Purchase	24	0.00	18,41,153	1.05
		27.12.2019	Purchase	26	0.00	18,41,179	1.05
		10.01.2020	Purchase	24	0.00	18,41,203	1.05
		31.01.2020	Purchase	24	0.00	18,41,227	1.05
		07.02.2020	Purchase	24	0.00	18,41,251	1.05
		14.02.2020	Purchase	12	0.00	18,41,263	1.05
		06.03.2020	Purchase	60	0.00	18,41,323	1.05
		20.03.2020	Purchase	36	0.00	18,41,359	1.05
		27.03.2020	Purchase	52	0.00	18,41,411	1.05
		31.03.2020	Purchase	26	0.00	18,41,437	1.05
		31.03.2020	At the end of the financial year			18,41,437	1.05
5	FIL Investments (Mauritius) Limited						
		01.04.2019	At the beginning of the financial year	18,40,498	1.05		
		31.03.2020	At the end of the financial year			18,40,498	1.05
6	Ocean Dial Gateway To India Mauritius Limited						
		01.04.2019	At the beginning of the financial year	14,00,000	0.80		
		12.07.2019	Sale	1,28,000	(0.07)	12,72,000	0.73
		02.08.2019	Sale	1,00,000	(0.06)	11,72,000	0.67
		27.09.2019	Sale	1,72,000	(0.10)	10,00,000	0.57
		29.11.2019	Sale	3,88,527	(0.22)	6,11,473	0.35
		06.12.2019	Sale	6,472	0.00	6,05,001	0.35
		27.12.2019	Sale	6,05,001	(0.35)	0	0.00
		31.03.2020	At the end of the financial year			0	0.00
7	Duro One Investments Limited						
		01.04.2019	At the beginning of the financial year	13,07,926	0.75		
		31.03.2020	At the end of the financial year			13,07,926	0.75
8	Fidelity Funds - India Focus Fund						
		01.04.2019	At the beginning of the financial year	13,01,403	0.74		
		27.09.2019	Purchase	8,25,095	0.48	21,26,498	1.22
		30.09.2019	Purchase	3,20,768	0.18	24,47,266	1.40
		18.10.2019	Purchase	3,90,594	0.22	28,37,860	1.62



Sr. no.	Name of the Promoter	Date	Remarks	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
		29.11.2019	Purchase	2,97,014	0.17	31,34,874	1.79
		31.03.2020	At the end of the financial year			31,34,874	1.79
9	HDFC Small Cap Fund						
		01.04.2019	At the beginning of the financial year	11,51,237	0.66		
		10.05.2019	Purchase	44,900	0.02	11,96,137	0.68
		17.05.2019	Purchase	94,120	0.06	12,90,257	0.74
		24.05.2019	Purchase	1,87,204	0.10	14,77,461	0.84
		31.05.2019	Purchase	1,49,754	0.09	16,27,215	0.93
		07.06.2019	Purchase	6,29,025	0.36	22,56,240	1.29
		14.06.2019	Purchase	5,800	0.00	22,62,040	1.29
		21.06.2019	Purchase	1,100	0.00	22,63,140	1.29
		28.06.2019	Purchase	2,77,910	0.16	25,41,050	1.45
		05.07.2019	Purchase	2,20,300	0.13	27,61,350	1.58
		12.07.2019	Purchase	1,01,000	0.06	28,62,350	1.64
		26.07.2019	Purchase	3,84,100	0.22	32,46,450	1.86
		02.08.2019	Purchase	4,55,500	0.26	37,01,950	2.12
		09.08.2019	Purchase	3,50,500	0.20	40,52,450	2.32
		16.08.2019	Purchase	8,69,700	0.49	49,22,150	2.81
		31.03.2020	At the end of the financial year			49,22,150	2.81
10	Government of Singapore						
		01.04.2019	At the beginning of the financial year	10,98,432	0.63		
		05.04.2019	Sale	10,003	(0.01)	10,88,429	0.62
		12.04.2019	Sale	56,445	(0.03)	10,31,984	0.59
		19.04.2019	Sale	3,412	(0.00)	10,28,572	0.59
		26.04.2019	Sale	3,915	(0.00)	10,24,657	0.59
		10.05.2019	Sale	51,911	(0.03)	9,72,746	0.56
		17.05.2019	Sale	56,016	(0.04)	9,16,730	0.52
		24.05.2019	Sale	50,111	(0.02)	8,66,619	0.50
		31.05.2019	Sale	53,158	(0.03)	8,13,461	0.47
		07.06.2019	Sale	4,88,291	(0.28)	3,25,170	0.19
		14.06.2019	Sale	4,798	(0.01)	3,20,372	0.18
		21.06.2019	Sale	5,143	(0.00)	3,15,229	0.18
		28.06.2019	Sale	2,05,872	(0.12)	1,09,357	0.06
		05.07.2019	Sale	1,09,357	(0.06)	0	0.00
		31.03.2020	At the end of the financial year			0	0.00
11	HDFC Life Insurance Company Limited						
		01.04.2019	At the beginning of the financial year	7,66,158	0.44		
		05.04.2019	Sale	13452	(0.01)	7,52,706	0.43
		28.06.2019	Sale	21	0.00	7,52,685	0.43
		25.10.2019	Purchase	12	0.00	7,52,697	0.43
		13.12.2019	Sale	56	0.00	7,52,641	0.43
		07.02.2020	Sale	17,156	(0.01)	7,35,485	0.42
		14.02.2020	Sale	155	0.00	7,35,330	0.42
		28.02.2020	Sale	298	0.00	7,35,032	0.42
		06.03.2020	Sale	109	0.00	7,34,923	0.42
		31.03.2020	At the end of the financial year	-	-	7,34,923	0.42
12	PANAH Master Fund						
		01.04.2019	At the beginning of the financial year	6,88,756	0.39		
		31.03.2020	At the end of the financial year			6,88,756	0.39

* The change in % of shareholding during the year is due to change in the number of shares held by each respective shareholder.

v. Shareholding of Directors and Key Managerial Personnel*

Sr. no.	Names of Directors and Key Managerial Personnel	Date and Particulars	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
1.	Mr. Sudhir Agarwal - Managing Director	At the beginning of the financial year -01.04.2019	78,95,513	4.51%		
		At the end of the financial year -31.03.2020			78,95,513	4.51%
2.	Mr. Pawan Agarwal - Deputy Managing Director	At the beginning of the financial year -01.04.2019	78,95,513	4.51%		
		At the end of the financial year -31.03.2020			78,95,513	4.51%
3.	Mr. Girish Agarwal-Non-Executive Director	At the beginning of the financial year -01.04.2019	78,95,513	4.51%		
		At the end of the financial year -31.03.2020			78,95,513	4.51%

* Except those mentioned above, none of the other Directors or Key Managerial Personnel hold any shares in the Company.

V. INDEBTEDNESS

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

Particulars	Secured Loan excluding deposits	Unsecured Loans	Deposits	Total indebtedness
Indebtedness at the beginning of the financial year:				
i. Principal amount	6,79,21,452	44,02,20,770	-	50,81,42,222
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	3,88,196	13,19,118	-	17,07,314
Total	6,83,09,648	44,15,39,888	-	50,98,49,536
Changes in Indebtedness during the financial Year:				
- Addition	1,05,53,75,115	12,29,27,706	-	1,17,83,02,821
- Reduction	-	-	-	-
Net Changes	1,05,53,75,115	12,29,27,706	-	1,17,83,02,821
Indebtedness at the end of the financial year:				
i. Principal amount	1,12,09,64,477	56,06,68,963	-	1,68,16,33,440
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	27,20,286	37,98,631	-	65,18,917
Total	1,12,36,84,763	56,44,67,594	-	1,68,81,52,357

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and / or Manager

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. Sudhir Agarwal Managing Director	Mr. Pawan Agarwal Deputy Managing Director	
1.	Gross Salary			
a.	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	1,50,00,000	1,00,00,000	2,50,00,000
b.	Value of perquisites under Section 17(2) of Income Tax Act, 1961	-	-	-
c.	Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	-	-	-
2.	Stock Options	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as a % of Profit	-	-	-
	- others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	1,50,00,000	1,00,00,000	2,50,00,000
	Ceiling as per the Act		Refer Note below	

Note: In terms of the provisions of the Companies Act, 2013 and the Rules framed thereunder as amended from time to time, the remuneration payable to Executive Directors shall not exceed 10% of the Net Profits of the Company. The remuneration paid to Executive Directors for FY 2019-20 is well within the said ceiling limit.

**B. Remuneration to other Directors:**

Sr. No.	Particulars of Remuneration	Names of Directors				Total Amount
		Mr. Piyush Pandey	Mr. Harish Bijoor	Ms. Anupriya Acharya	Mr. Ashwani Kumar Singhal	
1.	INDEPENDENT DIRECTORS					
-	Fees for attending Board / Committee Meetings	1,15,000	60,000	1,45,000	2,15,000	5,35,000
-	Commission	-	-	-	-	-
-	Others, please specify	-	-	-	-	-
	Total (1)	1,15,000	60,000	1,45,000	2,15,000	5,35,000
2.	OTHER NON-EXECUTIVE DIRECTORS		Mr. Girish Agarwal			
-	Fees for attending Board / Committee Meetings		80,000			80,000
-	Commission		-			-
-	Others, please specify		-			-
	Total (2)		80,000			80,000
	Total B = (1+2)		6,15,000			6,15,000
	Total Managerial Remuneration				(A+B)	2,56,15,000

Overall Ceiling as per the Act - Refer Note below

Notes:

- In terms of the provisions of the Companies Act, 2013 and the Rules framed thereunder as amended from time to time, the remuneration payable to Directors other than Executive Directors shall not exceed 1% of the Net Profits of the Company. The remuneration paid to Non-Executive Directors for FY 2019-20 is well within the said ceiling limit.
- The above figures are excluding TDS.

C. Remuneration to Key Managerial Personnel other than Managing Director / Manager / Whole Time Director

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr. Pradyumna Mishra - Group CFO	Ms. Anita Gokhale - Company Secretary	
1.	Gross Salary			
a.	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	2,38,71,206	19,31,598	2,58,02,804
b.	Value of perquisites under Section 17(2) of the Income Tax Act, 1961	-	-	-
c.	Profit in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-
2.	Stock Options	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
-	as a % of Profit	-	-	-
-	others, please specify	-	-	-
5.	Others, please specify			
	Total	2,38,71,206	19,31,598	2,58,02,804

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)
A. COMPANY					
Penalty					
Punishment			NIL		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			NIL		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			NIL		
Compounding					

For and on behalf of the Board of Directors of

D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN: 00051407

Pawan Agarwal
Deputy Managing Director
DIN: 00465092

Place: Bhopal
Date: August 13, 2020

Annexure D

DISCLOSURES ON ESOP PURSUANT TO REGULATION 14 OF THE SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014 READ WITH SEBI CIRCULAR DATED JUNE 16, 2015 FOR THE FINANCIAL YEAR 2019-20.

Sr No	Description	DBCL-ESOS-2008			DBCL-ESOS-2010			DBCL-ESOS-2011					
		Tranche 1	Tranche 2	Tranche 3	Tranche 4	Tranche 5	Tranche 6	Tranche 7	Tranche 8				
I.													
a	Date of Shareholder's Approval	November 30, 2007	April 24, 2010	March 24, 2011									
b	Total number of options approved under ESOS	700,000	600,000	3,000,000									
c	Vesting requirements	20% Per Year	20% Per Year	Options vest over the period of five years from the date of grant as under:	20% Per Year	20% Per Year	20% Per Year	20% Per Year	15% Year 2 nd to 4 th Year	20% Per Year	20% Per Year	100% after 1 year	100% after 1 year
d	Exercise price or pricing formula	124.00	168.00	95.00	113.00	100.00	100.00	100.00	100.00	100.00	100.00	15.00	15.00
		Exercise Price at a discount of 50% to the average of closing market price of the first 30 trading days post IPO (The market price on the stock exchange showing the highest volume of trading would be considered).	Exercise Price at a discount up to a maximum of 30% to the Market price, where the Market price shall be the closing market price one day prior to the date of any Grant, on the stock exchange where highest trading volume is registered and where the quantum of Discount shall be decided by the Compensation Committee for each of the grant of options.	Exercise Price at a discount up to a maximum of 30% to the Market price, where the Market price shall be the closing market price one day prior to the date of any Grant, on the stock exchange where highest trading volume is registered and where the quantum of Discount shall be decided by the Compensation Committee for each of the grant of options.	Exercise Price at a discount up to a maximum of 90% to the Market price, where the Market price shall be the closing market price one day prior to the date of any Grant, on the stock exchange where highest trading volume is registered and where the quantum of Discount shall be decided by the Compensation Committee for each of the grant of options.	Exercise Price at a discount up to a maximum of 90% to the Market price, where the Market price shall be the closing market price one day prior to the date of any Grant, on the stock exchange where highest trading volume is registered and where the quantum of Discount shall be decided by the Compensation Committee for each of the grant of options.	Exercise Price at a discount up to a maximum of 90% to the Market price, where the Market price shall be the closing market price one day prior to the date of any Grant, on the stock exchange where highest trading volume is registered and where the quantum of Discount shall be decided by the Compensation Committee for each of the grant of options.	Exercise Price at a discount up to a maximum of 90% to the Market price, where the Market price shall be the closing market price one day prior to the date of any Grant, on the stock exchange where highest trading volume is registered and where the quantum of Discount shall be decided by the Compensation Committee for each of the grant of options.	Exercise Price at a discount up to a maximum of 90% to the Market price, where the Market price shall be the closing market price one day prior to the date of any Grant, on the stock exchange where highest trading volume is registered and where the quantum of Discount shall be decided by the Compensation Committee for each of the grant of options.	Exercise Price at a discount up to a maximum of 90% to the Market price, where the Market price shall be the closing market price one day prior to the date of any Grant, on the stock exchange where highest trading volume is registered and where the quantum of Discount shall be decided by the Compensation Committee for each of the grant of options.	Exercise Price at a discount up to a maximum of 90% to the Market price, where the Market price shall be the closing market price one day prior to the date of any Grant, on the stock exchange where highest trading volume is registered and where the quantum of Discount shall be decided by the Compensation Committee for each of the grant of options.	Exercise Price at a discount up to a maximum of 90% to the Market price, where the Market price shall be the closing market price one day prior to the date of any Grant, on the stock exchange where highest trading volume is registered and where the quantum of Discount shall be decided by the Compensation Committee for each of the grant of options.	Exercise Price at a discount up to a maximum of 90% to the Market price, where the Market price shall be the closing market price one day prior to the date of any Grant, on the stock exchange where highest trading volume is registered and where the quantum of Discount shall be decided by the Compensation Committee for each of the grant of options.
e	Maximum term of options granted	8 Years	8 Years	8 Years	8 Years	8 Years	8 Years	8 Years	8 Years	8 Years	8 Years	6 Years	6 Years
f	Source of Shares (primary, secondary or combination)			Primary									
g	Variation in terms of options	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
II.	Method used to account for ESOS - Intrinsic or fair value			Fair Value Method used									
III.	Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company.			Not Applicable as Company is using Fair value method									

Sr No	Description	DBCL-ESOS-2008			DBCL-ESOS-2010			DBCL-ESOS-2011											
		Tranche 1	Tranche 2	Tranche 3	Tranche 4	Tranche 5	Tranche 6	Tranche 7	Tranche 8	Tranche 1	Tranche 2	Tranche 3	Tranche 4	Tranche 5	Tranche 6	Tranche 7	Tranche 8		
IV.	Option movement during the year (For each ESOS)																		
a	Number of options outstanding at the beginning of the period	-	-	-	-	32,910	7,300	185,060	141,685	57,142	14,700	-	-	-	-	-	-	-	-
b	Number of options granted during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-	136,070	-	-	-
c	Number of options lapsed during the year	-	-	-	-	5,070	2,000	11,700	7,660	2,707	-	-	-	-	-	-	-	-	-
d	Number of options forfeited during the year	-	-	-	-	2,560	-	40,740	15,750	3,546	300	-	-	-	-	-	-	-	-
e	Number of options vested during the year	-	-	-	-	-	-	72,400	44,900	17,440	3,000	-	-	-	-	-	-	-	-
f	Number of options exercised during the year	-	-	-	-	8,270	-	16,700	11,660	6,560	-	-	-	-	-	-	-	-	-
g	Number of shares arising as a result of exercise of options	-	-	-	-	8,270	-	16,700	11,660	6,560	-	-	-	-	-	-	-	-	-
h	Money realized by exercise of options (INR), if scheme is implemented directly by the company	-	-	-	-	785,650	-	1,670,000	1,166,000	656,000	-	-	-	-	-	-	-	-	-
i	Loan repaid by the Trust during the year from exercise price received	-	-	-	N.A.	-	-	-	-	-	-	-	-	-	-	-	-	-	-
j	Number of options outstanding at the end of the year	-	-	-	-	17,010	5,300	115,920	106,615	44,329	14,400	136,070	77,913	-	-	-	-	-	-
k	Number of options exercisable at the end of the year	-	-	-	-	17,010	5,300	70,320	69,715	25,904	5,400	-	-	-	-	-	-	-	-
V.																			
a.	Weighted average exercise price of Options granted during the year whose																		
	Exercise price equals market price	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Exercise price is greater than market price	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Exercise price is less than market price	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	15.00	NIL	15.00	15.00
b.	Weighted average fair value of options granted during the year whose																		
	Exercise price equals market price	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Exercise price is greater than market price	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Exercise price is less than market price	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	86.62	NIL	86.62	83.35
VI.	Employee-wise details of options granted during the financial year 2018-19 to:																		
a	Senior managerial personnel;																		
	Pathik Shah (CEO)															136,070			
	Parash Goel (CTO)																		43,718
b	Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year;																		
	Pathik Shah															136,070			
	Parash Goel																		43,718
c	Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (exceeding outstanding warrants and conversion) of the company at the time of grant.																		
																			Nil



Sr No	Description	DBCL-ESOS-2008			DBCL-ESOS-2010			DBCL-ESOS-2011						
		Tranche 1	Tranche 2	Tranche 3	Tranche 4	Tranche 5	Tranche 6	Tranche 7	Tranche 8					
VII.	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options calculated in accordance with Accounting Standard (AS) 20.		15.70											
VIII.	A description of method and significant assumptions used during the year to estimate the fair values of options, including the following information:													
a.	1) The weighted average values of share price (₹)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	146.55	142.95	
	2) Exercise price (₹)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	15.00	15.00	
	3) Expected Volatility (%)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	25.78	25.34	
	4) Expected option life (in years)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	3.50	3.50	
	5) Expected dividends (%)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	11.26	11.54	
	6) Risk-free interest rate (%)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	5.92	6.15	
b.	the method used and the assumptions made to incorporate the effects of expected early exercise;	Options granted under this scheme shall vest for one year from the date of grant of such options. Exercise of options is not permitted during such vesting period. Hence, the effects of "expected early exercise" are not relevant to this scheme; since the possibility of an early exercise occurring is NIL; due to the limitation of one year mandatory vesting period.												
c.	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	The measure of volatility used in the Black-Scholes option-pricing model is the annualized standard deviation of the continuously compounded rates of return on the stock over a period of time.												
d.	whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	Other than the features mentioned above in "VII(a)"; no other features were incorporated into the measurement of fair value of such grant.												

Annexure E

To,
The Board of Directors
D. B. Corp Limited
Plot No. 280,
Sarkhej-Gandhinagar Highway,
Near YMCA Club, Makarba,
Ahmedabad, Gujarat - 380051.

AUDITORS' CERTIFICATE ON ESOSs

Dear Sir(s),

Re.: Compliance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

We have examined the resolutions dated April 24, 2010 and March 24, 2011, passed by the shareholders of D. B. Corp Limited (*the Company*) having its Registered Office at Plot No. 280, Sarkhej-Gandhinagar Highway, Makarba, Ahmedabad-380051 (Gujarat) and based on these resolutions and the other relevant information provided to us, we certify that the Employee Stock Option Scheme of D. B. Corp Limited viz. DBCL-ESOS 2011-Tranche 1 to Tranche 8 have been implemented in accordance with the aforesaid resolutions, the resolutions of the Compensation Committee approving the said grants and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

This certificate is issued at the request of the Company for placing before the shareholders of the Company at the forthcoming Annual General Meeting and shall not be used for any other purpose whatsoever without our written consent.

For **Gupta Mittal & Co**
Chartered Accountants
ICAI's Firm Registration No.: 009973C

Shilpa Gupta
Partner
Membership No.: 403763
Bhopal: June 22, 2020
UDIN: 20403763AAAABF3812



Annexure F

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 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
D. B. Corp Limited
Plot No. 280, Sarkhej-Gandhinagar Highway,
Nr. YMCA Club, Makarba, Ahmedabad - 380 051

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **D. B. Corp Limited** (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 ended on March 31, 2020 (hereinafter called the '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 examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (*'the Act'*) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (*'SCRA'*) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent

of External Commercial Borrowings, Foreign Direct Investment and Overseas Direct Investment; **(Not Applicable to the Company during the Audit Period);**

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (*'SEBI Act'*);
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (*'Insider Trading Regulations'*)
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the Company during the Audit Period) and**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(Not Applicable to the Company during the Audit Period)**

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015. (hereinafter called 'Listing Regulations')

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards *except there were instances of contra trade and instances of trading during window closure period by designated persons under Insider Trading Regulations.*

We further report that, having regard to the compliance system prevailing in the Company and on the examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the company:

- Delivery of Books and Newspapers (Public Libraries) Act, 1954 and Delivery of Books (Public Libraries) Rules, 1955 made thereunder;
- The Indian Telegraph Act, 1885;
- Working Journalists and Other Newspaper Employees (Conditions of Service) and Miscellaneous Provisions Act, 1955 and Working Journalists (Conditions of Service) and Miscellaneous Provisions Rules, 1957 made thereunder;
- The Press & Registration of Books Act, 1867 and The Registration of Newspapers (Central) Rules, 1956 made thereunder.

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 was no change in the constitution of Board of Directors during 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 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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

We further report that during the audit period the Company has allotted 43,190 Equity Shares having Face Value of ₹ 10/- each under Employee Stock Option Scheme and Employee Stock Purchase Scheme Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

For **Makarand M. Joshi & Co.**
Practising Company Secretaries

Kumudini Bhalerao
Partner
FCS No. 6667
CP No. 6690
UDIN: F006667B000366653
Peer Review No: P2009MH007000

Place: Mumbai
Date: June 22, 2020

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



Annexure A

To,
The Members,
D. B. Corp Limited
Plot No. 280, Sarkhej-Gandhinagar Highway,
Nr. YMCA Club, Makarba, Ahmedabad - 380 051

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

1. Maintenance 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 and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Makarand M. Joshi & Co.**
Practising Company Secretaries

Kumudini Bhalerao
Partner
FCS No. 6667
CP No. 6690
UDIN: F006667B000366653
Peer Review No: P2009MH007000

Place: Mumbai
Date: June 22, 2020

Annexure G

REMUNERATION DETAILS

[Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

A] INFORMATION PURSUANT TO RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20:

Sr. No.	Particulars	Director's Remuneration (in ₹)	Median remuneration of employees for fiscal 2019-20	Ratio to median remuneration of employees
1.	Mr. Sudhir Agarwal - Managing Director	1,50,00,000/-	2,58,792/-	58:1
2.	Mr. Pawan Agarwal - Dy. Managing Director	1,00,00,000/-		39:1

Apart from the above, none of the other Directors is paid remuneration in any form other than sitting fees.

2. Percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the financial year 2019-20:

Sr. No.	Particulars	% Increase
1.	Mr. Sudhir Agarwal - Managing Director	25
2.	Mr. Pawan Agarwal - Dy. Managing Director	15
3.	Mr. P. G. Mishra - Group CFO	8
4.	Ms. Anita Gokhale - Company Secretary	8

3. Percentage increase in the median remuneration of employees in the financial year 2019-20 : 8
4. The number of permanent employees on the rolls of the Company as on March 31, 2020: 9,120
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
The average percentile increase in the salary of employees other than the managerial personnel was over 8% during the year 2019-20 while the average increase in the managerial remuneration was 21%.
6. The remuneration paid to all Directors is as per the Remuneration Policy of the Company.



B] INFORMATION PURSUANT TO RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Top ten employees in terms of remuneration drawn during the year, including those employed throughout the year and in receipt of remuneration aggregating to not less than ₹ 1,02,00,000/- for the year ended March 31, 2020

Sr. No.	Name	Age (in years)	Designation	Qualifications	Total Experience (in years)	Date of commencement of employment in the Company	Remuneration (in ₹)	Type of Employment (Contractual / Payroll)	Previous Employment
1.	Pradyumna Gopalkrishna Mishra Rahul J Namjoshi	60.2 49.5	Group CFO National Head	LLB (H) & FCA MMS	35.7 27	January 1, 1994 March 1, 2007	2,38,71,206/- 1,33,33,897/-	Payroll Payroll	Pradyumna Mishra & Co. Reliance Industries Ltd., (Textiles Division)
3.	Harish M Bhatia R D Bhatnagar	57.9 57.4	President Chief Technology Officer	DMM BE & MDP, DCA	36.5 38.2	October 08, 2001 November 13, 1996	3,08,27,785/- 1,14,11,170/-	Payroll Payroll	LG India Bennet Coleman & Co. Ltd.
5.	Dimesh Sharma	58.9	Associate Vice President	M.A., Diploma in Production	39.5	September 30, 2008	1,01,75,556/-	Payroll	HT Media Ltd.
6.	Rachna Kamra	62.5	Chief Human Resource Officer	PGDPMIR, PGDBA, M.A. & M.Phil	36.8	April 12, 2010	1,67,96,209/-	Payroll	FORTIS Hospital
7.	Bharat Agarwal	55.5	Executive Director	MD, MBA, M.Phil	24.2	November 16, 2000	1,45,91,993/-	Payroll	Bhaskar Global
8.	Vijay Garg	53	CFO	FICWA	29.8	September 23, 2007	1,06,03,443/-	Payroll	Red FM

Employed for part of the year and in receipt of remuneration aggregating to not less than ₹ 8,50,000/- per month

Sr. No.	Name	Age (in years)	Designation	Qualifications	Total Experience (in years)	Date of commencement of employment in the Company	Date of Cessation of employment in the Company	Remuneration (in ₹)	Previous Employment
1.	Pathik Shah	31.9	CEO (DB Digital)	B.E. (Information Technology)	9.7	November 09, 2019	N.A.	1,37,33,949/-	Hike Private Limited
2.	Paresh Goel	39.6	CTO (DB Digital)	B.E. (Computer Science and Engineering)	15.6	December 23, 2019	N.A.	38,20,622/-	Meesho Inc.
3.	Gyan Gupta	45	Chief Executive Officer	B.E.	22.5	October 31, 2008	April 17, 2019	30,48,026/-	Genpact

Notes:

- None of the employees is relative of the Directors of the Company.
- None of the employees holds by himself or along with his spouse and dependent children, not less than two per cent of the equity shares of the Company.
- Remuneration includes salary, allowances and perquisites as per provisions of the Income Tax Act, 1961.

For and on behalf of the Board of Directors of

D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN: 00051407

Pawan Agarwal
Dy. Managing Director
DIN: 0046509

Place: Bhopal
Date: August 13, 2020

Report on Corporate Governance

This report for the Financial Year 2019-20 prepared in terms of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') contains the details of compliance with regard to Corporate Governance systems and processes followed at D. B. Corp Limited, ('DBCL' / the 'Company').

A. COMPANY'S PHILOSOPHY ON THE CODE OF CORPORATE GOVERNANCE

Corporate Governance is a system driven towards governing an entity whilst bringing about a transparent and fair environment with robust business systems and processes with better accountability and independence. Good governance entails conforming to statutorily prescribed Corporate Governance practices while also striving to inculcate and adapt practices beyond the requirements of law. Governance leads to long-term stakeholder value and enhances interests of all stakeholders.

We, at DBCL believe that strong governance systems and healthy business practices are essential in order to retain investor faith and trust in the Company. Responsible corporate conduct is integral to the way we do our business. Our actions are governed by our values and principles, which are reinforced at all levels within the Company. At DBCL, we are committed to doing things the right way which means taking business decisions and acting in a way that is ethical and is in compliance with applicable legislation. Our Code is an extension of our ideals, values and business philosophies and reflects our continued commitment to ethical business practices across our operations. We acknowledge our individual and collective responsibilities to manage our business activities with integrity.

The 'Code of Conduct to regulate, monitor and report trading by Designated Persons, Insiders and their Immediate relatives' and the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' serves as a directorial tool and ethical road map for our employees in ensuring fair conduct and prevention of misuse of any unpublished price sensitive information which has not been made available to the public at large.

The Board of Directors fully supports and endorses the Corporate Governance practices as envisaged in the Listing Regulations.

Our governance systems and strategies are continually under evaluation in order to thrust the Company at par with the best benchmarks set for governance practices across the industry.

The Board of Directors has ultimate responsibility for the management, general affairs, direction, performance and long-term success of business as a whole. The Board has delegated the operational conduct of the business to the Managing Director and Deputy Managing Director of the Company.

B. BOARD OF DIRECTORS

The Board of DBCL is entrusted with the ultimate and highest responsibility to run the affairs of the Company in a responsible and ethical manner. The Board is a vital asset to the Company, vested with requisite powers and authorities to enable smooth execution of strategies and business plans. The Company endeavors to maintain a diverse and experienced Board of Directors that would bring varied knowledge, experience and professionalism, just and clear processes and a broader perspective to the industry's state of affairs. The Board plays a significant role in reviewing the organization's policies and management practices in order to conform to the best governance standards set across the globe.

1. Composition and Category

The Board comprises of an optimal blend of Executive and Non-Executive / Independent Directors representing a diverse mix of knowledge, experience and professionalism. The current composition is in conformity with the statutory requirements of the Companies Act, 2013 ('Act') and Regulation 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'/'LODR'). The Board consists of Independent Directors, including a Woman Director, who possess expertise in their respective professions and have consistently contributed to the Company's growth strategies and business decisions.

The Company's Board is a fine blend of vast diversity, consisting of Directors hailing from different fields and domains, each bringing his/her own unique contribution to the Board's knowledge base. All the Directors on the Board of the Company possess the requisite qualifications and experience in General Corporate Management, Strategy, Business Leadership, Sales and Marketing, Risk and Governance, Human Resources,



Finance, Banking and other associated fields which enable them to contribute effectively in their capacity as Directors.

As of March 31, 2020, the Board consisted of seven Directors. About 57% of the Company's Board comprises of Independent Directors (IDs). There is no Nominee Director representing any institution on the Board of the Company. The composition and category of the Board of Directors of the Company is as under:

Category	Names of Directors
Managing Director (Executive Director & Promoter)	Mr. Sudhir Agarwal
Deputy Managing Director (Executive Director & Promoter)	Mr. Pawan Agarwal
Non-Executive, Non-Independent Director (Promoter)	Mr. Girish Agarwal
Non-Executive, Independent Directors	Mr. Piyush Pandey Mr. Harish Bijoor Mr. Ashwani Kumar Singhal Ms. Anupriya Acharya

All the Directors of the Company have made the requisite disclosures as mandated under the Act and the Rules framed thereunder and as required under the Listing Regulations which were placed before the Board of the Directors at the relevant meetings for its noting.

Total number of directorships / chairmanships and memberships held by the Directors of the Company is in accordance with the provisions of the Act and Regulation 17(A) of the Listing Regulations.

None of the Directors have been granted any Stock Options of the Company.

2. Relationship Inter-se

The following Directors of the Company are related to each other in the manner mentioned below:

Sr. No.	Names of the Directors	Relationship Inter-se
a.	Mr. Sudhir Agarwal	Brother of Mr. Pawan Agarwal and Mr. Girish Agarwal
b.	Mr. Girish Agarwal	Brother of Mr. Sudhir Agarwal and Mr. Pawan Agarwal
c.	Mr. Pawan Agarwal	Brother of Mr. Sudhir Agarwal and Mr. Girish Agarwal

No Directors, other than those mentioned above, are related to each other.

3. Role of Board of Directors

The Board's main role is to enhance shareholder and stakeholder value by guiding the Company towards its goals of prosperity and brand value enhancement, at the same time taking conscious efforts to ensure that the interests of its stakeholders are not hampered. The Board plays an important role in supervising the Senior Management and guiding them towards serving all short and long term interests of the stakeholders. The Board exercises its duties and responsibilities with utmost care and diligence. They strive to set strategic goals and management policies which help effectuate performance objectives and ensure adherence to various Corporate Governance practices. The Board is responsible for inculcating a transparent and fair environment which promotes a smooth and hurdle-free flow of information across all levels leading to effective dialogues amongst Directors, Senior Management and other Compliance and Risk management functions. Corporate strategy, achieving various long term and short term business targets and running day to day affairs of the Company are conducted by the Managing Director and the Deputy Managing Director under the guidance and supervision of the Board.

4. Role of Independent Directors

Independent Directors play a vital role in the decision-making process of the Board and ensure transparent Corporate credibility and Governance standards functioning across the Company. The Independent Directors are committed to act and provide distinctive opinions and views on imperative matters taking into consideration the best interests of the Company and its stakeholders. The wide knowledge possessed by the Independent Directors in their respective fields of expertise helps foster varied, fair, independent and experienced perspective and opinions thereby providing their best inputs to the Board and enabling the Company to achieve its desired goals and mission.

As per the Listing Regulations, the Chairperson of the Audit Committee, Risk Management Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee is an Independent Director.

Based on the disclosures and declaration of Independence received from all the Independent Directors and also in the opinion of the Board, the Independent Directors fulfill the conditions specified in the Act, the Listing Regulations and are independent of the Management.

5. Meeting of Independent Directors

In compliance with Schedule IV to the Act (Code for Independent Directors) and the Listing Regulations, the

Company's Independent Directors met on January 23, 2020, in absence of Non-Independent Directors and Members of Management to review the performance of Non-Independent Directors and the Board as a whole. Pursuant to the demise of the Chairman Mr. Ramesh Chandra Agarwal, the position of the Chairman of the Board has not been filled by the Board since the same is not mandatory under the Act or any other statutory provisions. Since there is no such designated Chairman of the Board, the item relating to review of performance of the Chairman was not taken up at the said Meeting.

The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Company's management and the Board which is necessary to effectively and judiciously discharge their duties. The Independent Directors expressed their contentment over the aforesaid evaluation parameters and opined that the same was appropriate and commensurate with the size of the Company's business and operations.

The Chairman of the meeting of the Independent Directors presented views of the Independent Directors at the next Board Meeting of the Company.

6. Directors' Induction and Familiarization Program

Your Company believes that a good orientation from the very beginning is extremely critical in helping the Board members to feel a strong engagement with the Company and other fellow Board members. All Independent Directors newly appointed to the Board are taken through a detailed induction and Familiarisation Programme. During Induction programme, the said Directors are briefed about the history and culture of D. B. Corp Limited, background of the Company and its growth over the last several decades, various milestones achieved during the Company's existence since its incorporation, business model and structure and an overview of the business locations and functions, the latest happenings in the Media and Entertainment Industry, changes in the legal and statutory framework and its impact on the Company's business, etc.

The Independent Directors are also informed about the constitution of the Board and its various Committees, procedures followed during the Meetings, matters reserved for the Board and major risks facing the business and mitigation programs. The primary objective behind the said induction programmes is to ensure meaningful board level deliberations and sound business decisions.

The Independent Directors are also made aware of their roles and responsibilities at the time of their appointment and a detailed Letter of Appointment

setting out in detail the terms of their appointment, duties, responsibilities and expected time commitments is issued to them. The details of the terms and conditions of their appointment are also hosted on the website of the Company and can be accessed at <https://dbcorpltd.com/corporategovernance.php>.

The Company also organises familiarisation programmes on annual basis for all the Independent Directors in order to keep them abreast of all the latest happenings in the Company, the Media and Entertainment industry and any amendments in legal and regulatory framework.

During Financial Year 2019-20, a familiarisation programme was held on January 23, 2020 details of which are hosted on the Company's website and can be accessed at <https://dbcorpltd.com/corporategovernance.php>.

7. Board Evaluation

In terms of the requirement of the Act and the Listing Regulations, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with the aim to improve the effectiveness of the Board and the Committees. The performance of the Executive Directors is evaluated on the basis of achievements of their Key Result Areas whereas the performance of the Non-Executive Directors is carried out based on the criteria such as the considerations which led to the selection of the Director on the Board and the delivery against the same, participation and contribution to the long term strategic planning, experience and competencies, performance of the duties and obligations and governance issues and improvisation in board effectiveness. Performance evaluation of each and every Director during FY 2019-20 was carried out individually in the light of the aforesaid criteria.

An evaluation of the Independent Directors was carried out by the entire Board (excluding the Director being evaluated) based on the criteria set. Evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors at their meeting specially convened for this purpose.

An effective performance evaluation contributes to evaluating performance based on three parameters: at an organizational level; board as a whole and at an individual level. Board evaluation helps identify barriers and impediments that hinder effective board practices and flow of information across various levels.

The Nomination and Remuneration Committee of the Board of Directors of the Company has laid down



a proficient evaluation plan in the form of following parameters / criteria for evaluating the performance:

- Participation and contribution by a Director;
- Commitment (including guidance provided to Senior Management outside of Board / Committee meetings);
- Effective deployment of knowledge and expertise;
- Effective management of relationship with stakeholders;
- Integrity and maintenance of confidentiality;
- Independence of behaviour and judgment;
- Observance of Code of Conduct; and
- Impact and influence.

The process of evaluation was also carried out by the members of the Nomination and Remuneration Committee to evaluate the performance of each Director, as per its Terms of reference and the structured mechanism framed on the basis of above set parameters.

8. Directors seeking appointment / re-appointment / change in terms of appointment

9. Directorships, Chairmanships / Memberships of Committees of all directors in other Public Companies

Sr. No.	Name of the Director	Other Directorships as on March 31, 2020*	Memberships on other Board Committees of Public Companies as on March 31, 2020 \$		Directorships in Listed Companies and Category of Directorship as on March 31, 2020 @
			Chairman	Member	
a.	Mr. Sudhir Agarwal	2	-	-	-
b.	Mr. Pawan Agarwal	6	-	-	-
c.	Mr. Girish Agarwal	5	-	-	-
d.	Mr. Piyush Pandey	2	-	1	<ul style="list-style-type: none"> • Pidilite Industries Limited (Independent Director) • ZEE Entertainment Enterprise Limited (Independent Director)
e.	Mr. Harish Bijoor	-	-	-	-
f.	Mr. Ashwani Kumar Singhal	-	-	-	-
g.	Ms. Anupriya Acharya	-	-	-	-

Notes:

* This excludes directorships in Private companies, Foreign companies and Companies licensed under Section 8 of the Companies Act, 2013 ('the Act') / Section 25 of the Companies Act, 1956.

The Directors of the Company are appointed / re-appointed by the Board on the recommendations of the Nomination and Remuneration Committee and approval of the Members at the General Meetings. The Executive Directors on the Board have been appointed as per the provisions of the Act and serve in accordance with the terms of their Service agreement with the Company.

As per the Act and the Articles of Association of the Company, not less than two-third of the total number of Directors (excluding Independent Directors) shall retire by rotation, out of which, one-third of Directors are required to retire every year by rotation and if eligible, the Director can offer himself for re-appointment.

Mr. Pawan Agarwal retires by rotation at the ensuing Annual General Meeting ('AGM') of the Company and being eligible, offers himself for re-appointment.

A detailed resume of Mr. Pawan Agarwal is given in the explanatory statement annexed to the Notice convening the AGM, as required by Regulation 36 of Listing Regulations and Secretarial Standards on General Meetings. It may be taken as forming a part of this report.

\$ This relates to memberships of Committees referred to in Regulation 26(1) of the Listing Regulations viz. Audit Committee and Stakeholders' Relationship Committee of all public limited companies, whether listed or not and excludes private limited companies, foreign companies and companies licensed under Section 8 of the Act/ Section 25 of the Companies Act, 1956.

@ Excludes directorship in D. B. Corp Limited.

10. Shares held by Directors

The details of the shares held by the Directors of the Company as on March 31, 2020, are as under:

Sr. No.	Names of the Directors	Number of Equity Shares held
a.	Mr. Sudhir Agarwal	78,95,513
b.	Mr. Girish Agarwal	78,95,513
c.	Mr. Pawan Agarwal	78,95,513
d.	Mr. Piyush Pandey	-
e.	Mr. Harish Bijoor	-
f.	Mr. Ashwani Kumar Singhal	-
g.	Ms. Anupriya Acharya	-

None of the Directors hold any convertible instruments in the Company, since the same was never issued by the Company.

11. Key Board qualifications, skills, expertise and attributes matrix for the Board of Directors

In terms of the requirement of the Listing Regulations, the Board of Directors of the Company has identified necessary skills, expertise and competencies required in the context of the Company's business and area of operation in the Media and Entertainment Industry. They are broadly divided into 3 categories as under:

- Industry knowledge / experience
- Technical skills/experience
- Behavioural Competencies

The Company's Board consists of professionals who possess varied skills, expertise and competencies, including the abovesaid, which are essential for active and effective contribution to the Board and its Committees. The vast experience and the knowledge of our Board members bring insights and strategies to fore from which the company benefits immensely.

All our directors are adept at the skills and competencies as per the table below:

Sr. No.	Name of skill / expertise / competencies	Name of the Directors						
		Mr. Sudhir Agarwal	Mr. Pawan Agarwal	Mr. Girish Agarwal	Ms. Anupriya Acharya	Mr. Harish Bijoor	Mr. Piyush Pandey	Mr. Ashwani Kumar Singhal
A	Industry knowledge / experience							
i.	Thorough Knowledge of Media & Entertainment Industry	✓	✓	✓	✓	✓	✓	-
ii.	In-depth Understanding of laws, rules, regulations and policies applicable to Media & Entertainment Industry	✓	✓	✓	✓	-	-	✓
B	Technical skills/ experience							
i.	Knowledge of Sales and Marketing	✓	✓	✓	✓	✓	✓	✓
ii.	Financial Management	✓	✓	✓	✓	-	-	✓
iii.	Strategic planning and business development	✓	✓	✓	✓	✓	-	✓
iv.	Use of Information Technology in the business	✓	✓	✓	-	-	-	-



Sr. No.	Name of skill / expertise / competencies	Name of the Directors						
		Mr. Sudhir Agarwal	Mr. Pawan Agarwal	Mr. Girish Agarwal	Ms. Anupriya Acharya	Mr. Harish Bijoor	Mr. Piyush Pandey	Mr. Ashwani Kumar Singhal
v.	Compliance & risk management	✓	✓	✓	-	-	✓	✓
C	Behavioural Competencies							
i.	Integrity and ethical standards	✓	✓	✓	✓	✓	✓	✓
ii.	Sound judgement	✓	✓	✓	✓	✓	✓	✓
iii.	Problem solving skills	✓	✓	✓	✓	✓	✓	✓
iv.	Leadership skills	✓	✓	✓	✓	✓	✓	✓
v.	Faith in Corporate Governance principles	✓	✓	✓	✓	✓	✓	✓

12. Board procedures and meetings

The Board / Committee meetings are pre-scheduled in confirmation with the availability of the Directors and an annual calendar of Board and Committee meetings is circulated to the Directors at the beginning of every financial year to enable them to plan their schedules and to ensure their active and consistent participation in the meetings. Minimum four pre-scheduled Board Meetings are held every year (once every quarter). To address any specific urgent needs, the Board's approval is taken at a specially convened meeting or by way of circular resolution, as permitted by law, in which case it is noted and ratified at the subsequent Board / Committee meeting, as the case may be. Video conferencing facilities are provided, if opted, by any Director to enable active participation by him/her.

Senior Management is invited to attend the Board Meetings as and when required, so as to provide additional inputs on finance, strategy or business processes relating to the items being deliberated by the Board/ Committee Members.

Agenda and Notes on Agenda are circulated to the Directors, in advance, however, the Company has obtained the consent of the Board Members for circulating agenda containing Unpublished Price Sensitive Information at a shorter notice. The Company always ensures to place before the Board the minimum information as mandated by Regulation 17(7) read with Part A of Schedule II of the Listing Regulations, to the extent applicable.

Update(s) on matters arising from previous meetings are placed at the succeeding meeting of the Board/ Committees for consideration, noting, discussions, approvals, as the case may be.

There was no instance during the financial year 2019-20, where the Board of Directors had not accepted the recommendations of any Committee of the Board which it was mandatorily required to accept.

i. Meetings Held

Four Board Meetings were held during the year under review and the gap between any two Board Meetings was not more than 120 days, thereby in conformity with the requirements of Listing Regulations, Secretarial Standards on Meetings of the Board of Directors (SS-1) and that of the Companies Act, 2013 and the Rules framed thereunder.

Date of meetings held during the year ended on March 31, 2020, and attendance of Directors therein is as follows:

Date of the Board Meetings	No. of Directors present at the Meeting
May 16, 2019	5
July 18, 2019	7
October 16, 2019	5
January 23, 2020	4

ii. Details of Directors' attendance at Board Meetings held during the year ended on March 31, 2020, and at the last Annual General Meeting (AGM) held on September 17, 2019, are given in the following table:

Sr. No.	Name of the Director	Board Meetings		Attendance at the last AGM
		Held	Attended	
a.	Mr. Sudhir Agarwal	4	2	Absent
b.	Mr. Pawan Agarwal	4	3	Present
c.	Mr. Girish Agarwal	4	4	Absent
d.	Mr. Piyush Pandey	4	2	Absent
e.	Mr. Harish Bijoor	4	3	Absent
f.	Mr. Ashwani Kumar Singhal	4	4	Present
g.	Ms. Anupriya Acharya	4	3	Absent

Leave of absence was granted to the Director(s) who were absent at the respective Board and Committee meeting/s, at their specific request.

C. COMMITTEES OF THE BOARD

The Board Committees are set up by the Board and are governed by their Terms of Reference. They play an important role in the governance since they focus on specific areas thereby enabling taking informed decisions within the delegated authority. The Minutes of the Committee meetings are sent to all Committee Members individually for their approval / comments as prescribed under Secretarial Standards on Meetings of Board of Directors (SS-1). The Minutes of the meetings of all Committees of the Board, once signed, are placed at the next Board Meeting for information and noting.

The Board has constituted the following Committees of the Board:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee
6. Compensation Committee
7. Executive Committee

The Board of Directors of the Company has, inter alia, revised the terms of reference of the Committees in line with the amendments to the SEBI Listing Regulations and Act.

Meetings of all the Committees held during the financial year ended on March 31, 2020, and Committee Members' attendance thereat is given in the below table:

Committees of the Board of Directors	Audit Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee	Corporate Social Responsibility Committee	Risk Management Committee	Compensation Committee	Executive Committee
Number of Meetings held	4	1	2	2	1	4	5
Committee Members' Attendance							
Mr. Sudhir Agarwal	Not a member	Not a member	1	1	Not a member	Not a member	5
Mr. Pawan Agarwal	Not a member	Not a member	1	1	1	3	5
Mr. Girish Agarwal	4	1	2	Not a member	1	2*	5
Mr. Piyush Pandey	2	Not a member	1	Not a member	Not a member	2	Not a member
Mr. Harish Bijoor	Not a member	Not a member	Not a member	Not a member	Not a member	Not a member	Not a member
Mr. Ashwani Kumar Singhal	4	1	Not a member	2	Not a member	4	Not a member
Ms. Anupriya Acharya	3	-	Not a member	1	Not a member	Not a member	Not a member
Mr. Lalit Jain (Senior Executive of the Company)	Not a member	Not a member	Not a member	Not a member	1	Not a member	Not a member

* appointed w.e.f. September 24, 2019



The Constitution, Terms of Reference, details of number of meetings held during the year and the attendance of each of the Committee Members thereat are mentioned below:

1. Audit Committee

i. Constitution of the Audit Committee

The Audit Committee is comprised of 4 members as per the details given in the below table:

Sr. No.	Members	Chairperson / Member	Category
a.	Mr. Ashwani Kumar Singhal	Chairperson	Non-Executive, Independent Director
b.	Mr. Piyush Pandey	Member	Non-Executive, Independent Director
c.	Ms. Anupriya Acharya	Member	Non-Executive, Independent Director
d.	Mr. Girish Agarwal	Member	Non-Executive, Non-Independent Director

All the members of the Committee have sound knowledge of finance, accounts and business management. Senior executives and Statutory Auditors are invited to participate in the Meetings of the Audit Committee as and when deemed necessary. The quorum for the Audit Committee Meetings is minimum of two Independent Directors.

The composition of this Committee is in compliance with the requirements of Section 177

of the Act and Regulations 18 and 21 of the Listing Regulations. The Company Secretary acts as the Secretary to the Committee.

ii. Meetings held

During the year under review, the Committee met 4 times on May 16, 2019, July 18, 2019, October 16, 2019 and January 23, 2020. The following table provides the attendance of the members at the respective meetings of the Audit Committee:

Sr. No.	Members	Date of Meeting			
		May 16, 2019	July 18, 2019	October 16, 2019	January 23, 2020
a.	Mr. Ashwani Kumar Singhal*	✓	✓	✓	✓
b.	Mr. Piyush Pandey	✓	✓	-	-
c.	Ms. Anupriya Acharya	-	✓	✓	✓
d.	Mr. Girish Agarwal	✓	✓	✓	✓

*Mr. Ashwani Kumar Singhal, Chairman of the Audit Committee was available in person to answer the queries raised by the shareholders at the latest AGM of the Company held on September 17, 2019.

iii. Terms of Reference

The terms of reference of the Audit Committee are well defined to include the matters specified for Audit Committee under Section 177(4) of the Act and Regulation 18(3) read with Part C of Schedule II to the Listing Regulations as amended from time to time. The Terms of Reference of the Audit Committee as amended upto date are given below:

- oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for Appointment, Remuneration and scope of work of the Internal Auditors, the Statutory Auditors and the Secretarial Auditors of the Company;
- approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors or its group firms;

- reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board of Directors for approval, with particular reference to:
 - matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by Management;
 - significant adjustments made in the financial statements arising out of audit findings;

- o compliance with listing and other legal requirements relating to financial statements;
 - o disclosure of any related party transactions; and
 - o modified opinion(s) in the draft audit report.
- e. reviewing with the Statutory Auditor/s and Management, the quarterly/ half yearly / Annual financial statements before submission to the Board of Directors for approval;
- f. reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter if any;
- g. reviewing and monitoring the Auditor's independence and performance, and effectiveness of audit process;
- h. approval or any subsequent modification of transactions of the Company with related parties;
- i. scrutiny of inter-corporate loans and investments;
- j. valuation of undertakings or assets of the Company, wherever it is necessary;
- k. reviewing the utilisation of loans and / or advances from / investment by the Holding Company in the Subsidiary exceeding ₹ 100 Crore or 10% of the asset size of the Subsidiary, whichever is lower including existing loans / advances / investments
- l. evaluation of internal financial controls and risk management systems;
- m. reviewing with the Management, performance of Statutory Auditors and Internal auditors, adequacy of the internal financial controls and Risk management systems impacting financial numbers;
- n. reviewing the adequacy of Internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- o. discussion with Internal auditors of any significant findings and follow up there on;
- p. reviewing the findings of any internal investigations by the Internal auditors into matters where there is suspected fraud or irregularity or a failure of Internal control systems of a material nature and reporting the matter to the Board of Directors;
- q. discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain area of concern, if any;
- r. looking into the reasons for substantial defaults in the payment to the Depositors, Debenture holders, Members (in case of non-payment of declared dividends) and creditors;
- s. reviewing, at least once in a financial year, Compliance with the Code of Conduct for regulating, monitoring and reporting of trading by insiders and Code of Fair Disclosure of the Company and shall verify that the systems for Internal Control to comply with the Codes are adequate and are operating effectively;
- t. reviewing the functioning of the Whistle Blower Mechanism and complaints, if any;
- u. approving the appointment and remuneration of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- v. reviewing the policies on related party transactions on half yearly basis;
- w. All other matters incidental or related to the above issues; and
- x. Carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notifications, amendments as may be applicable.

The Audit Committee shall mandatorily review the following information:

- a. Management Discussion and Analysis of financial condition and results of operations;
- b. Statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by Management;



- c. Management letters / Letters of Internal control weaknesses issued by the Statutory Auditors;
- d. Internal audit reports relating to Internal control weaknesses;
- e. Appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit committee;
- f. Statement of deviations:
 - o Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to Stock Exchange(s) in terms of Regulation 32(1).
 - o Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

2. Nomination and Remuneration Committee ('NRC')**i. Constitution of the NRC**

The NRC is comprised of 3 members as per the details given in the below table:

Sr. No.	Members	Chairperson / Member	Category
a.	Ms. Anupriya Acharya	Chairperson	Non-Executive, Independent Director
b.	Mr. Ashwani Kumar Singhal	Member	Non-Executive, Independent Director
c.	Mr. Girish Agarwal	Member	Non-Executive, Non-Independent Director

The Company Secretary acts as the Secretary to the Committee.

ii. Meetings held

During the year under review, the NRC met once on May 16, 2019. The following table provides the attendance of the Members at the said meeting of the NRC:

Sr. No.	Members	Date of Meeting
		May 16, 2019
a.	Ms. Anupriya Acharya	-
b.	Mr. Ashwani Kumar Singhal	✓
c.	Mr. Girish Agarwal	✓

iii. Terms of reference

The terms of reference of the NRC are well defined to include the matters specified for NRC under Section 178 of the Act and Regulation 19(4) read with Part D of Schedule II to the Listing Regulations as amended from time to time. The Terms of Reference of the NRC as amended upto date are given below:

- a. Remuneration, Compensation and other Benefits
 - To recommend to the Board, all Remuneration/Compensation and the terms of the same in whatever form, payable to Directors / KMP / Senior Management and other Senior Employees of the organisation to ensure that :
 - o the level and composition of remuneration is reasonable
- To frame policy and recommend the amount of bonus / variable pay / performance award / incentive plan to be paid to Whole Time Director & eligible employees;
- To recommend the perquisites / sitting fees for Non-Executive Directors for attending Board as well as Committee Meetings;
- To recommend the Yearly Commission to be paid to Non-Executive Directors, if

- any, out of the distributable profits of the Company; and
- To administer, monitor and formulate, detailed terms and conditions of the Employees' Stock Option Schemes.
- b. Appointment of Directors and Senior Management Personnel
- To identify the persons who are qualified to become Director or who may be appointed in Senior Management of the Company;
 - To ensure that all documents pertaining to appointment are correct and to conduct evaluation of the candidates in accordance with a process and if deemed fit and appropriate, make recommendation for the nomination of the candidate on the Board or for the Senior Management of the Company and their removal, if any, and oversee the implementation thereof;
 - 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 Senior Employees;
 - To formulate the manner and / or criteria for effective Performance evaluation of Independent Directors, Board of Directors and its Committees to be carried out either by the Board, by the Committee or by an independent external professional / agency and review its implementation and compliance thereof;
 - To decide on the term of appointment of the Independent Director, on the basis of the report of performance evaluation of independent directors;
 - To devise a policy on diversity of Board of Directors; and
- To consider Succession planning of the Board of Directors, Key / Senior Management Personnel.
- c. Human Resource
- To evaluate on significant labour problems and their proposed solutions; and
 - To review significant developments in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme, etc.
- d. All other matters incidental or related to the above matters
- e. Carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notifications / amendments as may be applicable

Remuneration Policy

The Company has framed a Remuneration policy which is directed towards rewarding performance and talent of the Key Managerial Personnel / Senior Management based on their achievements of Key Result Areas ('KRAs') on the basis of periodical review. The Remuneration policy is in consonance with the existing industry practice. It serves as a platform to ensure long term sustainability of talented managerial persons, create competitive advantage and promote result driven approach in the Company. The salient features of the Remuneration Policy of the Company, inter alia, include provisions about remuneration to Whole-time / Executive / Managing / Dy. Managing Director and remuneration to Non-Executive / Independent Directors. It also provides for appointment and remuneration of Key Managerial Personnels (other than Managing Director and Deputy Managing Director) and Senior Management and other employees. The Remuneration Policy is placed on the Company's website and can be accessed at <https://dbcorgpltd.com/corporategovernance.php>.

3. Stakeholders' Relationship Committee ('SRC')

i. Constitution of the SRC

The SRC Committee is comprised of 4 members as per the details given in the below table:

Sr. No.	Members	Chairperson / Member	Category
a.	Mr. Girish Agarwal	Chairperson	Non-Executive, Non- Independent Director
b.	Mr. Pawan Agarwal	Member	Executive Director
c.	Mr. Sudhir Agarwal	Member	Executive Director
d.	Mr. Piyush Pandey	Member	Non-Executive, Independent Director



The Company Secretary acts as the Secretary to the Committee.

ii. Meetings Held

During the year under review, the Committee met 2 times on May 16, 2019 and January 23, 2020. The following table provides the attendance of the members at the respective meetings of the SRC:

Sr. No.	Members	Date of Meeting	
		May 16, 2019	January 23, 2020
a.	Mr. Girish Agarwal	✓	✓
b.	Mr. Pawan Agarwal	✓	-
c.	Mr. Sudhir Agarwal	-	✓
d.	Mr. Piyush Pandey	✓	-

iii. Terms of Reference

The terms of reference of the SRC are in line with the Act and the Listing Regulations to specifically include the redressal of grievances of all the stakeholders of the Company including the shareholders and resolving their grievances including complaints related to transfer of shares and non-receipt of Annual Report, non-receipt of declared dividends, amongst others. The Terms of reference of the SRC as amended upto date are given below:

- To resolve the grievances of the security holders including complaints related to convening and holding of general meetings, transfer / transmission of shares, non-receipt of Annual Report, non-receipt of declared dividends, issue of split/ duplicate share certificates for shares reported lost / defaced / destroyed as per the laid down procedure in this regard and to authorise the Company Secretary and Registrar and Share Transfer Agent to attend to such matters;
- To review the measures taken by the Company for effective exercise of Voting Rights by Members;
- To review adherence to the service standards adopted in respect of various services being rendered by the Registrar & Share Transfer Agent (RTA);

- To review measures / initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / Annual Reports / statutory notices by the Members of the Company;
- To issue and allot right shares / bonus shares pursuant to a Rights / Bonus Issue subject to such approvals as may be required;
- To approve and monitor dematerialisation /rematerialisation of shares and all such matters incidental thereto and authorise the Company Secretary and RTA to attend to such matters; and
- All other matters incidental or related to the above matters; and
- Carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notifications / amendments as may be applicable.

iv. Stakeholder Grievance Redressal

The number of complaints received and resolved to the satisfaction of investors during the year under review as reported by the Registrar and Share Transfer Agent ('RTA') of the Company and their break-up is given as under:

Complaints outstanding at the beginning of the year	0
Complaints received during the year	138
Complaints resolved and disposed off during the year	138
Complaints pending unresolved at the end of the year	0

The complaints related mainly to non-receipt of dividend warrants and Annual Reports, amongst others. The Annual Reports and the dividend warrants were dispatched within the statutory time limit and the delay or non-receipt of the Annual Reports or the dividend warrants was not attributable to any lapse on the part of the Company.

The Registrar and Share Transfer Agents M/s. KFin Technologies Private Limited (RTA), attends to all grievances of the shareholders

and investors received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. Most of the investors' grievances / correspondences were attended within a period of 7 days from the date of receipt of such grievances.

v. Compliance Officer

Ms. Anita Gokhale, Company Secretary is the Compliance Officer. The Company has designated the email ID dbcs@dbc Corp.in to enable stakeholders to email their queries / grievances.

4. Corporate Social Responsibility Committee ('CSR' Committee)

i. Constitution of the CSR Committee

The CSR Committee is comprised of 4 members as per the details given in the below table:

Sr. No.	Members	Chairperson / Member	Category
a.	Mr. Ashwani Kumar Singhal	Chairperson	Non-Executive, Independent Director
b.	Ms. Anupriya Acharya	Member	Non-Executive, Independent Director
c.	Mr. Pawan Agarwal	Member	Executive Director
d.	Mr. Sudhir Agarwal	Member	Executive Director

The Company Secretary acts as the Secretary to the Committee.

ii. Meetings Held

During the year under review, the Committee met 2 times on May 16, 2019 and January 23, 2020. The following table provides the attendance of the members at the respective meetings of the CSR Committee:

Sr. No.	Members	Date of Meeting	
		May 16, 2019	January 23, 2020
a.	Mr. Ashwani Kumar Singhal	✓	✓
b.	Ms. Anupriya Acharya	-	✓
c.	Mr. Sudhir Agarwal	-	✓
d.	Mr. Pawan Agarwal	✓	-

iii. Terms of reference:

The terms of reference of the CSR Committee are in line with the provisions of the Act read with the Rules framed thereunder. The Committee's prime responsibility is to assist the Board in discharging its corporate social responsibilities by formulating and monitoring implementation of the 'Corporate Social Responsibility Policy'.

The Terms of Reference of CSR Committee as amended upto date are given below:

- To review the existing Corporate Social Responsibility Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- To monitor and review the implementation of the CSR policy;
- To decide on CSR projects or programmes or activities to be taken up by the Company;
- To place before the Board for approval the proposed CSR activities to be taken up by the Company each financial year;
- To oversee the progress of the initiatives rolled out under this Policy on half yearly basis;
- To define and monitor the CSR budgets for carrying out the initiatives / activities to be undertaken by the Company under CSR policy;
- To submit a comprehensive report to the Board of Directors on all CSR activities including actual total amount spent, required to be spent during the financial year and backlog, if any;
- Authorising officers and/or other person, to take necessary actions for and on behalf of the Company, to widen its CSR reach;
- All other matters incidental or related to the above matters; and
- Carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notifications / amendments as may be applicable.

**5. Risk Management Committee ('RMC')****i. Constitution of the RMC**

The RMC is comprised of 3 members as per the details given in the below table:

Sr. No.	Members	Chairperson / Member	Category
a.	Mr. Girish Agarwal	Chairperson	Non-Executive, Non - Independent Director
b.	Mr. Pawan Agarwal	Member	Executive Director
c.	Mr. Lalit Jain	Member	Senior Executive - Finance

The Company Secretary acts as the Secretary to the Committee.

ii. Meetings Held

During the year under review, the Committee met once on May 16, 2019. The following table provides the attendance of the Members at the respective Meeting of the RMC:

Sr. No.	Members	Date of Meeting
		May 16, 2019
a.	Mr. Girish Agarwal	✓
b.	Mr. Pawan Agarwal	✓
c.	Mr. Lalit Jain	✓

iii. Terms of reference

The terms of reference of the RMC are well defined to include the matters specified for Risk Management Committee in compliance with the provisions of the Act and Regulation 21 of the Listing Regulations as amended from time to time. The Terms of Reference of the RMC as amended upto date are given below:

- Frame, implement and monitor the risk management plan for the Company
- Review and robustly assess the design, completeness and effectiveness of the risk management framework at least once in a year
- Review the adequacy and quality of the risk management function; and to review the effectiveness of risk reporting (including timeliness and risk events);
- Review and approve the risk policies and any material changes made to such Policy;

- Review the adequacy and quality of the Group's Compliance and Risk functions;
- Assist the Audit Committee in its review of the adequacy and effectiveness of the Group's system of Internal controls, including financial reporting and financial controls;
- Work with the Nomination and Remuneration Committee to ensure that risk management is properly considered in setting the overall remuneration policy for the Company and the remuneration of the Executive Directors and other Senior Executives;
- Satisfy itself that risks to the business plan and the capital implications are adequately identified and assessed as part of the business planning process through strategic analysis, and that appropriate mitigants, management actions and contingency plans are in place in relation to risks to the business plan, or arising as a result of the business plan and monitor the Company's medium-term capital management plan and recommend it to the Board for approval;
- All other matters incidental or related to the above matters; and
- Carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notifications / amendments as may be applicable.

6. Compensation Committee**i. Constitution of the Compensation Committee**

The Compensation Committee is comprised of 4 members as per the details given in the below table:

Sr. No.	Members	Chairperson / Member	Category
a.	Mr. Ashwani Kumar Singhal	Chairperson	Non-Executive, Independent Director
b.	Mr. Pawan Agarwal	Member	Executive Director
c.	Mr. Piyush Pandey	Member	Non-Executive, Independent Director
d.	Mr. Girish Agarwal*	Member	Non-Executive, Non - Independent Director

*appointed on Committee w.e.f. September 24, 2019

The Company Secretary acts as the Secretary to the Committee.

ii. Meetings Held:

During the year under review, the Compensation Committee met 4 times on May 16, 2019, July 18, 2019, October 16,

2019 and January 23, 2020. The following table provides the attendance of the Members at the respective meetings of the Compensation Committee:

Sr. No.	Members	Date of Meeting			
		May 16, 2019	July 18, 2019	October 16, 2019	January 23, 2020
a.	Mr. Ashwani Kumar Singhal	✓	✓	✓	✓
b.	Mr. Pawan Agarwal	✓	✓	✓	-
c.	Mr. Piyush Pandey	✓	✓	-	-
d.	Mr. Girish Agarwal*	N.A	N.A	✓	✓

*appointed on Committee w.e.f. September 24, 2019

iii. Terms of Reference

The Compensation Committee was formed to enable administration, implementation, execution and monitoring of the Employees Stock Option Scheme/s of the Company and any other matter as may be delegated by the Board of Directors from time to time. The Terms of Reference of the Compensation Committee are well defined to include the matters specified for Compensation Committee in compliance with provisions of the Act and the SEBI (Share Based Employee Benefits) Regulations, 2014 as amended from time to time.

The Terms of Reference of the Compensation Committee as amended upto date are given below:

- a. To decide and formulate or clarify detailed terms and conditions of the Employees Stock Option Plan, governed by the guidelines issued by SEBI, as amended from time to time (including extension due to sabbatical leaves / acceleration of the ESOP and issuance of RSUs etc., if any)
- b. To approve;
 - the new ESOP / RSUs plans for implementation including its framework
 - the new Stock Option Schemes to be granted to the eligible employees of the Company / Group under the scheme.
- c. Implementation, administration and superintendence of the ESOP Schemes and formulation of the detailed terms and conditions of the ESOP Scheme including but not limited to –
 - The quantum of Options to be granted under an ESOP Scheme per employee and in aggregate.
- d. The conditions under which Options vested in employees may lapse in case of termination of employment for misconduct.
- e. The exact proportion in which and the exact period over which the Options would vest.
- f. The exercise period within which the employee should exercise the option and that the Option would lapse on failure to exercise the Option within the exercise period;
- g. The specified time period within which the employee shall exercise the vested Options in the event of termination or resignation of an employee.
- h. The right of an employee to exercise all the Options vested in him at one time or at various points of time within the exercise period;
- i. The procedure for making a fair and reasonable adjustment to the number of Options and to the exercise price in case of corporate actions such as Rights issues, Bonus issues, Merger, Sale of division and others.
- j. The grant, vest and exercise of Option in case of employees who are on long leave;
- k. The procedure for cashless exercise of Options.
- l. To issue and allot shares on exercise of vested Stock Options by Employees under various ESOP Schemes, subject to completion of necessary formalities;
- m. All other matters incidental or related to the above matters; and



- f. Carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notifications / amendments as may be applicable.

7. Executive Committee

i. Constitution of the Executive Committee

The Executive Committee is comprised of 3 members as per the details given in the below table:

Sr. No.	Members	Chairperson / Member	Category
a.	Mr. Sudhir Agarwal	Member	Executive Director
b.	Mr. Pawan Agarwal	Member	Executive Director
c.	Mr. Girish Agarwal	Member	Non-Executive, Non - Independent Director

The Company Secretary acts as the Secretary to the Committee.

ii. Meetings Held:

During the year under review, the Executive Committee met 5 times on June 10, 2019, August 27, 2019, November 30, 2019, February 12, 2020 and March 10, 2020. The following table provides the attendance of the Members at the respective meetings of the Executive Committee:

Sr. No.	Members	Date of Meeting				
		June 10, 2019	August 27, 2019	November 30, 2019	February 12, 2020	March 10, 2020
a.	Mr. Sudhir Agarwal	✓	✓	✓	✓	✓
b.	Mr. Pawan Agarwal	✓	✓	✓	✓	✓
c.	Mr. Girish Agarwal	✓	✓	✓	✓	✓

iii. Terms of Reference

This Committee is formed to facilitate ease in consideration of urgent matters occurring in between two Board meetings which require immediate attention of the Board of Directors. The Executive Committee handles matters related to day-to-day operations of the Company like opening and closing of bank accounts, changes in authorized signatories for operating various bank accounts of the Company, Granting authorisation to various Employees for representing on behalf of the Company before all the Statutory and Regulatory authorities, Government departments, Courts of Law, handling matters relating to authorisation for representing the Company before tax authorities, initiate legal proceedings, lease or let out property of the Company, avail Corporate Credit Card Facility, etc. amongst others and any other administrative matters delegated by the Board.

At the meeting of the Board of Directors held on January 23, 2019, the Board passed a resolution whereby it widened the scope of authority given to the Executive Committee and granted the Committee wider powers in line with the prevailing business scenario and growth of the Company's business operations. As a result, the Committee is now even authorised to grant authority to

various officials of the Company to sign and execute various agreements, papers, deeds, documents, etc. with respect to the purchase, sale, transfer or buyback of the real estate properties, including but not limited to barter properties of the Company across various locations and register the same with the concerned authorities as may be statutorily required and to grant, supersede or revoke Power(s) of Attorney in the name of various officials of the Company in respect of all the aforesaid matters, on behalf of the Company, to name a few.

D. REMUNERATION OF DIRECTORS

1. Remuneration to Executive Directors

Remuneration payable to the Executive Directors is recommended by the Nomination and Remuneration Committee, approved by the Board and is subject to the approval by the Members of the Company.

The Company compensates its Executive Directors for their contribution and hard work in the form of salary component only. Apart from salary, the remuneration package does not contain any benefits, bonuses, stock options, pension, fixed component, performance linked incentives, etc.

During the Financial Year 2019-20, the Company has paid remuneration to its Executive Directors as per the details given below:

Name of Director	Designation	Salary (₹)
Mr. Sudhir Agarwal	Managing Director	1,50,00,000/-
Mr. Pawan Agarwal	Deputy Managing Director	1,00,00,000/-

2. Sitting fees paid to Non-Executive Directors

Remuneration to Non-Executive Director and Independent Directors of the Company is paid as per Company's Policy on Nomination and Remuneration of Directors, Key Managerial Personnel ("KMP") and other employees.

As per the said policy, only sitting fees are paid to Non-Executive Director and Independent Directors. The details of aggregate of sitting fees paid to each of the Director for Board and Committee Meetings attended during the financial year 2019-20 are given below:

Name of the Director	Sitting fees (₹)
Mr. Girish Agarwal	80,000
Mr. Piyush Pandey	1,15,000
Mr. Harish Bijoor	60,000
Mr. Ashwani Kumar Singhal	2,15,000
Ms. Anupriya Acharya	1,45,000
Total	6,15,000

- Total Sitting fees paid to the Directors is within the limits prescribed under the Act;
- Mr. Girish Agarwal, Non-Executive, Non-Independent Director has voluntarily waived off sitting fees for any meeting of any Committee/s of the Board of Directors.

- Apart from sitting fees, Non-Executive Directors are not paid any salary, benefits, bonuses, pension, fixed component and performance linked incentives, severance fees and stock options, amongst others as per the said policy and hence the details of the same are not provided.
- The terms of appointment of Executive Directors as approved by members are contained in their respective Service agreement entered into with the Company. The tenure of office of the Whole-Time Directors is between three to five years from their respective date of appointment. The agreements also contain clauses relating to termination of appointment in different circumstances, including for breach of terms, the notice period for which is 45 days.
- No amount by way of loan or advance has been given by the Company to any of its Directors.
- There was no pecuniary relationship or transactions with Non-Executive Directors vis-à-vis the Company other than sitting fees that is paid to the Non-Executive Directors.
- During the financial year ended March 31, 2020, Non-Executive Directors were paid sitting fees of ₹ 20,000 for attending each meeting of the Board and Audit Committee Meeting and ₹ 5,000 for attending each meeting of other Committees.

E. GENERAL BODY MEETINGS

The details of Annual General Meetings of the Company held during the preceding 3 years and Special Resolutions passed thereat are given below:

Year	Date and Time	Location	Special Resolution passed, if any
21 st AGM 2016-17	September 4, 2017 2.30 p.m.	Hotel Planet Landmark, 139/1, Aml-Bopal Road, Nr. Ashok Vatika, Off S. G. Highway, Ahmedabad, Gujarat – 380051	Nil
22 nd AGM 2017-18	September 11, 2018 2.30 p.m.	Hotel Planet Landmark, 139/1, Aml-Bopal Road, Nr. Ashok Vatika, Off S. G. Highway, Ahmedabad, Gujarat – 380051	<ol style="list-style-type: none"> Consider the re-appointment of Mr. Piyush Pandey, Independent Director for a further term of two years. Consider the re-appointment of Mr. Harish Bijoor, Independent Director for a further term of two years. Consider the re-appointment of Mr. Ashwani Kumar Singhal, Independent Director for a further term of five years.
23 rd AGM 2018 - 19	September 17, 2019 2.30 p.m.	Hotel Grand Elegance, Shilp Aaron, A - Block, Near Pakwan Cross Road, S. G. Highway, Sindhu Bhavan Road, Bodakdev, Ahmedabad - 380 054	Nil

All the above Annual General Meetings were held in Ahmedabad where the Registered Office of the Company is situated.



F. DISCLOSURES

1. Related Party Transactions

As defined under the Act and Regulation 23 of the Listing Regulations, all transactions entered into with related parties during the Financial Year 2019-20 were undertaken at Arm's Length basis.

There were no materially significant transactions with related parties during the financial year under review, which were in conflict with the interests of the Company.

Details of Related Party Transactions as required by the Indian Accounting Standards (IND AS 24 - 'Related Party Disclosures') issued by the Institute of Chartered Accountants of India are disclosed at Note No. 33 of Standalone Financial Statements which forms part of this Annual Report. Except the transactions disclosed under the said note, there are no other significant Related Party Transactions between the Company and the related parties.

As per the requirements under Regulation 23 of the Listing Regulations, the Board has approved and adopted a 'Policy on Materiality of Related Party Transactions' and 'Dealing with Related Party Transactions' which has been uploaded on the website of the Company and which can be accessed at <https://dbcorpltd.com/corporategovernance.php>.

Further, the disclosure of Related Party Transactions on a consolidated basis as envisaged under the provisions of Regulation 23(9) of the Listing Regulations, updated as on date, has been submitted by the Company to the Stock Exchanges where the securities of the Company are listed within 30 days of publication of its Standalone and Consolidated Financial Results.

The Register of Contracts / statement of related party transactions is placed before the Board / Audit Committee regularly.

2. Disclosure of Accounting Treatment

The Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (IND-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 under the provisions of the Companies Act, 2013 and applicable rules framed thereunder as amended from time to time.

The Financial Statements are prepared on a going concern basis and are presented in Indian Rupees

and all values are rounded off to the nearest million except when otherwise indicated. The Financial Statements have been prepared under the historical cost basis except for derivative financial instruments and certain other financial assets and liabilities that have been measured at fair value.

All possible details are mentioned in Notes to Account forming part of Financial Statements.

3. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last 3 years

The Company has complied with all the applicable requirements of the Listing Regulations as well as other Regulations and guidelines laid down by SEBI. There were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any other statutory authority for non-compliance of any matter related to the capital markets during the last 3 years.

4. Listing Fees

Listing fees have been paid well within the due dates till financial year 2020-21 to BSE Limited and National Stock Exchange of India Limited on which the Equity shares of the Company are listed.

5. Risk Management

A strong risk management system forms the backbone of Company's risk management practices. The Company has clearly defined systems and policies for timely addressing key business challenges and opportunities. The Company continues to focus on a system-based approach to identify and evaluate various business risks and opportunities. As per this, the Audit Committee / Board of Directors are informed on a quarterly basis about various risks identified by the Senior Management, the mitigation plan devised by them, progress on various strategies / activities being executed to allay the same and any other risks, newly identified, with a suitable mitigation plan for the same.

The Board, upon review, further guides the Senior Management about foreseeing potential risks, improvement in mitigation plans and ways to tackle unexpected and uncalculated risks at an early stage. The Audit Committee evaluates and reviews the Internal financial controls and risk management systems implemented in the Company at their meetings on a quarterly basis.

Further, as mandated by the Listing Regulations updated as on date, the Board of Directors has constituted 'Risk Management Committee' with well-defined roles and responsibilities for monitoring, reviewing and implementing the risk management plan of the company. The Terms of reference of the Risk Management Committee can be found elsewhere in this report.

6. Internal Controls

The Finance Heads at Corporate, State and Unit levels are accountable for financial controls. They are fully responsible for accuracy of books of accounts, preparation of financial statements and reporting in line with the Company's accounting policies. The Company has deployed a vigorous Internal Controls and Audit mechanism to facilitate an accurate and fair presentation of its financial results. This process not just ensures adherence to regulatory standards and meets statutory compliance requirements but also confirms that the Company's reporting is complete, reliable and understandable. In addition, there is a specific impetus on safeguarding investor interests with deployment of the highest levels of governance and regular communication with them.

Over the years, the Company has undertaken specific efforts to build up its Processes and deploy Standard Operating Guidelines across all operational areas.

During Financial Year 2019-20 the Company appointed Independent Chartered Accountancy firms to assist in re-evaluating and testing its Internal Financial Controls (IFC) which encompassed review, reclassification and rationalisation of controls.

7. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of the Listing Regulations

The Company has complied with all the mandatory requirements of Corporate Governance laid down in the Listing Regulations including Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2).

The status of compliance with non-mandatory recommendations of Regulation 27(1) read with Part E of Schedule II of the Listing Regulations is provided below:

a) **Shareholders' rights:** As the quarterly and half yearly Financial Results are published in the newspapers and are also posted on the

Company's website, the same are not sent to the shareholders.

b) **Modified Opinion in Audit Report:** The Company's Financial Statements for the Financial Year 2019-20 do not contain any modified audit opinion.

c) **Separate posts of Chairman and CEO:** Due to the sad and sudden demise of Mr. Ramesh Chandra Agarwal on April 12, 2017, the Non-executive Chairman of the Board, the position has been rendered vacant and has not been filled by the Board thereafter since the same is not mandatory under the Act or any other Statutory provisions.

In terms of Articles of Association of the Company, at every Board Meeting, Mr. Sudhir Agarwal or Mr. Girish Agarwal or Mr. Pawan Agarwal is elected to chair the Board meeting.

The Company has appointed a Managing Director and also a Deputy Managing Director to take care of the day-to-day affairs of the Company.

d) **Reporting of Internal Auditor:** As per the Internal audit structure, the Company has engaged experienced Chartered Accountants' firms across all locations. There is a system of monthly Internal audit reporting, reviewing and monitoring. Surprise audits are also conducted to ensure effective adherence to the established processes, Internal controls and Internal audit mechanism on real-time basis. Internal Auditors' Report is obtained from all the Internal auditors of the Company appointed across various business locations on a quarterly basis and is placed before the Audit Committee for its review.

8. Whistle Blower Policy and Vigil Mechanism

D. B. Corp Limited ('DBCL') is among the first few companies in India to take active steps towards establishing a 'Whistle-blowing Mechanism'. This initiative was taken to encourage employees to report irregularities in operations, besides complying with the statutory requirements under the Act and the Listing Regulations. In order to maintain highest level of confidentiality, the Company has outsourced the complaint receipt and coordination with the whistle blower to an independent agency. All the employees of the Company can avail this mechanism on a daily basis through a dedicated toll free hotline, website, email or post. These reporting channels



can be accessed in Hindi, English, Marathi and Gujarati. The whistle blower is provided with a reference number by the agency for providing additional information and updates on the status of the complaint.

An Internal Ethics Committee has been established to operate this policy under the supervision of the Audit Committee. The Ombudsperson, along with the Ethics Committee decides the future course of action. Complaints are categorised and prioritised, based on their nature and actions are commensurate. If the whistle blower is not satisfied with the actions taken, the mechanism also has an Escalation Protocol in place. Through this process, the mechanism considers and extends complete protection to the whistle blower. In deserving cases, as per the requirements of the Act, the whistle blower is also allowed direct access to the Chairman of the Audit Committee. It is affirmed that no personnel has been denied access to the Chairman of the Audit Committee.

Integrity and ethics have been the bedrock of all the Company's corporate operations. The Company is committed to conducting its business in accordance with the highest standards of professionalism, honesty and ethical behavior. It has the best systems in place to nurture as honest and ethical working culture as possible.

The Whistle Blower Policy is accessible to the employees on the intranet and is also available on the website of the Company at <https://dbcorpltd.com/corporategovernance.php>.

9. Prevention of Sexual Harassment

The Company has zero tolerance for sexual harassment at its workplace and has adopted a Policy against sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ('POSH Act') and the Rules framed thereunder for prevention and redressal of complaints of sexual harassment at workplace.

An Internal Complaints Committee ('ICC') has been constituted in accordance with the provisions of the

POSH Act to redress complaints received regarding sexual harassment and all the provisions regarding the constitution are complied with.

During the year under review, 2 complaints about sexual harassment were heard by the ICC and the same were closed with appropriate action. No case remains pending as on March 31, 2020.

10. Details of utilization of funds raised through Preferential allotment or Qualified Institutional Placement

There are no funds raised through Preferential allotment or Qualified Institutional Placement by the Company and hence no disclosure is required in this regard.

G. STATUTORY AUDITORS

The Company has appointed the following two Audit firms as the Joint Statutory Auditors of the Company at its Annual General Meeting ('AGM') held on September 4, 2017:

1. M/s. Price Waterhouse Chartered Accountants LLP, Mumbai [Firm Registration Number: FRN012754N/N500016] ('PW') and
2. M/s. Gupta Mittal & Co., Bhopal [Firm Registration Number: FRN009973C] ('GMC')

for performing an independent audit of the Financial Statements and thereby express an opinion on the conformity of those Financial Statements in line with the Accounting principles generally accepted in India.

Both the Statutory Auditors have been appointed for a term of 5 consecutive years from the conclusion of the 21st AGM of the Company till the conclusion of the 26th AGM of the Company.

As per the requirement of Regulation 34 read with Part C of the Schedule V of the Listing Regulations, the total fees paid by the Company and its Subsidiaries on a consolidated basis to the Statutory Auditors and all entities in the network firm / entity of which the Statutory Auditor is a part, is mentioned hereunder:

Total fees paid to the Statutory Auditors and its Subsidiaries for the Financial Year 2019-20:

(Amount in ₹)

Particulars	PW	GMC	Total
Services as Statutory Auditors (including quarterly audits)	99,00,000	11,00,000	1,10,00,000
Services for tax matters	-	4,00,000	4,00,000
Other matters	-	1,49,000	1,49,000
Re-imbursement of out-of-pocket expenses	10,00,000	-	10,00,000
	1,09,00,000	16,49,000	1,25,49,000

H. EMPLOYEES' STOCK OPTION SCHEMES

In an endeavor to align employee interests with that of the shareholders and suitably reward the employees for their contribution to the success and growth of the Company, Employee Stock Option Schemes (the 'Schemes') have been implemented by the Company for eligible employees, based on specified criteria, named DBCL - ESOS 2008, DBCL-ESOS 2010 and DBCL-ESOS 2011 (in various tranches). All the Schemes have been prepared in due compliance of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and all other applicable laws, as amended from time to time.

All vestings of DBCL-ESOS 2008 Scheme have expired in the year 2016 rendering no options exercisable under the said Scheme. Hence all unexercised options under this Scheme lapsed. Similarly, DBCL-ESOS 2010 Scheme and all vestings under it expired in 2018 and all unexercised options under it lapsed. As a result, only DBCL-ESOS 2011 Scheme (under 9 different tranches) prevails and continues to be available for exercise to all Option Grantees under the said scheme as on date.

The Company has duly entered into agreements with the Option grantees containing various terms and conditions subject to which the Options are granted.

During financial year 2019-20, additional 2 Tranches were floated under DBCL-ESOS 2011 Scheme to grant Options to a few Employees for which the enabling resolutions were passed by the Compensation Committee of the Company.

During the year under review, 7 allotments were made on various dates allotting 43,190 shares in aggregate under DBCL - ESOS Scheme 2011 to various Employees who had exercised the Employee Stock Options vested to them and the same were informed to the Stock Exchanges, as mandated.

I. MEANS OF COMMUNICATION

Effective communication of information is an essential component of Corporate Governance. It is a two way process of sharing information, ideas, thoughts, opinions and plans to all stakeholders which promotes management-shareholder relations. The Company regularly interacts with shareholders through multiple channels of communication such as Results announcement, Annual Report, Media releases, Company's website and subject specific communications.

1. Quarterly / Half Yearly / Nine Monthly / Annual Financial Results:

The Quarterly, Half Yearly, Nine Monthly and Annual Results of the Company are intimated to the Stock Exchanges where the equity shares are listed and are displayed on the Company's website <https://dbcopltd.com/financial-results.php> and are generally published in the prescribed format in Financial Express (all editions) (English) and in Divya Bhaskar (Gujarati) circulating in Ahmedabad (where the Registered Office of the Company is situated) within 48 hours of the conclusion of the meeting of the Board in which they are approved.

2. Press Release and Presentations

Official Press releases, presentations made to Media, Analysts or Institutional investors are submitted to the Stock Exchanges within the prescribed time period under the Listing Regulations and are simultaneously hosted on the website of the Company at <https://dbcopltd.com/investor-presentation.php>.

3. Intimation of Material Events to Stock Exchanges

As per Regulation 30 read with Schedule III (Part A) of the Listing Regulations and as per the 'Policy for Determination of Materiality of any events / information' adopted by the Company, all price sensitive information and matters which are material and relevant to shareholders are intimated to the Stock Exchanges where the shares of the Company are listed, within prescribed time period under the Listing Regulations and are simultaneously hosted on the website of the Company.

4. Website

The Company's website <https://dbcopltd.com/> contains the requisite information as required under a separate dedicated section 'Investors' where all data, information and relevant policies are available in a user friendly form as per the requirement of Regulation 46 of Listing Regulations and the same is updated regularly.

5. Annual Report

Annual Report inter-alia containing, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report, Business Responsibility Report, Corporate Governance Report and other important information is sent to all Members and others entitled thereto. The Management Discussion and Analysis Report



forms part of the Annual Report. The Annual Report is also made available on the website of the Company at <https://dbcopltd.com/annual-reports.php> and the official websites of the Stock Exchanges.

6. Dedicated E-mail ID

The Company has designated the E-mail ID dbcs@dbcopltd.com exclusively for servicing the queries of its investors. This Email ID has been displayed on the Company's website at <https://dbcopltd.com/contact-us.php>.

7. Investor Conference Call

Every quarter, post announcement of the Financial Results, conference calls are held for discussing various aspects of Financial Results with investors and analysts. Transcripts of the calls are also posted on the website of the Company <https://dbcopltd.com/investor-presentation.php>

8. NSE Electronic Application Processing System (NEAPS) and BSE Corporate Compliance and Listing Centre (BSE Listing Centre)

NEAPS and BSE Listing Centre are web based application systems for enabling Listed Corporate Entities to undertake electronic filing of various periodic and non-periodic compliances like Shareholding pattern, Results, Press releases, etc. All filings made by the Company to the Stock Exchanges are done through NEAPS and BSE Listing Centre.

9. SEBI Complaints Redress System (SCORES):

The Company has a functioning SCORES system for receiving and addressing the Complaints of the Investors. All complaints received through SEBI SCORES are resolved in a timely manner by the Company.

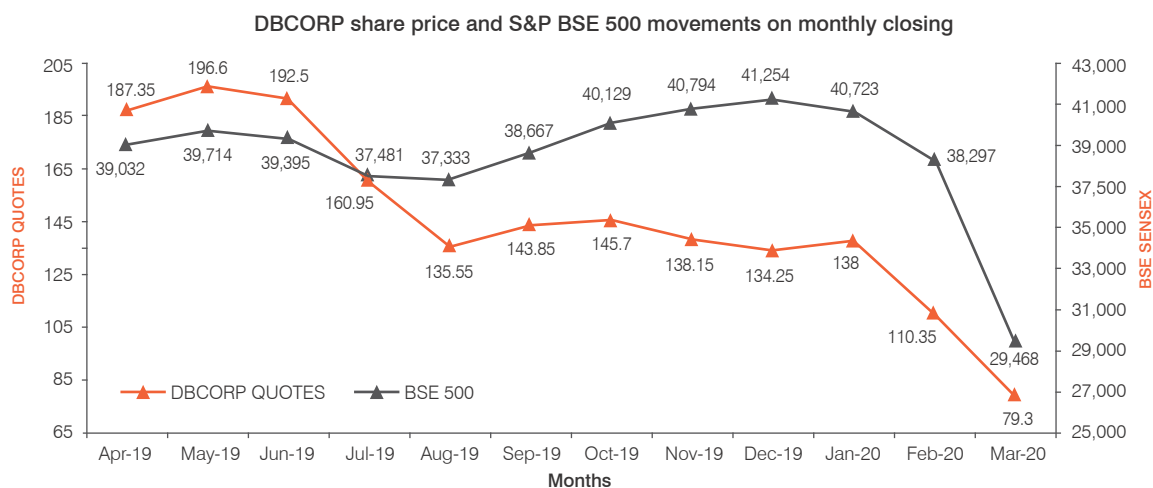
J. GENERAL SHAREHOLDER INFORMATION

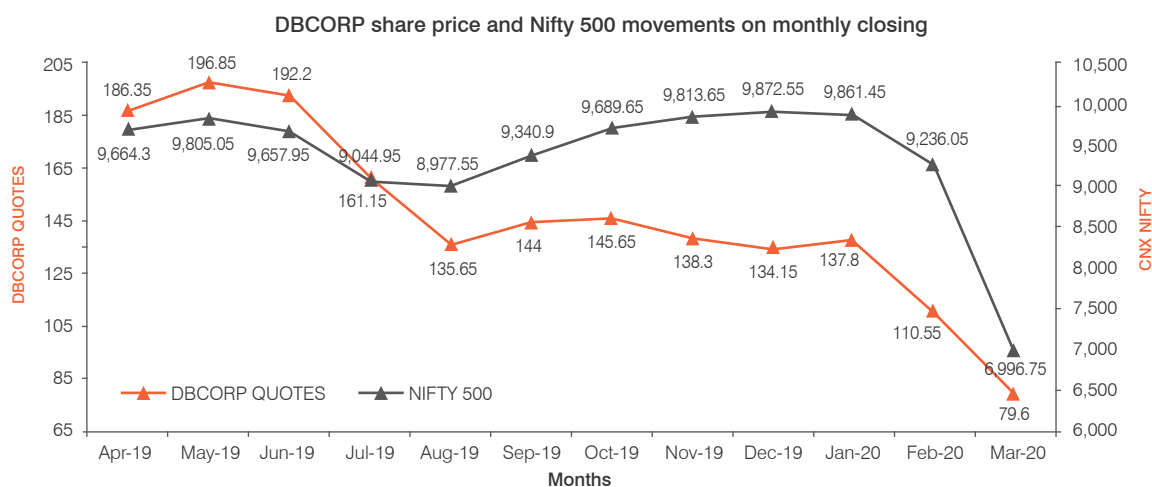
- | | |
|--|--|
| 1. Company Registration Details | : The Company is registered in the State of Gujarat, India, bearing Corporate Identification Number (CIN) L22210GJ1995PLC047208 |
| 2. AGM date, venue and time | : Friday, September 25, 2020, at 11.30 a.m. through Video Conferencing / Other Audio Visual Means |
| 3. Financial Year | : April 1, 2019 to March 31, 2020 |
| 4. Financial Reporting Calendar | |
| First quarter un-audited results | : On or before August 14, 2020 |
| Second quarter / half year un-audited results | : On or before November 14, 2020 |
| Third quarter un-audited results | : On or before February 14, 2021 |
| Audited results for the Financial Year 2020-21 | : On or before May 30, 2021 |
| 5. Website | : www.dbcopltd.com |
| 6. E-mail ID | : dbcs@dbcopltd.com |
| 7. ISIN | : INE950I01011 |
| 8. Registrar & Share Transfer Agent | : KFin Technologies Private Limited
(Unit: D. B. Corp Limited)
Selenium Tower B,
Plot No. 31-32, Financial District, Nanakramguda,
Serilingampally Mandal, Hyderabad - 500 032.
Tel. No.: 040 – 6716 1563
Fax No.: 040 – 6716 1567
E-mail ID: einward.ris@kfintech.com
Website: www.kfintech.com
Contact person: Mr. Udai Shankar Singh |

9. **Book closure** : Friday, September 18, 2020, to Friday, September 25, 2020, (both days inclusive)
10. **Dividend and payment date** : The Board of Directors had declared two Interim dividends during the financial year 2019-20 @ 65% i.e. ₹ 6.50 per share and 35% i.e. ₹ 3.50 per share respectively on the face value of ₹ 10/- per share. These were paid on November 4, 2019 and February 11, 2020, respectively. However, the Board of Directors have not recommended any Final Dividend for the Financial Year 2019-20.
11. **Stock Exchanges where Equity Shares are listed** : BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001.
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E), Mumbai - 400051.
12. **Stock code** : BSE Limited - 533151 / DBCORP
National Stock Exchange of India Limited – DBCORP
13. **Stock market price data for the year 2019-20**
The market quotation of Company's scrip on BSE and NSE is as follows:

Month	BSE Limited ('BSE')			National Stock Exchange of India Limited ('NSE')		
	High	Low	Monthly Volume	High	Low	Monthly Volume
Apr 2019	199.90	182.00	76,384	198.90	182.10	6,22,037
May 2019	201.00	178.00	1,27,388	201.70	177.30	15,58,817
Jun 2019	200.00	184.70	36,837	199.05	184.75	14,09,457
Jul 2019	202.40	157.45	73,026	202.40	156.60	25,01,457
Aug 2019	160.30	133.30	2,01,419	161.05	133.10	20,61,083
Sept 2019	149.75	131.40	4,95,659	149.90	131.00	17,51,567
Oct 2019	162.40	135.00	2,75,802	163.00	135.00	17,36,599
Nov 2019	149.50	135.00	32,836	153.00	130.40	7,94,866
Dec 2019	143.00	130.00	2,25,551	143.70	130.00	13,24,366
Jan 2020	150.50	131.00	1,32,605	150.80	130.95	28,28,154
Feb 2020	140.30	109.50	51,285	140.50	109.45	8,86,150
Mar 2020	118.15	74.00	1,58,959	117.00	73.00	18,77,299

14. **Stock Performance of the share price of the Company in comparison to the S&P BSE Sensex and CNX Nifty 50 during the year 2019–20:**





Cautionary statement: Historical stock price performance shown in the above graphs should not be considered as indicative of potential future stock price performance of the Company.

15. Registrar & Share Transfer Agents ('RTA')

M/s. KFin Technologies Private Limited

Selenium Tower B,
Plot No. 31-32, Financial District,
Nanakramguda, Serilingampally Mandal,
Hyderabad - 500 032.
Tel Number: 040 – 6716 1563
Fax Number: 040 – 6716 1567
E-mail ID: einward.ris@karvy.com; Website: www.kfintech.com

16. Share Transfer System

In respect of shares held in physical form, requests for transfer/transmission of shares held in physical form can be lodged with KFin Technologies Private Limited at the above mentioned address. The requests are normally processed within 15 days of receipt of the documents, if documents are found in order.

The process of recording of share transfers and transmissions, amongst others, for shares held in electronic form is handled by KFin Technologies Private Limited, RTA of the Company and a report thereof is sent to the Company periodically and the Company places the said report before the Stakeholders' Relationship Committee for its noting at its meeting/s.

17. Distribution of Shareholding as on March 31, 2020

No. of Equity shares held	Shareholders*		Share Capital	
	Number	% to Total	Amount (₹)	% to Total
1- 5000	21,087	91.73	1,94,57,760	1.11
5001 – 10000	865	3.76	65,09,830	0.37
10001 – 20000	455	1.98	66,55,520	0.38
20001 - 30000	160	0.70	39,58,490	0.23
30001 - 40000	78	0.34	27,40,130	0.16
40001 - 50000	65	0.28	30,09,760	0.17
50001 - 100000	116	0.50	87,19,820	0.50
100001 & Above	161	0.70	1,69,84,94,090	97.08
Total	22,987	100.00	1,74,95,45,400	100.00

*The aforesaid distribution of shareholding is without consolidating the folios on the basis of PAN

18. Details of Dematerialisation of shares and Liquidity

The Equity shares of the Company are traded in dematerialised form under ISIN INE950I01011 as mandated by SEBI.

Equity shares of the Company are actively traded on BSE and NSE as is seen from the volume of shares indicated in the table containing stock market data and hence ensure good liquidity for the investors.

As on March 31, 2020, status of the dematerialised and physical form of shares of the Company is as under:

Shares held in	Number of Shares	Percentage (%)
Electronic Form with CDSL	26,67,250	1.52
Electronic Form with NSDL	17,22,86,962	98.48
Physical Form	328	0.00
Total	17,49,54,540	100.00

19. Shareholding Pattern as on March 31, 2020

Sr. No.	Category	No. of holders*	Total Shares	Percentage (%)
a.	Promoters	9	2,66,22,857	15.22
b.	Promoters Bodies Corporate	3	9,87,41,301	56.44
c.	Foreign Portfolio Investors	44	3,04,30,925	17.39
d.	Bodies Corporates	272	14,31,400	0.82
e.	Resident Individuals	21,272	60,66,494	3.47
f.	Mutual Funds	5	67,67,552	3.87
g.	Hindu Undivided Family	777	3,96,498	0.23
h.	Employees	119	2,47,335	0.14
i.	Non Resident Indians	271	1,88,881	0.11
j.	Non Resident Indian Non - Repatriable	142	74,983	0.04
k.	Clearing Members	68	82,568	0.05
l.	Indian Financial Institutions	1	12,926	0.01
m.	Investor Education and Protection Fund	1	3,249	0.00
n.	Qualified Institutional Buyer	3	38,87,571	2.22
Total		22,987	17,49,54,540	100.00

*The aforesaid distribution of shareholding is without consolidating the folios on the basis of PAN

20. Shareholding of Top Ten shareholders of the Company as on March 31, 2020

Sr. No.	Name of the Shareholder	No. of shares	% Equity
1.	DB Consolidated Private Limited	9,57,23,501	54.71
2.	Nalanda India Equity Fund Limited	1,73,85,302	9.94
3.	Girish Agarwal	78,95,513	4.51
4.	Sudhir Agarwal	78,95,513	4.51
5.	Pawan Agarwal	78,95,513	4.51
6.	HDFC Small Cap Fund	49,22,150	2.81
7.	ICICI Prudential Life Insurance Company Limited	31,51,700	1.80
8.	Fidelity Funds - India Focus Fund	31,34,874	1.79
9.	Bhaskar Publications and Allied Industries Private Limited	30,17,800	1.72
10.	Somerset Emerging Markets Small Cap Fund LLC	23,02,199	1.32

21. Outstanding GDR / ADR / Warrants / Convertible Instruments

The Company has not issued any GDR / ADR / Warrants / Convertible instruments during the Financial Year 2019-20.

**22. Disclosure of commodity risks and other hedging activities:****i. Risk Management Policy of the listed entity with respect to commodities including through hedging**

Risk Management Policy of the Company as approved by the Board of Directors, inter alia, includes the following with respect to commodities including through hedging:

In respect of risks where there are no existing controls or controls are poor or need improvement, the Senior Management Personnel shall develop and agree on a detailed risk mitigation plan. New controls may be designed or related business activities may be re-aligned to take care of such risks. In case it requires a long term plan of

various activities, the same should be noted down for phased implementation and monitoring. The Risk Mitigation Plan shall be referred to the Risk Management Committee for approval and under the authority from the said Committee and its supervision, the Senior Management Personnel shall monitor the implementation of the risk mitigation plan regularly.

ii. Exposure of the listed entity to commodity and commodity risks faced by the entity throughout the year:

a. Total exposure of the listed entity to commodities in INR : ₹ 3,180 million

b. Exposure of the listed entity to various commodities:

Commodity Name	Exposure in INR towards the particular commodity	Exposure in Quantity terms towards the particular commodity	% of such exposure hedged through commodity derivatives*				
			Domestic market		International market		Total
			OTC	Exchange	OTC	Exchange	
Newsprint	₹ 3,180 million	77,856 mt	Nil	Nil	Nil	Nil	-

*There is no commodity derivative product available for Newsprint; hence no derivative was taken in domestic and international market.

c. Commodity risks faced by the listed entity during the year and how they have been managed:

The Company is affected by the price volatility of certain commodities. Its operating activities require the ongoing printing of newspapers and magazines and therefore require a continuous supply of newsprint. The Company's Board of Directors has developed and enacted a risk management strategy regarding commodity price risk and its mitigation. Based on a 12-month forecast of the required newsprint supply, the Company manages its exposure through commodity price risk by entering into contract/s with various vendor/s having maturity of short, medium and long term.

AA+; Stable/CARE A1+ for its Long Term/ Short Term Bank Facilities (Non-Fund based).

Details relating to these Credit Ratings are also available on the website of the Company at <https://dbcorpltd.com/corporategovernance.php>.

24. Plant locations

The Company has 53 printing plants operating a total of 87 machines in the states of Madhya Pradesh, Rajasthan, Gujarat, Chhattisgarh, Punjab, Haryana, Maharashtra, Jharkhand and Bihar.

25. Disclosures with respect to the Demat Suspense Account / Unclaimed Suspense Account

The Company does not have any shares in the demat suspense account or unclaimed suspense account.

26. Transfer of Unpaid / Unclaimed Dividend and Shares to Investor Education and Protection Fund

Pursuant to the provisions of Sections 124, 125 and other applicable provisions, if any, of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (hereinafter referred to as 'IEPF Rules'), the amount of dividend remaining unpaid/ unclaimed for a period of seven years from the date of transfer to the unpaid

23. Credit Rating

The Company has obtained Credit Rating for its bank facilities determined on the basis of its recent developments including operational and financial performance from CARE Ratings which are subjected to review from time to time. The Company has received a Credit Rating of CARE AA+: Stable for its Long Term Bank Facilities (Fund based) and Credit Rating of CARE

dividend account is required to be transferred to the Investor Education and Protection Fund ('the IEPF'). In pursuance of this, the dividend amounts remaining unclaimed in respect of dividends declared upto the financial year ended March 31, 2012, have been transferred to the IEPF.

Further, in terms of Section 124(6) of the Act, read with the IEPF Rules, all the shares in respect of which dividend has remained unpaid/ unclaimed for seven consecutive years or more from the date of transfer to the unpaid dividend account are required to be transferred to the demat account of the Investor Education and Protection Fund Authority ('IEPF Authority'). Accordingly, all the shares in respect of which dividends were declared upto the financial year ended March 31, 2012, and remained unclaimed for a continuous period of seven years have been transferred to the demat account of the IEPF Authority.

The details of unpaid/ unclaimed dividend and equity shares so transferred are uploaded on the website of the Company at <https://dbcorppltd.com/share-information.php> as well as that of the Ministry of Corporate Affairs, Government of India at <http://www.mca.gov.in/>.

During the financial year 2019-20, the Company had transferred ₹ 1,56,828/- of unpaid / unclaimed dividends and 135 unclaimed shares to demat account of IEPF Authority.

In the interest of shareholders, the Company sends periodic reminders to the individual shareholders to claim their dividends in order to avoid transfer of dividend / shares to the demat account of IEPF Authority.

The following table provides the due dates for the transfer of outstanding unpaid / unclaimed dividend by the Company as on March 31, 2020:

Unclaimed Dividend	Date of declaration of Dividend	Date of payment of Dividend	Due date for Transfer
Final Dividend 2012-13	July 24, 2013	July 31, 2013	August 29, 2020
Interim Dividend 2013-14	January 16, 2014	February 8, 2014	February 21, 2021
Final Dividend 2013-14	July 24, 2014	July 31, 2014	August 29, 2021
Interim Dividend 2014-15	January 15, 2015	February 7, 2015	February 20, 2022
Final Dividend 2014-15	August 6, 2015	August 13, 2015	September 11, 2022
Interim Dividend 2015-16	January 22, 2016	February 12, 2016	February 27, 2023
One-Time Special Dividend 2015 -16	March 10, 2016	March 29, 2016	April 15, 2023
Final Dividend 2015-16	August 17, 2016	August 24, 2016	September 22, 2023
Interim Dividend 2016-17	January 19, 2017	February 7, 2017	February 24, 2024
Final Dividend 2017-18	September 11, 2018	September 18, 2018	October 17, 2025
Interim Dividend 2018-19	January 23, 2019	February 8, 2019	February 28, 2026
Second Interim Dividend 2018-19	May 16, 2019	June 4, 2019	June 21, 2026
Interim Dividend 2019-20	October 16, 2019	November 4, 2019	November 21, 2026
Second Interim Dividend 2019 -20	January 23, 2020	February 11, 2020	February 28, 2027

15. Address for Investor Correspondence

i. Retail Investors

a) For Securities held in Physical form

M/s. KFin Technologies Private Limited

(Unit: D. B. Corp Limited)
Selenium Tower B,
Plot No. 31-32, Financial District,
Nanakramguda, Serilingampally Mandal,
Hyderabad - 500 032.
Tel. No.: 040 – 6716 1563
Fax No.: 040 – 6716 1567
E-mail ID: einward.ris@kfintech.com
Website: www.kfintech.com

b) For Securities held in Demat form

The investor's Depository Participant and/ or
KFin Technologies Private Limited

c) D. B. Corp Limited

Ms. Anita Gokhale, Company Secretary &
Compliance Officer
501, 5th Floor, Naman Corporate Link,
Opp. Dena Bank, C-31, G-Block, Bandra
Kurla Complex, Bandra (East),
Mumbai - 400 051.
Tel Number: 022 - 7157 7000
Fax Number: 022 - 7157 7093
E-mail ID: dbcs@dbcorp.in

**ii. Institutional Investors**

Mr. Prasoon Pandey, Head - Investor Relations
501, 5th Floor, Naman Corporate Link,
Opp. Dena Bank, C-31, G-Block, Bandra Kurla
Complex, Bandra (East), Mumbai - 400 051.
Tel Number: 022 - 7157 7000
Fax Number: 022 - 7157 7093

K. SUBSIDIARY AND STEP DOWN SUBSIDIARY MONITORING MECHANISM

DB Infomedia Private Limited ('DBIPL'), subsidiary and I Media Corp Limited ('IMCL'), Step-down Subsidiary of the Company, functions independently with an adequately empowered Board of Directors. In compliance with the requirements of Regulation 16 of the Listing Regulations, the Company has formulated a Policy for determining Material Subsidiaries which can be accessed at <https://dbcorpltd.com/corporategovernance.php>.

However, as per the definition prescribed under the Listing Regulations and the 'Policy on Material Subsidiaries', the Company did not have any 'material unlisted Indian Subsidiary' during the year under review.

The Company monitors the performance of its Subsidiary and Step-down Subsidiary, inter-alia, by the following means:

- i. The minutes of the meetings of the Board of Directors of the Subsidiary and Step-down Subsidiary companies are noted at the Board Meetings of the Company, once they are signed at their respective meetings.
- ii. The Audit Committee of the Company reviews the overall working, financial performance and significant investments, if any, made by the Subsidiary and Step-down Subsidiary companies on a quarterly basis.

L. DECLARATION AFFIRMING COMPLIANCE OF CODE OF CONDUCT

The Board of Directors of the Company has laid down a Code of Conduct for all the Board Members and Senior Management Group of the Company. The main object of the Code is to set a benchmark for the Company's commitment to values and ethical business conduct and practices. Further, the Code provides for the highest standard of professional integrity while discharging the duties and to promote and demonstrate professionalism in the organization.

All Board members and Senior Management Personnel have affirmed their compliance with the said Code for the Financial Year ended March 31, 2020. A declaration to this effect signed by the Managing

Director is appended at the end of this report as 'Annexure A'. The aforementioned Code is available on the Company's website and can be accessed at <https://dbcorpltd.com/corporategovernance.php>.

M. CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS, INSIDERS AND THEIR IMMEDIATE RELATIVES

The SEBI (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations') was enforced with a view to put in place a framework that prohibited trading by insiders in securities and to strengthen the legal framework thereof to curb the misuse of unpublished price sensitive information and making of illicit gains therefrom. Pursuant to Regulation 8 of the PIT Regulations, the Company has formulated and adopted 'Code of practices and procedures for fair disclosure of unpublished price sensitive information'.

Further, pursuant to Regulation 9 of the PIT Regulations, the Company has formulated and adopted the 'Code of conduct to regulate, monitor and report trading by Designated Persons, Insiders and their immediate relatives' in the securities of the Company. The policy and the procedures are periodically communicated to the employees who are considered as insiders of the Company. Trading window closure is intimated to all employees and to the Stock Exchange in advance, whenever required. The Company affirms that no personnel have been denied access to the Audit Committee.

Ms. Anita Gokhale - Company Secretary, is the designated Compliance Officer for monitoring adherence to this Code. The said Code is also made available on the intranet of the Company for reference and strict compliance by all the concerned employees.

N. CERTIFICATIONS**i. Corporate Governance Compliance Certificate by Auditors:**

The Company has obtained a certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance as stipulated under Schedule V(E) of the SEBI (LODR) Regulations which is appended at the end of this report as 'Annexure B'.

ii. Chief Executive Officer (CEO) & Chief Financial Officer (CFO) Certification

In terms of Regulation 17(8) of the Listing Regulations, the CEO and CFO have issued a certificate to the Board with regard to the propriety

of the Financial Statements and other matters stated in the said regulation, for the Financial Year 2019-20. The Certificate is appended at the end of this report as 'Annexure C'.

iii. Certification for Non – Disqualification of Directors

Pursuant to Regulation 34(3) and Schedule V Para - C Clause (10)(i) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a certificate has been obtained from M/s. S.S. Risbud & Co., Practising Company Secretaries (Membership No.:13774; COP No.: 5117), certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of

companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. The Certificate is appended at the end of this report as 'Annexure D'.

**For and on behalf of the Board of Directors of
D. B. Corp Limited**

Sd/-
Sudhir Agarwal
Managing Director
DIN: 00051407

Sd/-
Pawan Agarwal
Dy. Managing Director
DIN: 00465092

Place: Bhopal
Date: August 13, 2020



Annexure A

Declaration regarding compliance by the Board and Senior Management Personnel with the Code of Conduct

I, Sudhir Agarwal, Managing Director of D. B. Corp Limited (the 'Company'), declare that pursuant to the provisions of Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended upto date, the Company has adopted a Code of Conduct for all Board Members and Senior Management Personnel of the Company and this Code is available on the website of the Company viz. www.dbcorpltd.com.

Pursuant to the provisions of Regulation 26(3) of the said SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended upto date, I hereby confirm that in respect of the financial year ended March 31, 2020, all the Members of the Board and the Senior Management Personnel of the Company have affirmed compliance with the said Code of Conduct as applicable to them. This is based on the declaration of compliance received from each of them.

Place: Bhopal
Date: August 13, 2020

Sd/-
Sudhir Agarwal
Managing Director

Annexure B

Auditors' Certificate regarding compliance of conditions of Corporate Governance

To,
The Members
D. B. Corp Limited

We have examined the compliance of conditions of Corporate Governance by D. B. Corp Limited for the year ended March 31, 2020, as stipulated in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (collectively referred to as "SEBI Listing Regulations, 2015").

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

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

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Sd/-
Jeetendra Mirchandani
Partner
Membership Number: 48125

Pune
August 13, 2020
UDIN : 20048125AAAAFK8913

For **Gupta Mittal & Co., Chartered Accountants**
Firm registration number: FRN009973C

Sd/-
Shilpa Gupta
Partner
Membership Number: 403763

Bhopal
August 13, 2020
UDIN : 20403763AAAABU1437



Annexure C

CEO / CFO Certification

Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors
D. B. Corp Limited

This is to certify that:

- A. We have reviewed the Financial Statements and the Cash Flow Statement for the Financial Year 2019-20 and to the best of our knowledge and belief, we state that:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable Laws and Regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
- (1) significant changes in internal control over financial reporting during the year;
 - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the Financial Statements; and
 - (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **D. B. Corp Limited**

Sd/-
Sudhir Agarwal
Managing Director
DIN: 00051407

Sd/-
P. G. Mishra
Group Chief Financial Officer

Place: Bhopal
Date: June 23, 2020

Annexure D

Certificate of Non - Disqualification of Directors

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

To,
The Members of
D. B. Corp Limited

Plot No. 280, Sarkhej Gandhinagar Highway,
Near YMCA Club, Makarba, Ahmedabad, Gujarat - 380051

I have examined the relevant registers, records, forms, returns and disclosures produced before me by **D. B. Corp Limited** having **CIN : L22210GJ1995PLC047208** and Registered Office at Plot No. 280, Sarkhej - Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad, Gujarat - 380051 (hereinafter referred to as 'the Company') for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para-C Clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In my opinion and to the best of my information and knowledge and according to the verifications including Directors Identification Number (DIN) status at the portal www.mca.gov.in ("MCA Portal") as considered necessary and explanations furnished to me by the Company and its officers and considering the relaxations granted by the Ministry of Corporate Affairs and the Securities and Exchange Board of India warranted due to spread of COVID-19 pandemic and resultant nationwide lockdown, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2020, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, the Ministry of Corporate Affairs and/or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in the Company*
1.	Girish Agarwal	00051375	27/10/1995
2.	Sudhir Agarwal	00051407	10/12/2005
3.	Piyush Indernarayan Pandey	00114673	28/11/2007
4.	Anupriya Acharya	00355782	22/06/2016
5.	Pawan Agarwal	00465092	10/12/2005
6.	Harish Bijoor	01640485	28/11/2007
7.	Ashwani Kumar Brahmanand Singhal	01973769	28/11/2007

*as per MCA Portal

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on this based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **S.S. Risbud & Co.**
Company Secretaries

Sd/-
Sanjay S. Risbud
Membership No.:13774
CP No.: 5117

Place: Thane
Date: May 24, 2020
UDIN number: A013774B000274947



Business Responsibility Report

ABOUT THIS REPORT

Our Business Responsibility Report includes our responses to the questions on our practices and performance on key principles defined by Regulation 34(2)(f) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, covering topics across Environment, Governance and Stakeholder Relationships.

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

Sr. No.	Particulars	Details
1.	Corporate Identity Number (CIN)	L22210GJ1995PLC047208
2.	Name of the Company	D. B. Corp Limited (<i>'the Company' or 'DBCL'</i>)
3.	Registered Office address	Plot No. 280, Sarkhej-Gandhinagar Highway, Nr. YMCA Club, Makarba, Ahmedabad – 380051, Gujarat
4.	Website	www.dbcorpltd.com
5.	E-mail ID	dbcs@dbcorp.in
6.	Financial Year	2019-20
7.	Sector(s) that the Company is engaged in (Industrial activity code-wise)	<ul style="list-style-type: none"> NIC Code: 58 - Publishing of newspapers NIC Code: 60 - FM Radio Broadcasting NIC Code: 63 - Web Portals
8.	Three key products/ services that the Company manufactures/ provides (as per the Balance Sheet)	<ul style="list-style-type: none"> Printing and Publishing of newspapers Operating FM Radio channels Running Web Portals and Mobile App
9.	Total number of locations where business activities is undertaken by the Company: <ol style="list-style-type: none"> Number of International Locations Number of National Locations 	<p>Nil</p> <p>Print Division: We have 53 printing plants across India in the States of Madhya Pradesh (7), Chhattisgarh (3), Rajasthan (17), Chandigarh, Punjab, Haryana, Himachal Pradesh (6), Gujarat (8), Maharashtra (5), Jharkhand (3) and Bihar (4) for printing Dainik Bhaskar, Divya Bhaskar and Divya Marathi Newspapers.</p> <p>Radio Division: 30 FM Radio Stations across India</p> <p>Digital: Dainik Bhaskar has online news portals viz. https://www.bhaskar.com/ in Hindi, http://www.divyabhaskar.com/ in Gujarati and http://www.divyamarathi.com/ in Marathi amongst others.</p> <p>It also has 4 mobile applications which gives instant news updates to its readers.</p>
10.	Markets served by the Company – Local/ State/ National/ International	Local, State and National

SECTION B: FINANCIAL DETAILS OF THE COMPANY (AS ON MARCH 31, 2020):

Sr. No.	Particulars	Details
1.	Paid-up Capital	₹ 1,749.55 million
2.	Total Turnover	₹ 22,361 million
3.	Total profit after Tax	₹ 2,749 million

Sr. No.	Particulars	Details
4.	Total spending on Corporate Social Responsibility ("CSR") as a percentage of profit after Tax (%)	During the financial year under review, the Company has spent ₹ 165.06 million towards CSR activities which is approximately 6% of its current year profits. Out of the total spent amount during the financial year, ₹ 68.22 million is marked as an unspent portion of the earlier financial years. Hence, the amount spent on CSR activities for the financial year 2019-20 is ₹ 96.84 million.
5.	List of activities in which expenditure in Item no. 4 as above has been incurred	Refer to the 'Annual Report on CSR activities' which is an annexure to the Board's Report forming a part of this Annual Report.

SECTION C: OTHER DETAILS

- Does the Company have any Subsidiary Company/ Companies?**
Yes. As on March 31, 2020, the Company has 2 Subsidiaries out of which 1 is a Step - down Subsidiary.
- Do the Subsidiary Company/ Companies participate in the Business Responsibility ('BR') Initiatives of the parent Company? If yes, then indicate the number of such Subsidiary Company(ies)?**
No. The Company's BR initiatives has not been extended to its Subsidiaries during the reporting period. However, each of the Company's subsidiaries strives to carry out its business in a responsible and diligent manner.
- Do any other entity/ entities (e.g. suppliers, distributors etc.) that the Company does business with; participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/ entities? [Less than 30%, 30-60%, More than 60%]**
No. No other entities having business with the Company participates in the BR initiatives of the Company, nevertheless, the Company continuously encourages and enables its business partners to implement and adopt sustainable business practices in their business operations.

SECTION D: BUSINESS RESPONSIBILITY (BR) INFORMATION

- Details of Director/ Directors responsible for BR**
 - Details of the Director responsible for implementation of the BR policy/ policies
Name: Mr. Sudhir Agarwal
Designation: Managing Director
DIN: 00051407
 - Details of the BR head:

Sr. No.	Particulars	Details
1.	Director Identification Number ('DIN')	00051407
2.	Name	Sudhir Agarwal
3.	Designation	Managing Director
4.	Telephone no.	0755-39888840
5.	E-mail ID	dbcs@dbc Corp.in

- The National Voluntary Guidelines provide the following nine principles:**

Principle 1: Ethics, Transparency and Accountability [P1]	Principle 6: Environment [P6]
Principle 2: Products Lifecycle Sustainability [P2]	Principle 7: Policy Advocacy [P7]
Principle 3: Employees' Well-being [P3]	Principle 8: Inclusive Growth and Equitable development [P8]
Principle 4: Stakeholder Engagement [P4]	Principle 9: Customer Value [P9]
Principle 5: Human Rights [P5]	



(a) Details of compliance (Reply in Y/ N)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Whether the Company has policies for each of the 9 Principles?	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Whether the policies have been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Whether the policies conform to any national / international standards? If yes, specify (50 words)?	Yes. The policies are in compliance with the national standards. They are also reviewed and amended from time to time based on the amendments in the respective regulations.								
4	Whether the policies are being approved by the Board? If yes, has it been signed by MD/ CEO/ or any Director?	Yes.								
5	Does the Company have a specified Committee of the Board / Director / Official to oversee the implementation of the policies?	Yes.								
6	Indicate the link for the policies to be viewed online.	As per Corporate Governance requirements, Company's policies are available at https://dbcoprltd.com/corporategovernance.php All other employee centric policies are available on the Company's intranet.								
7	Whether the policies have been formally communicated to all relevant internal and external stakeholders?	Yes. The policies have been communicated to employees through intranet and to external stakeholders through the Company's website.								
8	Whether the Company has an in-house structure to implement the policy/ policies.	Yes. All policies have well-defined guidelines along with a checklist and respective stakeholders are abiding by relevant policies.								
9	Whether the Company has a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Yes. In order to ensure honesty and accuracy of business procedures, the Company has established a Whistle Blower Mechanism to enable reporting of any violation or non-conformity to the Company's Code of Conduct. The Company has also formed an Ethics Committee under the Whistle Blowing Mechanism which works towards identifying quick and consistent actions to close complaints received and investigated by the vigilance department in a timely manner. The Company also has a Stakeholders' Relationship Committee to redress grievances of investors. An Internal Complaints Committee has been constituted which looks into complaints of Sexual Harassment.								
10	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Yes. The Company has an Internal Financial Control mechanism in place to carry out periodic audits by internal teams and external agencies. Policies are also regularly reviewed by Company's Senior Management and amended, as and when required.								

(b) If answer to Sr. No. 1 against any principle is 'No', please explain why: Not Applicable

3. Governance related to BR:

- (a) **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assess the BR performance of the Company. (Within 3 months, 3-6 months, Annually, More than 1 year)**

The assessment of BR performance is done on an ongoing basis by the Managing Director and Senior Management of the Company.

- (b) **Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?**

Yes, the Business Responsibility Report is a part of the Annual Report of DBCL for the financial year 2019–20 and is available for viewing on the Company's website i.e. www.dbcorpltd.com

SECTION E: PRINCIPLE-WISE PERFORMANCE:

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. **Does the policy relating to ethics, bribery and corruption cover only the Company? Yes / No. Does it extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?**

Code of Conduct: The Company has its own standards on Ethics, Transparency and Accountability in order to develop a healthy and transparent corporate culture in the Company. It promises in adhering to the greatest governance practices in order to ensure protection of its stakeholders' interests in tandem with healthy growth of the Company. With this belief, the Company has adopted a 'Code of Conduct' extending to all the employees which has laid down the ethical and moral standards of behaviour which is expected from an employee. This code is applicable to all the employees across the levels, including its subsidiaries. The Code intends to prevent any activity / association / relationship by Directors / employees which could bring unfavourable effects to the Company's interest. The same is widely communicated and all the employees are trained on the same. It is also a part of the new joinee's induction and available on the company's intranet.

Though the Code currently does not apply to external stakeholders including Suppliers, Contractors, NGOs, etc., the Company follows zero tolerance on any acts of bribery, corruption, etc. by such agencies during their dealings with the Company.

Whistle Blower Policy: The Corporate Governance framework is further supported by a Whistle Blower Policy which serves as a mechanism for its Directors and Employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct without fear of reprisal. In order to maintain the highest level of confidentiality, the Company has outsourced the complaint receipt and

coordination with the whistle blower to an independent Agency. All employees can avail this mechanism on a daily basis through a dedicated toll-free Hotline, Website, Email or Post. These reporting channels can be accessed in Hindi, English, Marathi and Gujarati. The whistle blower is provided with a reference number by the Agency, for providing additional information and knowing the status of complaint. It is also a part of the induction to any of the new joinees. It works as a platform for complaints against any violation of the Code of Conduct, fraud, misconduct and violation of law or any of the Company's Policy parameters.

Audit: The Company also has a dedicated and effective Internal Audit Function in order to ensure proper evaluation of controls and governance mechanism. The function continuously conducts checks and audits to evaluate and ensure compliance to the applicable standards.

Employees are trained and communicated regularly on the operational processes and policies, Code of Conduct and whistle blower mechanism so that they are well informed about the processes and how to deal with any violation or deviation. This training is also an integral part of two days new joinee's induction where they are trained in the organisation processes, Code of Conduct and whistle blower policy.

2. **How many Stakeholder Complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof (50 words).**

A total of 76 Stakeholder Complaints were received during the financial year 2019-20. Out of these, 65 complaints (85.53 %) have been satisfactorily resolved as on March 31, 2020 and the balance 11 complaints (14.47 %) were closed / dealt with appropriately later

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. **List up to 3 of the Company's products or services whose design has incorporated social or environmental concerns, risks and/ or opportunities.** The Company is predominantly engaged in the business of printing and publishing of newspapers which concentrates on social concerns, risks and opportunities. Further, directed by its vision of driving behavioural changes in the society to bring socio-economic development, the Company's flagship newspapers viz. Dainik Bhaskar (Hindi Daily), Divya Bhaskar (Gujarati daily) and Divya Marathi (Marathi daily) has time and again incorporated and highlighted Social / Environmental concerns, Risks and / or Opportunities.
2. **For each such product, provide the following details in respect of resource use (energy, water, raw**



material etc.) per unit of product (optional).

(a) Reduction during sourcing/ production/ distribution achieved since the previous year throughout the value chain?

1. Optimisation of energy consumption by means of energy conservation measures by conducting Energy Audits and implementation of the recommendations. Post implementation of energy audit recommendations at 11 print locations and implementation of various energy saving measures, the Company has achieved energy savings of 15,14,407 kWh in FY 2019-20 culminating into a saving of ₹117.18 Lakh. The Company has saved 5.3% energy over the previous year.
2. Solar PV plants were installed at Jaipur press and office and also at Ahmedabad press. Saving of about ₹ 62 Lakh was achieved by Solar energy generation at both these locations.

(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

The Company's products do not consume energy / water at consumer end.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof (50 words).

The Company strives to reduce environmental impact by employing sustainable procurement practices. In the process of vendor selection, the vendors are pre-evaluated on various BR parameters. The process of vendor evaluation lays emphasis on conformity of safe working conditions, prevention of child labour, business ethics and general housekeeping by the vendor.

4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If

yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The Company engages with both local and global suppliers. The Company provides platforms to local and small vendors to improve their business by connecting them with the customers. The Company has enrolled numerous local suppliers and vendors in several areas such as local transportation, distribution, house-keeping, etc. Being a Media company, most of the raw materials and consumables are procured from national suppliers, which have contributed to their growth.

5. Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof (50 words).

Yes, since Newspaper being the world's most recycled material, the Company has in place a structured mechanism for selling waste newspapers to newsprint manufacturers / traders for the purpose of recycling. Also, water waste from the Company's various printing units is used for irrigation of plants thereby warranting effective waste management.

Principle 3: Businesses should promote the wellbeing of all employees

1. Total number of employees: 9,120 (excluding outsourced)
2. Total number of employees hired on temporary/ contractual/ casual basis: 759
3. Number of permanent women employees: 486
4. Number of permanent employees with disabilities: 15
5. Whether there are any employee associations that are recognized by Management: No employee association exists.
6. What percentage of the Company's permanent employees are members of recognized employee associations: Not Applicable
7. Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year:

Sr. No.	Category	No. of complaints filed during FY 2019-20	No. of complaints pending as on end of FY 2019-20
1	Child labour/ forced labour/ involuntary labour	Nil	Nil
2	Sexual harassment	2	Nil
3	Discriminatory employment	Nil	Nil

8. What percentage of the Company's under mentioned employees were given safety & skill up-gradation training in the last year?

(a) Permanent Employees

(b) Permanent Women Employees

(c) Casual/ Temporary/ Contractual Employees

(d) Employees with Disabilities

The Company has a high focus on development of its people and shaping their career across all functions. We groom and promote home grown talents to take up higher responsibilities. To fulfill this objective, the Company has set up a dedicated residential training centre at Bhopal known as 'Media School'. The Media School has competent full time faculties and state of the art training infrastructure. The Company also runs a career development program to groom in-house talents.

- All new joinees are given proper structured induction along with practical training with their mentors before assigning them the job targets. The centralised induction is conducted at Bhopal and the respective centres so that the new joinee is made familiar with DBCL policies, processes, code of conduct and the function where new joinee will be working.
- Buddy Program: A Buddy is a great way to accelerate the new employee's ability to deal with these early disconcerting issues. By aligning our new employee with a 'buddy' (someone who has been in the organization for a while and not related to the new employee in the reporting structure) will assist in the cultural integration and orientation.
- Specialized Functional Training Modules for employees in Ad Sales and Editorial: Company focuses on 'Client centricity' and 'Reader Centricity'. All sales team members undergo training to enhance their skills in media sales, category management, culture building and client relationship. The special initiatives within the editorial function include exposure to NNR (National News Room), NIN (National Ideation Newsroom) & Special projects which are formulated to maintain focus on Readers. Product tests are conducted periodically to assess the learning of the team about the content.
- Specialised Training for Production Employees: The training is more technical in nature and covers product standardisation, quality control and optimal use of equipment and machinery.
- Special Circulation Project Training: The Company regularly conducts 'People Contact Campaign' (PCC) where the members are trained to conduct a door-to-door contact program with the residents and explain the unique benefits of subscribing to Dainik Bhaskar which is monitored through an App. During this interaction they also take the inputs of readers / prospective readers about the content they would like to see in the newspaper.
- Leadership Development Programmes: Leadership development aims at the objective of overall grooming, improving team management and leadership capabilities which runs across the functions at Media School.
- Career Development: The Company believes in promoting internal talent. This initiative aims to develop a roadmap for future leaders within the organisation and aids retention of skilled resources by providing them

an opportunity to grow to the next level across various functions. The Company has a talent management initiatives programme which runs centrally by internal trainers and external agencies & the talent pool is evaluated periodically.

- Coaching: The Company runs functional and behavioural coaching programs for the identified people to help in their grooming and career progression.

Organization level trainings and awareness sessions are also conducted for employees on G-Suite, HONO HR, Mediclaim sessions, Travel portal, LAMS, etc. to make them aware about the latest developments in the organization.

The Company provides safety training to the production people working in the printing press. The Company also organizes mock drills and 5S training programmes for such people. Technical trainings are also being given to the production teams across locations on various topics like quality, grey bar, CTP and chemical, SAP module, machine maintenance, plant maintenance, preventive maintenance, FERAG O&M, basic of pneumatics, best maintenance practices, ink manufacturing and ink parameters, KBA operations and maintenance, etc.

Over 80% of employees have been covered for these training programmes.

Principle 4: Businesses should respect the interest of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

1. Has the Company mapped its internal and external stakeholders?

Yes, DBCL has mapped its internal and external stakeholders. The Company values its stakeholders and the Company's CSR initiatives are aimed at building trust and mutually rewarding partnerships with internal and external stakeholders who also form an integral part of its journey as a sustainable organization. The Company uses formal as well as informal engagement channels to reach out to its stakeholders.

The internal and external stakeholders of DBCL have been as listed below:

Internal:

- Employees
- Retainers

External:

- Customers
- Suppliers
- Vendors
- Distributors
- Government
- Shareholders
- Regulatory bodies
- Investors
- CSR Beneficiaries
- Regional Organisations



There are various forums to engage with internal and external stakeholders. Some of the means for engaging with external stakeholders include undertaking surveys and feedbacks thereafter resulting in to fruitful dialogues thus maintaining sustained relationship.

2. Out of the above, has the Company identified the disadvantaged, vulnerable and marginalized stakeholders?

The disadvantaged, vulnerable and marginalized stakeholders, as identified by DBCL through need assessment are students studying in government primary schools, rural community women, parents and youth, young mothers, adolescent girls and senior citizens. DBCL is actively working with the above identified groups towards inclusive growth.

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof (50 words).

The Company has various policies for its 'circulation agents' and 'hawkers'. Further, the Company engages with its under-privileged stakeholders by identifying their needs and priorities so as to serve them accordingly. The initiatives undertaken by the Company for the disadvantaged, vulnerable and marginalized stakeholders are elaborated under Principle 8 and in the Annexure on CSR activities to the Board's Report forming a part of this Annual Report.

Principle 5: Businesses should respect and promote human rights

1. Does the policy of the Company on human rights cover only the Company or extend to the Group / Joint Ventures / Suppliers / Contractors /NGOs / Others?

DBCL understands that human rights represent respect for individuals and communities and is committed to safeguarding these rights. DBCL's Code of Conduct enables the Company to uphold this commitment and sets the standards as per which employees of the Company engage with internal stakeholders, as well as external stakeholders like vendors, suppliers and contractors. There is no discrimination on the basis of gender, caste, creed, etc. in hiring and promoting talent and respects dignity of labour, as well as freedom of association in protecting human rights. The Company maintains a regular check through its Internal Complaints Committee to ensure the prevention of child labour and sexual harassment in its system. The Company's policy on human rights is all-encompassing and extends to its group Companies as well. The Company also extends full support to its suppliers, contractors, NGOs and other business partners in their efforts to act in accordance with internationally recognized Human Rights and business standards.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

The Company has not received any complaint in connection with breach of human rights during FY 2019-20.

Principle 6: Businesses should respect, promote and make efforts to restore the Environment

1. Does the policy related to Principle 6 cover only the Company or extends to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ others?

The Company understands that nurturing and safeguarding the Environment for long term sustainability is crucial to the Company's operations. The nature of the businesses of the Company has limited impact on the Environment. However, the Company has in place processes and operating systems under constant checks to ensure environment protection, health management and safety across its business locations with the applicable Environmental Regulations.

This principle of Environment protection also extends to other group companies. The Company has, on standalone basis, undertaken several green initiatives at all its office locations throughout the financial year under review.

Though the policy currently does not apply to external stakeholders (suppliers, contractors, NGOs, etc.), the Company follows zero tolerance on any unsafe activities by its agencies and encourages them to positively work towards creating a better and Sustainable Environment.

2. Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.? Yes/ No. If yes, please give hyperlink for webpage, etc.

Yes, the Company has been working on climate change issues by improving its process efficiency and adopting green initiatives to ensure energy efficiency. Considering the nature of the businesses of the Company has limited impact on the Environment but nevertheless, the Company has an objective to reduce energy consumption and therefore has taken various initiatives of energy optimisation like use of Solar Energy for captive consumption, etc.

3. Does the Company identify and assess potential environmental risks?

Yes.

4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof (50 words). Also, if Yes, whether any Environmental compliance report is filed?

No.

5. Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc.? Yes/ No. If yes, please give hyperlink for webpage, etc.

Yes, across various business locations, several energy conservation measures were initiated by the Company like replacing conventional lights with branded LED Lights thus leading to optimisation of energy consumption. Energy conservation measures were taken up by conducting Energy Audits and implementation of the recommendations based on Energy Audits.

During the financial year under review, the Company has invested ₹ 89 Lakh to install Rooftop Solar PV plant at Ahmedabad press (250.8 kWp). Installation of solar PV plant at Jaipur press and office was completed in March 2019 and is operational since then. Total capacity of 467 kWp solar PV is installed at Jaipur.

Total solar generation at Jaipur was 3,92,890 kWh (units) and 1,43,161 kWh (units) at Ahmedabad in FY 2019-20. Savings of ₹ 52 Lakh at Jaipur and ₹ 10 Lakh at Ahmedabad (total ₹ 62 Lakh) was achieved by Solar energy generation at both these locations.

Please refer to Board's Report for FY 2019-20 uploaded on the website of the Company at www.dbcorpltd.com for more details.

6. Are the Emissions/ Waste generated by the Company within the permissible limits given by CPCB/ SPCB for the financial year being reported?

Yes.

7. Number of show cause/ legal notices received from CPCB/ SPCB which are pending (i.e. not resolved to satisfaction) as at the end of the financial year.

Nil

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Whether the Company is a member of any trade and chamber or association? If yes, name those major ones that your business deals with:

- a) Indian Newspaper Society;
- b) Registrar of Newspapers for India;
- c) Audit Bureau of Circulations;
- d) Director of Advertising and Visual Publicity;
- e) Association of Radio Operations of India;
- f) Internet and Mobile Association of India;
- g) Indian Chapter of International Advertising Association;

- h) Digital News Publishers' Association;
- i) Media Research Users Council (Indian Readership Survey);
- j) World Association of News Publishers (WAN – IFRA);
- k) Confederation of Indian Industry;
- l) International News Media Association (INMA); and
- m) Federation of Madhya Pradesh Chambers of Commerce and Industry.

2. Whether the Company has advocated/ lobbied through above associations for the advancement or improvement of public good? Yes/ No. If yes, please specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others).

Yes, the Company has been very active in its involvement with various business associations to support and advocate various issues for readers' / listeners' better experience and therefore, the Company engages with Government, Regulatory authorities and relevant Public bodies for the development of public policies in keeping with the Company's business and its work in society, sustainability and compliance commitments. They are cognizant of the responsibility they shoulder as they engage in constructive discussions, which aim to improve public good, without any vested interests.

Principle 8: Businesses should support inclusive growth and equitable development

1. Does the Company have specified programmes/ initiatives/ projects in pursuit of the policy related to Principle 8? If yes, details thereof.

At D. B. Corp Limited, a Dainik Bhaskar Group Company, we believe that society plays a pivotal role in the success of an Organization. Unknowingly, the society is serving for the benefit of everyone and therefore we believe that it is our responsibility to make every possible endeavour to serve the society as a whole. The Company wishes to make it a mass social movement and with this purpose in mind, the Company's management has tweaked its strategy on CSR and now, it mostly adheres to advocacy model.

The CSR projects undertaken by DBCL are guided by the CSR Policy which has been formulated in line with the Company's vision for welfare of society. The details of CSR programmes/ initiatives/ projects undertaken during financial year ended on March 31, 2020 are included as Annexure to the Board's Report forming a part of this Annual Report.

**2. Are the programmes/ projects undertaken through in-house team/ own foundation/ external NGO/ government structures/ any other Organisation?**

The CSR Projects of the Company are generally undertaken through in-house teams, except for its rural development program wherein CSR projects are implemented through the help of an external agency that share the Company's ambition towards creating inclusive growth.

3. Whether the Company has done any impact assessment of these initiatives?

The CSR team of the Company regularly does impact assessment through structured mechanism of various initiatives undertaken by the Company to assess and evaluate the impact of these initiatives besides also being able to gather suggestions on improving quality of service delivery.

4. What is the Company's direct contribution to community development projects - Amount in INR and the details of the projects undertaken?

The Company has spent total amount of ₹ 165.06 million during the year under review, out of which ₹ 68.22 million pertains to unspent portion of previous financial years. Hence, the net amount spent on various CSR activities for FY 2019-20 is ₹ 96.84 million.

Details of CSR activities may be referred in the Annual Report on CSR activities' which is an annexure to the Board's Report forming a part of this Annual Report.

5. Whether the Company has taken steps to ensure that these community development initiatives are successfully adopted by the community (explain in 50 words)?

The CSR team of the Company is deeply involved with communities at the ground level through social engagement to identify their needs, requirements and their expectations. The local community is made aware about the different health and education programmes along with their benefits through various means. Initiatives are then planned and rolled out in line with the inputs and feedback received. This ensures successful execution of initiatives towards community development through holistic approach.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner**1. What percentage of customer complaints/ consumer cases are pending as on the end of financial year?**

As on end of financial year 2019-20, the Company has no pending consumer complaints.

2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/ No/ N.A. / Remarks (additional information).

Not Applicable.

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/ or anti-competitive behaviour during the last five years and pending as on end of financial year? If so, provide details thereof (50 words).

The Company does not have any stakeholder complaints with regard to unethical or unfair trade practices, irresponsible advertising and/ or anti-competitive behaviour, which are pending as at the end of financial year 2019-20.

4. Whether the Company carried out any consumer survey/ consumer satisfaction trends?

Yes, the Company on a continuous basis measures satisfaction levels of customers. The Company has a feedback form on their respective newspaper portals, wherein a customer can freely give his/ her feedback on the services being offered by the Company.

For and on behalf of the Board of Directors of

D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN: 00051407

Pawan Agarwal
Dy. Managing Director
DIN: 00465092

Place: Bhopal
Date: August 13, 2020

Independent Auditor's Report

To the Members of D. B. Corp Limited

Report on the audit of the Standalone financial statements

Opinion

- We have audited the accompanying standalone financial statements of D. B. Corp Limited ("the Company"), which comprise the standalone Balance Sheet as at March 31, 2020, the standalone Statement of Profit and Loss, standalone Statement of Changes in Equity and standalone Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").
- In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the 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 March 31, 2020, and total comprehensive income (comprising of profit and other comprehensive loss), changes in equity and its cash flows for the year then ended.

Basis for opinion

- We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those

Standards are further described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter

- We draw your attention to Note 36 to the standalone financial statements, which explains the uncertainties and the management's assessment of the financial impact due to the lock-downs and other restrictions and conditions related to the COVID-19 pandemic situation, for which a definitive assessment of the impact in the subsequent period is highly dependent upon circumstances as they evolve. Our opinion is not modified in respect of this matter.

Key audit matters

- Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter

Assessment of carrying value of Investment Properties (including advances for properties) (Refer Notes 2.4, 2.5, 5 and 10 to the standalone financial statements)

The standalone financial statements of the Company include investment properties of ₹ 887.36 million and advance for properties of ₹ 713.92 million as at March 31, 2020.

Investment properties are measured at cost less accumulated depreciation and impairment, if any. Advances for investment properties are measured at cost less impairment, if any.

How our audit addressed the key audit matter

We performed the following procedures, amongst others:

- Tested the design and operating effectiveness of key controls relating to assessment of appropriateness of the carrying values of investment properties and advances for properties under construction.
- Evaluated management's procedures for identification of triggers for impairment to the carrying values of investment properties and assessment of recoverability of the advances against properties.
- Evaluated the competency and capabilities of the external property valuers engaged by the Company.
- Assessed on test check basis, the reasonableness of the valuation of properties as per the reports of the external valuers, by comparing the rates of similar property in the vicinity area from independent property web portals and/ or government notified circle rates.

**Key audit matter**

Management tests these assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Property valuations are carried out by third party valuers engaged by the Company, for the selected investment properties. The value of investment properties (including properties under construction) is dependent on the valuation methodology adopted, inputs into the valuation model and factors such as prevailing market conditions, the individual nature, condition and location of each property.

We focused on this matter because of the significant balance of investment property (and the advances for properties under construction) in the Balance Sheet and inherently subjective nature of investment property valuations due to the use of assumptions in the valuation methodology.

How our audit addressed the key audit matter

- Verified on test check the basis, the underlying property documents and other records for determination of the Company's right over the properties.
- Verified, the physical existence and progress of the constructions for the samples selected.
- Evaluated the Company policy for making provisions for doubtful advances against properties and examined workings for provision made towards such advances.
- Checked mathematical accuracy of the Company's computations of impairment charge, wherever impairment was identified.
- Tested adequacy of disclosures made in the standalone financial statements.

Based on the above procedures performed, we did not come across any material exceptions in the management's assessment of the carrying values of the investment properties (including advances against properties).

Other information

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

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

Responsibilities of management and those charged with governance for the standalone financial statements

7. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in

equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

8. In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the standalone financial statements

9. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a

whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone 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 standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

11. 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.
12. 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.
13. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

14. 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 B", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
15. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The standalone Balance Sheet, the standalone Statement of Profit and Loss, the standalone Statement of Changes in Equity and standalone



Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- g. 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:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 37 to the standalone financial statements;
 - ii. The Company has long-term contracts as at March 31, 2020 for which there were no

material foreseeable losses. The Company did not have any long-term derivative contracts as at March 31, 2020.

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2020.

16. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For **Price Waterhouse
Chartered Accountants LLP**
Firm Registration Number:
012754N/N500016

For **Gupta Mittal & Co.**
Chartered Accountants
Firm Registration Number:
FRN009973C

Jeetendra Mirchandani
Partner
Membership Number:
48125

Shilpa Gupta
Partner
Membership Number:
403763

Pune
June 23, 2020
UDIN: 20048125AAAAEM8625

Bhopal
June 23, 2020
UDIN: 20403763AAAAABI4228

Annexure A to Independent Auditor's Report

Referred to in paragraph 15(f) of the Independent Auditor's Report of even date to the members of D. B. Corp Limited on the standalone financial statements as of and for the year ended March 31, 2020

Report on the internal financial controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to standalone financial statements of D. B. Corp Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to standalone financial statements.

Meaning of internal financial controls with reference to standalone financial statements

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

Inherent limitations of internal financial controls with reference to standalone financial statements

7. Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or



improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company

considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. Also refer paragraph 4 of the main audit report.

For **Price Waterhouse
Chartered Accountants LLP**
Firm Registration Number:
012754N/N500016

For **Gupta Mittal & Co.**
Chartered Accountants
Firm Registration Number:
FRN009973C

Jeetendra Mirchandani
Partner
Membership Number:
48125

Pune
June 23, 2020
UDIN: 20048125AAAAEM8625

Shilpa Gupta
Partner
Membership Number:
403763

Bhopal
June 23, 2020
UDIN: 20403763AAAAABI4228

Annexure B to Independent Auditor's Report

Referred to in paragraph 14 of the Independent Auditor's Report of even date to the members of D. B. Corp Limited on the standalone financial statements as of and for the year ended March 31, 2020

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
 - (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
 - (c) The title deeds of immovable properties, as disclosed in Note 4 on Property, plant and equipment to the standalone financial statements, are held in the name of the Company, except for a freehold land (located at Panipat, Haryana) having a gross block of ₹ 120 million, the title deed of which is yet to be transferred in the name of the Company.
- ii. The physical verification of inventory have been conducted at reasonable intervals by the Management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. 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 Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Companies Act, 2013. The Company has not granted any loan or provided any guarantee or security to the parties covered under Section 185 of the Companies Act, 2013.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its services of radio broadcasting. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of employees' state insurance, income tax, professional tax, goods and service tax, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund, sales tax, service tax, duty of customs, duty of excise, value added-tax, and other material statutory dues, as applicable, with the appropriate authorities. Also Refer Note 37(b) to the standalone financial statements regarding management's assessment on certain matters relating to provident fund.
 - (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of sales tax, service tax, duty of customs, duty of excise, or value added tax or goods and service tax which have not been deposited on account of any dispute. The particulars of dues of income tax as at March 31, 2020 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ In million)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax Demand including interest	4.72	A.Y. 2007-08 and 2009-10	High Court
- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank. The Company does not have any loans from Government. Further, the Company has not issued any debentures.



- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act. Also refer paragraph 16 of our main audit report.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the standalone financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with them, to which Section 192 of the Act applies. Accordingly, the provisions of Clause 3(xv) of the Order are 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, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For **Price Waterhouse
Chartered Accountants LLP**
Firm Registration Number:
012754N/N500016

For **Gupta Mittal & Co.**
Chartered Accountants
Firm Registration Number:
FRN009973C

Jeetendra Mirchandani
Partner
Membership Number:
48125

Shilpa Gupta
Partner
Membership Number:
403763

Pune
June 23, 2020
UDIN: 20048125AAAAEM8625

Bhopal
June 23, 2020
UDIN: 20403763AAAAABI4228

Standalone Balance Sheet

as at March 31, 2020

(₹ in million)

	Notes	As at March 31, 2020	As at March 31, 2019
ASSETS			
Non-current assets			
Property, plant and equipment	4 (a)	6,292.27	8,058.71
Capital work-in-progress	4 (a)	8.74	11.57
Right-of-use assets	4 (b)	4,152.11	-
Investment properties	5	853.60	803.67
Intangible assets	6	896.22	980.42
Financial assets			
Investments	7	260.06	444.41
Loans	8	300.00	-
Other financial assets	9	361.43	374.53
Non-current tax assets (Net)	21	51.32	14.00
Other non-current assets	10	695.63	1,880.15
		13,871.38	12,567.46
Current assets			
Inventories	11	2,529.00	2,495.54
Financial assets			
Trade receivables	12	6,306.14	6,369.42
Cash and cash equivalents	13	333.93	1,314.24
Bank balances other than cash equivalents	14	1,004.73	2.99
Loans	8	8.70	309.10
Other financial assets	9	9.75	5.81
Other current assets	10	843.67	927.30
		11,035.92	11,424.40
TOTAL		24,907.30	23,991.86
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	1,749.55	1,749.11
Other equity	16	15,084.06	16,570.57
Total equity attributable to equity holders of the parent		16,833.61	18,319.68
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities	4 (b)	1,476.13	-
Other financial liabilities	19	604.01	570.38
Long-term provisions	22	35.86	-
Deferred tax liabilities (Net)	21	320.04	720.97
		2,436.04	1,291.35
Current liabilities			
Financial liabilities			
Borrowings	17	1,681.63	508.15
Lease liabilities	4 (b)	288.93	-
Trade payables	18		
(a) Total outstanding dues of micro enterprises and small enterprises		30.26	8.65
(b) Total outstanding dues of creditors other than (a) above		2,736.56	2,947.60
Other financial liabilities	19	104.83	97.33
Contract liabilities	20	331.80	275.30
Liabilities for current tax (Net)	21	67.74	98.85
Provisions	22	226.60	189.50
Other current liabilities	23	169.30	255.45
		5,637.65	4,380.83
TOTAL		24,907.30	23,991.86
Summary of significant accounting policies	2		

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

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**

Firm registration number:
FRN012754N/N500016

Jeetendra Mirchandani
Partner
Membership No. 48125

Place: Pune
Date: June 23, 2020

For **Gupta Mittal & Co.**
Chartered Accountants

Firm registration number:
FRN009973C

Shilpa Gupta
Partner
Membership No. 403763

Place: Bhopal
Date: June 23, 2020

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN : 00051407
Place: Bhopal
Date: June 23, 2020

P. G. Mishra
Chief Financial Officer

Place: Bhopal
Date: June 23, 2020

Pawan Agarwal
Deputy Managing Director
DIN : 00465092
Place: Bhopal
Date: June 23, 2020

Anita Gokhale
Company Secretary

Place: Mumbai
Date: June 23, 2020



Standalone Statement of Profit and Loss

for the year ended March 31, 2020

(₹ in million)

	Notes	Year ended March 31, 2020	Year ended March 31, 2019
Income			
Revenue from operations	24	22,236.99	24,626.97
Other income	25	124.17	165.72
Total income		22,361.16	24,792.69
Expenses			
Cost of material consumed	26	7,662.38	9,226.90
Decrease in inventories of finished goods	27	1.78	9.43
Employee benefit expenses	28	4,181.18	4,350.65
Depreciation and amortisation expenses	29	1,206.65	985.67
Finance costs	30	251.06	85.03
Other expenses	31	5,577.57	5,996.85
Total expenses		18,880.62	20,654.53
Profit before tax		3,480.54	4,138.16
Income tax expenses			
Current income tax	21	939.98	1,483.85
Deferred tax	21	(208.26)	(85.00)
Total income tax expense		731.72	1,398.85
Profit for the year		2,748.82	2,739.31
Other comprehensive income / (loss)			
Items that will not to be reclassified to profit or loss:			
Remeasurement (loss) / gain on defined benefit plans		(60.17)	7.64
Income tax effect		13.81	(2.67)
		(46.36)	4.97
Net (loss) / gain on fair value through other comprehensive income ('FVTOCI') equity instruments		(184.35)	8.91
Income tax effect		43.60	1.15
		(140.75)	10.06
Other comprehensive income / (loss) for the year, net of tax		(187.11)	15.03
Total comprehensive income for the year		2,561.71	2,754.34
Earnings per equity share ('EPS') [nominal value of share ₹ 10 (March 31, 2019: ₹ 10)]			
Basic EPS	32	15.71	15.33
Diluted EPS		15.70	15.31
Summary of significant accounting policies	2		

The above Standalone Statement of Profit and Loss should be read in conjunction with the accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**

Firm registration number:
FRN012754N/N500016

Jeetendra Mirchandani
Partner
Membership No. 48125

Place: Pune
Date: June 23, 2020

For **Gupta Mittal & Co.**
Chartered Accountants
Firm registration number:
FRN009973C

Shilpa Gupta
Partner
Membership No. 403763

Place: Bhopal
Date: June 23, 2020

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN : 00051407

Place: Bhopal
Date: June 23, 2020

P. G. Mishra
Chief Financial Officer

Place: Bhopal
Date: June 23, 2020

Pawan Agarwal
Deputy Managing Director
DIN : 00465092

Place: Bhopal
Date: June 23, 2020

Anita Gokhale
Company Secretary

Place: Mumbai
Date: June 23, 2020

Standalone Statement of Change in Equity

for the year ended March 31, 2020

A. Equity share capital (Refer Note 15)

Particulars	(₹ in million)	
	Amount	
Balance as at April 01, 2018	1,840.28	
Changes in equity share capital	(91.17)	
Balance as at March 31, 2019	1,749.11	
Changes in equity share capital	0.44	
Balance as at March 31, 2020	1,749.55	

B. Other equity (Refer Note 16)

Particulars	Reserve and surplus					Other reserves FVOCI - Equity Instruments	Total equity
	Capital redemption reserve	Securities premium	Share option outstanding	General reserve	Retained earnings		
Balance as at April 01, 2018	0.01	2,553.20	89.99	421.48	14,383.95	51.45	17,500.07
Profit for the year	-	-	-	-	2,739.31	-	2,739.31
Others comprehensive income	-	-	-	-	4.97	10.06	15.03
Total comprehensive income for the year	-	-	-	-	2,744.28	10.06	2,754.34
Equity shares issued during the year	-	24.69	(16.50)	-	-	-	8.19
Transfer to General Reserve	-	-	-	300.00	(300.00)	-	-
Transferred to Capital Redemption Reserve	92.00	-	-	(92.00)	-	-	-
Adjusted against premium on Buy Back of Shares	-	(2,563.76)	-	(472.26)	-	-	(3,036.02)
Expenses relating to Buy Back of equity shares	-	-	-	(28.78)	-	-	(28.78)
Final Equity Dividend for the year ended March 31, 2018	-	-	-	-	(174.87)	-	(174.87)
Interim dividend for the year ended March 31, 2019	-	-	-	-	(349.80)	-	(349.80)
Dividend distribution tax on final and interim dividend	-	-	-	-	(107.85)	-	(107.85)
Employee compensation cost (Net of forfeiture / lapse)	-	-	5.28	-	-	-	5.28
Balance as at March 31, 2019 (as originally presented)	92.01	14.13	78.77	128.44	16,195.71	61.51	16,570.57
Change in accounting policy (Refer Note 34)	-	-	-	-	(251.85)	-	(251.85)
Restated balance as at April 01, 2019	92.01	14.13	78.77	128.44	15,943.86	61.51	16,318.72
Profit for the year	-	-	-	-	2,748.82	-	2,748.82
Others comprehensive loss	-	-	-	-	(46.36)	(140.75)	(187.11)
Total comprehensive income/(loss) for the year	-	-	-	-	2,702.46	(140.75)	2,561.71
Equity shares issued during the year	-	12.60	(8.75)	-	-	-	3.85
Interim dividend for the year ended March 31, 2020	-	-	-	-	(3,148.85)	-	(3,148.85)
Dividend distribution tax on interim dividend	-	-	-	-	(647.25)	-	(647.25)
Employee compensation cost (Net of forfeiture / lapse)	-	-	(4.12)	-	-	-	(4.12)
Balance as at March 31, 2020	92.01	26.73	65.90	128.44	14,850.22	(79.24)	15,084.06
Summary of significant accounting policies	2						

The above Standalone Statement of Changes in Equity should be read in conjunction with the accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**

Firm registration number:
FRN012754N/N500016

Jeetendra Mirchandani
Partner
Membership No. 48125

Place: Pune
Date: June 23, 2020

For **Gupta Mittal & Co.**
Chartered Accountants
Firm registration number:
FRN009973C

Shilpa Gupta
Partner
Membership No. 403763

Place: Bhopal
Date: June 23, 2020

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN : 00051407

Place: Bhopal
Date: June 23, 2020

P. G. Mishra
Chief Financial Officer

Place: Bhopal
Date: June 23, 2020

Pawan Agarwal
Deputy Managing Director
DIN : 00465092

Place: Bhopal
Date: June 23, 2020

Anita Gokhale
Company Secretary

Place: Mumbai
Date: June 23, 2020



Standalone Statement of Cash Flows

for the year ended March 31, 2020

(₹ in million)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
A. Cash flow from operating activities		
Profit before tax	3,480.54	4,138.16
Adjustments to reconcile profit before tax to net cash flows		
Loss on disposal of Property, Plant and Equipment (net)	6.60	9.60
Loss on sale of investment properties	18.94	7.83
Finance costs	251.06	85.03
Interest income	(67.80)	(136.63)
Liabilities no longer required written back	(24.09)	(0.24)
Depreciation and amortisation expenses	1,206.65	985.67
Employee share based payment expense	(4.12)	5.28
Provision for doubtful advances	13.30	37.20
Bad debts written off	4.83	1.97
Allowance for trade receivable	264.47	180.19
Net foreign exchange differences	104.33	(1.41)
Operating profit before working capital changes	5,254.71	5,312.65
Changes in working capital		
Increase in inventories	(33.47)	(896.16)
Increase in trade receivables	(206.02)	(1,017.99)
Increase in other financial assets	(1.40)	(0.19)
Increase in other assets	(190.94)	(21.82)
Increase in other financial liabilities	36.05	47.54
(Decrease)/ Increase in trade payables	(201.53)	374.83
Increase in contract liabilities	56.50	5.94
(Decrease)/ Increase in other liabilities	(86.15)	20.91
Increase in employee benefit obligations	12.79	4.58
(Decrease)/ Increase in derivatives not designated as hedges	(2.54)	2.91
Cash flow generated from operations	4,638.00	3,833.20
Direct taxes paid (net of refund)	(1,008.42)	(1,477.07)
Net cash flow from operating activities (A)	3,629.58	2,356.13
B. Cash flow from investing activities		
Payment for Property, Plant and Equipment and Intangible Assets (including capital work-in-progress and capital advances)	(458.61)	(656.86)
Payment for Right-of-use assets (upfront payment for future rentals)	(285.67)	-
Proceeds from sale of Property, Plant and Equipment [Refer Note 33 (b)]	49.03	16.28
Proceeds from sale of investment properties	106.82	62.08
Purchase of investments	-	(1.00)
Fixed deposits with maturity period more than three months (placed) / matured (net)	(1,001.36)	231.32
Interest received	48.28	141.83
Net cash flow used in investing activities (B)	(1,541.51)	(206.35)

Standalone Statement of Cash Flows

for the year ended March 31, 2020

(₹ in million)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
C. Cash flow from financing activities		
Buy back of Equity Shares including premium and transaction cost	-	(3,156.80)
Short-term borrowings repaid	(1,043.09)	(1,099.01)
Short-term borrowings taken	2,148.43	1,151.14
Dividend paid	(3,148.46)	(524.34)
Dividend distribution tax	(647.25)	(107.85)
Repayment of Lease Liabilities	(138.38)	-
Interest paid	(243.91)	(83.41)
Proceeds from issue of shares under ESOS	4.28	9.03
Net cash flow used in financing activities (C)	(3,068.38)	(3,811.24)
Net decrease in cash and cash equivalents (A) + (B) + (C)	(980.31)	(1,661.46)
Cash and cash equivalents at the beginning of the year	1,314.24	2,975.70
Cash and cash equivalents at the end of the year	333.93	1,314.24
Net decrease in cash and cash equivalents	(980.31)	(1,661.46)
Non-cash investing activities		
Purchase of investment properties under barter transaction	228.66	148.73
Acquisition of Right-of-use assets	38.54	-
For details of components of cash and cash equivalents, Refer Note 13.		
Summary of significant accounting policies	2	

The above Standalone Statement of Cash Flows should be read in conjunction with the accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**

Firm registration number:
FRN012754N/N500016

Jeetendra Mirchandani
Partner
Membership No. 48125

Place: Pune
Date: June 23, 2020

For **Gupta Mittal & Co.**

Chartered Accountants
Firm registration number:
FRN009973C

Shilpa Gupta
Partner
Membership No. 403763

Place: Bhopal
Date: June 23, 2020

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN : 00051407
Place: Bhopal
Date: June 23, 2020

P. G. Mishra
Chief Financial Officer

Place: Bhopal
Date: June 23, 2020

Pawan Agarwal
Deputy Managing Director
DIN : 00465092
Place: Bhopal
Date: June 23, 2020

Anita Gokhale
Company Secretary

Place: Mumbai
Date: June 23, 2020



Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

1. Nature of operations :

D. B. Corp Limited (the 'Company') is in the business of publishing newspapers, radio broadcasting, providing integrated internet and mobile interactive services and event management. The Company is a public limited company domiciled in India and was incorporated under the provisions of the Companies Act, 1956. The major brands in publishing business are 'Dainik Bhaskar' (Hindi daily), 'Divya Bhaskar' and 'Saurashtra Samachar' (Gujarati dailies), 'Divya Marathi' (Marathi daily) and monthly magazines such as 'Aha Zindagi', 'Bal Bhaskar', etc. Presently, the Company's radio station is on air in 30 cities under the brand name 'My FM'. The frequency allotted to the Company's radio station is 94.3. Internet business includes the websites of dainikbhaskar.com, divyabhaskar.com, dailybhaskar.com, divyamarathi.com and homeonline.com.

The Company derives its revenue mainly from the sale of its publications and advertisements published in the publications, aired on radio, displayed on websites and portal and mobile interactive services.

2. Summary of significant accounting policies

2.1 Basis of accounting and preparation

The standalone financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the 'Act') [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements are prepared on a going concern basis. These are presented in INR and all values are rounded to the nearest million ₹ (000,000) except when otherwise indicated. The standalone financial statements have been prepared under the historical cost basis except for derivative financial instruments and certain other financial assets and liabilities that have been measured at fair value.

New and amended standards adopted by the Company

The Company has applied the following standards and amendments for the first time for their annual reporting period commencing April 1, 2019:

- Ind AS 116, Leases
- Long-term Interests in Associates and Joint Ventures - Amendments to Ind AS 28, Investments in Associates and Joint Ventures
- Uncertainty over Income Tax Treatments - Appendix C to Ind AS 12, Income Taxes

- Plan Amendment, Curtailment or Settlement - Amendments to Ind AS 19, Employee Benefits
- Amendment to Ind AS 103, Business Combinations and Ind AS iii, Joint Arrangements
- Amendment to Ind AS 12, Income Taxes
- Amendment to Ind AS 23, Borrowing costs

The Company had to change its accounting policies as a result of adopting Ind AS 116. This is disclosed in note 34. The other amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

Current versus non-current classification

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

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

All other assets are classified as non-current.

A liability is current when:

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

The Company classifies all other liabilities as non-current.

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

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

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

2.2 Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment is stated at cost less accumulated depreciation and accumulated impairment losses, if any. Historical costs include expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Costs of construction that relate directly to the specific asset and cost that are attributable to the construction activity in general and can be allocated to the specific assets are capitalised. Income earned during the construction period and income from trial runs is deducted from such expenditure pending allocation.

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

In respect of its interests in jointly controlled assets, the Company recognises its share of the jointly controlled assets in its financial statements, classifying the jointly controlled asset as per its nature.

2.3 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technical feasibility and other criteria set out in Ind AS 38 – 'Intangible assets' have been established, in which case such expenditure is capitalised.

Costs associated with maintaining software programmes are recognised as and when expenses are incurred.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

2.4 Investment property

Investment properties held to earn rentals or for capital appreciation or both are stated in the balance sheet at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Any gain or loss on disposal of investment property is determined as the difference between net disposal proceeds and the carrying amount of the property and is recognized in the statement of profit and loss. Transfer to, or from, investment property is done at the carrying amount of the property.

2.5 Depreciation and amortisation

The Company provides depreciation on property, plant and equipment, investment properties using the straight line method at the rates computed based on the estimated useful lives of the assets as estimated by the management which are equal to the corresponding rates prescribed in Schedule II to the Act. Further, Company provides amortisation of intangible asset using the straight line method at the rates computed based on the estimated useful lives of the assets as estimated by the management.

The Company has used the following lives to provide depreciation and amortisation:

Category	Useful lives (in years)
Investment Properties – Building	60
Factory buildings	30 to 60
Office and residential buildings	60
Plant and machineries	15
Office equipment	5



Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

Category	Useful lives (in years)
Vehicles	8
Furniture and fixtures	10
Electric Fittings, Fans and Coolers	10
Computers and servers	3 and 6
One time license fees for radio stations	Over the license period i.e. 15 years
Computer software including ERP	6

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

2.6 Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset/cash generating unit is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is the higher of fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separate identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generated units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Provision for advance against the properties is made considering the delay in the receipt of the properties, progress of the construction work and fair value of the properties. The impairment loss is assessed at each reporting period including all assumptions.

2.7 Leases

Till March 31, 2019:

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Where the Company is the lessee

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

As a Lessee, lease in which significant portion of risks and rewards of ownership are not transferred to the Company are classified as operating lease. Payments made under operating leases are charged to Statement of Profit and Loss on a straight-line basis over the lease term unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Where the Company is the lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease unless the payments are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

With effective from April 1, 2019:

As a lessee

From April 1, 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Contracts may contain both lease and non-lease components. The Company allocates the consideration in the contract to the lease and non-lease components based on their relative standalone prices. However, for leases of real estate for which the Company is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

- fixed payments (including in-substance fixed payments), less any lease incentives receivable, if any,
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Company under residual value guarantees
- the exercise price of a purchase option if the Company is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Company:

- where possible, uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by Company, which does not have recent third party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Variable lease payments that depend on sales are recognised in profit or loss in the period in which the condition that triggers those payments occurs.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs, if any.

They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the balance sheet based on their nature. The Company did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.



Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

2.8 Inventories

Inventories are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

Cost of raw material, stores and spares and gift/promotional products comprises of Cost of purchases and also includes all other costs incurred in bringing the inventories to their present location and condition. The cost of finished goods includes raw materials, direct labour, other direct costs and related production overheads.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sale.

2.9 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, value added taxes, goods and service tax (GST) and amounts collected on behalf of third parties.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

The specific recognition criteria described below must also be met before revenue is recognised.

Advertisement revenue

Revenue is recognised as and when advertisement is published in newspaper / aired on radio / displayed on website in accordance with the terms of the contract with customer.

Barter transactions

Revenue from barter transactions involving exchange of advertisements with non-monetary assets is measured at fair value of such non-monetary assets received.

The receivable relating to property barter agreements is grouped as advance for properties and included under the head 'Other assets'.

Sale of newspapers, magazines, wastage and scrap

Revenue is recognised when control of the goods has transferred, being when the goods are delivered.

Printing job charges

Revenue from printing job work is recognised on the completion of job work as per terms of the agreement with the customer.

Income from event management

Revenue from event management is recognised as and when the event management services are rendered as per the terms of agreement.

2.10 Other Income

Interest

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

Dividend income

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

Government Grants

Government grants are recognised at fair value where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an income, it is recognised in profit and loss on a systematic basis over the periods necessary to match them with the related costs, for which it is intended to compensate and presented within other income.

2.11 Foreign currency transactions

Functional and presentation currency

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

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

Transactions and balances

Transactions in foreign currencies are translated to the functional currency of the Company at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate prevailing on that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rate are generally recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within Foreign exchange loss (net).

2.12 Employee benefits

i) Short term obligation

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

ii) Other long-term employee benefit obligations Compensated Absences

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

iii) Post employment obligations

a) Defined contribution plans

A defined contribution plan is a post-employment plan under which an entity pays fixed contributions and will have no legal or constructive obligation to pay further amounts.

The Company contributes to Provident Fund, Employee's State Insurance Fund and Employees Deposit Linked Insurance scheme and has no further obligation beyond making its contribution. The Company's contributions to the above funds are charged to the Statement of Profit and Loss.

b) Defined benefit plans

Gratuity

The Company provide for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees. The Company makes contributions to a trust administered and managed by insurance companies to fund the gratuity liabilities. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees' salary and the tenure of employment. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year.

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuary using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.



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Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

2.13 Income taxes

Income tax expense comprises current and deferred tax. It is recognised in statement of profit or loss except to the extent that it relates items recognised directly in equity or in other comprehensive income ('OCI').

Current income tax

Current income tax liabilities are measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

The carrying amount of deferred tax assets are reviewed at the end of each reporting period and are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

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

2.14 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement, if any.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.15 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably.

Where there is a possible obligation or a present obligation and the likelihood of the outflow of the resources is remote, no provision or disclosure for contingent liability is required.

2.16 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its

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intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. These exchange difference are presented in finance cost to the extent which the exchange loss does not exceed the difference between the cost of borrowing in functional currency when compared to the cost of borrowing in a foreign currency.

2.17 Earnings per equity share ('EPS')

Basic 'EPS' amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted 'EPS' amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

2.18 Cash and cash equivalents

Cash and cash equivalent in the balance sheet and cash flow statement comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

2.19 Employee stock compensation cost

Share-based compensation benefits are provided to employees via the DB Corp Ltd Employee stock Compensation Plan. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using Black and Scholes valuation model. The fair value of options granted is recognised as an employee benefit expenses with a corresponding increase in equity.

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the Company revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of revision to original estimates, if any, in the profit or loss, with a corresponding adjustment to equity.

2.20 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 orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

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

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

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

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

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

- Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2: Valuation techniques for which 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 recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the



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fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial investments.

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.

2.21 Financial instruments

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

Financial assets

Initial recognition and measurement

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

- Debt instruments at amortised cost
- Derivatives and equity instruments at Fair Value Through Profit or Loss ('FVTPL')
- Equity instruments measured at FVTOCI

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost using the effective interest rate ('EIR') method if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest ('SPPI') on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate ('EIR') method. Amortised cost is calculated by taking into account any discount or

premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade receivables, deposits and loans.

Derivative financial instruments

The Company uses forward currency contracts, to hedge its foreign currency risks. Such forward currency contracts are initially recognised at fair value on the date on which a forward currency contracts is entered into and as at balance sheet date any gains or losses arising from changes in the fair value of derivatives are taken directly to statement of profit and loss.

Equity Investment in Subsidiary

Equity investments in subsidiary are measured at historical cost.

Other Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in OCI subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit or loss.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has

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neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss ('ECL') model for measurement and recognition of impairment loss on the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL at each reporting date, right from its initial recognition. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analysed.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or at amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and in the case of loans, borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by

another liability from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.22 Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

2.23 Investment in Subsidiaries

The investments in subsidiary is carried in the financial statements at historical cost except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for as Non-current assets held for sale and discontinued operations.

Investments in subsidiary carried at cost are tested for impairment in accordance with Ind AS 36 Impairment of Assets.

3 Significant accounting judgments, estimates and assumptions:

The preparation of the financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The areas involving critical estimates and judgements are:

- (i) Estimation of impairment of trade receivables (Refer Note 12)
- (ii) Estimation of impairment for Investment Properties and advance against properties (Refer notes 5 and 10 (b))



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4 (a) Property, plant and equipment

Particulars	(₹ in million)										
	Freehold land	Leasehold land	Buildings	Furniture and fixtures	Plant and machinery (Refer Note 1)	Office equipments	Vehicles	Electric Fittings, Fans and Coolers	Computers	Total	Capital work-in-progress
Gross carrying amount as at April 01, 2018	74.84	157.11	2,127.85	899.82	9,142.32	376.25	84.11	571.62	786.19	14,220.11	212.86
Additions during the year	-	60.16	56.70	75.78	308.49	33.10	8.84	29.33	44.03	616.43	415.15
Deletions during the year	-	-	7.08	9.84	43.38	6.17	0.36	3.41	7.78	78.02	616.43
Gross carrying amount as at March 31, 2019	74.84	217.27	2,177.47	965.76	9,407.43	403.18	92.59	597.54	822.44	14,758.52	11.57
Less: transfer to Right-of-use assets [Refer Note 4 (b)]	-	217.27	1,057.55	-	-	-	-	-	-	1,274.82	-
Gross carrying amount as at April 01, 2019	74.84	-	1,119.92	965.76	9,407.43	403.18	92.59	597.54	822.44	13,483.70	11.57
Additions during the year	120.00	-	53.76	22.37	44.40	21.18	5.18	2.87	16.06	285.82	282.99
Deletions during the year	-	-	16.14	3.99	109.69	4.09	1.81	4.57	8.34	148.63	285.82
Gross carrying amount as at March 31, 2020	194.84	-	1,157.54	984.14	9,342.14	420.27	95.96	595.84	830.16	13,620.89	8.74
Accumulated depreciation as at April 01, 2018	-	11.09	324.88	416.46	4,004.35	255.68	31.77	297.59	536.04	5,877.86	-
Depreciation for the year	-	3.00	51.41	76.04	567.49	34.52	8.79	54.03	79.11	874.39	-
Accumulated depreciation on disposals	-	-	1.02	5.53	30.18	5.41	0.34	2.77	7.19	52.44	-
Accumulated depreciation as at March 31, 2019	-	14.09	375.27	486.97	4,541.66	284.79	40.22	348.85	607.96	6,699.81	-
Less: transfer to Right-of-use assets [Refer Note 4 (b)]	-	14.09	99.86	-	-	-	-	-	-	113.95	-
Gross carrying amount as at April 01, 2019	-	-	275.41	486.97	4,541.66	284.79	40.22	348.85	607.96	6,585.86	-
Depreciation for the year	-	-	35.64	76.39	567.64	33.60	8.97	46.19	67.34	835.77	-
Accumulated depreciation on disposals	-	-	4.01	2.54	70.39	3.76	1.00	3.68	7.63	93.01	-
Accumulated depreciation as at March 31, 2020	-	-	307.04	560.82	5,038.91	314.63	48.19	391.36	667.67	7,328.62	-
Net carrying amount as at March 31, 2019	74.84	203.18	1,802.20	478.79	4,865.77	118.39	52.37	248.69	214.48	8,058.71	11.57
Net carrying amount as at March 31, 2020	194.84	-	850.50	423.32	4,303.23	105.64	47.77	204.48	162.49	6,292.27	8.74

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- Plant and machinery above includes common transmission infrastructure used in Radio business by the Company which are jointly controlled assets as at March 31, 2020:
Gross block - ₹ 183.36 million (March 31, 2019: ₹ 183.36 million)
Net block - ₹ 66.50 million (March 31, 2019: ₹ 74.89 million)
- For Assets pledged Refer Note 17 (a) and (b).
- Assets given on lease Refer Note 35 (b).
- Capital Commitments for acquisition of Property, Plant and Equipments Refer Note 38.
- Capital work-in-progress mainly comprises of plant and machinery of ₹ 4.62 million (March 31, 2019: ₹ 1.28 million).

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4 (b) Leases (Refer Note 34)

(i) Amount recognised in Balance Sheet

The Balance Sheet shows the following amounts relating to leases:

Right-of-use assets:

Particulars	(₹ in million)	
	March 31, 2020	April 01, 2019*
Land	548.30	203.18
Building	3,198.45	3,140.38
Plant and machinery	403.74	440.48
Vehicle	1.62	3.07
Total	4,152.11	3,787.11

Lease liabilities:

Particulars	(₹ in million)	
	March 31, 2020	April 01, 2019*
Current	288.93	290.28
Non-current	1,476.13	1,590.15
Total	1,765.06	1,880.43

* In the previous year, the Company only recognised lease assets and lease liabilities in relation to lease that were classified as 'finance leases' under Ind AS 17, Leases. These leased assets were presented in Property, Plant and Equipment. For adjustments recognised on adoption of Ind AS 116 on April 01, 2019, please refer to note 34.

Additions to the right-of-use assets during the current financial year were ₹ 639.22 million

Net debt reconciliation

Particulars	(₹ in million)	
	March 31, 2020	
Lease liabilities as at March 31, 2019	-	
Recognised on adoption of Ind AS 116 (refer Note 34)	1,880.43	
Net Debts restated as at April 01, 2019	1,880.43	
Cash flows	(138.38)	
Acquisitions - Leases	38.54	
Disposal - Leases	(15.53)	
Interest expenses during the year	160.43	
Interest paid	(160.43)	
Lease liabilities as at March 31, 2020	1,765.06	

(ii) Amount recognised in the statement of Profit and Loss

The statement of profit or loss shows the following amounts relating to leases;

Depreciation charge of right of use assets:

Particulars	(₹ in million)	
	March 31, 2020	
Land	4.88	
Building	215.63	
Plant and machinery	36.74	
Vehicle	1.45	
Total	258.70	



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Finance cost and other expenses:

Particulars	(₹ in million)
	March 31, 2020
Interest expense (included in finance cost)	160.43
Expense relating to short-term leases (included in other expenses)	9.10
Expense relating to leases of low-value assets that are not shown (included in other expenses)	0.27
Expense relating to variable lease payments not included in lease liabilities (included in other expenses)	7.70
Total	177.50

The total cash outflow for leases for the year ended March 31, 2020 was ₹ 298.81 million (includes payment towards interest of ₹ 160.43 million and principal of ₹ 138.38 million). Additionally, the Company has cash outflow towards upfront payment for future rentals (Right-of-use assets) of ₹ 285.67 million.

Extension and termination options

Extension and termination options are included in number of Property, Plant and Equipment leases across the Company. These are used to maximise operational flexibility in terms of managing the assets used in the Company's operations. The majority of extension and termination options held are exercisable only by the Company and not by the respective lessor.

5 Investment properties

Particulars	(₹ in million)		
	Land	Building	Total
Gross carrying amount as at April 01, 2018	28.24	584.00	612.24
Additions during the year	20.48	267.67	288.15
Deletion during the year	-	71.17	71.17
Gross carrying amount as at March 31, 2019	48.72	780.50	829.22
Additions during the year	0.03	188.80	188.83
Deletion during the year	-	130.69	130.69
Gross carrying amount as at March 31, 2020	48.75	838.61	887.36
Accumulated depreciation as at April 01, 2018	-	16.62	16.62
Depreciation for the year	-	10.19	10.19
Accumulated depreciation on disposals	-	1.26	1.26
Accumulated depreciation as at March 31, 2019	-	25.55	25.55
Depreciation for the year	-	13.14	13.14
Accumulated depreciation on disposals	-	4.93	4.93
Accumulated depreciation as at March 31, 2020	-	33.76	33.76
Net carrying amount as at March 31, 2019	48.72	754.95	803.67
Net carrying amount as at March 31, 2020	48.75	804.85	853.60

Information regarding income and expenditure of Investment property

There are no income and expenses in relation to investment properties except for depreciation mentioned in the above schedule.

The investment properties consist of commercial and residential properties. Based on the management's assessment of the nature, characteristics and risks of each property as at March 31, 2020 the fair value of the properties are ₹ 903.54 million (March 31, 2019: ₹ 855.96 million).

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Estimation of fair value

The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Company consider information from a variety of sources including:

- current prices in an active market for properties of different nature or recent prices of similar properties in less active markets, adjusted to reflect those differences

The fair values of investment properties have been determined by independent valuers and / or management's internal assessment. All resulting fair value estimates for investment properties are included in level 3 fair value hierarchy.

Refer Note 38 for Contractual obligations to purchase, construct or develop investment property.

6 Intangible assets

Particulars	(₹ in million)		
	One time license fees	Computer software-including ERP	Total
Gross carrying amount as at April 01, 2018	1,567.91	254.61	1,822.52
Additions during the year	-	24.44	24.44
Deletion during the year	-	1.02	1.02
Gross carrying amount as at March 31, 2019	1,567.91	278.03	1,845.94
Additions during the year	-	14.84	14.84
Deletion during the year	-	-	-
Gross carrying amount as at March 31, 2020	1,567.91	292.87	1,860.78
Accumulated amortisation as at April 01, 2018	599.67	165.49	765.16
Amortisation for the year	77.71	23.37	101.08
Accumulated amortisation on disposals	-	0.72	0.72
Accumulated amortisation as at March 31, 2019	677.38	188.14	865.52
Amortisation for the year	77.67	21.37	99.04
Accumulated amortisation on disposals	-	-	-
Accumulated amortisation as at March 31, 2020	755.05	209.51	964.56
Net carrying amount as at March 31, 2019	890.53	89.89	980.42
Net carrying amount as at March 31, 2020	812.86	83.36	896.22

Remaining unamortised period of intangible assets is as follows:

Particulars	Remaining unamortised period (In years)
One time license fees	10 to 12
Computer software- including ERP	1 to 5



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7 Investments

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
A Investments in subsidiary:		
Investment in equity shares (Unquoted, fully paid up, valued at cost):		
1,050,500 (March 31, 2019: 1,050,500) equity shares of ₹ 10 each fully paid up of DB Infomedia Private Limited	10.46	10.46
Investment in preference shares (at fair value through profit and loss):		
681,000 (March 31, 2019: 681,000), 7.5 % redeemable preference shares of ₹ 100 each of DB Infomedia Private Limited	68.10	68.10
B Non - current investments (fully paid) (Refer Note 43):		
Investment in equity shares at fair value through OCI		
(a) Quoted investments in equity shares:		
52,136 (March 31, 2019: 52,136) equity shares of ₹ 10 each of Everonn Education Limited	-	-
5,340,000 (March 31, 2019: 5,340,000) equity shares of ₹ 5 each of DMC Education Limited	-	-
665,863 (March 31, 2019: 665,863) equity shares of ₹ 10 each of Timbor Home Limited	-	-
(b) Unquoted investments in equity shares:		
100,000 (March 31, 2019: 100,000) equity shares of ₹ 10 each of Dwarkas Gems Limited	-	-
375,000 (March 31, 2019: 375,000) equity shares of ₹ 10 each of Arvind Coirfoam Private Limited	-	-
325,000 (March 31, 2019: 325,000) equity shares of ₹ 10 each of Micro Secure Solution Limited	-	-
81,085 (March 31, 2019: 81,085) equity shares of ₹ 10 each of Naaptol Online Shopping Private Limited	162.13	346.48
486,825 (March 31, 2019: 486,825) equity shares of ₹ 10 each of Neesa Leisure Limited	-	-
140,000 (March 31, 2019: 140,000) equity shares of ₹ 10 each of Tropic Wellness Private Limited	-	-
1,100,917 (March 31, 2019: 1,100,917) equity shares of ₹ 1 each of Abbee Consumables and Peripherals Sshope Limited	-	-
2,434 (March 31, 2019: 2,434) equity shares of ₹ 10 each of Koochie Play Systems Private Limited	18.36	18.36
100 (March 31, 2019: 100) equity shares of ₹ 100 each of United News of India	0.01	0.01
10 (March 31, 2019: 10) equity shares of ₹ 100 each of Press Trust of India	0.00	0.00
100,100 (March 31, 2019: 100,100) equity shares of ₹ 10 each of Digital News Publishers Association	1.00	1.00
(c) Investment in debt instruments and warrants at fair value through profit and loss:		
200,000 (March 31, 2019: 200,000), Zero % fully convertible debentures of ₹ 100 each of Cubit Computers Private Limited	-	-
700,935 (March 31, 2019: 700,935) convertible warrants of ₹ 53.50 of Edserv Softsystems Limited	-	-
1 (March 31, 2019: 1), Zero % fully convertible debenture of ₹ 8,500,000 each of Roxton (Italy) Clothing Private Limited	-	-
Total non - current investments	260.06	444.41
Aggregate cost of quoted investments	75.00	75.00
Aggregate market value of quoted investments	-	-
Aggregate cost of unquoted investments	316.91	316.91
Aggregate amount of impairment in value of investments	342.54	342.54

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

8 Loans

(₹ in million)

Particulars	Non-current		Current	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Unsecured, considered good				
Inter-corporate loan (Refer Note 1 below)	300.00	-	-	300.00
Loan to DB Infomedia Private Limited (Refer Note 2 below)	-	-	2.00	2.00
Loan to employees (Refer Note 3 below)	-	-	6.70	7.10
	300.00	-	8.70	309.10

- 1) During the financial year 2017-18, the Company had given a loan of ₹ 300 million to a newsprint supplier agent of the Company at interest rate of 10% p.a. for working capital requirements and business needs of the borrower. The loan was repayable on or before March 31, 2020. During the current year, tenure of this loan has been extended with repayment on or before June 30, 2022.
- 2) During the previous year, the Company has given a loan of ₹ 2 million to its subsidiary DB Infomedia Private Limited at interest rate 10% p.a. and is repayable on demand. This loan is to be utilised for subsidiary's principal business activities.
- 3) The Company has given an interest free loan to its employees and is repayable within a period of 3 months to 6 months.

9 Other financial assets

(Unsecured considered goods unless stated otherwise)

(₹ in million)

Particulars	Non-current		Current	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Security deposit against lease of properties [Refer Note 33 (b)]	187.16	174.32	-	-
Deposit with government authorities and others	174.27	200.21	-	-
Interest accrued on fixed deposits	-	-	5.30	3.10
Derivative assets*	-	-	0.67	-
Receivables from a subsidiary	-	-	3.78	2.71
	361.43	374.53	9.75	5.81

*While the Company entered into foreign exchange forward contracts with the intention of reducing the foreign exchange risk on import purchases, these contracts are not designated in hedge relationships and are measured at fair value through profit or loss.



Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

10 Other assets (Unsecured, considered good unless stated otherwise)

(₹ in million)

Particulars	Non-current		Current	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
a Capital advances				
Advances for capital goods [Refer Note 33 (b)]	172.63	326.76	-	-
	172.63	326.76	-	-
b Advances for properties				
Considered good	523.00	496.48	-	-
Considered doubtful	190.92	236.28	-	-
	713.92	732.76	-	-
Less: provision for doubtful advances	190.92	236.28	-	-
	523.00	496.48	-	-
c Other advances to related parties [Refer Note 33 (b)]				
Advances recoverable in cash or kind or for value to be received	-	-	120.82	86.57
	-	-	120.82	86.57
d Other assets				
Prepayments for premises	-	1,056.91	-	45.92
Prepaid expenses	-	-	108.86	111.72
Advances to suppliers and others	-	-	410.92	485.93
Advances to employees	-	-	47.23	43.31
Balances with statutory / government authorities	-	-	155.84	153.85
Considered doubtful				
Advance to suppliers	0.35	1.10	-	-
	0.35	1,058.01	722.85	840.73
Less: Provision for doubtful advances	0.35	1.10	-	-
	-	1,056.91	722.85	840.73
Total other assets	695.63	1,880.15	843.67	927.30

Note:

Refer Note 33 (b) for details of capital advances and other advances to related parties and firms / companies in which director is a partner, or a director or a member.

11 Inventories

(₹ in million)

Particulars	March 31, 2020	March 31, 2019
Raw material*	1,820.96	1,957.73
Finished goods	26.62	28.40
Stores and spares	436.05	386.79
Gift / promotional products	245.37	122.62
	2,529.00	2,495.54

*Amount includes raw material in transit of ₹ 369.46 million (March 31, 2019: ₹ 447.08 million)

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

12 Trade receivables

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Trade receivables	7,017.63	6,982.88
Less: Loss allowance	(711.49)	(613.46)
Total trade receivables	6,306.14	6,369.42

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Trade receivables considered good - Unsecured	6,610.20	6,684.67
Trade receivables which have significant increase in credit risk	407.43	298.21
Trade receivables - credit impaired	-	-
Total	7,017.63	6,982.88
Loss allowance (including expected credit loss)	(711.49)	(613.46)
Total trade receivables	6,306.14	6,369.42

Refer Note 33 (b) for details of receivables from related parties and firms / companies in which director is a partner, or a director or a member.

13 Cash and cash equivalents

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Balances with banks		
On current account	207.70	516.18
Deposits with original maturity of less than 3 months	50.00	391.24
Cheques on hand	38.29	364.58
Cash on hand	37.94	42.24
	333.93	1,314.24

Short-term deposits are made for varying periods of between seven days and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

14 Bank balances other than cash equivalents

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Bank deposits with original maturity of more than 3 months but less than 12 months	1,003.25	1.90
Unclaimed dividend accounts	1.48	1.09
	1,004.73	2.99



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15 Share capital

Particulars	March 31, 2020		March 31, 2019	
	Nos. in million	(₹ in million)	Nos. in million	(₹ in million)
Authorised shares capital				
a. 249,000,000 (March 31, 2019: 249,000,000) Equity Shares of ₹ 10 each	249.00	2,490.00	249.00	2,490.00
b. 1,000 (March 31, 2019: 1,000), 0%, Non- Convertible Redeemable Preference Shares of ₹ 10,000 each	0.00	10.00	0.00	10.00
Total authorised share capital (a+b)	249.00	2,500.00	249.00	2,500.00

Issued, subscribed and fully paid-up shares

Particulars	March 31, 2020		March 31, 2019	
	Nos. in million	(₹ in million)	Nos. in million	(₹ in million)
Equity shares				
At the beginning of the year	174.91	1,749.11	184.03	1,840.28
Issued during the year -Employee Stock Option Schemes ('ESOS')	0.04	0.44	0.08	0.83
Share extinguished on account of buyback (Refer Note (e) below)	-	-	(9.20)	(92.00)
Total issued, subscribed and fully paid-up share capital	174.95	1,749.55	174.91	1,749.11

(a) Terms/ rights attached to each class of shares

Equity shares:

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by shareholders.

(b) Shares of the Company held by holding company

Particulars	Nos. in million	
	March 31, 2020	March 31, 2019
DB Consolidated Private Limited	95.72	95.72

(c) Details of shareholders holding more than 5% shares of the Company

Name of shareholders	March 31, 2020		March 31, 2019	
	Nos. in million	% of hold	Nos. in million	% of hold
Equity shares of ₹ 10 each fully paid-up				
Nalanda India Equity Fund Limited	17.39	9.94	17.39	9.94
DB Consolidated Private Limited*	95.72	54.71	95.72	54.73

*The above shareholding of DB Consolidated Private Limited include 7,558,352 equity shares held by Stitex Global Limited, which has merged with DB Consolidated Private Limited on March 27, 2019.

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(d) **Shares reserved for issue under options**

For detail of shares reserved for issue under the Employee Stock Option Schemes ('ESOS') of the Company, Refer Note 40.

(e) **Equity shares extinguished on buy back**

"During the previous year ended March 31, 2019, the Company bought back 9,200,000 equity shares of ₹ 10/- each pursuant to a letter of offer made to all eligible shareholders of the Company at ₹ 340/- per equity share. The equity shares bought back were extinguished on September 01, 2018."

(f) **The Company during the preceeding 5 years**

- i. Has not allotted shares pursuant to contracts without payment received in cash.
- ii. Has not issued shares by way of bonus shares.
- iii. Has bought back 9,200,000 equity shares in the Financial Year 2018-19.

(g) **Distribution made and proposed**

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Cash dividends on equity shares declared and paid:		
Final Dividend (March 31, 2020: ₹ Nil per share) (March 31, 2019: ₹ 1/- per share for the year ended March 31, 2018)	-	174.87
Dividend Distribution Tax on final dividend	-	35.95
Interim Dividend (March 31, 2020: ₹ 18/- per share) (March 31, 2019: ₹ 2/- per share)	3,148.85	349.80
Dividend Distribution Tax on interim dividend	647.25	71.90
	3,796.10	632.52

16 Other equity

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Capital redemption reserve	92.01	92.01
Securities premium reserve	26.73	14.13
Share options outstanding account	65.90	78.77
General reserve	128.44	128.44
Retained earnings	14,850.22	16,195.71
Other reserves (FVOCI - Equity Instruments)	(79.24)	61.51
Total Other equity	15,084.06	16,570.57
Movement in other equity is as follows:		
Capital redemption reserve		
Balance at the beginning of the year	92.01	0.01
Add: Transfer from General Reserve Account	-	92.00
Closing balance	92.01	92.01
Securities premium reserve		
Balance at the beginning of the year	14.13	2,553.20
Add: Premium on exercise of employee stock options	12.60	24.69
Less: Adjusted against premium on Buy Back of Shares	-	(2,563.76)
Closing balance	26.73	14.13



Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Share options outstanding account (Refer Note 40)		
Balance at the beginning of the year	78.77	89.99
Equity share issued during the year	(8.75)	(16.50)
Employee compensation cost (Net of forfeiture / lapse)	(4.12)	5.28
Closing balance	65.90	78.77
General reserve		
Balance at the beginning of the year	128.44	421.48
Add: Amount transferred from surplus balance in the statement of profit and loss	-	300.00
Less: Transferred to Capital Redemption Reserve	-	(92.00)
Less: Adjusted against premium on Buy Back of Shares	-	(472.26)
Less: Expenses relating to Buy Back of equity shares	-	(28.78)
Closing balance	128.44	128.44
Retained earnings		
Balance at the beginning of the year	16,195.71	14,383.95
Change in accounting policy (Refer Note 34)	(251.85)	-
Restated balance as on April 01, 2019	15,943.86	14,383.95
Profit for the year	2,748.82	2,739.31
Items of other comprehensive income recognised directly in retained earnings		
- Re-measurement gain / (loss) of post employment benefit obligation (net of tax)	(46.36)	4.97
Less: Appropriations		
Transfer to general reserve	-	300.00
Final Equity Dividend for the year ended March 31, 2019 [Refer Note 15 (g)]	-	174.87
Interim Equity Dividend for the year ended March 31, 2020 [Refer Note 15 (g)]	3,148.85	349.80
Dividend Distribution Tax	647.25	107.85
Closing balance	14,850.22	16,195.71
Other reserves (FVOCI - Equity Instruments)		
Gain at the beginning of the year	61.51	51.45
Add: Change in fair value of FVOCI - equity instruments	(140.75)	10.06
(Loss) / gain at the end of the year	(79.24)	61.51
Total Other equity	15,084.06	16,570.57

Nature and purpose of reserves:

a) Capital redemption reserve

As per the Companies Act, 2013, capital redemption reserve is created when company purchases its own shares out of free reserves or securities premium. A sum equal to the nominal value of shares so purchased is transferred to capital redemption reserve.

b) Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

c) General reserve

General Reserve is a free reserve and is available for distribution as dividend, issue of bonus shares, buyback of the Company's securities. It was created by transfer of amounts out of distributable profits.

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to the Standalone Financial Statements as at and for the year ended March 31, 2020

d) Employee share option outstanding account

The share options outstanding account is used to recognise the grant date fair value of options issued to employees under Employee stock option plan over a vesting period.

e) FVOCI - Equity Instruments

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity instruments reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

17 Borrowings

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Short-term borrowings		
Secured		
Cash credit facilities availed during the year [refer note (a) below]	811.36	-
Buyers' credit from banks [Refer Note (b) (i) below]	309.60	67.92
Total secured borrowings	1,120.96	67.92
Unsecured		
Buyers' credit from banks [Refer Note (b) (ii) below]	560.67	440.23
Total unsecured borrowings	560.67	440.23
Total borrowings	1,681.63	508.15

(a) Cash credit facilities:

Cash credit facilities from banks are secured by first pari-passu charge on the entire current assets and second pari-passu charge on the entire movable fixed assets of the Company with other consortium bankers. The cash credit is repayable on demand with interest rates ranging between 8.15% p.a. and 9.50% p.a. (March 31, 2019: Nil.)

(b) Buyers' credit facilities:

(i) Secured buyers' credit facilities from banks are secured by first charge on the current assets and second charge on moveable fixed assets of the Company with other consortium bankers. Interest rates for buyers' credit are multiline rates ranging between 2.99% p.a. and 3.39% p.a. (March 31, 2019: between 3.64% p.a. and 3.76% p.a.). They are repayable within 90 days to 180 days.

(ii) Interest rates for unsecured buyers' credits are multiline rates ranging between 1.69% p.a. and 2.96% p.a. (March 31, 2019: between 3.63% p.a. and 4.23% p.a.). They are repayable within 90 days to 180 days.

Net debt reconciliation [also Refer Note 4 (b) for Net debt reconciliation of lease liabilities]		(₹ in million)
Particulars		
Debt (including accrued interest) as at April 1, 2018		450.60
Cash flows		52.13
Effect of foreign exchange rate fluctuation		7.37
Interest expenses during the year (Refer Note below)		45.48
Interest paid		(45.73)
Debt (including accrued interest) as at March 31, 2019		509.85
Cash flows		1,105.34
Effect of foreign exchange rate fluctuation		68.15
Interest expenses during the year (Refer Note below)		31.31
Interest paid		(26.50)
Debt (including accrued interest) as at March 31, 2020		1,688.15

Note:

Interest expenses/ payment includes interest relating to borrowings only.



Notes

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18 Trade payables

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Trade payables (Refer Note 41)		
(a) Total outstanding dues of micro enterprises and small enterprises	30.26	8.65
(b) Total outstanding dues of creditors other than (a) above	2,736.56	2,947.60
	2,766.82	2,956.25

19 Other financial liabilities

Particulars	(₹ in million)			
	Non-current		Current	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Security deposits from:				
- newspaper agencies	522.71	492.15	58.07	54.69
- others	81.30	77.79	9.03	8.64
Interest accrued but not due#	-	-	33.71	26.56
Derivative liabilities*	-	-	-	2.54
Payables for purchase of capital goods	-	-	2.10	2.01
Financial guarantee contract liabilities	-	0.44	0.44	1.80
Unclaimed dividend**	-	-	1.48	1.09
	604.01	570.38	104.83	97.33

#Include interest accrued but not due on borrowing ₹ 6.52 million (March 31, 2019: ₹ 1.70 million)

*While the Company entered into foreign exchange forward contracts with the intention of reducing the foreign exchange risk on import purchases, these contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

**No amount due and outstanding to be credited to Investor Education and Protection Fund.

20 Contract liabilities

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Advance received from customers	331.80	275.30
	331.80	275.30

Contract liabilities represent deferred revenue arising due to circulation and advertisement contracts.

21 Taxation

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Non-current tax assets (Net)		
Advance income tax	2,502.72	3,344.78
Less: Provision for tax	2,451.40	3,330.78
Advance income tax (Net of provision for tax)	51.32	14.00
Liabilities for current tax (Net)		
Provision for tax	13,186.49	11,375.22
Less: Advance income tax	13,118.75	11,276.37
Provision for tax (Net of advance tax)	67.74	98.85

Notes

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Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Opening Balances (Net)	84.85	78.06
Add: Current tax provision for the year	939.98	1,483.85
Less: Taxes Paid (net of refund)	(1,008.41)	(1,477.06)
Closing Balance	16.42	84.85

Deferred tax liabilities (Net)

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Deferred tax liabilities		
Depreciation	819.79	1,182.35
Fair value of investment	21.18	64.78
Deferred tax liabilities	840.97	1,247.13
Deferred tax assets		
Allowance for doubtful debts and advances	228.46	298.37
Provision for employee benefit obligations	99.93	112.98
Lease liabilities (net of Right-of-use assets)	109.76	-
Others	82.78	114.81
Deferred tax assets	520.93	526.16
Deferred tax liabilities (Net)	320.04	720.97
Deferred tax reconciliation		
Opening balance	720.97	804.45
Opening deferred tax charge transferred to retained earnings	(135.27)	-
Tax during the year recognised in profit or loss	(208.26)	(85.00)
Tax during the year recognised in other comprehensive income	(57.40)	1.52
Closing balance	320.04	720.97

(a) Tax reconciliation

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Accounting profit before tax	3,480.54	4,138.16
At statutory income tax rate of 25.168% (March 31, 2019 : 34.944%) (Refer Note below)	875.98	1,446.03
Effect of changes in tax rate	(146.82)	-
Effect of non-deductible expenses	(31.47)	(73.33)
Effect of items not taxable as business income	34.03	26.15
Income tax expense	731.72	1,398.85
Current tax	939.98	1,483.85
Deferred tax	(208.26)	(85.00)
Income tax expense reported in the Standalone Statement of Profit and Loss	731.72	1,398.85

Note:

The Company elected to exercise the option permitted under Section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019, to pay income tax at a lower rate of 22% (plus applicable surcharge and cess). Accordingly, the Company has recognised Provision for Income Tax and re-measured its net Deferred Tax Liabilities basis the rate prescribed in the said section.



Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

(b) Tax Losses:

Unused capital tax losses of the Company for which no deferred tax assets has been recognised is as follows:

(₹ in million)

Particulars	Capital Loss		Potential Tax Benefit	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Financial year 2013-14 - Expiry of losses on March 31, 2022	1.96	1.96	0.46	0.46
Financial year 2017-18 - Expiry of losses on March 31, 2026	2.86	2.86	0.71	0.93
Financial year 2018-19 - Expiry of losses on March 31, 2027	11.37	9.83	2.77	3.04
Financial year 2019-20 - Expiry of losses on March 31, 2028	34.55	-	8.28	-

The Company is not likely to generate taxable capital gain before the expiry of aforementioned capital losses.

22 Provisions

(₹ in million)

Particulars	Long-term		Short-term	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Provision for employee benefits obligation (Refer Note 39)				
Provision for gratuity	35.86	-	119.38	89.32
Provision for leave entitlement	-	-	107.22	100.18
	35.86	-	226.60	189.50

23 Other current liabilities

(₹ in million)

Particulars	March 31, 2020	March 31, 2019
Other payables		
Refund liabilities (Refer Note below)	61.71	142.15
Statutory liabilities	107.59	113.30
	169.30	255.45

Note: Refund liabilities are recognised for volume discounts payable to customers.

24 Revenue from operations

(₹ in million)

Particulars	March 31, 2020	March 31, 2019
Sale of products		
Sale of newspapers	5,091.12	5,190.20
Sale of magazines	30.47	47.03
	5,121.59	5,237.23
Sale of services		
Advertisement revenue	15,640.47	17,624.82
Printing job charges	1,109.11	1,257.72
	16,749.58	18,882.54
Other operating revenue		
Income from event management	124.71	167.73
Sale of power	0.93	2.27
Sale of wastage	240.18	337.19
	365.82	507.20
Total revenue from operations	22,236.99	24,626.97

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Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Reconciliation of Revenue recognised with contract price:		
Contract Price	22,656.17	25,008.58
Adjustment for:		
Gift and other items given to customers	148.47	130.36
Refund liabilities	270.71	251.25
Revenue from operations	22,236.99	24,626.97

25 Other income

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Liabilities no longer required written back	24.09	0.24
Interest income from:		
Bank deposits	15.51	81.73
Inter-corporate loan	30.00	30.00
Financial assets measured at amortised cost using 'EIR' basis	17.32	15.75
Others	4.97	9.15
Rent income [Refer Note 35 (b)]	10.03	10.86
Miscellaneous income*	22.25	17.99
	124.17	165.72

*Includes ₹ 11.96 million (March 31, 2019: ₹ Nil) for incentive received under Service Export from India Scheme.

26 Cost of material consumed

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Raw material		
Opening inventories	1,957.73	1,104.53
Add: Purchases during the year	7,525.61	10,080.10
	9,483.34	11,184.63
Less: Closing inventories	1,820.96	1,957.73
	7,662.38	9,226.90

27 Decrease in inventories of finished goods

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Opening Stock		
Finished goods	28.40	37.83
Closing Stock		
Finished goods	26.62	28.40
	1.78	9.43



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to the Standalone Financial Statements as at and for the year ended March 31, 2020

28 Employee benefit expenses

Particulars	₹ in million	
	March 31, 2020	March 31, 2019
Salaries, wages and bonus	3,758.12	3,923.43
Contribution to provident fund and employee's state insurance corporation (Refer Note 39)	225.12	211.37
Employee share based payment expense (Refer Note 40)	(4.12)	5.28
Gratuity expenses (Refer Note 39)	38.45	40.54
Workmen and staff welfare expenses	163.61	170.03
	4,181.18	4,350.65

29 Depreciation and amortisation expenses

Particulars	₹ in million	
	March 31, 2020	March 31, 2019
Depreciation of property, plant and equipment [Refer Note 4 (a)]	835.77	874.39
Amortisation of intangible assets (Refer Note 6)	99.04	101.08
Depreciation of investment properties (Refer Note 5)	13.14	10.19
Depreciation of right-of-use assets [Refer Note 4 (b)]	258.70	-
	1,206.65	985.67

30 Finance costs

Particulars	₹ in million	
	March 31, 2020	March 31, 2019
Interest expense:		
On short term borrowings from bank (buyer's credit and cash credits)	31.31	45.48
On security deposits from newspaper agencies	27.67	27.94
On lease liabilities	160.43	-
On others	1.96	1.63
Foreign exchange difference considered as borrowing cost	29.69	9.98
	251.06	85.03

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31 Other expenses

Particulars	(₹ in million)			
	March 31, 2020	March 31, 2020	March 31, 2019	March 31, 2019
Consumption of stores and spares		1,011.59		1,035.74
Advertisement and publicity		370.08		407.29
Electricity and water charges		451.85		491.17
Rent [Refer Note 4 (b) and 35 (a)]		17.07		364.90
Distribution expenses		398.42		392.89
Repair and maintenance:-				
Plant and machinery		281.90		324.70
Building		23.73		23.83
Others		128.44		139.09
Traveling and conveyance		222.84		243.56
Business promotion expenses		515.21		548.95
News collection charges		210.45		220.26
Legal and professional charges [Refer Notes (a) and (b) below]		193.00		192.53
Event expenses		109.93		113.22
Subcontract charges		174.08		159.26
Corporate social responsibility activities expenditure [Refer Note 33 (b) and 42]		165.06		73.32
Printing job work charges		80.39		75.94
Communication expenses		60.97		87.22
License fees for broadcasting of songs		72.94		79.49
Royalty for songs		64.74		76.38
Insurance		19.61		18.94
Loss on disposal of property, plant and equipment (net)		6.60		9.60
Loss on sale of investment properties		18.94		7.83
Foreign exchange gain (net)		86.01		48.44
Rates and taxes		9.56		6.52
Bad debts written off	171.28		83.59	
Less: Allowances for Trade Receivables adjusted	(166.45)	4.83	(81.62)	1.97
Allowance for Trade Receivables		264.47		180.19
Advances written off	59.41		-	
Less: Provision for doubtful advances adjusted	(59.41)	-	-	-
Provision for doubtful advances		13.30		37.20
Miscellaneous expenses		601.56		636.42
		5,577.57		5,996.85



Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

(a) Auditors' remuneration (included in legal and professional charges above)

Particulars	₹ in million	
	March 31, 2020	March 31, 2019
As auditor;		
Audit fees	10.90	10.30
Tax audit fees	0.40	0.40
Certification fees	0.15	0.51
Reimbursement of out of pocket expenses	1.00	1.03
Total	12.45	12.24

(b) Legal and professional charges include sitting fee paid to directors ₹ 0.62 million (March 31, 2019: ₹ 0.61 million)

32 Earnings per equity share ('EPS')

Particulars	March 31, 2020	March 31, 2019
Profit for the year	2,748.82	2,739.31
Weighted average number of equity shares outstanding for basic EPS (no. in million)	174.94	178.73
Effect of dilution:		
On account of shares to be issued under ESOS (no. in million)	0.20	0.18
Weighted average number of Equity Shares outstanding for diluted EPS (no. in million)	175.14	178.91
Nominal value of share (₹)	10.00	10.00
Basic Earnings per share (₹)	15.71	15.33
Diluted Earnings per share (₹)	15.70	15.31

33 (a) Related party disclosures: Following is the list of related parties:

Particulars	Related parties
Related parties with whom transactions have taken place during the year	
Holding Company	<ul style="list-style-type: none"> DB Consolidated Private Limited
Subsidiaries	<ul style="list-style-type: none"> I Media Corp Limited DB Infomedia Private Limited
Key Management Personnel	<ul style="list-style-type: none"> Shri Sudhir Agarwal, Managing Director Shri Pawan Agarwal, Deputy Managing Director Shri Girish Agarwal, Director
Relatives of Key Management Personnel	<ul style="list-style-type: none"> Smt. Kasturi Devi Agarwal (Grand Mother of Shri Sudhir Agarwal, Shri Girish Agarwal and Shri Pawan Agarwal) Smt. Jyoti Agarwal (Wife of Shri Sudhir Agarwal) Smt. Namita Agarwal (Wife of Shri Girish Agarwal) Smt. Nitika Agarwal (Wife of Shri Pawan Agarwal) Ms. Shubh Agarwal (Daughter of Shri Sudhir Agarwal) Late Shri. Ramesh Chandra Agarwal (Nominee)

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

Particulars	Related parties
Enterprises owned or significantly influenced by Key Management Personnel or their relatives	<ul style="list-style-type: none"> • Bhaskar Publications & Allied Industries Private Limited • Bhaskar Infrastructure Private Limited • Bhaskar Industries Private Limited • Decore Exxoils Private Limited • Bhaskar Venkatesh Products Private Limited (Upto August 31, 2019) • D B Malls Private Limited • D B Power Limited • D B Infrastructures Private Limited • R.C. Printers • Writers and Publishers Private Limited • Deligent Hotel Corporation Private Limited • Digital News Publishers Association • Divya Dev Developers Private Limited • Divine Housing Development Company Private Limited • Ishan Mall LLP • Diligent Pinkcity Center Private Limited • Flipside Entertainment • The Sanskaar Valley School • Ramesh and Sharda Agarwal Foundation
Independent Directors	<ul style="list-style-type: none"> • Shri Piyush Pandey • Shri Harish Bijoor • Shri Ashwani Kumar Singhal • Smt. Anupriya Acharya
Employee Benefit Trust	<ul style="list-style-type: none"> • D B Corp Ltd – Employees Group Gratuity Assurance Scheme

(b) **Detail of Transaction and balances with Related Parties:**

(₹ in million)

Particulars	Transactions for the year ended	
	March 31, 2020	March 31, 2019
Advertisement Revenue		
Bhaskar Venkatesh Products Private Limited	1.17	2.79
D B Malls Private Limited	0.66	0.60
D B Power Limited	3.03	0.42
Deligent Hotel Corporation Private Limited	0.34	0.75
Divine Housing Development Company Private Limited	0.17	0.10
Divya Dev Developers Private Limited	0.60	-
D B Infrastructures Private Limited	1.65	0.64
Ishan Mall LLP	0.58	0.56
Diligent Pinkcity Center Private Limited	-	0.75
Flipside Entertainment	0.06	-
Bhaskar Industries Private Limited	0.03	0.05
Sale of Magazines		
Bhaskar Publications & Allied Industries Private Limited	0.75	14.01



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to the Standalone Financial Statements as at and for the year ended March 31, 2020

(₹ in million)

Particulars	Transactions for the year ended	
	March 31, 2020	March 31, 2019
Printing job Income		
Bhaskar Publications & Allied Industries Private Limited	0.01	0.20
Writers and Publishers Private Limited	0.58	-
Compensation of key management personnel of the Group		
Shri Sudhir Agarwal (Short-term employee benefits)	15.00	12.00
Shri Pawan Agarwal (Short-term employee benefits)	10.00	8.67
Retainership to Director's Relative		
Ms. Shubh Agarwal	0.06	0.25
Rent income		
Bhaskar Publications & Allied Industries Private Limited	3.00	3.00
Rent paid		
Bhaskar Industries Private Limited	0.16	0.16
Bhaskar Infrastructure Private Limited	1.92	1.92
Bhaskar Publications & Allied Industries Private Limited	0.03	0.13
R.C. Printers	15.96	15.96
Writers and Publishers Private Limited	60.52	60.52
D B Malls Private Limited	0.60	6.65
Decore Exxoils Private Limited	-	1.58
Shri Sudhir Agarwal	0.90	0.75
Advertisement and publicity expenses		
D B Malls Private Limited	-	0.83
Ishan Mall LLP	-	0.54
I Media Corp Limited	0.13	0.24
Meeting and hotel lodging charges		
Deligent Hotel Corporation Private Limited	4.33	6.68
Flipside Entertainment	0.22	-
Sale of fixed assets		
Bhaskar Publications & Allied Industries Private Limited	3.27	0.02
D B Infrastructures Private Limited	0.49	-
Writers and Publishers Private Limited	26.80	-
Purchase of Fixed Assets / Upfront payment for Right-of-use assets		
Bhaskar Publications & Allied Industries Private Limited	1.18	0.07
Writers and Publishers Private Limited	720.00	-
Purchase/(Sale) of goods		
Bhaskar Publications & Allied Industries Private Limited	(4.55)	(1.63)
Writers and Publishers Private Limited	0.08	-

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(₹ in million)

Particulars	Transactions for the year ended	
	March 31, 2020	March 31, 2019
Loan Given to Subsidiary		
DB Infomedia Private Limited	-	2.00
Interest Received from Subsidiary		
DB Infomedia Private Limited	0.20	0.09
Security deposit given against lease of properties		
Shri Sudhir Agarwal	-	0.15
Director's sitting fees :		
Shri Girish Agarwal	0.08	0.08
Shri Piyush Pandey	0.12	0.16
Shri Harish Bijoor	0.06	0.04
Shri Ashwani Kumar Singhal	0.22	0.24
Smt. Anupriya Acharya	0.14	0.09
Corporate Social Responsibilities Expenses		
The Sanskaar Valley School	85.00	15.00
Ramesh and Sharda Agarwal Foundation	43.42	41.30
Buy Back of Shares		
D B Consolidated Private Limited	-	674.64
Shri Sudhir Agarwal	-	127.09
Shri Girish Agarwal	-	127.09
Shri Pawan Agarwal	-	127.09
Smt. Jyoti Agarwal	-	14.12
Smt. Namita Agarwal	-	14.12
Smt Nitika Agarwal	-	14.12
Investment in Equity Shares		
Digital News Publishers Association	-	1.00
Dividend Paid		
D B Consolidated Private Limited	1,696.57	287.18
Bhaskar Publications & Allied Industries Private Limited	54.32	9.05
Shri Sudhir Agarwal	142.12	23.69
Shri Girish Agarwal	142.12	13.93
Shri Pawan Agarwal	142.12	23.69
Smt. Jyoti Agarwal	15.79	2.63
Smt. Namita Agarwal	15.79	2.63
Smt Nitika Agarwal	15.79	2.63
Late Shri. Ramesh Chandra Agarwal (Nominee)	1.80	0.30
Smt. Kasturi Devi Agarwal	1.80	0.30
Advance Given Against Purchase of Property		
R.C. Printers	151.52	-
Writers and Publishers Private Limited**	-	315.00



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to the Standalone Financial Statements as at and for the year ended March 31, 2020

(₹ in million)

Particulars	Transactions for the year ended	
	March 31, 2020	March 31, 2019
Reimbursement of Expenses		
Bhaskar Publications & Allied Industries Private Limited	40.81	13.36
D B Infomedia Private Limited	0.28	-
Expenses Paid on Our behalf		
Bhaskar Publications & Allied Industries Private Limited	0.03	(10.22)
DB Infomedia Private Limited	-	(0.51)

Balances outstanding at the year end:

(₹ in million)

Particulars	Balance Receivable/ (Payable) as on	
	March 31, 2020	March 31, 2019
Advance against advertisement		
Writers and Publishers Private Limited	(12.29)	(12.29)
Advance against properties		
D B Infrastructures Private Limited	18.00	15.99
Writers and Publishers Private Limited	-	315.00
R.C. Printers	151.52	-
Advances receivables from subsidiaries		
DB Infomedia Private Limited	1.35	1.07
I Media Corp Limited	0.01	0.08
Payable balances		
R.C. Printers	-	(1.53)
Bhaskar Publications & Allied Industries Private Limited	(0.30)	(0.25)
Deligent Hotel Corporation Private Limited	(0.85)	(0.24)
D B Infrastructures Private Limited	(0.42)	*
Divya Dev Developers Private Limited	(0.06)	-
I Media Corp Limited	(0.15)	(0.28)
D B Malls Private Limited	-	(0.59)
Ms. Shubh Agarwal	-	(0.03)
Shri Sudhir Agarwal	-	(0.68)
Bhaskar Industries Private Limited	(0.02)	(0.02)
Writers and Publishers Private Limited	(0.09)	-
Receivable balances		
Bhaskar Publications & Allied Industries Private Limited	122.67	87.04
Bhaskar Industries Private Limited	-	0.01
Bhaskar Venkatesh Products Private Limited	0.51	1.18
D B Infrastructures Private Limited	1.21	0.40
D B Power Limited	0.12	0.06
Deligent Hotel Corporation Private Limited	0.47	3.45
Divya Dev Developers Private Limited	3.85	3.18

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to the Standalone Financial Statements as at and for the year ended March 31, 2020

(₹ in million)

Particulars	Balance Receivable/ (Payable) as on	
	March 31, 2020	March 31, 2019
D B Malls Private Limited	0.68	-
Ishan Mall LLP	0.55	-
Divine Housing Development Company Private Limited	-	0.04
Writers and Publishers Private Limited	29.27	0.01
The Sanskaar Valley School	2.92	5.67
R.C. Printers	0.01	-
Security Deposit given for leased properties		
Bhaskar Industries Private Limited	1.62	1.62
Bhaskar Infrastructure Private Limited	11.60	11.60
Bhaskar Publications & Allied Industries Private Limited	-	0.40
D B Malls Private Limited	-	4.13
R.C. Printers	18.28	17.81
Writers and Publishers Private Limited	1,473.70	1,473.70
Shri Sudhir Agarwal	0.15	0.15
Loan Given to Subsidiary		
DB Infomedia Private Limited	4.43	4.25
Security Deposit received		
Bhaskar Publications & Allied Industries Private Limited	(10.00)	(10.00)

*Represents balance below ₹ 10,000.

**The amount given above is net of advance given and refunded back of ₹ 200 million (March 31, 2019 ₹ 520 million) on account of cancelled contracts.

Terms and conditions of transactions with related parties

- The sales to and purchases from related parties, rent paid to and received from related parties and other transactions are made on terms equivalent to those that prevail in arm's length transactions. These transactions are approved by the audit committee. Outstanding balances at the year-end are unsecured and interest free, unless specified. The Company has not recorded any impairment of receivables relating to amounts owed by related parties during the year ended March 31, 2020 and March 31, 2019.
 - Transactions relevant to dividends, subscription for new equity shares were on the same terms and conditions that applied to other shareholders.
- (c) For information on transactions with post-employment benefit plan mentioned in (a) above, refer note 39
- (d) Details as required under Regulation 53 (f) read with Para (A) of Schedule VI of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 in respect of loans, advances and investments in companies under the same management:

(₹ in million)

Name of the Company	Closing balance		Maximum amount outstanding during the year	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
DB Infomedia Private Limited:				
Loan and advance in the nature of loan (including interest accrued)	4.43	4.25	4.43	5.61



Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

34 Changes in accounting policies

This note explains the impact of the adoption of Ind AS 116, Leases on the Company's standalone financial statements.

Impact on the standalone financial statements — lessee accounting

As indicated in note 2.1 above, the Company has adopted Ind AS 116 retrospectively from April 1, 2019, but has not restated comparatives for year ended March 31, 2019, as permitted under the specific transition provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening balance sheet on April 1, 2019. The new accounting policies are disclosed in note 2.7.

On adoption of Ind AS 116, the Company recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of Ind AS 17, Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of April 1, 2019.

For leases previously classified as finance leases the entity recognised the carrying amount of the lease asset and lease liability immediately before transition as the carrying amount of the right of use asset and the lease liability at the date of initial application. The measurement principles of Ind AS 116 are only applied after that date. The remeasurements to the lease liabilities were recognised as adjustments to the related right-of-use assets immediately after the date of initial application.

Practical expedients applied

In applying Ind AS 116 for the first time, the Company has used the following practical expedients permitted by the standard:

- applying a single discount rate to a portfolio of leases with reasonably similar characteristics
- relying on previous assessments on whether leases are onerous as an alternative to performing an impairment review —there were no onerous contracts as at April 1, 2019
- accounting for operating leases with a remaining lease term of less than 12 months as at April 1, 2019 as short-term leases
- excluding initial direct costs for the measurement of the right-of-use asset at the date of initial application, and
- using hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The Company has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the relied on its assessment made applying Ind AS 17 and Appendix C to Ind AS 17, determining whether an Arrangement contains a Lease.

i. Measurement of lease liabilities

Description	(₹ in million)
	April 1, 2019
Operating lease commitments disclosed as at March 31, 2019	54.21
Add: adjustments as a result of a different treatment of extension and termination option	1,826.22
Lease liability recognised as at April 1, 2019	1,880.43
Of which are;	
Current lease liabilities	290.28
Non-current lease liabilities	1,590.15

ii. Measurement of right-of-use assets

The associated right-of-use assets for property leases were measured on a retrospective basis as if the new rules had always been applied.

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

iii. Adjustments recognised in the balance sheet as on April 1, 2019

The change in accounting policy affected the following items in the balance sheet on April 1, 2019.

Items of Balance Sheet	Increase/ Decrease	(₹ in million)
		April 1, 2019
Property, plant and equipment	decrease	1,160.87
Right-of-use assets	increase	3,787.11
Deferred tax assets (net)	increase	135.27
Prepayments / Security Deposits	decrease	1,132.93
Lease liabilities	increase	1,880.43
The net impact on retained earnings on 1 April 2019	decrease	251.85

iv. Lessor accounting

The Company did not need to make any adjustments to the accounting for assets held as lessor under operating leases as a result of the adoption of Ind AS 116.

35. Leases

(a) Operating lease (for assets taken on lease):

Up to previous year, rentals recognised as an expense in the statement of profit and loss, on a straight-line basis over the lease term.

- The Company has taken various godowns, office and residential premises under operating lease agreements. These are generally renewable by mutual consent.
- Lease payments recognised for the year March 31, 2019: ₹ 364.90 million.
- There were no restrictions imposed in these lease agreements. There were escalation clauses in agreement with some parties. There were no purchase options. There were no sub leases.
- The total of minimum lease payment under non-cancellable operating leases were:

Particulars	(₹ in million)
	March 31, 2019
Within one year	36.88
After one year but not more than 5 years	17.33
More than 5 years	-
Total	54.21

From April 1, 2019, the Company has recognised right-of-use assets for these leases, except for short-term leases and lease of low value assets, see note 2.7 and note 34 for further information.

(b) Operating lease (for assets given on lease):

Rentals in respect of operating leases are recognised as an income in the statement of profit and loss, on a straight-line basis over the lease term.

- The Company has given property, plant and machineries and building / premises on operating lease arrangement for the period ranging from 1 year to 3 years. The lease arrangement is cancellable with mutual consent.
- Lease income recognised for the year is ₹ 10.03 million (March 31, 2019: ₹ 10.86 million).
- There are no restrictions imposed in the lease agreements and there are no escalation clauses in the agreements.
- The details of assets given on operating lease are as follows:



Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Plant and machinery		
Gross carrying amount	52.22	52.22
Accumulated depreciation	33.48	29.67
Depreciation for the year	3.81	3.81
Building along with fixtures thereon		
Gross carrying amount	142.38	142.38
Accumulated depreciation	28.81	25.24
Depreciation for the year	3.57	3.57

36. The spread of COVID-19 has severely impacted businesses around the globe. In many countries, including India, there has been severe disruption to regular business operations due to lock-downs, disruptions in transportation, supply chain, travel bans, quarantines, social distancing and other emergency measures.

The Company's specify services e.g. newspaper distribution and radio broadcasting services have been considered as essential services by the government of India. The Company has obtained all necessary approvals and permits to operate and mobilize the vehicles, staff, contractors etc. Uncertainty caused by the current situation has caused the short-term slowdown in the business operations, however the Company is experiencing pick-up of operations post lock down in many of our market and expects complete normalcy after complete lifting of lock down.

The Company has made detailed assessment of its liquidity position and of the recoverability of carrying values of its assets comprising Property, Plant and Equipment, Intangible Assets, Right-of-use Assets, Trade Receivables, Inventory, Investments Properties, Investments and other current and non-current assets and liabilities at the balance sheet date, and has concluded that there are no material adjustments required in the standalone financial statements.

Management believes that it has taken into account all the possible impact of known events till the date of approval of its financial statements arising from COVID-19 pandemic in the preparation of the standalone financial statements. The Company will continue to monitor any material changes to future economic conditions.

37. Contingent liabilities

Contingent liabilities not provided for are as follows:

- (a) There are several defamation and other legal cases pending against the Company and its directors. These include criminal and civil cases. There are certain employee related cases also pending against the Company. In view of large number of cases, it is impracticable to disclose the details of each case separately. The estimated amount of claims against the Company in respect of these cases is ₹ 1.23 million (March 31, 2019: ₹ 4.02 million). The estimated contingency in respect of some cases cannot be ascertained. Based on discussions with the legal advisors and also the past trend in respect of such cases, the Company believes that there is no present obligation in respect of the above and hence no provision is considered necessary against the same.
- (b) The Company has evaluated the impact of the recent Supreme Court Judgment in case of "Vivekananda Vidyamandir And Others Vs The Regional Provident Fund Commissioner (II) West Bengal" and the related circular (Circular No C-1/1(33)2019/Vivekananda Vidya Mandir/284) dated March 20, 2019 issued by the Employees' Provident Fund Organisation in relation to non-exclusion of certain allowances from the definition of "basic wages" of the relevant employees for the purposes of determining contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. Based on the assessment made by the management, the said judgment does not have any significant impact on these financial statements. The Company will continue to monitor and evaluate its position based on future events and developments.

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

38. Capital commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

Particulars	₹ in million	
	March 31, 2020	March 31, 2019
Property, plant and equipment	5.42	75.29
Investment property	191.26	166.36

39. Employee benefits

(I) Defined contribution plans

The Company also has certain defined contribution plans. Contributions are made to provident fund and employee's state insurance corporation. The contributions for provident fund are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual or any constructive obligation.

During the year ended March 31, 2020 and March 31, 2019, the Company contributed the following amounts to defined contribution plans:

Particulars	₹ in million	
	March 31, 2020	March 31, 2019
Provident Fund	191.14	164.62
Employees' State Insurance Corporation	30.09	44.11
National Pension Scheme	3.89	2.64
Total	225.12	211.37

(II) Defined Benefit Plans

i) Gratuity

As per the payment of Gratuity Act, 1972, the Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days' salary (last drawn salary) for each completed year of service. The scheme of the Company is funded with an insurance company in the form of a qualifying insurance policy. Management aims to keep annual contribution relatively stable at such a level such that no plan deficits will arise.

A. The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

Particulars	₹ in million		
	Present Value of Obligation	Fair Value of Plan Assets	Net defined benefit (asset)/ liability
Balance as on April 1, 2019	340.46	251.14	89.32
Interest cost/income	24.58	18.11	6.47
Current service cost	31.98	-	31.98
Total amount recognised in the Statement of Profit and Loss	56.56	18.11	38.45
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	-	-	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	3.49	-	3.49
Return on Plan Asset, excluding interest income	-	5.19	(5.19)
Experience (Gain)/Loss	61.87	-	61.87
Total amount recognised in other comprehensive income	65.36	5.19	60.17
Contributions by employer	-	32.70	(32.70)
Benefit Paid	(44.86)	(44.86)	-
Balance as on March 31, 2020	417.52	262.28	155.24



Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

Particulars	(₹ in million)		
	Present Value of Obligation	Fair Value of Plan Assets	Net defined benefit (asset)/ liability
Balance as on April 1, 2018	328.48	231.90	96.58
Interest cost/income	25.13	17.74	7.39
Current service cost	33.15	-	33.15
Total amount recognised in the Statement of Profit and Loss	58.28	17.74	40.54
Actuarial Losses on Obligations - Due to Change in Demographic Assumptions	-	-	-
Actuarial (Gains) on Obligations - Due to Change in Financial Assumptions	(1.79)	-	(1.79)
Return on Plan Asset, excluding interest income	-	(1.85)	1.85
Experience (Gain)/Loss	(7.70)	-	(7.70)
Total amount recognised in other comprehensive income	(9.49)	(1.85)	(7.64)
Contributions by employer	-	40.16	(40.16)
Benefit Paid	(36.81)	(36.81)	-
Balance as on March 31, 2019	340.46	251.14	89.32

B. The net liability disclosed above relates to funded plans as below:

Particulars	(₹ in million)	
	As at March 31, 2020	As at March 31, 2019
Present Value of funded obligation as at the year end	(417.52)	(340.46)
Fair Value of Plan Assets as at the year end	262.28	251.14
Funded Status	(155.24)	(89.32)
Net Liability recognised in Balance Sheet*	(155.24)	(89.32)

*Recognised under employee benefit obligations (Refer Note 22)

C. Actuarial assumptions

Valuation in respect of Gratuity has been carried out by an independent actuary, as at the Balance Sheet date, based on the following assumptions:

Particulars	March 31, 2020	March 31, 2019
Discount rate	6.43%	7.22%
Employee turnover	0-5 years 30% 5-10 year of service 12% and for service thereafter-7%	0-5 years 30% 5-10 year of service 12% and for service thereafter-7%
Estimated future salary increase	0.00% p.a. for the next 1 year, 5.00% p.a. thereafter	5.00%
Rate of Return on Plan Assets	6.43%	7.22%

- The discount rates reflects the prevailing market yields of Indian Government securities as at the Balance Sheet date for the estimated term of the obligation.
- The estimates of future salary increases considered in actuarial valuation take into account inflation, seniority, promotion and other relevant factors such as supply and demand and the employment market.

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

D. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

(₹ in million)

Sensitivity analysis (Impact on projected benefit obligation and current service cost)	Impact on defined benefit obligation of Gratuity			
	As at March 31, 2020		As at March 31, 2019	
	Increase in rate	Decrease in rate	Increase in rate	Decrease in rate
Discount Rate (1 % movement)	(26.35)	29.92	(20.88)	23.65
Compensation levels (1 % movement)	30.24	(23.60)	23.94	(21.49)
Employee turnover (1 % movement)	2.57	(2.90)	3.28	(3.70)

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of reporting period.

E. The major categories of plan assets for gratuity are as follows:

(₹ in million)

Particulars	As at March 31, 2020		As at March 31, 2019	
	Amount	%	Amount	%
	Investment Funds:			
Insurance managed funds	262.28	100	251.14	100
Total	262.28	100	251.14	100

F. Expected gratuity contribution for the next year ₹ 119.38 million (March 31, 2019 ₹ 30 million)

G. Defined benefit liability and employer contributions

The weighted average duration of the defined benefit obligation is 8 years (March 31, 2019, 8 years). The expected maturity analysis of undiscounted gratuity is as follows:

(₹ in million)

Particulars	Less than a year	Between 2 - 5 years	Over 5 years	Total
March 31, 2020				
Defined benefit obligation (gratuity)	44.58	153.96	510.54	709.08
March 31, 2019				
Defined benefit obligation (gratuity)	37.09	131.99	468.42	637.50

H. Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

Asset Volatility

The plan liabilities are calculated using a discount rate set with reference to market yield of Government securities as at the Balance Sheet date. If plan asset underperform this yield, this will create a deficit. Plan asset investments are made in Group Gratuity Scheme of Life Insurance Companies. These are subject to interest rate risk and the funds manages interest rate risk. The Company has a risk management strategy where the aggregate amount of risk exposure on a portfolio level is maintained at a fixed range. Any deviations from the range are corrected by rebalancing the portfolio. The management intends to maintain the above investment mix in the continuing years.



Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

Changes in yields

A decrease in yields of plan assets will increase plan liabilities, although this will be partially offset by an increase in the value of the plan's holdings.

ii) Leave Obligations

The leave obligations cover the Company's liability for earned leave.

The entire amount of the provision of ₹ 107.22 million (March 31, 2019: ₹ 100.18 million) is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to avail the full amount of accrued leave or require payment for such leave within the next 12 months.

40. Employee Stock Option Schemes 2008, 2010 and 2011

The Company has granted Stock Options to its employees through its equity settled schemes referred to as 'DBCL – ESOS 2008', 'DBCL- ESOS 2010' and 'DBCL-ESOS 2011' (issued in eight tranches, designated as 'T-1', 'T-2', 'T-3', 'T-4', 'T-5', 'T-6', T7 and T8" hereinafter). During the year ended March 31, 2020, the following schemes were in operation:

Particulars	DBCL – ESOS 2008	DBCL – ESOS 2010	DBCL – ESOS 2011
Number of options under the scheme	700,000	600,000	3,000,000
Number of options granted under the scheme	413,427	491,203	1,480,653
Vesting period (DBCL-ESOS 2008 and DBCL – ESOS 2010 has already vested.)	Options vest over the period of one year to five years from the date of grant as under:		
	Scheme	All schemes except ESOS 2011 (T-5, T7 and T8)	ESOS 2011 (T-5)
	1 st Year	20%	15%
	2 nd Year	20%	20%
	3 rd Year	20%	20%
	4 th Year	20%	20%
	5 th Year	20%	25%
Exercise period	Within three years from the date of vesting or listing, whichever is later	Within three years from the date of vesting	ESOS 2011 (T-1 to T-6) - Within three years from the date of vesting ESOS 2011 (T-7 and T-8) - Within 5 years from the date of vesting
Exercise price	50% discount to the average of first 30 days market price post listing	Discount up to a maximum of 30% to the market price on date of grant.	Discount to the market price on date of grant between 50.00% and 89.76%
Vesting conditions	Option vest on continued association with the Company and achievement of certain performance parameters		

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

Set out below is a summary of options granted under the plan:

Particulars	March 31, 2020		March 31, 2019	
	Average exercise price per share option (₹)	Number of options	Average exercise price per share option (₹)	Number of options
Opening balance	99.84	438,797	101.95	604,630
Granted during the year	15.00	213,983	-	-
Exercised during the year	99.04	43,190	108.23	83,405
Forfeited during the year	99.87	92,033	106.79	82,428
Closing balance	64.83	517,557	99.84	438,797
Vested and exercisable	99.92	193,649	99.64	191,132
Weighted average share price	₹ 151.98		₹ 221.37	
Weighted average remaining contractual life	3.73 years		3.02 years	
Range of exercise prices	₹ 15- ₹ 168		₹ 95- ₹ 168	

Fair value of option granted:

The fair value at grant date is determined using the Black Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The model inputs for options granted on November 9, 2019 and January 23, 2020 included:

Date of Grant	November 9, 2019	January 23, 2020
Date of Vesting	November 9, 2020	January 23, 2021
Market Price (₹)	146.55	142.95
Expected Life (In Years)	3.50	3.50
Volatility (%)	25.78	25.34
Risk-free Rate (%)	5.92	6.15
Exercise Price (₹)	15.00	15.00
Dividend yield (%)	11.26	11.54
Fair Value per vest (₹)	86.62	83.35
Vest Percent (%) on date of vesting	100.00	100.00
Options Fair Value (₹)	86.62	83.35

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.



Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

41. Details of dues to Micro and Small Enterprises as per Micro, Small and Medium Enterprises Development Act, 2006

Particulars	(₹ in million)	
	As at March 31, 2020	As at March 31, 2019
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	30.26	8.65
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	1.48	1.48
Principal amounts paid to suppliers registered under the MSMED Act beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act to suppliers registered under the MSMED Act beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act to suppliers registered under the MSMED Act beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

The above information regarding Small and Medium Enterprises given in Note 18 - Trade Payables has been determined to the extent such parties have been identified on the basis of information available with the Company.

42. Expenditure on corporate social responsibility

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
(a) Gross amount required to be spent by the Company during the year	96.84	100.74
(b) Amount spent during the year:		
– Protection of National heritage	0.85	1.46
– Promoting education, including special education and employment enhancing vocation skills	135.17	61.06
– Ensuring environment sustainability, ecological balance, animal welfare, donation to Army welfare Fund	11.43	6.39
– Eradicating hunger, poverty and malnutrition, promoting preventive health care	17.61	4.41
Above amounts are fully paid during the year		
Total	165.06	73.32

43 Fair value measurements

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

(₹ in million)

Financial assets and liabilities measured at fair value - recurring fair value measurements	Notes	Level 1	Level 2	Level 3	Total
At March 31, 2020					
Financial investments at FVTOCI					
- Quoted equity shares	7	-	-	-	-
- Unquoted equity shares	7	-	-	181.50	181.50
Total financial assets		-	-	181.50	181.50

(₹ in million)

Financial assets and liabilities measured at fair value - recurring fair value measurements	Notes	Level 1	Level 2	Level 3	Total
At March 31, 2020					
Financial investments at FVTPL					
Investment in preference shares of subsidiary	7	-	-	68.10	68.10
Investment in debentures and warrants	7	-	-	-	-
Total financial assets		-	-	68.10	68.10

(₹ in million)

Assets and liabilities measured at amortised cost for which fair values are disclosed	Notes	Level 1	Level 2	Level 3	Total
At March 31, 2020					
Financial assets*					
Non-Current Loans	8	-	-	300.00	300.00
Other Non-Current financial assets	9	-	-	361.43	361.43
Total Non-current financial assets		-	-	661.43	661.43
Financial liabilities*					
Lease Liabilities	4(b)	-	-	1,476.13	1,476.13
Other Non-Current financial liabilities	19	-	-	604.01	604.01
Total Non-current financial liabilities		-	-	2,080.14	2,080.14

* Fair values for current financial assets and financial liabilities have not been disclosed because their carrying amounts are a reasonable approximation of their fair values.

(₹ in million)

Financial assets and liabilities measured at fair value - recurring fair value measurements	Notes	Level 1	Level 2	Level 3	Total
At March 31, 2019					
Financial investments at FVTOCI					
- Quoted equity shares	7	-	-	-	-
- Unquoted equity shares	7	-	-	365.85	365.85
Total financial assets		-	-	365.85	365.85



Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

					(₹ in million)
Financial assets and liabilities measured at fair value - recurring fair value measurements	Notes	Level 1	Level 2	Level 3	Total
At March 31, 2019					
Financial investments at FVTPL					
Investment in preference shares of subsidiary	7	-	-	68.10	68.10
Investment in debentures and warrants	7	-	-	-	-
Total financial assets		-	-	68.10	68.10

					(₹ in million)
Assets and liabilities measured at amortised cost for which fair values are disclosed	Notes	Level 1	Level 2	Level 3	Total
At March 31, 2019					
Financial assets*					
Other Non-Current financial assets	9	-	-	374.53	374.53
Total Non-current financial assets		-	-	374.53	374.53
Financial liabilities*					
Other Non-Current financial liabilities	19	-	-	570.38	570.38
Total Non-current financial liabilities		-	-	570.38	570.38

* Fair values for current financial assets and financial liabilities have not been disclosed because their carrying amounts are a reasonable approximation of their fair values.

There are no transfers between any levels during the year. The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

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. The following methods and assumptions were used to estimate the fair values:

- The Company has used prices from prior transactions / third-party pricing information with relevant adjustment for the valuation of unquoted equity shares. Hence the quantitative information about the significant unobservable inputs have not been disclosed.
- The Company enters into derivative financial instruments majorly foreign exchange forward contracts with the banks. These foreign exchange forward contracts are valued using valuation techniques, which employs the use of market observable inputs.

The finance department of the Company includes a team that carries out the valuation of financial assets and liabilities required for financial reporting purposes.

(ii) Financial risk management objectives and policies

The Company's principal financial liabilities, other than derivatives, 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 loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company also holds quoted and unquoted investments.

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

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes can be undertaken. The senior management reviews and agrees policies for managing each of these risks, which are summarised below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include deposits, investments, derivative financial instruments and borrowings.

The sensitivity analysis has been prepared on the basis that the proportion of financial instruments in foreign currencies is all constant as at March 31, 2020.

The analysis excludes the impact of movements in market variables on: the carrying values of gratuity and non-financial assets and liabilities.

The following assumptions have been made in calculating the sensitivity analysis:

- The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial liabilities held at March 31, 2020 and March 31, 2019.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The company's exposure to the risk of changes in market interest rates relates primarily to the Foreign Currency Non-Resident Borrowings with floating interest rates.

Foreign currency sensitivity

The Company procures newsprint from the international markets after considering the prevailing prices in the domestic and international markets. The Company uses foreign exchange forward contracts to manage some of its transaction exposures. These foreign exchange forward contracts are not designated as cash flow hedges and are entered into for the periods consistent with the foreign currency exposure of the underlying transactions, generally from one to six months.

Particulars of derivative contracts outstanding as at the balance sheet date:

Nature of derivative contract	Nature of underlying exposures	Purpose	(In million)			
			March 31, 2020		March 31, 2019	
			\$	₹	\$	₹
Foreign exchange forward contracts	Buyers credit from banks	Purchase of newsprint	0.50	37.83	1.03	71.48
	Trade payables		0.50	37.83	2.24	155.12

As at balance sheet date, the Company's foreign currency exposure payable / (receivable) that is not hedged is;

Currency	(In million)			
	March 31, 2020		March 31, 2019	
	Amount in foreign currency	Amount in Indian currency ₹	Amount in foreign currency	Amount in Indian currency ₹
USD	16.94	1,282.03	11.84	818.87
EUR	1.69	139.66	0.00	0.04



Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

The following tables demonstrate the sensitivity to a reasonably possible change in foreign exchange rates, with all other variables held constant.

Particulars	Change in	Effect on profit before tax
	Foreign exchange rates	₹ in Million
March 31, 2020	5%	(71.08)
	(5%)	71.08
March 31, 2019	5%	(40.95)
	(5%)	40.95

The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives. The Company's exposure to foreign currency changes for all other currencies is not material.

Commodity price risk

The Company is affected by the price volatility of certain commodities. Its operating activities require the on-going printing of newspapers and magazines and therefore require a continuous supply of newsprint. The Company's Board of Directors has developed and enacted a risk management strategy regarding commodity price risk and its mitigation. Based on a 12-month forecast of the required newsprint supply, the Company hedges the purchase price by entering 6 to 12 months supply contract with vendors.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contract obligation.

Credit risk arises from cash and cash equivalents, contractual cash flows of debt instruments, favorable derivative financial instruments and deposit with banks and financial institutions, as well as credit exposures to customers including outstanding receivables.

Credit risk is managed on an entity level basis.

The Company assesses the credit quality of the customer, taking into account its financial position, past experience and other factors.

The Company periodically monitors the recoverability and credit risks of its other financial assets including security deposits and other receivables. The Company evaluates 12 month expected credit losses of all the financial assets for which credit risk has not increased. In case credit risk has increased significantly, the Company considers life time expected credit losses for the purpose of impairment provisioning.

The Company has used a practical expedient by computing the life time expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days for which the receivables are due and the expected loss rates as given in the provision matrix.

Following is the movement in Provision for Expected Credit Loss on Trade Receivables:

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Loss allowance at the beginning of the year	613.46	514.88
Changes in allowance during the year	98.03	98.58
Loss allowance as at the end of the year	711.49	613.46

Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of buyer's credit and bank loans. All of the Company's debt will mature in less than one year at March 31, 2020 based on the carrying value of borrowings reflected in the financial statements. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2020:

(₹ in million)				
Particulars	0 to 1 year	1 to 5 years	More than 5 years	Total
Borrowings	1,681.63	-	-	1,681.63
Trade payables	2,766.82	-	-	2,766.82
Lease Liabilities	288.93	956.79	519.34	1,765.06
Other financial liabilities	104.83	-	604.01	708.84
Total	4,442.21	956.79	1,123.35	6,922.35

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2019:

(₹ in million)				
Particulars	0 to 1 year	1 to 5 years	More than 5 years	Total
Borrowings	508.15	-	-	508.15
Trade payables	2,956.25	-	-	2,956.25
Other financial liabilities	97.33	0.44	569.94	667.71
Total	3,561.73	0.44	569.94	4,132.11

Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total equity. The Company includes within net debt, interest bearing loans and borrowings, lease liabilities less cash and cash equivalents, as calculated below.



Notes

to the Standalone Financial Statements as at and for the year ended March 31, 2020

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Borrowings	1,681.63	508.15
Lease Liabilities	1,765.06	-
Less: Cash and cash equivalents	1,338.66	1,317.23
Net debt	2,108.03	(809.08)
Total Equity	16,833.61	18,319.68
Net debt to equity ratio	12.52%	(4.42)%

Net debt to equity ratio for the current year increased following the adoption of Ind AS 116. Both net debt and gross assets increased following the recognition of right-of-use asset and lease liabilities on April 1, 2019. Refer note 34 for further information.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current year.

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2020 and March 31, 2019.

44. Since the segment information as per Ind AS 108-Operating Segments, is provided on the basis of consolidated financial statements, the same is not provided separately for the Standalone Financial Statements.
45. Previous year's figures have been regrouped / reclassified wherever necessary to conform to current year's classifications.

For **Price Waterhouse Chartered Accountants LLP**

Firm registration number:
FRN012754N/N500016

Jeetendra Mirchandani
Partner
Membership No. 48125

Place: Pune
Date: June 23, 2020

For **Gupta Mittal & Co.**

Chartered Accountants
Firm registration number:
FRN009973C

Shilpa Gupta
Partner
Membership No. 403763

Place: Bhopal
Date: June 23, 2020

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN : 00051407
Place: Bhopal
Date: June 23, 2020

P. G. Mishra
Chief Financial Officer

Place: Bhopal
Date: June 23, 2020

Pawan Agarwal
Deputy Managing Director
DIN : 00465092
Place: Bhopal
Date: June 23, 2020

Anita Gokhale
Company Secretary

Place: Mumbai
Date: June 23, 2020

Independent Auditor's Report

To the Members of D. B. Corp Limited

Report on the audit of the consolidated financial statements

Opinion

- We have audited the accompanying consolidated financial statements of D. B. Corp Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2020, and the consolidated Statement of Profit and Loss (including other comprehensive loss), the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the consolidated financial statements").
- In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2020, of consolidated total comprehensive income (comprising of profit and other comprehensive loss), consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for opinion

- We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section

143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter

- We draw your attention to Note 36 to the consolidated financial statements, which explains the uncertainties and the management's assessment of the financial impact due to the lock-downs and other restrictions and conditions related to the COVID-19 pandemic situation, for which a definitive assessment of the impact in the subsequent period is highly dependent upon circumstances as they evolve. Our opinion is not modified in respect of this matter.

Key audit matters

- Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter

Assessment of carrying value of Investment Properties (including advances for properties) (Refer Notes 2.5, 2.6, 5 and 10 to the consolidated financial statements)

The consolidated financial statements of the Company include investment properties of ₹ 887.36 million and advance for properties of ₹ 713.92 million as at March 31, 2020.

How our audit addressed the key audit matter

We performed the following procedures, amongst others:

- Tested the design and operating effectiveness of key controls relating to assessment of appropriateness of the carrying values of investment properties and advances for properties under construction.
- Evaluated management's procedures for identification of triggers for impairment to the carrying values of investment properties and assessment of recoverability of the advances against properties.
- Evaluated the competency and capabilities of the external property valuers engaged by the Holding Company.



Key audit matter

Management tests these assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Property valuations are carried out by third party valuers engaged by the Holding Company, for the selected properties (including properties under construction) is dependent on the valuation methodology adopted, inputs into the valuation model and factors such as prevailing market conditions, the individual nature, condition and location of each property.

We focused on this matter because of the significant balance of investment property in the Balance Sheet and inherently subjective nature of investment property valuations due to the use of assumptions in the valuation methodology.

How our audit addressed the key audit matter

- Assessed on test check, the reasonableness of the valuation of properties as per the reports of the external valuers, by comparing the rates of similar property in the vicinity area from independent property web portals and/ or government notified circle rates.
- Verified on test check the underlying property documents and other records for determination of the Company's right over the properties.
- Also verified, the physical existence and progress of the constructions for the samples selected.
- Evaluated the Holding Company's policy for making provisions for doubtful advances against properties and examined workings for provision made towards such advances.
- Checked mathematical accuracy of the company's computations of impairment charge, wherever impairment was identified.
- Tested adequacy of disclosures made in the consolidated financial statements.

Based on the above procedures performed, we did not come across any material exceptions in the management's assessment of the carrying values of the investment properties (including advances against properties).

Other information

6. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

Responsibilities of management and those charged with governance for the consolidated financial statements

7. The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows, and changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

8. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group 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 Group or to cease operations, or has no realistic alternative but to do so.
9. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's responsibilities for the audit of the consolidated financial statements

10. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
11. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to consolidated 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 ability of the Group 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 consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.
12. We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. 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.

14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

15. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - The consolidated Balance Sheet, the consolidated Statement of Profit and Loss (including other comprehensive loss), the consolidated Statement of Changes in Equity and consolidated Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - On the basis of the written representations received from the directors of the Holding Company and the directors of Subsidiaries as on March 31, 2020 taken on record by the Board of Directors of the respective Companies, none of the directors of the Group companies, is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

- With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- 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:
 - The consolidated financial statement disclose the impact, if any of pending litigations on the consolidated financial position of the Group – Refer Note 37 to the consolidated financial statements;
 - The Group has long-term contracts as at March 31, 2020 for which there were no material foreseeable losses. The Company did not have any long-term derivative contracts as at March 31, 2020.
 - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies.
 - The reporting on disclosures relating to Specified Bank Notes is not applicable to the Group for the year ended March 31, 2020.

16. The Group has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For **Price Waterhouse
Chartered Accountants LLP**
Firm Registration Number:
012754N/N500016

For **Gupta Mittal & Co.**
Chartered Accountants
Firm Registration Number:
FRN009973C

Jeetendra Mirchandani
Partner
Membership Number:
48125

Shilpa Gupta
Partner
Membership Number:
403763

Pune
June 23, 2020
UDIN: 20048125AAAAEN8863

Bhopal
June 23, 2020
UDIN:20403763AAAABJ2500

Annexure A to Independent Auditor's Report

Referred to in paragraph 15(f) of the Independent Auditor's Report of even date to the members of D. B. Corp Limited on the consolidated financial statements as of and for the year ended March 31, 2020

Report on the internal financial controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2020, we have audited the internal financial controls with reference to consolidated financial statements of D. B. Corp Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies, as of that date.

Management's responsibility for internal financial controls

2. The respective Board of Directors of the Holding Company and its subsidiary companies, to whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to financial statements is applicable, are responsible for establishing and maintaining internal financial controls based on "internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting 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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's responsibility

3. Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal

financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system with reference to consolidated financial statements.

Meaning of internal financial controls with reference to consolidated financial statements

6. A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements 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 consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable



assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent limitations of internal financial controls with reference to consolidated financial statements

7. Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Holding Company and its subsidiary companies have, in all material respects, an adequate internal financial controls system with reference to

financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. Also refer paragraph 4 of the main audit report.

For **Price Waterhouse
Chartered Accountants LLP**
Firm Registration Number:
012754N/N500016

Jeetendra Mirchandani
Partner
Membership Number:
48125

Pune
June 23, 2020
UDIN: 20048125AAAAEN8863

For **Gupta Mittal & Co.**
Chartered Accountants
Firm Registration Number:
FRN009973C

Shilpa Gupta
Partner
Membership Number:
403763

Bhopal
June 23, 2020
UDIN:20403763AAAABJ2500

Consolidated Balance Sheet

as at March 31, 2020

	Notes	As at March 31, 2020	(₹ in million) As at March 31, 2019
ASSETS			
Non-current assets			
Property, plant and equipment	4 (a)	6,293.08	8,060.03
Capital work-in-progress	4 (a)	8.74	11.57
Right-of-use assets	4 (b)	4,152.11	-
Investment properties	5	853.60	803.67
Goodwill		19.13	19.13
Intangible assets	6	896.23	980.42
Financial assets			
Investments	7	181.50	365.85
Loans	8	300.00	-
Other financial assets	9	361.43	374.53
Non-current tax assets (Net)	21	51.48	14.00
Other non-current assets	10	696.90	1,880.15
		13,814.20	12,509.35
Current assets			
Inventories	11	2,529.00	2,495.54
Financial assets			
Trade receivables	12	6,306.29	6,369.34
Cash and cash equivalents	13	337.05	1,316.06
Bank balances other than cash equivalents	14	1,015.02	12.65
Loans	8	6.70	307.10
Other financial assets	9	5.97	3.10
Other current assets	10	844.39	928.80
		11,044.42	11,432.59
TOTAL		24,858.62	23,941.94
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	1,749.55	1,749.11
Other equity	16	15,034.65	16,520.23
Total equity attributable to equity holders of the parent		16,784.20	18,269.34
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities	4 (b)	1,476.13	-
Other financial liabilities	19	604.02	570.38
Long-term provisions	22	35.86	-
Deferred tax liabilities (Net)	21	320.04	720.97
		2,436.05	1,291.35
Current liabilities			
Financial liabilities			
Borrowings	17	1,681.63	508.14
Lease liabilities	4 (b)	288.93	-
Trade payables	18		
(a) Total outstanding dues of micro enterprises and small enterprises		30.26	8.65
(b) Total outstanding dues of creditors other than (a) above		2,737.42	2,948.16
Other financial liabilities	19	104.84	97.33
Contract liabilities	20	331.79	275.32
Liabilities for current tax (Net)	21	67.75	98.63
Provisions	22	226.60	189.50
Other current liabilities	23	169.15	255.52
		5,638.37	4,381.25
TOTAL		24,858.62	23,941.94
Summary of significant accounting policies	2		

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

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**

Firm registration number:
FRN012754N/N500016

Jeetendra Mirchandani
Partner
Membership No. 48125

Place : Pune
Date: June 23, 2020

For **Gupta Mittal & Co.**

Chartered Accountants
Firm registration number:
FRN009973C

Shilpa Gupta
Partner
Membership No. 403763

Place : Bhopal
Date: June 23, 2020

For and on behalf of the Board of Directors of

D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN : 00051407
Place: Bhopal
Date: June 23, 2020

P. G. Mishra
Chief Financial Officer
Place : Bhopal
Date: June 23, 2020

Pawan Agarwal
Deputy Managing Director
DIN : 00465092
Place: Bhopal
Date: June 23, 2020

Anita Gokhale
Company Secretary
Place : Mumbai
Date: June 23, 2020



Consolidated Statement of Profit and Loss

for the year ended March 31, 2020

(₹ in million)

	Notes	Year ended March 31, 2020	Year ended March 31, 2019
Income			
Revenue from operations	24	22,238.27	24,627.01
Other income	25	124.79	166.48
Total income		22,363.06	24,793.49
Expenses			
Cost of material consumed	26	7,662.38	9,226.90
Decrease in inventories of finished goods	27	1.78	9.43
Employee benefit expenses	28	4,181.18	4,350.65
Depreciation and amortisation expenses	29	1,207.16	986.28
Finance costs	30	251.06	85.04
Other expenses	31	5,577.87	5,997.78
Total expenses		18,881.43	20,656.08
Profit before tax		3,481.63	4,137.41
Income tax expenses			
Current income tax	21	940.13	1,484.00
Deferred tax	21	(208.26)	(85.00)
Total income tax expense		731.87	1,399.00
Profit for the year		2,749.76	2,738.41
Attributable to:			
Equity holders of the parent		2,749.76	2,738.41
Other comprehensive income / (loss)			
Items that will not to be reclassified to profit or loss:			
Remeasurement (loss) / gain on defined benefit plans		(60.17)	7.64
Income tax effect		13.81	(2.67)
		(46.36)	4.97
Net (loss) / gain on fair value through other comprehensive income ('FVTOCI') equity instruments		(184.35)	8.91
Income tax effect		43.60	1.15
		(140.75)	10.06
Other comprehensive (loss) / income for the year, net of tax		(187.11)	15.03
Total comprehensive income for the year		2,562.65	2,753.44
Attributable to:			
Equity holders of the parent		2,562.65	2,753.44
Non-controlling interest		-	-
Earnings per equity share ('EPS') [nominal value of share ₹ 10 (March 31, 2019: ₹ 10)]	32		
Basic EPS		15.72	15.32
Diluted EPS		15.70	15.31
Summary of significant accounting policies	2		

The above Consolidated Statement of Profit and Loss should be read in conjunction with the accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**

Firm registration number:
FRN012754N/N500016

Jeetendra Mirchandani
Partner
Membership No. 48125

Place : Pune
Date: June 23, 2020

For **Gupta Mittal & Co.**
Chartered Accountants
Firm registration number:
FRN009973C

Shilpa Gupta
Partner
Membership No. 403763

Place : Bhopal
Date: June 23, 2020

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN : 00051407
Place: Bhopal
Date: June 23, 2020

P. G. Mishra
Chief Financial Officer
Place : Bhopal
Date: June 23, 2020

Pawan Agarwal
Deputy Managing Director
DIN : 00465092
Place: Bhopal
Date: June 23, 2020

Anita Gokhale
Company Secretary
Place : Mumbai
Date: June 23, 2020

Consolidated Statement of Change in Equity

for the year ended March 31, 2020

A. Equity share capital (Refer Note 15)

Particulars	(₹ in million)	
	Amount	
Balance as at April 01, 2018	1,840.28	
Changes in equity share capital	(91.17)	
Balance as at March 31, 2019	1,749.11	
Changes in equity share capital	0.44	
Balance as at March 31, 2020	1,749.55	

B. Other equity (Refer Note 16)

Particulars	Reserve and surplus					Other reserves FVOCI - Equity Instruments	Total equity
	Capital redemption reserve	Securities premium	Share option outstanding	General reserve	Retained earnings		
Balance as at April 01, 2018	0.01	2,553.20	89.99	1,535.53	13,220.44	51.45	17,450.62
Profit for the year	-	-	-	-	2,738.41	-	2,738.41
Other comprehensive income	-	-	-	-	4.97	10.06	15.03
Total comprehensive income for the year	-	-	-	-	2,743.38	10.06	2,753.44
Equity shares issued during the year	-	24.69	(16.50)	-	-	-	8.19
Transfer to General Reserve	-	-	-	300.00	(300.00)	-	-
Transferred to Capital Redemption Reserve	92.00	-	-	(92.00)	-	-	-
Adjusted against premium on Buy Back of Shares	-	(2,563.76)	-	(472.24)	-	-	(3,036.00)
Expenses relating to Buy Back of equity shares	-	-	-	(28.78)	-	-	(28.78)
Final Equity Dividend for the year ended March 31, 2018	-	-	-	-	(174.87)	-	(174.87)
Interim dividend for the year ended March 31, 2019	-	-	-	-	(349.80)	-	(349.80)
Dividend distribution tax on final and interim dividend	-	-	-	-	(107.85)	-	(107.85)
Employee compensation cost (Net of forfeiture / lapse)	-	-	5.28	-	-	-	5.28
Balance as at March 31, 2019 (as originally presented)	92.01	14.13	78.77	1,242.51	15,031.30	61.51	16,520.23
Change in accounting policy (Refer Note 34)	-	-	-	-	(251.85)	-	(251.85)
Restated balance as at April 01, 2019	92.01	14.13	78.77	1,242.51	14,779.45	61.51	16,268.38
Profit for the year	-	-	-	-	2,749.76	-	2,749.76
Other comprehensive loss	-	-	-	-	(46.36)	(140.75)	(187.11)
Total comprehensive income / (loss) for the year	-	-	-	-	2,703.40	(140.75)	2,562.65
Equity shares issued during the year	-	12.60	(8.76)	-	-	-	3.84
Interim dividend for the year ended March 31, 2020	-	-	-	-	(3,148.85)	-	(3,148.85)
Dividend distribution tax on interim dividend	-	-	-	-	(647.25)	-	(647.25)
Employee compensation cost (Net of forfeiture / lapse)	-	-	(4.12)	-	-	-	(4.12)
Balance as at March 31, 2020	92.01	26.73	65.89	1,242.51	13,686.75	(79.24)	15,034.65
Summary of significant accounting policies	2						

The above Consolidated Statement of Change in Equity should be read in conjunction with the accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**

Firm registration number:
FRN012754N/N500016

Jeetendra Mirchandani
Partner
Membership No. 48125

Place : Pune
Date: June 23, 2020

For **Gupta Mittal & Co.**
Chartered Accountants
Firm registration number:
FRN009973C

Shilpa Gupta
Partner
Membership No. 403763

Place : Bhopal
Date: June 23, 2020

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN : 00051407
Place: Bhopal
Date: June 23, 2020

P. G. Mishra
Chief Financial Officer
Place : Bhopal
Date: June 23, 2020

Pawan Agarwal
Deputy Managing Director
DIN : 00465092
Place: Bhopal
Date: June 23, 2020

Anita Gokhale
Company Secretary
Place : Mumbai
Date: June 23, 2020



Consolidated Statement of Cash Flows

for the year ended March 31, 2020

(₹ in million)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
A. Cash flow from operating activities		
Profit before tax	3,481.63	4,137.41
Adjustments to reconcile profit before tax to net cash flows		
Loss on disposal of Property, Plant and Equipment (net)	6.60	9.60
Loss on sale of investment properties	18.94	7.83
Finance costs	251.06	85.04
Interest income	(68.29)	(137.18)
Liabilities no longer required written back	(24.22)	(0.46)
Depreciation and amortisation expense	1,207.16	986.28
Employee share based payment expense	(4.12)	5.28
Provision for doubtful advances	13.30	37.20
Bad debts written off	4.83	2.22
Allowance for trade receivables	264.47	180.19
Net foreign exchange differences	104.33	(1.41)
Operating profit before working capital changes	5,255.69	5,312.00
Changes in working capital		
Increase in inventories	(33.46)	(896.16)
Increase in trade receivables	(206.25)	(1,017.83)
(Increase)/ Decrease in other financial assets	(0.34)	0.36
Decrease in other assets	(191.44)	(23.89)
Increase in other financial liabilities	36.07	47.54
(Decrease)/ Increase in trade payables	(201.10)	375.24
Increase in contract liabilities	56.47	5.62
(Decrease)/ Increase in other liabilities	(86.37)	20.95
Increase in employee benefit obligations	12.79	4.59
(Decrease)/ Increase in derivatives not designated as hedges	(2.54)	2.91
Cash generated from operations	4,639.52	3,831.33
Direct taxes paid (net of refund)	(1,008.50)	(1,477.15)
Net cash flow from operating activities (A)	3,631.02	2,354.18
B. Cash flow from investing activities		
Payment for Property, Plant and Equipment and Intangible Assets (including capital work-in-progress and capital advances)	(458.61)	(656.85)
Payment for Right-of-use assets (upfront payment for future rentals)	(285.67)	-
Proceeds from sale of Property, Plant and Equipment [Refer Note 33 (b)]	49.03	16.26
Proceeds from sale of investment properties	106.82	62.07
Purchase of investments	-	(1.00)
Fixed deposits with maturity period more than three months (placed) / matured (Net)	(1,001.98)	230.76
Interest received	48.77	142.37
Net cash flow used in investing activities (B)	(1,541.64)	(206.39)

Consolidated Statement of Cash Flows

for the year ended March 31, 2020

(₹ in million)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
C. Cash flow from financing activities		
Buy back of Equity Shares including premium and transaction cost	-	(3,156.80)
Short-term borrowings repaid	(1,043.08)	(1,099.01)
Short-term borrowings taken	2,148.41	1,151.14
Dividend paid	(3,148.46)	(524.34)
Dividend distribution tax	(647.25)	(107.85)
Repayment of Lease Liabilities	(138.38)	-
Interest paid	(243.91)	(83.41)
Proceeds from issue of shares under ESOS	4.28	9.03
Net cash flow used in financing activities (C)	(3,068.39)	(3,811.24)
Net decrease in cash and cash equivalents (A) + (B) + (C)	(979.01)	(1,663.45)
Cash and cash equivalents at the beginning of the year	1,316.06	2,979.51
Cash and cash equivalents at the end of the year	337.05	1,316.06
Net decrease in cash and cash equivalents	(979.01)	(1,663.45)
Non-cash investing activities		
Purchase of investment properties under barter transaction	228.66	148.73
Acquisition of Right-of-use assets	38.54	-

For details of components of cash and cash equivalents, Refer Note 13.

Summary of significant accounting policies

2

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number:
FRN012754N/N500016

Jeetendra Mirchandani
Partner
Membership No. 48125

Place : Pune
Date : June 23, 2020

For **Gupta Mittal & Co.**
Chartered Accountants
Firm registration number:
FRN009973C

Shilpa Gupta
Partner
Membership No. 403763

Place : Bhopal
Date : June 23, 2020

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal
Managing Director
DIN : 00051407
Place: Bhopal
Date: June 23, 2020

P. G. Mishra
Chief Financial Officer
Place : Bhopal
Date: June 23, 2020

Pawan Agarwal
Deputy Managing Director
DIN : 00465092
Place: Bhopal
Date: June 23, 2020

Anita Gokhale
Company Secretary
Place : Mumbai
Date: June 23, 2020



Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2020

1. Nature of operations

D. B. Corp Limited (the 'Company') and its subsidiaries (together hereinafter referred to as the 'Group') is in the business of publishing newspapers, radio broadcasting, providing integrated internet and mobile interactive services and event management. The Company is a public limited company domiciled in India and was incorporated under the provisions of the Companies Act, 1956. The major brands in publishing business are 'Dainik Bhaskar' (Hindi daily), 'Divya Bhaskar' and 'Saurashtra Samachar' (Gujarati dailies), 'Divya Marathi' (Marathi daily), and monthly magazines such as 'Aha

Zindagi', 'Bal Bhaskar', etc. Presently, the Company's radio station is on air in 30 cities under the brand name 'My FM'. The frequency allotted to the Company's radio station is 94.3. Internet business includes the websites of dainikbhaskar.com, divyabhaskar.com, dailybhaskar.com, divyamarathi.com, and homeonline.com.

The Group derives its revenue mainly from the sale of its publications and advertisements published in the publications, aired on radio, displayed on websites and portal and mobile interactive services.

The subsidiaries considered in the preparation of the Consolidated Financial Statements ('CFS') and shareholdings of the Company in these companies are as follows:

Name of subsidiary companies	Country of incorporation	Principal activity	Percentage of ownership interest as at	
			March 31, 2020	March 31, 2019
DB Infomedia Private Limited	India	Event Management	100	100
I Media Corp Limited *	India	Event Management	100	100

* I Media Corp Limited ('IMCL') is a wholly owned subsidiary of DB Infomedia Private Limited.

2. Significant accounting policies

2.1. Basis of accounting and preparation

The CFS comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the 'Act') [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The Group's CFS have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 under the provision of the Companies Act, 2013 (the 'Act') and subsequent amendments thereof.

The CFS are prepared on a going concern basis, these are presented in INR and all values are rounded to the nearest million ₹(000,000) except when otherwise indicated. The CFS have been prepared under the historical cost basis except for derivative financial instruments and certain other financial assets and liabilities that have been measured at fair value.

All the companies in the Group follow uniform accounting policies for like transactions and other events in similar circumstances. The financial statements of all entities used for the purpose of consolidation are drawn up to the same reporting date as that of the parent company, i.e., year ended on March 31.

New and amended standards adopted by the Group

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing April 1, 2019:

- Ind AS 116, Leases
- Long-term Interests in Associates and Joint Ventures — Amendments to Ind AS 28, Investments in Associates and Joint Ventures
- Uncertainty over Income Tax Treatments — Appendix C to Ind AS 12, Income Taxes
- Plan Amendment, Curtailment or Settlement — Amendments to Ind AS 19, Employee Benefits
- Amendment to Ind AS 103, Business Combinations and Ind AS iii, Joint Arrangements
- Amendment to Ind AS 12, Income Taxes
- Amendment to Ind AS 23, Borrowing costs

The Group had to change its accounting policies as a result of adopting Ind AS 116. This is disclosed in note 34. The other amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

Current versus non-current classification

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

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

All other assets are classified as non-current.

A liability is current when:

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

The Group classifies all other liabilities as non-current.

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

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

2.2. Basis of consolidation and consolidation procedures:

The CFS comprises the financial statements of the Company and its subsidiaries. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power to direct the relevant activities over the investee. Specifically, the Group controls an investee if and only if the Group has:

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

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the CFS from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidation procedures:

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

2.3. Property, plant and equipment

Freehold land is carried at historical cost. All other items of Property, plant and equipment is stated at cost, less accumulated depreciation and accumulated impairment losses, if any. Historical costs include expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Costs of construction that relate directly to the specific asset and cost that are attributable to the construction activity in general and can be allocated to the specific assets are capitalised. Income earned during the construction period and income from trial runs is deducted from such expenditure pending allocation.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or



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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 consolidated statement of profit and loss when the asset is derecognised.

In respect of its interests in jointly controlled assets, the Group recognises its share of the jointly controlled assets in its financial statements, classifying the jointly controlled asset as per its nature.

2.4. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technical feasibility and other criteria set out in Ind AS 38 – 'Intangible assets' have been established, in which case such expenditure is capitalised.

Costs associated with maintaining software programmes are recognised as and when expenses are incurred.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of profit and loss when the asset is derecognised.

Goodwill

Goodwill is not amortised but tested for impairment in accordance with the accounting policy stated in para 2.7 below

2.5. Investment property

Investment properties held to earn rentals or for capital appreciation or both are stated in the balance sheet at

cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Any gain or loss on disposal of investment property is determined as the difference between net disposal proceeds and the carrying amount of the property and is recognized in the statement of profit and loss. Transfer to, or from, investment property is done at the carrying amount of the property

2.6. Depreciation and amortisation

The Group provides depreciation on property, plant and equipment, investment properties using the straight line method at the rates computed based on the estimated useful lives of the assets as estimated by the management which are equal to the corresponding rates prescribed in Schedule II to the Act. Further, Group provides amortisation of intangible asset using the straight line method at the rates computed based on the estimated useful lives of the assets as estimated by the management.

The Group has used the following lives to provide depreciation and amortisation:

Category	Useful lives (in years)
Investment Properties - Building	60
Factory buildings	30 to 60
Office and residential buildings	60
Plant and machineries	15
Office equipments	5
Vehicles	8
Furniture and fixtures	10
Electric Fittings, Fans and Coolers	10
Computers and servers	3 and 6
One time license fees for radio stations	Over the license period i.e. 15 years
Computer software including ERP	6

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

2.7. Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset/cash generating unit is estimated in order to determine

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the extent of the impairment loss (if any). Recoverable amount is the higher of fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separate identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generated units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Goodwill that has an indefinite useful life is not subject to amortisation and is tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired.

Provision for advance against the properties is made considering the delay in the receipt of the properties, progress of the construction work and fair value of the properties. The impairment loss is assessed at each reporting period including all assumptions.

2.8. Leases

Till March 31, 2019:

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Where the Group is the lessee

Leases of property, plant and equipment where the Group, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

As a Lessee, lease in which significant portion of risks and rewards of ownership are not transferred to the Group are classified as operating lease. Payments made under operating leases are charged to Statement

of Profit and Loss on a straight-line basis over the lease term unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Where the Group is the lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease unless the payments are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

With effective from April 1, 2019:

As a lessee

From April 1, 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable, if any,
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using



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the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by Group, which does not have recent third party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Variable lease payments that depend on sales are recognised in profit or loss in the period in which the condition that triggers those payments occurs.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs, if any.

They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

As a lessor

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the balance sheet based on their nature. The Group did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.

2.9. Inventories

Inventories are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

Cost of raw material, stores and spares and gift/promotional products comprises of Cost of purchases and also includes all other costs incurred in bringing the inventories to their present location and condition. The cost of finished goods includes raw materials, direct labour, other direct costs and related production overheads.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sale.

2.10. Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, value

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added taxes, goods and service tax (GST) and amounts collected on behalf of third parties.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The Group has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

The specific recognition criteria described below must also be met before revenue is recognised.

Advertisement revenue

Revenue is recognised as and when advertisement is published in newspaper / aired on radio / displayed on website in accordance with the terms of the contract with customer.

Barter transactions

Revenue from barter transactions involving exchange of advertisements with non-monetary assets is measured at fair value of such non-monetary assets received.

The receivable relating to property barter agreements is grouped as advance for properties and included under the head 'Other assets'.

Sale of newspapers, magazines, wastage and scrap

Revenue is recognised when control of the goods has transferred, being when the goods are delivered.

Printing job charges

Revenue from printing job work is recognised on the completion of job work as per terms of the agreement with the customer.

Income from event management

Revenue from event management is recognized and when the event management services are rendered as per the terms of agreement.

2.11. Other Income

Interest

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by

considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

Dividend income

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.

Government Grants

Government grants are recognised at fair value where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an income, it is recognised in profit and loss on a systematic basis over the periods necessary to match them with the related costs, for which it is intended to compensate and presented within other income.

2.12. Foreign currency transactions

Functional and presentation currency

Items included in the CFS of the Group are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The CFS are presented in Indian rupee (₹), which is Group's functional and presentation currency.

Transactions and balances

Transactions in foreign currencies are translated to the functional currency of the Group at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate prevailing on that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rate are generally recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within Foreign exchange loss (net).

2.13. Employee benefits

i) Short term obligation

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group



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has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**ii) Other long-term employee benefit obligations
Compensated Absences**

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

iii) Post employment obligations

a) Defined contribution plans

A defined contribution plan is a post-employment plan under which an entity pays fixed contributions and will have no legal or constructive obligation to pay further amounts.

The Group contributes to Provident Fund, Employee's State Insurance Fund and Employees Deposit Linked Insurance scheme and has no further obligation beyond making its contribution. The Group's contributions to the above funds are charged to the Statement of Profit and Loss.

**b) Defined benefit plans
Gratuity**

The Group provide for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees. The Group makes contributions to a trust administered and

managed by insurance companies to fund the gratuity liabilities. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees' salary and the tenure of employment. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year.

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuary using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

2.14. Income taxes

Income tax expense comprises current and deferred tax. It is recognised in statement of profit or loss except

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to the extent that it relates items recognised directly in equity or in other comprehensive income ('OCI').

Current income tax

Current income tax liabilities are measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

The carrying amount of deferred tax assets are reviewed at the end of each reporting period and are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

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

2.15. Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of

a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the consolidated statement of profit and loss net of any reimbursement, if any.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.16. Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably.

Where there is a possible obligation or a present obligation and the likelihood of the outflow of the resources is remote, no provision or disclosure for contingent liability is required.

2.17. 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 capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. These exchange difference are presented in finance cost to the extent which the exchange loss does not exceed the difference between the cost of borrowing in functional currency when compared to the cost of borrowing in a foreign currency.



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2.18. Earnings per equity share ('EPS')

Basic 'EPS' amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted 'EPS' amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

2.19. Cash and cash equivalents

Cash and cash equivalent in the consolidated balance sheet and consolidated cash flow statement comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

2.20. Employee stock compensation cost

Share-based compensation benefits are provided to employees via the DB Corp Ltd Employee stock compensation Plan. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using Black and Scholes valuation model. The fair value of options granted is recognised as an employee benefit expenses with a corresponding increase in equity.

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the Group revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of revision to original estimates, if any, in the profit or loss, with a corresponding adjustment to equity.

2.21. Fair value measurement

The Group 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 orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

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

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

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

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

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

- Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2: Valuation techniques for which 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 recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial investments.

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

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2.22. Financial instruments

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

Financial assets

Initial recognition and measurement

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

- Debt instruments at amortised cost
- Derivatives and equity instruments at Fair Value Through Profit or Loss ('FVTPL')
- Equity instruments measured at FVTOCI

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost using the effective interest rate ('EIR') method if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest ('SPPI') on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate ('EIR') method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade receivables, deposits and loans.

Derivative financial instruments

The Group uses forward currency contracts, to hedge its foreign currency risks. Such forward currency

contracts are initially recognised at fair value on the date on which a forward currency contracts is entered into and as at balance sheet date any gains or losses arising from changes in the fair value of derivatives are taken directly to consolidated statement of profit and loss.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in OCI subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit or loss.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Derecognition:

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's consolidated balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss ('ECL') model for measurement and recognition of impairment loss on the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL at each reporting date, right from



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its initial recognition. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the consolidated statement of profit and loss. This amount is reflected under the head 'other expenses' in the consolidated statement of profit and loss.

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analysed.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or at amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another liability from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the

respective carrying amounts is recognised in the consolidated statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.23. Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

2.24. Segment reporting

The Chief Operational Decision Maker (CODM) monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Operating segments are reported in a manner consistent with the internal reporting provided to the CODM.

3 Significant accounting judgments, estimates and assumptions:

The preparation of the Group's CFS in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The areas involving critical estimates and judgements are:

- (i) Estimation of impairment of trade receivables (Refer Note 12)
- (ii) Estimation of impairment for Investment Properties and advance against properties (Refer Note 5 and 10 (b))

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4 (a) Property, plant and equipment

Particulars	(₹ in million)										
	Freehold land	Leasehold land	Buildings	Furniture and fixtures	Plant and machinery (Refer Note 1)	Office equipments	Vehicles	Electric Fittings, Fans and Coolers	Computers	Total	Capital work-in-progress
Gross carrying amount as at April 01, 2018	74.84	157.11	2,127.85	995.46	9,142.31	379.85	84.11	572.11	802.34	14,245.98	212.87
Additions during the year	-	60.16	56.70	75.78	308.49	33.10	8.84	29.33	44.05	616.45	415.14
Deletions during the year	-	-	7.08	9.84	43.38	6.17	0.36	3.41	7.78	78.02	616.44
Gross carrying amount as at March 31, 2019	74.84	217.27	2,177.47	971.40	9,407.42	406.78	92.59	598.03	838.61	14,784.41	11.57
Less: transfer to Right-of-use assets [Refer Note 4 (b)]	-	217.27	1,057.55	-	-	-	-	-	-	1,274.82	-
Gross carrying amount as at April 01, 2019	74.84	-	1,119.92	971.40	9,407.42	406.78	92.59	598.03	838.61	13,509.59	11.57
Additions during the year	120.00	-	53.76	22.37	44.40	21.18	5.18	2.87	16.06	285.82	282.99
Deletions during the year	-	-	16.14	3.99	109.69	4.09	1.81	4.57	8.34	148.63	285.82
Gross carrying amount as at March 31, 2020	194.84	-	1,157.54	989.78	9,342.13	423.87	95.96	596.33	846.33	13,646.78	8.74
Accumulated depreciation as at April 01, 2018	-	11.09	324.88	421.91	4,004.36	258.44	31.77	297.72	551.63	5,901.80	-
Depreciation for the year	-	3.00	51.41	76.07	567.49	34.86	8.79	54.08	79.31	875.01	-
Accumulated depreciation on disposals	-	-	1.02	5.52	30.18	5.41	0.34	2.77	7.19	52.43	-
Accumulated depreciation as at March 31, 2019	-	14.09	375.27	492.46	4,541.67	287.89	40.22	349.03	623.75	6,724.38	-
Less: transfer to Right-of-use assets [Refer Note 4 (b)]	-	14.09	99.86	-	-	-	-	-	-	113.95	-
Gross carrying amount as at April 01, 2019	-	-	275.41	492.46	4,541.67	287.89	40.22	349.03	623.75	6,610.43	-
Depreciation for the year	-	-	35.64	76.41	567.64	33.93	8.97	46.24	67.45	836.28	-
Accumulated depreciation on disposals	-	-	4.01	2.54	70.39	3.75	1.00	3.69	7.63	93.01	-
Accumulated depreciation as at March 31, 2020	-	-	307.04	566.33	5,038.92	318.07	48.19	391.58	683.57	7,353.70	-
Net carrying amount as at March 31, 2019	74.84	203.18	1,802.20	478.94	4,865.75	118.89	52.37	249.00	214.86	8,060.03	11.57
Net carrying amount as at March 31, 2020	194.84	-	850.50	423.45	4,303.21	105.80	47.77	204.75	162.76	6,293.08	8.74

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- Plant and machinery above includes common transmission infrastructure used in Radio business by the Group which are jointly controlled assets as at March 31, 2020:
Gross block - ₹ 183.36 million (March 31, 2019: ₹ 183.36 million)
Net block - ₹ 66.50 million (March 31, 2019: ₹ 74.89 million)
- For Assets pledged Refer Note 17 (a) and (b).
- Assets given on lease Refer Note 35 (b).
- Capital Commitments for acquisition of Property, Plant and Equipments Refer Note 38.
- Capital work-in-progress mainly comprises of plant and machinery of ₹ 4.62 millions (March 31, 2019: ₹ 1.28 millions).



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4 (b) Leases (Refer Note 34)

(i) Amount recognised in Balance Sheet

The Balance Sheet shows the following amounts relating to leases:

Right-of-use assets:

Particulars	(₹ in million)	
	March 31, 2020	April 01, 2019*
Land	548.30	203.18
Building	3,198.45	3,140.38
Plant and machinery	403.74	440.48
Vehicle	1.62	3.07
Total	4,152.11	3,787.11

Lease liabilities:

Particulars	(₹ in million)	
	March 31, 2020	April 01, 2019*
Current	288.93	290.28
Non-current	1,476.13	1,590.15
Total	1,765.06	1,880.43

* In the previous year, the Group only recognised lease assets and lease liabilities in relation to lease that were classified as 'finance leases' under Ind AS 17, Leases, These leased assets were presented in Property, Plant and Equipment. For adjustments recognised on adoption of Ind AS 116 on April 01, 2019, please refer to note 34.

Additions to the right-of-use assets during the current financial year were ₹ 639.22 million.

Net debt reconciliation

Particulars	(₹ in million)	
	March 31, 2020	
Lease liabilities as at March 31, 2019	-	
Recognised on adoption of Ind AS 116 (refer Note 34)	1,880.43	
Net Debts restated as at April 01, 2019	1,880.43	
Cash flows	(138.38)	
Acquisitions - Leases	38.54	
Disposal - Leases	(15.53)	
Interest expenses during the year	160.43	
Interest paid	(160.43)	
Lease liabilities as at March 31, 2020	1,765.06	

(ii) Amount recognised in the statement of Profit and Loss

The statement of profit or loss shows the following amounts relating to leases;

Depreciation charge of right of use assets:

Particulars	(₹ in million)	
	March 31, 2020	
Land	4.88	
Building	215.63	
Plant and machinery	36.74	
Vehicle	1.45	
Total	258.70	

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Finance cost and other expenses:

Particulars	(₹ in million)
	March 31, 2020
Interest expense (included in finance cost)	160.43
Expense relating to short-term leases (included in other expenses)	9.10
Expense relating to leases of low-value assets that are not shown (included in other expenses)	0.27
Expense relating to variable lease payments not included in lease liabilities (included in other expenses)	7.70
Total	177.50

The total cash outflow for leases for the year ended March 31, 2020 was ₹ 298.81 million (includes payment towards interest of ₹ 160.43 million and principal of ₹ 138.38 million). Additionally, the Group has cash outflow towards upfront payment for future rentals (Right-of-use assets) of ₹ 285.67 million.

Extension and termination options

Extension and termination options are included in number of Property, Plant and Equipment leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

5 Investment properties

Particulars	(₹ in million)		
	Land	Building	Total
Gross carrying amount as at April 01, 2018	28.24	584.00	612.24
Additions during the year	20.48	267.67	288.15
Deletion during the year	-	71.17	71.17
Gross carrying amount as at March 31, 2019	48.72	780.50	829.22
Additions during the year	0.03	188.80	188.83
Deletion during the year	-	130.69	130.69
Gross carrying amount as at March 31, 2020	48.75	838.61	887.36
Accumulated depreciation as at April 01, 2018	-	16.62	16.62
Depreciation for the year	-	10.19	10.19
Accumulated depreciation on disposals	-	1.26	1.26
Accumulated depreciation as at March 31, 2019	-	25.55	25.55
Depreciation for the year	-	13.14	13.14
Accumulated depreciation on disposals	-	4.93	4.93
Accumulated depreciation as at March 31, 2020	-	33.76	33.76
Net carrying amount as at March 31, 2019	48.72	754.95	803.67
Net carrying amount as at March 31, 2020	48.75	804.85	853.60

Information regarding income and expenditure of Investment property

There are no income and expenses in relation to investment properties except for depreciation mentioned in the above schedule.

The investment properties consist of commercial and residential properties, Based on the management's assessment of the nature, characteristics and risks of each property as at March 31, 2020 the fair value of the properties are ₹ 903.54 million (March 31, 2019: ₹ 855.96 millions).



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Estimation of fair value

The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Group consider information from a variety of sources including:

- current prices in an active market for properties of different nature or recent prices of similar properties in less active markets, adjusted to reflect those differences

The fair values of investment properties have been determined by independent valuers and / or managements internal assessment. All resulting fair value estimates for investment properties are included in level 3 fair value hierarchy.

Refer Note 38 for Contractual obligations to purchase, construct or develop investment property.

6 Intangible assets

Particulars	(₹ in million)		
	One time license fees	Computer software-including ERP	Total
Gross carrying amount as at April 01, 2018	1,567.91	254.69	1,822.60
Additions during the year	-	24.44	24.44
Deletion during the year	-	1.02	1.02
Gross carrying amount as at March 31, 2019	1,567.91	278.11	1,846.02
Additions during the year	-	14.85	14.85
Deletion during the year	-	-	-
Gross carrying amount as at March 31, 2020	1,567.91	292.96	1,860.87
Accumulated amortisation as at April 01, 2018	599.67	165.56	765.23
Amortisation for the year	77.71	23.38	101.09
Accumulated amortisation on disposals	-	0.72	0.72
Accumulated amortisation as at March 31, 2019	677.38	188.22	865.60
Amortisation for the year	77.67	21.37	99.04
Accumulated amortisation on disposals	-	-	-
Accumulated amortisation as at March 31, 2020	755.05	209.59	964.64
Net carrying amount as at March 31, 2019	890.53	89.89	980.42
Net carrying amount as at March 31, 2020	812.86	83.37	896.23

Remaining unamortised period of intangible assets is as follows:

Particulars	Remaining unamortised period (In years)
One time license fees	10 to 12
Computer software- including ERP	1 to 5

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7 Investments

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
A Non - current investments (fully paid) (Refer Note 43):		
Investment in equity shares at fair value through OCI		
(a) Quoted investment in equity shares:		
52,136 (March 31, 2019: 52,136) equity shares of ₹ 10 each of Everonn Education Limited	-	-
5,340,000 (March 31, 2019: 5,340,000) equity shares of ₹ 5 each of DMC Education Limited	-	-
665,863 (March 31, 2019: 665,863) equity shares of ₹ 10 each of Timbor Home Limited	-	-
(b) Unquoted investments in equity share:		
100,000 (March 31, 2019: 100,000) equity shares of ₹ 10 each of Dwarkas Gems Limited	-	-
375,000 (March 31, 2019: 375,000) equity shares of ₹ 10 each of Arvind Coirfoam Private Limited	-	-
325,000 (March 31, 2019: 325,000) equity shares of ₹ 10 each of Micro Secure Solution Limited	-	-
81,085 (March 31, 2019: 81,085) equity shares of ₹ 10 each of Naaptol Online Shopping Private Limited	162.13	346.48
486,825 (March 31, 2019: 486,825) equity shares of ₹ 10 each of Neesa Leisure Limited	-	-
140,000 (March 31, 2019: 140,000) equity shares of ₹ 10 each of Tropic Wellness Private Limited	-	-
1,100,917 (March 31, 2019: 1,100,917) equity shares of ₹ 1 each of Abbee Consumables and Peripherals Sshope Limited	-	-
2,434 (March 31, 2019: 2,434) equity shares of ₹ 10 each of Koochie Play Systems Private Limited	18.36	18.36
100 (March 31, 2019: 100) equity shares of ₹ 100 each of United News of India	0.01	0.01
10 (March 31, 2019: 10) equity shares of ₹ 100 each of Press Trust of India	0.00	0.00
100,100 (March 31, 2019: 100,100) equity shares of ₹ 10 each of Investment in Digital News Publishers Association	1.00	1.00
(c) Investment in debt instruments and warrants (at fair value through profit and loss):		
200,000 (March 31, 2019: 200,000), Zero % fully convertible debentures of ₹ 100 each of Cubit Computers Private Limited	-	-
700,935 (March 31, 2019: 700,935) convertible warrants of ₹ 53.50 of Edserv Softsystems Limited	-	-
1 (March 31, 2019: 1), Zero % fully convertible debenture of ₹ 8,500,000 each of Roxton (Italy) Clothing Private Limited	-	-
Total non - current investments	181.50	365.85
Aggregate cost of quoted investments	75.00	75.00
Aggregate market value of quoted investments	-	-
Aggregate cost of unquoted investments	316.91	316.91
Aggregate amount of impairment in value of investments	342.54	342.54



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8 Loans

(₹ in million)

Particulars	Non-current		Current	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Unsecured, considered good				
Inter-corporate loan (Refer Note 1 below)	300.00	-	-	300.00
Loan to employees (Refer Note 2 below)	-	-	6.70	7.10
	300.00	-	6.70	307.10

- 1) During the financial year 2017-18, the Group had given a loan of ₹ 300 million to a newsprint supplier agent of the Group at interest rate of 10% p.a. for working capital requirements and business needs of the borrower. The loan was repayable on or before March 31, 2020. During the current year, tenure of this loan has been extended with repayment on or before June 30, 2022.
- 2) The Group has given an interest free loan to its employees and is repayable within a period of 3 months to 6 months.

9 Other financial assets

(Unsecured considered goods unless stated otherwise)

(₹ in million)

Particulars	Non-current		Current	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Security deposit against lease of properties [Refer Note 33 (b)]	187.16	174.32	-	-
Deposit with government authorities and others	174.27	200.21	-	-
Interest accrued on fixed deposits	-	-	5.30	3.10
Derivative assets*	-	-	0.67	-
	361.43	374.53	5.97	3.10

*While the Group entered into foreign exchange forward contracts with the intention of reducing the foreign exchange risk on import purchases, these contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

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10 Other assets

(Unsecured, considered good unless stated otherwise)

(₹ in million)

Particulars	Non-current		Current	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
a Capital advances				
Advances for capital goods [Refer Note 33 (b)]	172.63	326.76	-	-
	172.63	326.76	-	-
b Advances for properties				
Considered good	523.00	496.48	-	-
Considered doubtful	190.92	236.28	-	-
	713.92	732.76	-	-
Less: provision for doubtful advances	190.92	236.28	-	-
	523.00	496.48	-	-
c Other advances to related parties [Refer Note 33 (b)]				
Advances recoverable in cash or kind or for value to be received	-	-	120.82	86.57
	-	-	120.82	86.57
d Other assets				
Prepayments for premises	-	1,056.91	-	45.92
Prepaid expenses	-	-	108.86	111.72
Advances to suppliers and others	-	-	410.37	485.95
Advances to employees	-	-	47.23	43.31
Balances with statutory / government authorities	1.27	-	157.11	155.33
Considered doubtful				
Advance to suppliers	0.35	1.10	-	-
	1.62	1,058.01	723.57	842.22
Less: Provision for doubtful advances	0.35	1.10	-	-
	1.27	1,056.91	723.57	842.22
Total other assets	696.90	1,880.15	844.39	928.80

Note:

Refer Note 33 (b), for details of advances and other advances to related parties and firms / companies in which director is a partner, or a director or a member.

11 Inventories

(₹ in million)

Particulars	March 31, 2020	March 31, 2019
Raw material*	1,820.96	1,957.73
Finished goods	26.62	28.40
Stores and spares	436.05	386.79
Gift / promotional products	245.37	122.62
	2,529.00	2,495.54

*Amount includes raw material in transit of ₹ 369.46 million (March 31, 2019: ₹ 447.08 million)



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12 Trade receivables

Particulars	₹ in million	
	March 31, 2020	March 31, 2019
Trade receivables	7,017.78	6,982.80
Less: Loss allowance	(711.49)	(613.46)
Total trade receivables	6,306.29	6,369.34

Particulars	₹ in million	
	March 31, 2020	March 31, 2019
Trade receivables considered good - Unsecured	6,610.35	6,684.59
Trade receivables which have significant increase in credit risk	407.43	298.21
Trade receivables - credit impaired	-	-
Total	7,017.78	6,982.80
Loss allowance (including expected credit loss)	(711.49)	(613.46)
Total trade receivables	6,306.29	6,369.34

Refer Note 33 (b), for details of receivables from related parties and firms / companies in which director is a partner, or a director or a member.

13 Cash and cash equivalents

Particulars	₹ in million	
	March 31, 2020	March 31, 2019
Balances with banks		
On current account	210.82	517.96
Deposits with original maturity of less than 3 months	50.00	391.24
Cheques on hand	38.29	364.57
Cash on hand	37.94	42.29
	337.05	1,316.06

Short-term deposits are made for varying periods of between seven days and three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

14 Bank balances other than cash equivalents

Particulars	₹ in million	
	March 31, 2020	March 31, 2019
Bank deposits with original maturity of more than 3 months but less than 12 months	1,013.54	11.56
Unclaimed dividend accounts	1.48	1.09
	1,015.02	12.65

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15 Share capital

Particulars	March 31, 2020		March 31, 2019	
	Nos. in million	(₹ in million)	Nos. in million	(₹ in million)
Authorised shares capital				
a. 249,000,000 (March 31, 2019: 249,000,000) Equity Shares of ₹ 10 each	249.00	2,490.00	249.00	2,490.00
b. 1,000 (March 31, 2019: 1,000), 0%, Non- Convertible Redeemable Preference Shares of ₹ 10,000 each	0.00	10.00	0.00	10.00
Total authorised share capital (a+b)	249.00	2,500.00	249.00	2,500.00

Issued, subscribed and fully paid-up shares

Particulars	March 31, 2020		March 31, 2019	
	Nos. in million	(₹ in million)	Nos. in million	(₹ in million)
Equity shares				
At the beginning of the year	174.91	1,749.11	184.03	1,840.28
Issued during the year -Employee Stock Option Schemes ('ESOS')	0.04	0.44	0.08	0.83
Share extinguished on account of buyback (Refer Note (e) below)	-	-	(9.20)	(92.00)
Total issued, subscribed and fully paid-up share capital	174.95	1,749.55	174.91	1,749.11

(a) Terms/ rights attached to each class of shares

Equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by shareholders.

(b) Shares of the Company held by holding company

Particulars	Nos. in million	
	March 31, 2020	March 31, 2019
DB Consolidated Private Limited	95.72	95.72

(c) Details of shareholders holding more than 5% shares of the Company

Name of shareholders	March 31, 2020		March 31, 2019	
	Nos. in million	% of hold	Nos. in million	% of hold
Equity shares of ₹ 10 each fully paid-up				
Nalanda India Equity Fund Limited	17.39	9.94	17.39	9.94
DB Consolidated Private Limited*	95.72	54.71	95.72	54.73

*The above shareholding of DB Consolidated Private Limited include 7,558,352 equity shares held by Stitex Global Limited, which has merged with DB Consolidated Private Limited on March 27, 2019.



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(d) **Shares reserved for issue under options**

For detail of shares reserved for issue under the Employee Stock Option Schemes ('ESOS') of the Company Refer Note 42.

(e) **Equity shares extinguished on buy back**

During the previous year ended March 31, 2019, the Company bought back 9,200,000 equity shares of ₹ 10/- each pursuant to a letter of offer made to all eligible shareholders of the Company at ₹ 340/- per equity share. The equity shares bought back were extinguished on September 01, 2018.

(f) **The Company during the preceeding 5 years**

- i. Has not allotted shares pursuant to contracts without payment received in cash.
- ii. Has not issued shares by way of bonus shares.
- iii. Has bought back 9,200,000 equity shares in the Financial Year 2018-19.

(g) **Distribution made and proposed**

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Cash dividends on equity shares declared and paid:		
Final Dividend (March 31, 2020: ₹ Nil per share) (March 31, 2019: ₹ 1/- per share for the year ended March 31, 2018)	-	174.87
Dividend Distribution Tax on final dividend	-	35.95
Interim Dividend (March 31, 2020: ₹ 18/- per share) (March 31, 2019: ₹ 2/- per share)	3,148.85	349.80
Dividend Distribution Tax on interim dividend	647.25	71.90
	3,796.10	632.52

16 Other equity

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Capital redemption reserve	92.01	92.01
Securities premium reserve	26.73	14.13
Share options outstanding account	65.89	78.77
General reserve	1,242.51	1,242.51
Retained earnings	13,686.75	15,031.30
Other reserves (FVOCI - Equity Instruments)	(79.24)	61.51
Total Other equity	15,034.65	16,520.23
Movement in other equity is as follows:		
Capital redemption reserve		
Balance at the beginning of the year	92.01	0.01
Add: Transfer from General Reserve Account	-	92.00
Closing Balance	92.01	92.01
Securities premium reserve		
Balance at the beginning of the year	14.13	2,553.20
Add: Premium on exercise of employee stock options	12.60	24.69
Less: Adjusted against premium on Buy Back of Shares	-	(2,563.76)
Closing Balance	26.73	14.13

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to the Consolidated Financial Statements as at and for the year ended March 31, 2020

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Stock options outstanding account (Refer Note 42)		
Balance at the beginning of the year	78.77	89.99
Equity share issued during the year	(8.76)	(16.50)
Employee compensation cost (Net of forfeiture / lapse)	(4.12)	5.28
Closing balance	65.89	78.77
General reserve		
Balance at the beginning of the year	1,242.51	1,535.53
Add: Amount transferred from surplus balance in the statement of profit and loss	-	300.00
Less: Transferred to Capital Redemption Reserve	-	(92.00)
Less: Adjusted against premium on Buy Back of Shares	-	(472.24)
Less: Expenses relating to Buy Back of equity shares	-	(28.78)
Closing Balance	1,242.51	1,242.51
Retained earnings		
Balance at the beginning of the year	15,031.30	13,220.44
Change in accounting policy (Refer Note 34)	(251.85)	-
Restated balance as on April 01, 2019	14,779.45	13,220.44
Profit for the year	2,749.76	2,738.41
Items of other comprehensive income recognised directly in retained earnings		
- Re-measurement (loss)/ gain of post employment benefit obligation (net of tax)	(46.36)	4.97
Less: Appropriations		
Transferred to general reserve	-	300.00
Final Equity Dividend for the year ended March 31, 2019 [Refer Note 15 (g)]	-	174.87
Interim Equity Dividend for the year ended March 31, 2020 [Refer Note 15 (g)]	3,148.85	349.80
Dividend Distribution Tax	647.25	107.85
Closing Balance	13,686.75	15,031.30
Other reserves (FVOCI - Equity Instruments)		
Gain at the beginning of the year	61.51	51.45
Add: Change in fair value of FVOCI - equity instruments	(140.75)	10.06
(Loss) / gain at the end of the year	(79.24)	61.51
Total Other equity	15,034.65	16,520.23

Nature and purpose of reserves

a) Capital redemption reserve

As per the Companies Act, 2013, capital redemption reserve is created when group purchases its own shares out of free reserves or securities premium. A sum equal to the nominal value of shares so purchased is transferred to capital redemption reserve.

b) Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

c) General reserve

General Reserve is a free reserve and is available for distribution as dividend, issue of bonus shares, buyback of the Company's securities. It was created by transfer of amounts out of distributable profits.



Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2020

d) Employee share option outstanding account:

The share options outstanding account is used to recognise the grant date fair value of options issued to employees under Employee stock option plan over a vesting period.

e) FVOCI - Equity Instruments

The Group has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity instruments reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

17 Borrowings

Particulars	₹ in million	
	March 31, 2020	March 31, 2019
Short-term borrowings		
Secured		
Cash credit facilities availed during the year [Refer Note (a) below]	811.36	-
Buyers' credit from banks [Refer Note (b) (i) below]	309.60	67.92
Total secured borrowings	1,120.96	67.92
Unsecured		
Buyers' credit from banks [Refer Note (b) (ii) below]	560.67	440.22
Total unsecured borrowings	560.67	440.22
Total borrowings	1,681.63	508.14

(a) Cash credit facilities:

Cash credit facilities from banks are secured by first pari-passu charge on the entire current assets and second pari-passu charge on the entire movable fixed assets of the Group with other consortium bankers. The cash credit is repayable on demand with interest rates ranging between 8.15% p.a. and 9.50% p.a. (March 31, 2019: Nil.)

(b) Buyers' credit facilities:

(i) Secured buyers' credit facilities from banks are secured by first charge on the current assets and second charge on moveable fixed assets of the Company with other consortium bankers. Interest rates for buyers' credit are multiline rates ranging between 2.99% p.a. and 3.39% p.a. (March 31, 2019: between 3.64% p.a. and 3.76% p.a.). They are repayable within 90 days to 180 days.

(ii) Interest rates for unsecured buyers' credits are multiline rates ranging between 1.69% p.a. and 2.96% p.a. (March 31, 2019: between 3.63% p.a. and 4.23% p.a.). They are repayable within 90 days to 180 days.

Net debt reconciliation		₹ in million
Particulars		
Debt (including accrued interest) as at April 1, 2018		450.60
Cash flows		52.13
Effect of foreign exchange rate fluctuation		7.37
Interest expenses during the year (Refer Note below)		45.48
Interest paid		(45.73)
Debt (including accrued interest) as at March 31, 2019		509.85
Cash flows		1,105.34
Effect of foreign exchange rate fluctuation		68.15
Interest expenses during the year (Refer Note below)		31.31
Interest paid		(26.50)
Debt (including accrued interest) as at March 31, 2020		1,688.15

Note:

Interest expenses/ payment includes interest relating to borrowings only.

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to the Consolidated Financial Statements as at and for the year ended March 31, 2020

18 Trade payables

Particulars	₹ in million	
	March 31, 2020	March 31, 2019
Trade payables (Refer Note 45)		
(a) Total outstanding dues of micro enterprises and small enterprises	30.26	8.65
(b) Total outstanding dues of creditors other than (a) above	2,737.42	2,948.16
	2,767.68	2,956.81

19 Other financial liabilities

Particulars	₹ in million			
	Non-current		Current	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Security deposits from:				
- newspaper agencies	522.72	492.15	58.08	54.68
- others	81.30	77.79	9.03	8.64
Interest accrued but not due#	-	-	33.71	26.56
Derivative liabilities*	-	-	-	2.54
Payables for purchase of capital goods	-	-	2.10	2.02
Financial guarantee contract liabilities	-	0.44	0.44	1.80
Unclaimed dividend**	-	-	1.48	1.10
	604.02	570.38	104.84	97.33

#Include interest accrued but not due on borrowing ₹ 6.52 million (March 31, 2019: ₹ 1.70 million)

*While the Group entered into foreign exchange forward contracts with the intention of reducing the foreign exchange risk on import purchases, these contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

**No amount due and outstanding to be credited to Investor Education and Protection Fund.

20 Contract liabilities

Particulars	₹ in million	
	March 31, 2020	March 31, 2019
Advance received from customers	331.79	275.32
	331.79	275.32

Contract liabilities represent deferred revenue arising due to circulation and advertisement contracts.

21 Taxation

	₹ in million	
	March 31, 2020	March 31, 2019
Non-current tax assets (Net)		
Advance income tax	2,502.88	3,344.78
Provision for tax	2,451.40	3,330.78
Advance income tax (Net of provision for tax)	51.48	14.00
Liabilities for current tax (Net)		
Provision for tax	13,186.50	11,374.99
Advance income tax	13,118.75	11,276.36
Provision for tax (Net of advance tax)	67.75	98.63



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to the Consolidated Financial Statements as at and for the year ended March 31, 2020

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Opening Balances (Net)	84.63	77.77
Add: Current tax provision for the year	940.13	1,484.00
Less: Taxes Paid (net of refund)	(1,008.50)	(1,477.14)
Closing Balance	16.26	84.63

Deferred tax liabilities (Net)

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Deferred tax liabilities		
Depreciation	819.79	1,182.36
Fair value of investment	21.18	64.78
Deferred tax liabilities	840.97	1,247.14
Deferred tax assets		
Allowance for doubtful debts and advances	228.46	298.37
Provision for employee benefit obligations	99.93	112.98
Lease liabilities (net of Right-of-use assets)	109.76	-
Others	82.78	114.82
Deferred tax assets	520.93	526.17
Deferred tax liabilities (Net)	320.04	720.97
Deferred tax reconciliation		
Opening balance	720.97	804.45
Opening deferred tax charge transferred to retained earnings	(135.27)	-
Tax during the year recognised in profit or loss	(208.26)	(85.00)
Tax during the year recognised in other comprehensive income	(57.40)	1.52
Closing balance	320.04	720.97

(a) Tax reconciliation

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Accounting profit before tax	3,481.63	4,137.40
At statutory income tax rate of 25.168% (March 31, 2019 : 34.944%) (Refer Note below)	876.26	1,445.78
Deferred tax assets not recognised on unabsorbed depreciation and business losses carried forward of subsidiaries	(0.13)	0.40
Effect of changes in tax rate	(146.82)	-
Effect of non-deductible expenses	(31.47)	(73.33)
Effect of items not taxable as business income	34.03	26.15
Income tax expense	731.87	1,399.00
Current tax	940.13	1,484.00
Deferred tax	(208.26)	(85.00)
Income tax expense reported in the Consolidated Statement of Profit and Loss	731.87	1,399.00

Note:

The Parent Company elected to exercise the option permitted under Section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019, to pay income tax at a lower rate of 22% (plus applicable surcharge and cess). Accordingly, the Parent Company has recognised Provision for Income Tax and re-measured its net Deferred Tax Liabilities basis the rate prescribed in the said section.

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to the Consolidated Financial Statements as at and for the year ended March 31, 2020

(b) Tax Losses:

Unused tax losses of the Group for which no deferred tax assets has been recognised is as follows:

(₹ in million)

Particulars	Carried Forward Loss		Potential Tax Benefit	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Financial year 2013-14 - Expiry of losses on March 31, 2022	1.96	1.96	0.46	0.46
Financial year 2014-15 - Expiry of losses on March 31, 2023	4.24	4.78	1.10	1.24
Financial year 2015-16 - Expiry of losses on March 31, 2024	37.85	37.85	9.84	9.84
Financial year 2016-17 - Expiry of losses on March 31, 2025	24.76	24.89	6.44	6.47
Financial year 2017-18 - Expiry of losses on March 31, 2026	6.43	6.43	1.64	1.86
Financial year 2018-19 - Expiry of losses on March 31, 2027	12.60	11.07	3.10	3.36
Financial year 2019-20 - Expiry of losses on March 31, 2028	34.55	-	8.28	-

The Group has not recognised the deferred tax assets on carry forward losses as it is not probable that future taxable amounts will be available against which such deferred tax assets can be utilised.

22 Provisions

(₹ in million)

Particulars	Long-term		Short-term	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Provision for employee benefits obligation (Refer Note 39)				
Provision for gratuity	35.86	-	119.38	89.32
Provision for leave entitlement	-	-	107.22	100.18
	35.86	-	226.60	189.50

23 Other current liabilities

(₹ in million)

Particulars	March 31, 2020	March 31, 2019
Other payables		
Refund liabilities (Refer Note below)	61.71	142.16
Statutory liabilities	107.44	113.36
	169.15	255.52

Note: Refund liabilities are recognised for volume discounts payable to customers.

24 Revenue from operations

(₹ in million)

Particulars	March 31, 2020	March 31, 2019
Sale of products		
Sale of newspapers	5,091.12	5,190.20
Sale of magazines	30.47	47.03
	5,121.59	5,237.23
Sale of services		
Advertisement revenue	15,640.35	17,624.58
Printing job charges	1,109.11	1,257.72
	16,749.46	18,882.30



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to the Consolidated Financial Statements as at and for the year ended March 31, 2020

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Other operating revenue		
Income from event management	126.12	168.01
Sale of power	0.93	2.27
Sale of wastage	240.17	337.20
	367.22	507.48
Total revenue from operations	22,238.27	24,627.01
Reconciliation of Revenue recognised with contract price:		
Contract Price	22,657.45	25,008.62
Adjustment for:		
Gift and other items given to customers	148.47	130.36
Refund liabilities	270.71	251.25
Revenue from operations	22,238.27	24,627.01

25 Other income

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Liabilities no longer required written back	24.22	0.46
Interest income from:		
Bank deposits	16.20	82.36
Inter-corporate loan	30.00	30.00
Financial assets measured at amortised cost using 'EIR' basis	17.32	15.75
Others	4.77	9.07
Rent income [Refer Note 35 (b)]	10.03	10.86
Miscellaneous income*	22.25	17.98
	124.79	166.48

*Includes ₹ 11.96 million (March 31, 2019: ₹ Nil) for incentive received under Service Export from India Scheme.

26 Cost of material consumed

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Raw material		
Opening inventories	1,957.73	1,104.53
Add: Purchases during the year	7,525.61	10,080.10
	9,483.34	11,184.63
Less: Closing inventories	1,820.96	1,957.73
	7,662.38	9,226.90

27 Decrease in inventories of finished goods

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Opening Stock		
Finished goods	28.40	37.83
Closing Stock		
Finished goods	26.62	28.40
	1.78	9.43

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to the Consolidated Financial Statements as at and for the year ended March 31, 2020

28 Employee benefit expenses

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Salaries, wages and bonus	3,758.12	3,923.43
Contribution to provident fund and employee's state insurance corporation (Refer Note 39)	225.12	211.37
Employee share based payment expense (Refer Note 42)	(4.12)	5.28
Gratuity expenses (Refer Note 39)	38.45	40.54
Workmen and staff welfare expenses	163.61	170.03
	4,181.18	4,350.65

29 Depreciation and amortisation expenses

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Depreciation of property, plant and equipment [Refer Note 4 (a)]	836.28	875.01
Amortisation of intangible assets (Refer Note 6)	99.04	101.09
Depreciation of investment properties (Refer Note 5)	13.14	10.19
Depreciation of right-of-use assets [Refer Note 4 (b)]	258.70	-
	1,207.16	986.28

30 Finance costs

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Interest expense:		
On short term borrowings from bank (buyer's credit and cash credits)	31.31	45.48
On security deposits from newspaper agencies	27.67	27.94
On lease liabilities	160.44	-
On others	1.95	1.64
Foreign exchange difference considered as borrowing cost	29.69	9.98
	251.06	85.04

31 Other expenses

Particulars	(₹ in million)			
	March 31, 2020	March 31, 2020	March 31, 2019	March 31, 2019
Consumption of stores and spares		1,011.59		1,035.74
Advertisement and publicity		369.95		407.05
Electricity and water charges		451.85		491.17
Rent [Refer Note 4 (b) and 35 (a)]		17.07		364.90
Distribution expenses		398.42		392.89
Repair and maintenance:-				
Plant and machinery		281.90		324.70
Building		23.73		23.83
Others		128.44		139.08
Traveling and conveyance		222.84		243.56
Business promotion expenses		515.21		548.95
News collection charges		210.45		220.26
Legal and professional charges [Refer Note (a) and (b) below]		193.19		193.41



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to the Consolidated Financial Statements as at and for the year ended March 31, 2020

31 Other expenses (Contd.)

Particulars	(₹ in million)			
	March 31, 2020	March 31, 2020	March 31, 2019	March 31, 2019
Event expenses		110.15		113.27
Subcontract charges		174.08		159.26
Corporate social responsibility activities expenditure [Refer Note 33 (b) and 44]		165.06		73.32
Printing job work charges		80.39		75.94
Communication expenses		60.97		87.22
License fees for broadcasting of songs		72.94		79.49
Royalty for songs		64.74		76.38
Insurance		19.61		18.94
Loss on disposal of property, plant and equipment		6.60		9.60
Loss on sale of investment properties		18.94		7.83
Foreign exchange gain (net)		86.01		48.44
Rates and taxes		9.56		6.52
Bad debts written off	171.28		84.97	
Less: Allowances for Trade Receivables adjusted	(166.45)	4.83	(82.76)	2.22
Allowance for trade receivables		264.47		180.19
Advances written off	59.41		-	
Less: Provision for doubtful advances adjusted	(59.41)	-	-	-
Provision for doubtful advances		13.30		37.20
Miscellaneous expenses		601.58		636.42
		5,577.87		5,997.78

(a) Auditors' remuneration (included in legal and professional charges above)

Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
As auditor;		
Audit fees	11.00	10.40
Tax audit fees	0.40	0.40
Certification fees	0.15	0.51
Reimbursement of out of pocket expenses	1.00	1.03
Total	12.55	12.34

(b) Legal and professional charges include sitting fee paid to directors ₹ 0.62 million (March 31, 2019: ₹ 0.61 million)

Notes

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32 Earnings per equity share ('EPS')

Particulars	March 31, 2020	March 31, 2019
Profit for the year	2,749.76	2,738.41
Weighted average number of equity shares outstanding for basic EPS (no. in million)	174.94	178.73
Effect of dilution:		
On account of shares to be issued under ESOS (no. in million)	0.20	0.18
Weighted average number of equity shares outstanding for diluted EPS (no. in million)	175.14	178.91
Nominal value of share (₹)	10.00	10.00
Basic earnings per share (₹)	15.72	15.32
Diluted earnings per share (₹)	15.70	15.31

33 (a) Related party disclosures: Following is the list of related parties:

Particulars	Related parties
Related parties with whom transactions have taken place during the year	
Holding Company	<ul style="list-style-type: none"> DB Consolidated Private Limited
Key Management Personnel	<ul style="list-style-type: none"> Shri Sudhir Agarwal, Managing Director Shri Pawan Agarwal, Deputy Managing Director Shri Girish Agarwal, Director
Relatives of Key Management Personnel	<ul style="list-style-type: none"> Smt. Kasturi Devi Agarwal (Grand Mother of Shri Sudhir Agarwal, Shri Girish Agarwal and Shri Pawan Agarwal) Smt. Jyoti Agarwal (Wife of Shri Sudhir Agarwal) Smt. Namita Agarwal (Wife of Shri Girish Agarwal) Smt. Nitika Agarwal (Wife of Shri Pawan Agarwal) Ms. Shubh Agarwal (Daughter of Shri Sudhir Agarwal) Late Shri. Ramesh Chandra Agarwal (Nominee)
Enterprises owned or significantly influenced by Key Management Personnel or their relatives	<ul style="list-style-type: none"> Bhaskar Publications & Allied Industries Private Limited Bhaskar Infrastructure Private Limited Bhaskar Industries Private Limited Decore Exxoils Private Limited Bhaskar Venkatesh Products Private Limited (Upto August 31, 2019) D B Malls Private Limited D B Power Limited D B Infrastructures Private Limited R.C. Printers Writers and Publishers Private Limited Deligent Hotel Corporation Private Limited Digital News Publishers Association Divya Dev Developers Private Limited Divine Housing Development Company Private Limited Ishan Mall LLP Diligent Pinkcity Center Private Limited Flipside Entertainment The Sanskaar Valley School Ramesh and Sharda Agarwal Foundation



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Particulars	Related parties
Independent Directors	<ul style="list-style-type: none"> Shri Piyush Pandey Shri Harish Bijoor Shri Ashwani Kumar Singhal Smt. Anupriya Acharya
Employee Benefit Trust	<ul style="list-style-type: none"> D B Corp Ltd – Employees Group Gratuity Assurance Scheme

(b) Detail of transaction and balances with related parties:

(₹ in million)

Particulars	Transactions for the year ended	
	March 31, 2020	March 31, 2019
Advertisement Revenue		
Bhaskar Venkatesh Products Private Limited	1.17	2.79
D B Malls Private Limited	0.66	0.60
D B Power Limited	3.03	0.42
Deligent Hotel Corporation Private Limited	0.34	0.75
Divine Housing Development Company Private Limited	0.17	0.10
Divya Dev Developers Private Limited	0.60	-
D B Infrastructures Private Limited	1.65	0.64
Ishan Mall LLP	0.58	0.56
Diligent Pinkcity Center Private Limited	-	0.75
Flipside Entertainment	0.06	-
Bhaskar Industries Private Limited	0.03	0.05
Sale of Magazines		
Bhaskar Publications & Allied Industries Private Limited	0.75	14.01
Printing job Income		
Bhaskar Publications & Allied Industries Private Limited	0.01	0.20
Writers and Publishers Private Limited	0.58	-
Compensation of key management personnel of the Group		
Shri Sudhir Agarwal (Short-term employee benefits)	15.00	12.00
Shri Pawan Agarwal (Short-term employee benefits)	10.00	8.67
Retainership to Director's Relative		
Ms. Shubh Agarwal	0.06	0.25
Rent income		
Bhaskar Publications & Allied Industries Private Limited	3.00	3.00
Rent paid		
Bhaskar Industries Private Limited	0.16	0.16
Bhaskar Infrastructure Private Limited	1.92	1.92
Bhaskar Publications & Allied Industries Private Limited	0.03	0.13
R.C. Printers	15.96	15.96
Writers and Publishers Private Limited	60.52	60.52
D B Malls Private Limited	0.60	6.65

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to the Consolidated Financial Statements as at and for the year ended March 31, 2020

(₹ in million)

Particulars	Transactions for the year ended	
	March 31, 2020	March 31, 2019
Decore Exxoils Private Limited	-	1.58
Shri Sudhir Agarwal	0.90	0.75
Advertisement and publicity expenses		
D B Malls Private Limited	-	0.83
Ishan Mall LLP	-	0.54
Meeting and hotel lodging charges		
Deligent Hotel Corporation Private Limited	4.33	6.68
Flipside Entertainment	0.22	-
Sale of fixed assets		
Bhaskar Publications & Allied Industries Private Limited	3.27	0.02
D B Infrastructures Private Limited	0.49	-
Writers and Publishers Private Limited	26.80	-
Purchase of Fixed Assets / Upfront payment for Right-of-use assets		
Bhaskar Publications & Allied Industries Private Limited	1.18	0.07
Writers and Publishers Private Limited	720.00	-
Purchase/(Sale) of goods		
Bhaskar Publications & Allied Industries Private Limited	(4.55)	(1.63)
Writers and Publishers Private Limited	0.08	-
Security deposit given against lease of properties		
Shri Sudhir Agarwal	-	0.15
Director's sitting fees :		
Shri Girish Agarwal	0.08	0.08
Shri Piyush Pandey	0.12	0.16
Shri Harish Bijoor	0.06	0.04
Shri Ashwani Kumar Singhal	0.22	0.24
Smt. Anupriya Acharya	0.14	0.09
Corporate Social Responsibilities Expenses		
The Sanskaar Valley School	85.00	15.00
Ramesh and Sharda Agarwal Foundation	43.42	41.30
Buy Back of Shares		
D B Consolidated Private Limited	-	674.64
Shri Sudhir Agarwal	-	127.09
Shri Girish Agarwal	-	127.09
Shri Pawan Agarwal	-	127.09
Smt. Jyoti Agarwal	-	14.12
Smt. Namita Agarwal	-	14.12
Smt Nitika Agarwal	-	14.12



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to the Consolidated Financial Statements as at and for the year ended March 31, 2020

(₹ in million)

Particulars	Transactions for the year ended	
	March 31, 2020	March 31, 2019
Investment in Equity Shares		
Digital News Publishers Association	-	1.00
Dividend Paid		
D B Consolidated Private Limited	1,696.57	287.18
Bhaskar Publications & Allied Industries Private Limited	54.32	9.05
Shri Sudhir Agarwal	142.12	23.69
Shri Girish Agarwal	142.12	13.93
Shri Pawan Agarwal	142.12	23.69
Smt. Jyoti Agarwal	15.79	2.63
Smt. Namita Agarwal	15.79	2.63
Smt Nitika Agarwal	15.79	2.63
Late Shri. Ramesh Chandra Agarwal (Nominee)	1.80	0.30
Smt. Kasturi Devi Agarwal	1.80	0.30
Advance Given Against Purchase of Property		
R.C. Printers	151.52	-
Writers and Publishers Private Limited**	-	315.00
Reimbursement of Expenses		
Bhaskar Publications & Allied Industries Private Limited	40.81	13.36
Expenses Paid on Our behalf		
Bhaskar Publications & Allied Industries Private Limited	0.03	(10.22)

Balances outstanding at the year end:

(₹ in million)

Particulars	Balance Receivable/ (Payable) as on	
	March 31, 2020	March 31, 2019
Advance against advertisement		
Writers and Publishers Private Limited	(12.29)	(12.29)
Advance against properties		
D B Infrastructures Private Limited	18.00	15.99
Writers and Publishers Private Limited	-	315.00
R.C. Printers	151.52	-
Payable balances		
R.C. Printers	-	(1.53)
Bhaskar Publications & Allied Industries Private Limited	(0.30)	(0.25)
Deligent Hotel Corporation Private Limited	(0.85)	(0.24)
D B Infrastructures Private Limited	(0.42)	*
Divya Dev Developers Private Limited	(0.06)	-
D B Malls Private Limited	-	(0.59)
Ms. Shubh Agarwal	-	(0.03)
Shri Sudhir Agarwal	-	(0.68)

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(₹ in million)

Particulars	Balance Receivable/ (Payable) as on	
	March 31, 2020	March 31, 2019
Bhaskar Industries Private Limited	(0.02)	(0.02)
Writers and Publishers Private Limited	(0.09)	-
Receivable balances		
Bhaskar Publications & Allied Industries Private Limited	122.67	87.04
Bhaskar Industries Private Limited	-	0.01
Bhaskar Venkatesh Products Private Limited	0.51	1.18
D B Infrastructures Private Limited	1.21	0.40
D B Power Limited	0.12	0.06
Deligent Hotel Corporation Private Limited	0.47	3.45
Divya Dev Developers Private Limited	3.85	3.18
D B Malls Private Limited	0.68	-
Ishan Mall LLP	0.55	-
Divine Housing Development Company Private Limited	-	0.04
Writers and Publishers Private Limited	29.27	0.01
The Sanskaar Valley School	2.92	5.67
R.C. Printers	0.01	-
Security Deposit given for leased properties		
Bhaskar Industries Private Limited	1.62	1.62
Bhaskar Infrastructure Private Limited	11.60	11.60
Bhaskar Publications & Allied Industries Private Limited	-	0.40
D B Malls Private Limited	-	4.13
R.C. Printers	18.28	17.81
Writers and Publishers Private Limited	1,473.70	1,473.70
Shri Sudhir Agarwal	0.15	0.15
Security Deposit received		
Bhaskar Publications & Allied Industries Private Limited	(10.00)	(10.00)

*Represents balance below ₹ 10,000.

**The amount given above is net of advance given and refunded back of ₹ 200 million (March 31, 2019 ₹ 520 million) on account of cancelled contracts.

Terms and conditions of transactions with related parties

- The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. These transactions are approved by the audit committee. Outstanding balances at the year-end are unsecured and interest free, unless specified. The Group has not recorded any impairment of receivables relating to amounts owed by related parties during the year ended March 31, 2020 and March 31, 2019.
- Transactions relevant to dividends, subscription for new equity shares were on the same terms and conditions that applied to other shareholders.

(c) For information on transactions with post-employment benefit plan mentioned in (a) above, refer note 39.



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34 Changes in accounting policies

This note explains the impact of the adoption of Ind AS 116, Leases on the Group's consolidated financial statements.

Impact on the consolidated financial statements — lessee accounting

As indicated in note 2.1 above, the Group has adopted Ind AS 116 retrospectively from April 1, 2019, but has not restated comparatives for year ended March 31, 2019, as permitted under the specific transition provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening balance sheet on April 1, 2019. The new accounting policies are disclosed in note 2.8.

On adoption of Ind AS 116, the Group recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of Ind AS 17, Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of April 1, 2019.

For leases previously classified as finance leases the entity recognised the carrying amount of the lease asset and lease liability immediately before transition as the carrying amount of the right of use asset and the lease liability at the date of initial application. The measurement principles of Ind AS 116 are only applied after that date. The remeasurements to the lease liabilities were recognised as adjustments to the related right-of-use assets immediately after the date of initial application.

Practical expedients applied

In applying Ind AS 116 for the first time, the Group has used the following practical expedients permitted by the standard:

- applying a single discount rate to a portfolio of leases with reasonably similar characteristics
- relying on previous assessments on whether leases are onerous as an alternative to performing an impairment review—there were no onerous contracts as at April 1, 2019
- accounting for operating leases with a remaining lease term of less than 12 months as at April 1, 2019 as short-term leases
- excluding initial direct costs for the measurement of the right-of-use asset at the date of initial application, and
- using hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The Group has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the relied on its assessment made applying Ind AS 17 and Appendix C to Ind AS 17, determining whether an Arrangement contains a Lease.

i. Measurement of lease liabilities

	(₹ in million)
Description	April 1, 2019
Operating lease commitments disclosed as at March 31, 2019	54.21
Add: adjustments as a result of a different treatment of extension and termination option	1,826.22
Lease liability recognised as at April 1, 2019	1,880.43
Of which are;	
Current lease liabilities	290.28
Non-current lease liabilities	1,590.15

ii. Measurement of right-of-use assets

The associated right-of-use assets for property leases were measured on a retrospective basis as if the new rules had always been applied.

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iii. Adjustments recognised in the balance sheet as on April 1, 2019

The change in accounting policy affected the following items in the balance sheet on April 1, 2019

Items of Balance Sheet	Increase/ Decrease	(₹ in million)
		April 1, 2019
Property, plant and equipment	decrease	1,160.87
Right-of-use assets	increase	3,787.11
Deferred tax assets (net)	increase	135.27
Prepayments / Security Deposits	decrease	1,132.93
Lease liabilities	increase	1,880.43
The net impact on retained earnings on 1 April 2019	decrease	251.85

iv. Lessor accounting

The Group did not need to make any adjustments to the accounting for assets held as lessor under operating leases as a result of the adoption of Ind AS 116.

35. Leases

(a) Operating lease (for assets taken on lease):

Up to previous year, rentals recognised as an expense in the consolidated statement of profit and loss, on a straight-line basis over the lease term.

- The Group has taken various godowns, office and residential premises under operating lease agreements. These are generally renewable by mutual consent.
- Lease payments recognised for the year March 31, 2019: ₹ 364.90 million.
- There were no restrictions imposed in these lease agreements. There were escalation clauses in agreement with some parties. There were no purchase options. There were no sub leases.
- The total of minimum lease payment under non-cancellable operating leases were:

Particulars	(₹ in million)
	March 31, 2019
Within one year	36.88
After one year but not more than 5 years	17.33
More than 5 years	-
Total	54.21

From April 1, 2019, the Group has recognised right-of-use assets for these leases, except for short-term leases and lease of low value assets, see note 2.8 and note 34 for further information.

(b) Operating lease (for assets given on lease):

Rentals in respect of operating leases are recognized as an income in the consolidated statement of profit and loss, on a straight-line basis over the lease term.

- The Group has given plant and machinery and building / premises on operating lease arrangement for the period ranging from 1 year to 3 years. The lease arrangement is cancellable with mutual consent.
- Lease income recognised for the year is ₹ 10.03 million (March 31, 2019: ₹ 10.86 million).
- There are no restrictions imposed in the lease agreements and there are no escalation clauses in the agreements.
- The details of assets given on operating lease are as follows:



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Particulars	(₹ in million)	
	March 31, 2020	March 31, 2019
Plant and machinery		
Gross carrying amount	52.22	52.22
Accumulated depreciation	33.48	29.67
Depreciation for the year	3.81	3.81
Building along with fixtures thereon		
Gross carrying amount	142.38	142.38
Accumulated depreciation	28.81	25.24
Depreciation for the year	3.57	3.57

36. The spread of COVID-19 has severely impacted businesses around the globe. In many countries, including India, there has been severe disruption to regular business operations due to lock-downs, disruptions in transportation, supply chain, travel bans, quarantines, social distancing and other emergency measures.

The Group's specify services e.g. newspaper distribution and radio broadcasting services have been considered as essential services by the government of India. The Group has obtained all necessary approvals and permits to operate and mobilize the vehicles, staff, contractors etc. Uncertainty caused by the current situation has caused the short-term slowdown in the business operations, however the Group is experiencing pick-up of operations post lock down in many of our market and expects complete normalcy after complete lifting of lock down.

The Group has made detailed assessment of its liquidity position and of the recoverability of carrying values of its assets comprising Property, Plant and Equipment, Intangible Assets, Right-of-use Assets, Trade Receivables, Inventory, Investments Properties, Investments and other current and non-current assets and liabilities at the balance sheet date, and has concluded that there are no material adjustments required in the consolidated financial statements.

Management believes that it has taken into account all the possible impact of known events till the date of approval of its financial statements arising from COVID-19 pandemic in the preparation of the consolidated financial statements. The Group will continue to monitor any material changes to future economic conditions.

37. Contingent liabilities

Contingent liabilities not provided for are as follows:

- (a) There are several defamation and other legal cases pending against the Group and its directors. These include criminal and civil cases. There are certain employee related cases also pending against the Group. In view of large number of cases, it is impracticable to disclose the details of each case separately. The estimated amount of claims against the Group in respect of these cases is ₹ 1.23 million (March 31, 2019: ₹ 4.02 million).. The estimated contingency in respect of some cases cannot be ascertained. Based on discussions with the legal advisors and also the past trend in respect of such cases, the Group believes that there is no present obligation in respect of the above and hence no provision is considered necessary against the same.
- (b) The Group has evaluated the impact of the recent Supreme Court Judgment in case of "Vivekananda Vidyamandir And Others Vs The Regional Provident Fund Commissioner (II) West Bengal" and the related circular (Circular No C-1/1(33)2019/Vivekananda Vidya Mandir/284) dated March 20, 2019 issued by the Employees' Provident Fund Organisation in relation to non-exclusion of certain allowances from the definition of "basic wages" of the relevant employees for the purposes of determining contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. Based on the assessment made by the management, the said judgment does not have any significant impact on these financial statements. The Group will continue to monitor and evaluate its position based on future events and developments.

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to the Consolidated Financial Statements as at and for the year ended March 31, 2020

38. Capital commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

Particulars	₹ in million	
	March 31, 2020	March 31, 2019
Property, plant and equipment	5.42	75.29
Investment property	191.26	166.36

39. Employee benefits

(I) Defined contribution plans

The Group also has certain defined contribution plans. Contributions are made to provident fund and employee's state insurance corporation. The contributions for provident fund are made to registered provident fund administered by the government. The obligation of the Group is limited to the amount contributed and it has no further contractual or any constructive obligation.

During the year ended March 31, 2020 and March 31, 2019, the Group contributed the following amounts to defined contribution plans:

Particulars	₹ in million	
	March 31, 2020	March 31, 2019
Provident Fund	191.14	164.62
Employees' State Insurance Corporation	30.09	44.11
National Pension Scheme	3.89	2.64
Total	225.12	211.37

(II) Defined Benefit Plans

i) Gratuity

As per the payment of Gratuity Act, 1972, the Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days' salary (last drawn salary) for each completed year of service. The scheme of the Group is funded with an insurance company in the form of a qualifying insurance policy. Management aims to keep annual contribution relatively stable at such a level such that no plan deficits will arise.

A. The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

Particulars	₹ in million		
	Present Value of Obligation	Fair Value of Plan Assets	Net defined benefit (asset)/ liability
Balance as on April 1, 2019	340.46	251.14	89.32
Interest cost/income	24.58	18.11	6.47
Current service cost	31.98	-	31.98
Total amount recognised in the Statement of Profit and Loss	56.56	18.11	38.45
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	-	-	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	3.49	-	3.49
Return on Plan Asset, excluding interest income	-	5.19	(5.19)
Experience (Gain)/Loss	61.87	-	61.87
Total amount recognised in other comprehensive income	65.36	5.19	60.17
Contributions by employer	-	32.70	(32.70)
Benefit Paid	(44.86)	(44.86)	-
Balance as on March 31, 2020	417.52	262.28	155.24



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Particulars	(₹ in million)		
	Present Value of Obligation	Fair Value of Plan Assets	Net defined benefit (asset)/ liability
Balance as on April 1, 2018	328.48	231.90	96.58
Interest cost/income	25.13	17.74	7.39
Current service cost	33.15	-	33.15
Total amount recognised in the Statement of Profit and Loss	58.28	17.74	40.54
Actuarial Losses on Obligations - Due to Change in Demographic Assumptions	-	-	-
Actuarial (Gains) on Obligations - Due to Change in Financial Assumptions	(1.79)	-	(1.79)
Return on Plan Asset, excluding interest income	-	(1.85)	1.85
Experience (Gain)/Loss	(7.70)	-	(7.70)
Total amount recognised in other comprehensive income	(9.49)	(1.85)	(7.64)
Contributions by employer	-	40.16	(40.16)
Benefit Paid	(36.81)	(36.81)	-
Balance as on March 31, 2019	340.46	251.14	89.32

B. The net liability disclosed above relates to funded plans as below:

Particulars	(₹ in million)	
	As at March 31, 2020	As at March 31, 2019
Present Value of funded obligation as at the year end	(417.52)	(340.46)
Fair Value of Plan Assets as at the year end	262.28	251.14
Funded Status	(155.24)	(89.32)
Net Liability recognised in Balance Sheet*	(155.24)	(89.32)

*Recognised under employee benefit obligations (Refer Note 22)

C. Actuarial assumptions

Valuation in respect of Gratuity has been carried out by an independent actuary, as at the Balance Sheet date, based on the following assumptions:

Particulars	March 31, 2020	March 31, 2019
Discount rate	6.43%	7.22%
Employee turnover	0-5 years 30% 5-10 year of service 12% and for service thereafter-7%	0-5 years 30% 5-10 year of service 12% and for service thereafter-7%
Estimated future salary increase	0.00% p.a. for the next 1 year, 5.00% p.a. thereafter	5.00%
Rate of Return on Plan Assets	6.43%	7.22%

- The discount rates reflects the prevailing market yields of Indian Government securities as at the Balance Sheet date for the estimated term of the obligation.
- The estimates of future salary increases considered in actuarial valuation take into account inflation, seniority, promotion and other relevant factors such as supply and demand and the employment market.

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to the Consolidated Financial Statements as at and for the year ended March 31, 2020

D. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

(₹ in million)

Sensitivity analysis (Impact on projected benefit obligation and current service cost)	Impact on defined benefit obligation of Gratuity			
	As at March 31, 2020		As at March 31, 2019	
	Increase in rate	Decrease in rate	Increase in rate	Decrease in rate
Discount Rate (1 % movement)	(26.35)	29.92	(20.88)	23.65
Compensation levels (1 % movement)	30.24	(23.60)	23.94	(21.49)
Employee turnover (1 % movement)	2.57	(2.90)	3.28	(3.70)

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of reporting period.

E. The major categories of plan assets for gratuity are as follows:

(₹ in million)

Particulars	As at March 31, 2020		As at March 31, 2019	
	Amount	%	Amount	%
	Investment Funds:			
Insurance managed funds	262.28	100	251.14	100
Total	262.28	100	251.14	100

F. Expected gratuity contribution for the next year ₹ 119.38 million (March 31, 2019 ₹ 30 million)

G. Defined benefit liability and employer contributions

The weighted average duration of the defined benefit obligation is 8 years (March 31, 2019, 8 years). The expected maturity analysis of undiscounted gratuity is as follows:

(₹ in million)

Particulars	Less than a year	Between 2 - 5 years	Over 5 years	Total
March 31, 2020				
Defined benefit obligation (gratuity)	44.58	153.96	510.54	709.08
March 31, 2019				
Defined benefit obligation (gratuity)	37.09	131.99	468.42	637.50

Risk exposure

Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

Asset Volatility

The plan liabilities are calculated using a discount rate set with reference to market yield of Government securities as at the Balance Sheet date. If plan asset underperform this yield, this will create a deficit. Plan asset investments are made in Group Gratuity Scheme of Life Insurance Companies. These are subject to interest rate risk and the funds manages interest rate risk. The Group has a risk management strategy where the aggregate amount of risk exposure on a portfolio level is maintained at a fixed range. Any deviations from the range are corrected by rebalancing the portfolio. The management intends to maintain the above investment mix in the continuing years.



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Changes in yields

A decrease in yields of plan assets will increase plan liabilities, although this will be partially offset by an increase in the value of the plan's holdings.

ii) Leave Obligations

The leave obligations cover the Group's liability for earned leave.

The entire amount of the provision of ₹ 107.22 million (March 31, 2019: ₹ 100.18 million) is presented as current, since the Group does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Group does not expect all employees to avail the full amount of accrued leave or require payment for such leave within the next 12 months.

40. Segment information:

For management purposes, the Group is organised into business units based on its services and has following reportable segments:

- a) Printing / publishing and allied business segment includes newspaper, magazines, printing job work, internet and mobile interactive services, etc.
- b) Radio segment includes broadcasting of Radio.

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Particulars	Printing / Publishing and allied business		Radio		Inter segment elimination		Consolidation	
	March 31, 2020	March 31, 2019 (Refer Note below)	March 31, 2020	March 31, 2019 (Refer Note below)	March 31, 2020	March 31, 2019 (Refer Note below)	March 31, 2020	March 31, 2019 (Refer Note below)
Revenue								
External revenue	20,859.38	23,065.58	1,378.89	1,541.43	-	-	22,238.27	24,627.01
Inter segmental revenue	3.00	3.44	2.89	4.26	(5.89)	(7.70)	-	-
Total	20,862.38	23,069.02	1,381.78	1,545.69	(5.89)	(7.70)	22,238.27	24,627.01
Segment results	3,654.17	3,800.90	273.59	400.28	3.36	2.38	3,931.12	4,203.56
Less : Unallocated corporate expenses							249.43	102.59
Operating profit							3681.69	4100.97
Less : Finance costs							251.06	85.04
Add: Unallocable income							51.00	121.48
Less : Tax expenses							731.87	1,399.00
Profit for the year							2,749.76	2,738.41
Other Information								
Depreciation and amortisation expenses	1,045.29	861.85	161.87	124.43	-	-	1,207.16	986.28
Non - cash expenses other than depreciation	268.70	196.22	15.90	12.65	-	-	284.60	208.87
Particulars								
Segment assets	20,841.85	20,544.50	3,119.44	2,523.06	(2,077.94)	(1,509.51)	21,883.34	21,558.05
Unallocated corporate assets Refer Note (A)							2,975.27	2,383.89
Total Assets							24,858.62	23,941.94
Segmental liabilities	4,208.65	3,885.26	556.33	558.27	(1,231.80)	(764.36)	3,533.18	3,679.17
Unallocated corporate liabilities Refer Note (B)							4,541.24	1,993.43
Total Liabilities							8,074.42	5,672.60
Capital expenditure	890.19	405.06	8.20	34.53	-	-	898.39	439.59

Note - A Breakup of unallocated corporate assets

Particulars	Amount
Fixed deposit (including unclaimed dividend)	1,065.02
Non current tax assets	51.48
Investment and Investment properties	1,035.10
Advance against bator properties	523.00
Inter-corporate loan	300.00
Derivatives assets	0.67
Total Assets	2,975.27

Breakup of unallocated corporate liabilities

Particulars	Amount
Lease liabilities	1,765.06
Interest accrued	33.71
Deferred tax liability	320.04
Provision for tax	67.75
Proposed dividend/unclaimed dividend	1.48
Secured/unsecured loans and deposits	2,353.20
Total Liabilities	4,541.24

(a) Revenue by geographical segment

Region	March 31, 2020	March 31, 2019
In India	22,177.58	24,343.72
Outside India	60.69	283.29
(b) Carrying amount of non-current operating assets*		
Region	March 31, 2020	March 31, 2019
In India	24,858.62	23,941.94
Outside India	-	-

*Non-current assets for this purpose consists of Property, Plant and Equipment; Investment properties and Intangible assets.

Note: From the current year, the Group has changed its internal reporting structure. Consequently, 'internet' and 'event' businesses, which were earlier identified as separate reporting segments, have been included under 'Printing, Publishing and allied business' segment in line with Ind AS 108 "Operating Segments". The corresponding segment information of previous year has been accordingly re-stated.



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41. Impairment testing of goodwill

Goodwill acquired through business combinations has been allocated to the integrated internet and mobile interactive services which forms part of Printing / publishing and allied business segment, which is an operating and reportable segments, for impairment testing.

The carrying value of goodwill allocated to integrated internet and mobile interactive services cash generating unit is ₹ 19.13 million (March 31, 2019: ₹ 19.13 million)

The recoverable amount of the goodwill is determined based on a value in use calculated using cash flow projections from financial budgets approved by senior management covering a period of five year period. The pre-tax discount rate applied to the cash flow projections for impairment testing during the current year is 10% (March 31, 2019: 10%). The growth rate used to extrapolate the cash flows of the unit beyond the five-year period is 10%. Based on the result of the analysis, management did not identify any impairment for goodwill.

42. Employee Stock Option Schemes 2008, 2010 and 2011

The Company has granted Stock Options to its employees through its equity settled schemes referred to as 'DBCL – ESOS 2008', 'DBCL- ESOS 2010' and 'DBCL-ESOS 2011' (issued in eight tranches, designated as "T-1", 'T-2', 'T-3', 'T-4', 'T-5', 'T-6', T7 and T8" hereinafter). During the year ended March 31, 2020, the following schemes were in operation:

Particulars	DBCL – ESOS 2008	DBCL – ESOS 2010	DBCL – ESOS 2011	
Number of options under the scheme	700,000	600,000	3,000,000	
Number of options granted under the scheme	413,427	491,203	1,480,653	
Vesting period (DBCL-ESOS 2008 and DBCL – ESOS 2010 has already vested.)	Options vest over the period of one year to five years from the date of grant as under:			
	Scheme	All schemes except ESOS 2011 (T-5, T7 and T8)	ESOS 2011 (T-5)	ESOS 2011 (T-7 and T-8)
	1 st Year	20%	15%	100%
	2 nd Year	20%	20%	-
	3 rd Year	20%	20%	-
	4 th Year	20%	20%	-
	5 th Year	20%	25%	-
Exercise period	Within three years from the date of vesting or listing, whichever is later		Within three years from the date of vesting	ESOS 2011 (T-1 to T-6) - Within three years from the date of vesting ESOS 2011 (T-7 and T-8) - Within 5 years from the date of vesting
Exercise price	50% discount to the average of first 30 days market price post listing		Discount up to a maximum of 30% to the market price on date of grant.	Discount to the market price on date of grant between 50.00% and 89.76%
Vesting conditions	Option vest on continued association with the Company and achievement of certain performance parameters			

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Set out below is a summary of options granted under the plan:

Particulars	March 31, 2020		March 31, 2019	
	Average exercise price per share option (₹)	Number of options	Average exercise price per share option (₹)	Number of options
Opening balance	99.84	438,797	101.95	604,630
Granted during the year	15.00	213,983	-	-
Exercised during the year	99.04	43,190	108.23	83,405
Forfeited during the year	99.87	92,033	106.79	82,428
Closing balance	64.83	517,557	99.84	438,797
Vested and exercisable	99.92	193,649	99.64	191,132
Weighted average share price	₹ 151.98		₹ 221.37	
Weighted average remaining contractual life	3.73 years		3.02 years	
Range of exercise prices	₹ 15- ₹ 168		₹ 95- ₹ 168	

Fair value of option granted:

The fair value at grant date is determined using the Black Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The model inputs for options granted on November 9, 2019 and January 23, 2020 included:

Date of Grant	November 9, 2019	January 23, 2020
Date of Vesting	November 9, 2020	January 23, 2021
Market Price (₹)	146.55	142.95
Expected Life (In Years)	3.50	3.50
Volatility (%)	25.78	25.34
Risk-free Rate (%)	5.92	6.15
Exercise Price (₹)	15.00	15.00
Dividend yield (%)	11.26	11.54
Fair Value per vest (₹)	86.62	83.35
Vest Percent (%) on date of vesting	100.00	100.00
Options Fair Value (₹)	86.62	83.35

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.



Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2020

43 Fair value measurements

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard.

(₹ in million)					
Financial assets and liabilities measured at fair value - recurring fair value measurements	Notes	Level 1	Level 2	Level 3	Total
At March 31, 2020					
Financial investments at FVTOCI					
- Quoted equity shares	7	-	-	-	-
- Unquoted equity shares	7	-	-	181.50	181.50
Total financial assets		-	-	181.50	181.50

(₹ in million)					
Assets and liabilities measured at amortised cost for which fair values are disclosed	Notes	Level 1	Level 2	Level 3	Total
At March 31, 2020					
Financial assets*					
Non-Current Loans	8	-	-	300.00	300.00
Other Non-Current financial assets	9	-	-	361.43	361.43
Total Non-current financial assets		-	-	661.43	661.43
Financial liabilities*					
Lease Liabilities	4(b)	-	-	1,476.13	1,476.13
Other Non-Current financial liabilities	19	-	-	604.02	604.02
Total Non-current financial liabilities		-	-	2,080.15	2,080.15

* Fair values for current financial assets and financial liabilities have not been disclosed because their carrying amounts are a reasonable approximation of their fair values.

(₹ in million)					
Financial assets and liabilities measured at fair value - recurring fair value measurements	Notes	Level 1	Level 2	Level 3	Total
At March 31, 2019					
Financial investments at FVTOCI					
- Quoted equity shares	7	-	-	-	-
- Unquoted equity shares	7	-	-	365.85	365.85
Total financial assets		-	-	365.85	365.85

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2020

					(₹ in million)
Assets and liabilities measured at amortised cost for which fair values are disclosed	Notes	Level 1	Level 2	Level 3	Total
At March 31, 2019					
Financial assets*					
Other Non-Current financial assets	9	-	-	374.53	374.53
Total Non-current financial assets		-	-	374.53	374.53
Financial liabilities*					
Other Non-Current financial liabilities	19	-	-	570.38	570.38
Total Non-current financial liabilities		-	-	570.38	570.38

* Fair values for current financial assets and financial liabilities have not been disclosed because their carrying amounts are a reasonable approximation of their fair values.

There are no transfers between any level during the year. The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

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. The following methods and assumptions were used to estimate the fair values:

- The Group has used prices from prior transactions / third-party pricing information with relevant adjustment for the valuation of unquoted equity shares. Hence the quantitative information about the significant unobservable inputs have not been disclosed.
- The Group enters into derivative financial instruments majorly foreign exchange forward contracts with the banks. These foreign exchange forward contracts are valued using valuation techniques, which employs the use of market observable inputs.

(ii) Financial risk management objectives and policies

The Group's principal financial liabilities, other than derivatives, comprise of loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Group also holds quoted and unquoted investments.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management ensures that the Group's financial risk activities are governed by appropriate policies so that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. It is the Group's policy that no trading in derivatives for speculative purposes can be undertaken. The senior management reviews and agrees policies for managing each of these risks, which are summarised below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include deposits, investments, derivative financial instruments and borrowings.

The sensitivity analysis has been prepared on the basis that the proportion of financial instruments in foreign currencies is all constant as at March 31, 2020.

The analysis excludes the impact of movements in market variables on the carrying values of gratuity; and the non-financial assets and liabilities.



Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2020

The following assumptions have been made in calculating the sensitivity analysis:

- The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial liabilities held at March 31, 2020 and March 31, 2019.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Foreign Currency Non-Resident Borrowings with floating interest rates.

Foreign currency sensitivity

The Group procures newsprint from the international markets after considering the prevailing prices in the domestic and international markets. The Group uses foreign exchange forward contracts to manage some of its transaction exposures. These foreign exchange forward contracts are not designated as cash flow hedges and are entered into for the periods consistent with the foreign currency exposure of the underlying transactions, generally from one to six months.

Particulars of derivative contracts outstanding as at the balance sheet date:

Nature of derivative contract	Nature of underlying exposures	Purpose	(In million)			
			March 31, 2020		March 31, 2019	
			\$	₹	\$	₹
Foreign exchange forward contracts	Buyers credit from banks	Purchase of newsprint	0.50	37.83	1.03	71.48
	Trade payables		0.50	37.83	2.24	155.12

As at balance sheet date, the Group's net foreign currency exposure payable / (receivable) that is not hedged is:

Currency	March 31, 2020		March 31, 2019	
	Amount in foreign currency	Amount in Indian currency ₹	Amount in foreign currency	Amount in Indian currency ₹
USD	16.94	1,282.03	11.84	818.87
EUR	1.69	139.66	0.00	0.04

The following tables demonstrate the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant.

Particulars	Change in	Effect on profit before tax
	Foreign exchange rates	₹ in Million
March 31, 2020	5%	(71.08)
	(5%)	71.08
March 31, 2019	5%	(40.95)
	(5%)	40.95

The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives. The Group's exposure to foreign currency changes for all other currencies is not material.

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2020

Commodity price risk

The Group is affected by the price volatility of certain commodities. Its operating activities require the ongoing printing of newspapers and magazines and therefore require a continuous supply of newsprint. The Group's Board of Directors has developed and enacted a risk management strategy regarding commodity price risk and its mitigation. Based on a 12-month forecast of the required newsprint supply, the Group hedges the purchase price by entering 6 to 12 months supply contract with vendors.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contract obligation.

Credit risk arises from cash and cash equivalents, contractual cash flows of debt instruments, favorable derivative financial instruments and deposit with banks and financial institutions, as well as credit exposures to customers including outstanding receivables.

Credit risk is managed on an entity level basis.

The Group assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. The Group's investment in debt instruments and loans are considered to have low credit risk.

The Group periodically monitors the recoverability and credit risks of its other financial assets including security deposits and other receivables. The Group evaluates 12 month expected credit losses of all the financial assets for which credit risk has not increased. In case credit risk has increased significantly, the Group considers life time expected credit losses for the purpose of impairment provisioning.

The Group has used a practical expedient by computing the life time expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days for which the receivables are due and the expected loss rates as given in the provision matrix.

Following is the movement in Provision for Expected Credit Loss on Trade Receivables:

Particulars	₹ in million	
	March 31, 2020	March 31, 2019
Loss allowance at the beginning of the year	613.46	516.02
Changes in allowance during the year	98.03	97.44
Loss allowance as at the end of the year	711.49	613.46

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of buyer's credit and bank loans. All of the Group's debt will mature in less than one year at March 31, 2020 based on the carrying value of borrowings reflected in the financial statements. The Group assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.



Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2020

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2020:

(₹ in million)				
Particulars	0 to 1 year	1 to 5 years	More than 5 years	Total
Borrowings	1,681.63	-	-	1,681.63
Trade and other payables	2,767.68	-	-	2,767.68
Lease Liabilities	288.93	956.79	519.34	1,765.06
Other financial liabilities	104.84	-	604.02	708.86
Total	4,843.08	956.79	1,123.36	5,158.17

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2019:

(₹ in million)				
Particulars	0 to 1 year	1 to 5 years	More than 5 years	Total
Borrowings	508.14	-	-	508.14
Trade and other payables	2,956.81	-	-	2,956.81
Other financial liabilities	97.33	0.44	569.94	667.71
Total	3,562.28	0.44	569.94	4,132.66

Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total equity. The Group includes within net debt, interest bearing loans and borrowings, lease liabilities less cash and cash equivalents, as calculated below.

(₹ in million)		
Particulars	March 31, 2020	March 31, 2019
Borrowings	1,681.63	508.14
Lease Liabilities	1,765.06	-
Less: Cash and cash equivalents	1,352.07	1,328.71
Net debt	2,094.62	(820.57)
Total Equity	16,784.20	18,269.34
Net debt to equity ratio	12.48%	(4.49)%

Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2020

Net debt to equity ratio for the current year increased following the adoption of Ind AS 116. Both net debt and gross assets increased following the recognition of right-of-use asset and lease liabilities on April 1, 2019. Refer note 34 for further information.

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2020 and March 31, 2019.

44. Expenditure on corporate social responsibility

Particulars	₹ in million)	
	March 31, 2020	March 31, 2019
(a) Gross amount required to be spent by the Group during the year	96.84	100.74
(b) Amount spent during the year:		
– Protection of National heritage	0.85	1.46
– Promoting education, including special education and employment enhancing vocation skills	135.17	61.06
– Ensuring environment sustainability, ecological balance, animal welfare, donation to Army welfare Fund	11.43	6.39
– Eradicating hunger, poverty and malnutrition, promoting preventive health care	17.61	4.41
Above amounts are fully paid during the year		
Total	165.06	73.32

45. Details of dues to Micro and Small Enterprises as per Micro, Small and Medium Enterprises Development Act, 2006

Particulars	₹ in million)	
	As at March 31, 2020	As at March 31, 2019
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	30.26	8.65
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	1.48	1.48
Principal amounts paid to suppliers registered under the MSMED Act beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act to suppliers registered under the MSMED Act beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act to suppliers registered under the MSMED Act beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

The above information regarding Small and Medium Enterprises given in Note 18 - Trade Payables has been determined to the extent such parties have been identified on the basis of information available with the Group.



Notes

to the Consolidated Financial Statements as at and for the year ended March 31, 2020

46. Additional information required by Schedule III

Name of the entity in the group	March 31, 2020							
	Net assets i.e., total assets minus total liabilities		Share in profit / (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As a % consolidated assets	₹ in million	As a % consolidated profit and loss	₹ in million	As a % consolidated other comprehensive income	₹ in million	As a % consolidated total comprehensive income	₹ in million
D B Corp Limited	99.94	16,774.18	99.96	2,748.80	100.00	(187.11)	99.96	2,561.69
I Media Corp Limited	0.08	13.60	0.03	0.79	-	-	0.03	0.79
DB Infomedia Private Limited	(0.02)	(3.58)	0.01	0.17	-	-	0.01	0.17

Name of the entity in the group	March 31, 2019							
	Net assets i.e., total assets minus total liabilities		Share in profit / (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As a % consolidated assets	₹ in million	As a % consolidated profit and loss	₹ in million	As a % consolidated other comprehensive income	₹ in million	As a % consolidated total comprehensive income	₹ in million
D B Corp Limited	99.95	18,260.28	100.03	2,739.30	100.00	15.03	100.03	2,754.33
I Media Corp Limited	0.07	12.81	0.02	0.60	-	-	0.02	0.60
DB Infomedia Private Limited	(0.02)	(3.75)	(0.05)	(1.49)	-	-	(0.05)	(1.49)

47. Previous year's figures have been regrouped / reclassified wherever necessary to conform to current year's classifications.For **Price Waterhouse Chartered Accountants LLP**Firm registration number:
FRN012754N/N500016**Jeetendra Mirchandani**
Partner
Membership No. 48125Place : Pune
Date: June 23, 2020For **Gupta Mittal & Co.**
Chartered Accountants
Firm registration number:
FRN009973C**Shilpa Gupta**
Partner
Membership No. 403763Place : Bhopal
Date: June 23, 2020For and on behalf of the Board of Directors of
D. B. Corp Limited**Sudhir Agarwal**
Managing Director
DIN : 00051407
Place: Bhopal
Date: June 23, 2020**P. G. Mishra**
Chief Financial Officer
Place : Bhopal
Date: June 23, 2020**Pawan Agarwal**
Deputy Managing Director
DIN : 00465092
Place: Bhopal
Date: June 23, 2020**Anita Gokhale**
Company Secretary
Place : Mumbai
Date: June 23, 2020

Form AOC-1

Statement containing Salient Features of the Financial Statement of Subsidiaries / Associate Companies / Joint Ventures

[Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014]

Part "A": Subsidiaries

		(₹ in Thousand)	
1	Sl. No.	1	2
2	Name of the subsidiary/ies	I Media Corp Limited	DB Infomedia Private Limited
3	The date since when subsidiary was acquired	29 th September, 2006	16 th February, 2015
4	Reporting period for the subsidiary concerned, if different from the Holding Company's reporting period	N.A.	N.A.
5	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	N.A.	N.A.
6	Share Capital	11,229.14	10,505.00
7	Reserves & Surplus	2,351.24	(16,531.49)
8	Total Assets	13,689.48	2,245.70
9	Total Liabilities	109.10	19,501.33
10	Investments	-	11,229.14
11	Turnover	1,141.92	1,096.00
12	Profit / (Loss) before taxation	951.99	(1,057.58)
13	Provision for taxation	182.18	-
14	Profit / (Loss) after taxation	769.81	(1,057.58)
15	Proposed Dividend	Nil	Nil
16	Extent of shareholding (in percentage)	100%*	100%*
17	Names of subsidiaries which are yet to commence operations	Nil	
18	Names of subsidiaries which have been liquidated or sold during the year	Nil	

* Including % of shareholding held by subsidiaries / nominees.

Part "B": Associates and Joint Ventures

[Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures]

Not Applicable

For and on behalf of the Board of Directors of
D. B. Corp Limited

Sudhir Agarwal

Managing Director
DIN: 00051407
Place : Bhopal
Date: June 23, 2020

Pawan Agarwal

Deputy Managing Director
DIN: 00465092
Place : Bhopal
Date: June 23, 2020

P. G. Mishra

Chief Financial Officer
Place : Bhopal
Date: June 23, 2020

Anita Gokhale

Company Secretary
Place : Mumbai
Date: June 23, 2020

Subsidiaries

DB Infomedia Private Limited

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I Media Corp Limited

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Board's Report

To the Members,
DB Infomedia Private Limited

The Board of Directors of your Company i.e. DB Infomedia Private Limited (*the Company / DBIPL*) has pleasure in presenting to you the 5th Annual Report together with the Audited Financial Statements for the financial year ended March 31, 2020.

Financial Highlights

The Audited Financial Statements (on Standalone basis) for the financial year 2019-20 have been prepared in accordance with the Indian Accounting Standards (*Ind AS*) notified under Section 133 of the Companies Act, 2013 (*the Act*) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial highlights of the Company's performance are given below:

Particulars	₹ in Thousand)	
	FY 2019-20	FY 2018-19
Income	1,096.00	-
Expenditure	2,153.58	2,610.32
Loss for the year before tax	(1,057.58)	(2,610.32)
Less: Tax (including deferred tax)	-	-
Loss after tax	(1,057.58)	(2,610.32)
Net worth	(6,026.49)	(4,968.91)

Review of Performance, Operational Highlights and Future Outlook

The Company has been able to make some revenue during the financial year 2019-20, however the Board of Directors is positive about the Company's future prospects and is putting in all efforts to improve revenues in forthcoming years.

Dividend

Your directors do not recommend any dividend for the financial year ended March 31, 2020.

Amount, if Any, Proposed To Transfer To Reserves

The Company has made no transfers to Reserves during the financial year ended March 31, 2020.

Subsidiaries, Associates and Joint Venture Companies

As on March 31, 2020, your Company has a wholly owned subsidiary viz. I Media Corp Limited (*said subsidiary*).

There were no associate or joint venture companies within the meaning of Section 2(6) of the Act as on March 31, 2020. There has been no material change in the nature of the business of the subsidiary.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is

attached to the financial statements of the Holding Company i.e. D. B. Corp Limited.

Performance / Business highlights of subsidiaries

The said subsidiary has earned profit of ₹ 951.98 thousand (before tax). The Company is committed to put in best efforts to improve revenues in forthcoming years.

Loans from Directors

During the financial year under review, the Company has not borrowed any money from its Directors.

Directors

As per Articles of Association of the Company, directors are not liable to retire by rotation.

The Board of Directors of the Company consists of two Directors viz. Mr. Manoj Garg (DIN: 00809382) and Mr. Rajnish Tripathi (DIN: 02496228).

During the financial year 2019-20, there were variation in the composition of the Board of Directors as mentioned hereunder:

- Mr. Rajnish Tripathi (DIN: 02496228) was appointed as an Additional Director w.e.f. December 30, 2019, subject to ratification of his appointment at the ensuing AGM; and



b. Mr. Rajeev Chaturvedi (DIN: 06478140) has resigned from the office of Director w.e.f. the close of business hours on December 30, 2019 due to his personal reasons.

The Board expressed its deep gratitude for the services rendered by Mr. Chaturvedi during his tenure as Director of the Company.

Also, Ms. Pooja Mandave, Company Secretary resigned from the post of Company Secretary w.e.f. the close of business hours on December 12, 2019, due to her personal reasons. The Board expressed its deep gratitude and appreciation towards the services rendered by Ms. Mandave during her tenure as Company Secretary of the Company.

It is pertinent to note that pursuant to the amendment in the Companies Act, 2013 and rules made thereunder, now the Company is not required to appoint a whole-time Company Secretary since the paid up share capital of the Company is less than ₹ 10 Crore (Rupees Ten Crore only).

Board Meetings

Five meetings of the Board were held during the financial year under consideration. The Board meetings were held on May 15, 2019, July 17, 2019, October 15, 2019, December 30, 2019 and January 22, 2020 with a time gap of not more than 120 days between two consecutive Meetings.

Name	Board Meetings during FY 2019-20	
	Held	Attended
Mr. Rajeev Chaturvedi	4	4
Mr. Manoj Garg	5	5
Mr. Rajnish Tripathi*	2	2

*Mr. Rajnish Tripathi was appointed as a Director at the Board meeting ('said meeting') held on December 30, 2019 and he joined the said meeting as Invitee.

Disclosure on Compliance with applicable Secretarial Standards

During the FY 2019-20, the Company has complied with all the applicable Secretarial Standards notified by the Institute of Company Secretaries of India.

Extract of Annual Return

The Extract of Annual Return in Form MGT-9 as required under Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 forms part of this Report and is given as 'Annexure A' to this Report.

Directors' Responsibility Statement

Pursuant to the requirements under Section 134(3)(c) of the Act with respect to Directors' Responsibility Statement, it is hereby confirmed:

1. that in the preparation of the annual accounts for the year ended March 31, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. that the directors had 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 as at March 31, 2020 and of the profit of the Company for the year ended as on that date;
3. that the directors had taken proper and sufficient care 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;
4. that the directors had prepared the annual accounts for the financial year ended March 31, 2020, on a 'going concern' basis;
5. that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Statutory Auditors

Pursuant to provisions of Section 139 Act, read with the Companies (Audit and Auditors) Rules, 2014, M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/ N500016) were appointed as the Statutory Auditors of the Company at the 2nd Annual General Meeting ('AGM') for a period of 5 years from the conclusion of 2nd AGM till the conclusion of 7th AGM [subject to ratification by the shareholders at every AGM, as prescribed then]. The ratification by the shareholders at every AGM is done away with vide amendments in the Act notified during FY 2017-18.

The Statutory Auditors have confirmed that their appointment is within the prescribed limits under Section 139 of the Act and that they are not disqualified for holding such position of auditorship within the meaning of Section 139 of the Act.

Auditors' Report

The Auditors' Report on the financial statements of the Company for the financial year 2019-20 does not contain any qualifications, reservations or adverse remarks.

Reporting of frauds by Statutory Auditors

Pursuant to Section 143(12) of the Act, the Statutory Auditors have confirmed that neither they come across any instance of fraud by the Company or on the Company by its officers or employees during the year, nor have they been informed of any such case by the management.

Public Deposits

During the financial year under review, your Company has not accepted or invited any deposits from the public within the meaning of Chapter V of the Act and applicable rules made thereunder and as such no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet.

Particulars of Loans, Guarantees and Investments

Particulars of loans, guarantees given and investments made under Section 186 of the Act including loans given to the subsidiary have been given separately in the financial statements of the Company under Note 17 of Standalone Financial Statements which may be read in tandem with this Report.

Related Party Transactions

All related party transactions entered into during the financial year 2019-20 were in the ordinary course of business and at arm's length basis. There were no materially significant related party transactions entered into by the Company within the meaning of Section 188 of the Companies Act, 2013. Hence, Form AOC-2 is not applicable to the Company.

Risk Management Policy

Your Company places key emphasis on the risk management and believes in establishing a structured and disciplined approach to risk management. Your Company has subscribed to and adopted the Risk Management policy framed by its Holding Company viz. D. B. Corp Limited. Your Company reviews various business and operational risks as laid down in the plan and considers instituting proper control procedures to mitigate the same.

Particulars regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Since your Company does not own any manufacturing facility, the Company is not required to take any steps with regard to conservation of energy, technology absorption or other related items as stipulated under Section 134(3)(m) of the Act read with the Companies (Accounts) Rules, 2014.

There were neither foreign exchange earnings nor any foreign exchange outgo during the financial year under consideration.

Particulars of Employees

The Company does not have any employees fulfilling the criteria as laid down under Section 197 (12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended and accordingly no information is required to be provided.

Prevention of Sexual Harassment at Workplace

The Company has complied with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 by subscribing to the parent company's policy in this regard. During the year, no complaints on sexual harassment were received by the Company.

Material Changes and Commitments

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the Financial Statements relate and the date of the report.

Significant and Material Orders passed by the Regulators

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

General

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

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of sweat equity shares / Employees Stock Option Scheme.
3. Non-exercise of voting rights directly by the employees in respect of shares purchased under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014.

Acknowledgement

Your Directors wish to express their grateful appreciation for the valuable co-operation and support received from the Company's bankers, customers, suppliers and shareholders during the financial year under review and look forward to the same in greater measure in coming years.

For and on behalf of the Board of Directors of
DB Infomedia Private Limited

Rajnish Tripathi
Director
DIN: 02496228

Manoj Garg
Director
DIN: 00809382

Place: Bhopal
Date: August 12, 2020



Annexure A

FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 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

i. CIN	U74300MP2015PTC033850
ii. Registration Date	February 16, 2015
iii. Name of the Company	DB Infomeia Private Limited
iv. Category / Sub-Category of the Company	Company having Share Capital / Non-Govt. Company
v. Address of the Registered office and contact details	Office Block 1A, 5 th Floor, DB City Corporate Park, Arera Hills, Opp. M.P. Nagar, Zone - I, Bhopal - 462016, Madhya Pradesh. Tel No: 0755-6665622
vi. Whether listed company	No
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any	N.A.

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:-

Sr. No.	Name and description of main products / services	NIC Code of the product / service	% to total turnover of the Company
1	Event Business	8230	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	DB Consolidated Private Limited Plot No. 280, Sarkhej-Gandhinagar Highway, Nr. YMCA Club, Makarba, Ahmedabad - 380051, Gujarat	U51109GJ1985PTC051693	Holding Company of D. B. Corp Ltd.	54.73	2(46)
2.	D. B. Corp Limited Plot No. 280, Sarkhej-Gandhinagar Highway, Nr. YMCA Club, Makarba, Ahmedabad – 380051, Gujarat	L22210GJ1995PLC047208	Holding	100	2(46)
3	I Media Corp Limited 6, Press Complex, MP Nagar, Zone I, Bhopal 462011, Madhya Pradesh	U64202MP2006PLC018676	Subsidiary	100	2(87)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS A PERCENTAGE OF TOTAL EQUITY)

i. Category-wise Shareholding

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	60	60	0.01%	0	60	60	0.01%	0.00%
b. Central Govt.	0	0	0	0	0	0	0	0	N.A.
c. State Govt.(s)	0	0	0	0	0	0	0	0	N.A.
d. Bodies Corporate	0	10,50,440	10,50,440	99.99%	0	10,50,440	10,50,440	99.99%	0.00%
e. Banks / Fls	0	0	0	0	0	0	0	0	N.A.
f. Any other	0	0	0	0	0	0	0	0	N.A.
Sub-Total A(1) :	0	10,50,500	10,50,500	100.00%	0	10,50,500	10,50,500	100.00%	0.00%
(2) FOREIGN									
a. NRIs - Individuals	0	0	0	0	0	0	0	0	N.A.
b. Others – Individuals	0	0	0	0	0	0	0	0	N.A.
c. Bodies Corporate	0	0	0	0	0	0	0	0	N.A.
d. Banks / Fls	0	0	0	0	0	0	0	0	N.A.
e. Any other	0	0	0	0	0	0	0	0	N.A.
Sub-Total A(2) :	0	0	0	0	0	0	0	0	N.A.
Total Shareholding of Promoters A=A(1)+A(2)	0	10,50,500	10,50,500	100.00%	0	10,50,500	10,50,500	100.00%	0.00%
B. Public Shareholding									
1. INSTITUTIONS									
a. Mutual Funds	0	0	0	0	0	0	0	0	N.A.
b. Banks / Fls	0	0	0	0	0	0	0	0	N.A.
c. Central Govt.	0	0	0	0	0	0	0	0	N.A.
d. State Govt.(s)	0	0	0	0	0	0	0	0	N.A.
e. Venture Capital Funds	0	0	0	0	0	0	0	0	N.A.
f. Insurance Companies	0	0	0	0	0	0	0	0	N.A.
g. Fls	0	0	0	0	0	0	0	0	N.A.
h. Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	N.A.
i. Others (specify)	0	0	0	0	0	0	0	0	N.A.
Sub-Total B(1) :	0	0	0	0	0	0	0	0	N.A.
2. NON-INSTITUTIONS									
a. Bodies Corporate									
i. Indian	-	-	-	-	-	-	-	-	N.A.
ii. Overseas	-	-	-	-	-	-	-	-	N.A.
b. Individuals									
i. Individual shareholders holding nominal share capital upto ₹ 1 lakh	0	0	0	0	0	0	0	0	0.00%
ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	0	0	0	0	0	0	0	0	N.A.
c. Others (specify)	0	0	0	0	0	0	0	0	N.A.
Sub-Total B(2) :	0	0	0	0	0	0	0	0	0.00%
Total Public Shareholding B=B(1)+B(2):	0	0	0	0	0	0	0	0	0.00%
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	N.A.
Grand Total (A+B+C):	0	10,50,500	10,50,500	100.00%	0	10,50,500	10,50,500	100.00%	0.00%



ii. Shareholding of Promoters

Sr. No.	Name of the Promoters	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	D. B. Corp Limited*	10,50,500	100.00%	NIL	10,50,500	100.00%	NIL	0.00%
	Total	10,50,500	100.00%	NIL	10,50,500	100.00%	NIL	0.00%

*Shareholding includes shares held along with nominee shareholders of D. B. Corp Limited

iii. Change in Promoters' Shareholding

Name of the Promoters	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
	N.A.			

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

Name of the 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
	N.A.			

v. Shareholding of Directors and Key Managerial Personnel (KMP)*

Name of the Directors and Key Managerial Personnel	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
	N.A.			

* None of the Directors hold any shares in the Company. Also, the provisions of Section 203 of the Companies Act, 2013 are not applicable. Hence, the Company has not appointed any KMP.

V. INDEBTEDNESS

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

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
(₹ in Thousand)				
Indebtedness at the beginning of the Financial Year				
i) Principal amount	-	2,000.00	-	2,000.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	2,248.03	-	2,248.03
Total (i+ii+iii)	-	4,248.03	-	4,248.03
Change in Indebtedness during the Financial Year				
• Addition	-	180.00	-	180.00
• Reduction	-	-	-	-
Net Change	-	180.00	-	180.00
Indebtedness at the end of the Financial Year				
i) Principal amount	-	2,000.00	-	2,000.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	2,428.03	-	2,428.03
Total (i+ii+iii)	-	4,428.03	-	4,428.03

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Company does not pay any remuneration and / or sitting fees to any of its Directors.

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

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

B. Remuneration to other Directors

Sr. No.	Particulars of Remuneration	Names of Directors	Total Amount
1.	Independent Directors	NIL	/
	- Fees for attending Board / Committee Meetings		
	- Commission		
	- Others, please specify		
	Total (1)		
2.	Other Non-Executive Directors		
	- Fees for attending Board / Committee Meetings		
	- Commission		
	- Others, please specify		
	Total (2)		
	Total B = (1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

**C. Remuneration to Key Managerial Personnel other than MD / Manager/ WTD**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	Company Secretary	CFO	
1.	Gross Salary	NIL			
	a. Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961				
	b. Value of perquisites under Section 17(2) of the Income Tax Act, 1961				
	c. Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961				
2.	Stock Options				
3.	Sweat Equity				
4.	Commission				
	- as a % of profit				
	- others, please specify				
5.	Others, please specify				
	Total				

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)
A. Company	NIL				
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other Officers in Default					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of Directors
of **DB Infomedia Private Limited**

Rajnish Tripathi
Director
DIN: 02496228

Manoj Garg
Director
DIN:00809382

Place: Bhopal
Date: August 12, 2020

Independent Auditor's Report

To the Members of DB Infomeia Private Limited

Report on the audit of the financial statements

Opinion

1. We have audited the accompanying financial statements of DB Infomeia Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and total comprehensive loss (comprising of loss and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

4. We draw your attention to Note 22 to the financial statements, which indicates that the Company has incurred a net loss of ₹ 1,057.58 thousand during the year ended March 31, 2020 and, as of that date, the Company's current liabilities exceeded its current assets by ₹ 4,394.20 thousand. These events or conditions, along with other matters as set forth in Note 22 to the financial statements, indicate that a material uncertainty exists that may cast significant doubt on the

Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Emphasis of matter

5. We draw your attention to Note 23 to the financial statements which explains the uncertainties and the management's assessment of the financial impact due to the lock-downs and other restrictions and conditions related to the COVID-19 pandemic situation, for which a definitive assessment of the impact in the subsequent period is highly dependent upon circumstances as they evolve. Our opinion is not modified in respect of this matter.

Other information

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Director's report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

Responsibilities of management and those charged with governance for the financial statements

7. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards 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.

8. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

9. 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.
10. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures

that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls 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 auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

11. 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.

Report on other legal and regulatory requirements

12. 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 B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
13. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- g) 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:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts as at March 31, 2020.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2020.
 - iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2020.
14. There are no individuals appointed whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 read with Schedule V to the Act.

For **Price Waterhouse Chartered Accountants LLP**
Firm Registration Number: 012754N/N500016

Bhavesh Gada

Partner

Place: Mumbai

Date: June 22, 2020

Membership Number 117592

UDIN: 20117592AAAAAF8833



Annexure A to Independent Auditor's Report

Referred to in paragraph 13(f) of the Independent Auditor's Report of even date to the members of DB Infomedia Private Limited on the financial statements as of and for the year ended March 31, 2020

Report on the internal financial controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of DB Infomedia Private Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of internal financial controls with reference to financial statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements 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

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to

error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements

were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. Also refer paragraph 5 of the main audit report.

For **Price Waterhouse Chartered Accountants LLP**
Firm Registration Number: 012754N/N500016

Place: Mumbai
Date: June 22, 2020

Bhavesh Gada
Partner
Membership Number 117592



Annexure B to Independent Auditor's Report

Referred to in paragraph 12 of the Independent Auditor's Report of even date to the members of DB Infomedia Private Limited on the financial statements as of and for the year ended March 31, 2020

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
(b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
(c) The Company does not own any immovable properties as disclosed in Note 3(a) on Property, Plant and Equipment to the financial statements. Therefore, the provisions of Clause 3(i)(c) of the said Order are not applicable to the Company.
- ii. The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company.
- iii. 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 Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Sections 185 and 186 of the Act. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including income tax, goods and service tax, cess and other material statutory dues, as applicable, with the appropriate authorities.
(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income tax, service tax, or goods and service tax which have not been deposited on account of any dispute.
- viii. The Company does not have any loans or borrowings from any financial institution or bank or Government, nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(viii) of the Order are not applicable to the Company.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. There are no individuals appointed whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 read with Schedule V to the Act. Accordingly, the provisions of Clause 3(xi) of the order are not applicable to the Company. Also refer paragraph 14 of our main audit report.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Section 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act. Further, the Company is not required to constitute an Audit Committee under Section 177 of the Act, and accordingly, to this extent, the provisions of Clause 3(xiii) of the Order are not applicable to the Company.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with them, to which Section 192 of the Act applies. Accordingly, the provisions of Clause 3(xv) of the Order are 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, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For **Price Waterhouse Chartered Accountants LLP**
Firm Registration Number: 012754N/N500016

Bhavesh Gada

Partner

Place: Mumbai
Date: June 22, 2020

Membership Number 117592

Balance Sheet

as at March 31, 2020

	Notes	As at March 31, 2020	(₹ in thousand) As at March 31, 2019
ASSETS			
Non-current assets			
Property, plant and equipment	3 (a)	808.58	1,319.94
Intangible assets	3 (b)	2.88	4.57
Financial assets			
Investments	4	11,229.14	11,229.14
		12,040.60	12,553.65
Current assets			
Financial assets			
Cash and cash equivalents	5	1,263.77	167.77
Other current assets	6	170.47	133.76
		1,434.24	301.53
Total		13,474.84	12,855.18
EQUITY AND LIABILITIES			
Equity			
Equity share capital	7	10,505.00	10,505.00
Other equity			
Equity component of Compound Financial Instruments		57,977.37	57,977.37
Retained earnings		(74,508.86)	(73,451.28)
Total equity attributable to equity holders		(6,026.49)	(4,968.91)
Liabilities			
Non-current liabilities			
Financial liabilities			
Long-term borrowings	8	13,672.90	12,448.06
Current liabilities			
Financial liabilities			
Trade payables	9		
(a) Total outstanding dues of micro enterprises and small enterprises		-	-
(b) Total outstanding dues of creditors other than (a) above		1,395.43	1,123.07
Short-term borrowings	10	4,428.03	4,248.03
Other current liabilities	11	4.97	4.93
		5,828.43	5,376.03
Total		13,474.84	12,855.18
Summary of significant accounting policies			
	2		

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

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Bhavesh Gada
Partner
Membership No. 117592

Place: Mumbai
Date : June 22, 2020

For and on behalf of the Board of Directors of
DB Infomedia Private Limited

Rajnish Tripathi
Director
DIN : 02496228

Manoj Garg
Director
DIN : 00809382

Place: Bhopal
Date : June 19, 2020



Statement of Profit and Loss

for the year ended March 31, 2020

(₹ in thousand)

	Notes	Year ended March 31, 2020	Year ended March 31, 2019
Income			
Revenue from operations	12	1,096.00	-
Total income		1,096.00	-
Expenses			
Depreciation and amortisation expenses	3 (a) and (b)	513.05	610.67
Other expenses	13	215.69	800.68
Finance costs	14	1,424.84	1,198.97
Total expense		2,153.58	2,610.32
Loss before tax		(1,057.58)	(2,610.32)
Tax expenses	15	-	-
Loss for the year		(1,057.58)	(2,610.32)
Other comprehensive Income		-	-
Total comprehensive income / (loss) for the year		(1,057.58)	(2,610.32)
Loss per equity share	16		
Nominal value of share ₹ 10 (March 31, 2019 share ₹ 10)			
Basic and diluted		(1.01)	(2.48)
Summary of significant accounting policies	2		

The above Statement of Profit and Loss should be read in conjunction with the accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016**Bhavesh Gada**
Partner
Membership No. 117592Place: Mumbai
Date : June 22, 2020For and on behalf of the Board of Directors of
DB Infomedia Private Limited**Rajnish Tripathi**
Director
DIN : 02496228**Manoj Garg**
Director
DIN : 00809382Place: Bhopal
Date : June 19, 2020

Statement of Change in Equity

for the year ended March 31, 2020

A. Equity share capital (Refer Note 7)

Particulars	(₹ in thousand)	
	Amount	
Balance as at March 31, 2018	10,505.00	
Changes in equity share capital	-	
Balance as at March 31, 2019	10,505.00	
Changes in equity share capital	-	
Balance as at March 31, 2020	10,505.00	

B. Other equity

Particulars	(₹ in thousand)		
	Equity component of compound financial instrument	Reserve and surplus	Total
		Retained earnings	
As at March 31, 2018	57,977.37	(70,840.96)	(12,863.59)
Loss for the year	-	(2,610.32)	(2,610.32)
As at March 31, 2019	57,977.37	(73,451.28)	(15,473.91)
Loss for the year	-	(1,057.58)	(1,057.58)
As at March 31, 2020	57,977.37	(74,508.86)	(16,531.49)

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Bhavesh Gada
Partner
Membership No. 117592

Place: Mumbai
Date : June 22, 2020

For and on behalf of the Board of Directors of
DB Infomedia Private Limited

Rajnish Tripathi
Director
DIN : 02496228

Manoj Garg
Director
DIN : 00809382

Place: Bhopal
Date : June 19, 2020



Statement of Cash Flows

for the year ended March 31, 2020

(₹ in thousand)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
A. Cash flow from operating activities		
Loss for the year	(1,057.58)	(2,610.32)
Adjustments to reconcile loss for the period to net cash flows		
Finance costs	1,424.84	1,198.97
Depreciation and amortisation expenses	513.05	610.67
Operating profit / (loss) before working capital changes	880.31	(800.68)
Changes in working capital		
Increase in other assets	(36.70)	(133.76)
Increase in trade payables	272.35	478.52
Increase in other current liabilities	0.04	4.93
Cash used in operations	235.69	349.69
Net cash generated from / (used in) operating activities (A)	1,116.00	(450.99)
B. Cash flow from investing activities		
Net cash used in investing activities (B)	-	-
C. Cash flow from financing activities		
Proceeds from short-term borrowings	-	2,000.00
Repayment of short-term borrowings	(20.00)	(1,508.55)
Net cash generated from / (used in) financing activities (C)	(20.00)	491.45
Net increase / (decrease) in cash and cash equivalents (A+B+C)	1,096.00	40.46
Cash and cash equivalents at the beginning of the year	167.77	127.31
Cash and cash equivalents at the end of the year	1,263.77	167.77
Net increase / (decrease) in cash and cash equivalents	1,096.00	40.46

For details of components of cash and cash equivalents, Refer Note 5.

The above Statement of Cash Flow should be read in conjunction with the accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016**Bhavesh Gada**
Partner
Membership No. 117592Place: Mumbai
Date : June 22, 2020For and on behalf of the Board of Directors of
DB Infomedia Private Limited**Rajnish Tripathi**
Director
DIN : 02496228Place: Bhopal
Date : June 19, 2020**Manoj Garg**
Director
DIN : 00809382

Notes

to the Financial Statements as at and for the year ended March 31, 2020

1. Nature of operations:

DB Infomeia Private Limited (the 'Company') is a Company registered under the Companies Act, 2013 (the 'Act') and is limited by shares. The Company is engaged in the business of event management and operating, managing and hosting websites / personal pages or otherwise providing audio-visual content in the domain of entertainment.

The Company's registered office is office Block 1A, 5th Floor, DB City Corporate Park, Arera Hills, Opp. M.P. Nagar, Zone-I, Bhopal-462042, Madhya Pradesh, India.

2. Summary of Significant Accounting Policies:

2.1 Basis of accounting and preparation

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the 'Act') [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements have been prepared under the historical cost basis except for certain financial assets and liabilities that have been measured at fair value (refer accounting policy regarding financial instruments). The financial statements have been prepared on a going concern basis (also refer Note no. 22).

All amounts disclosed in the financial statements and notes have been rounded off to the nearest thousands with two decimal as per the requirement of Schedule III, unless otherwise stated.

New and amended standards

The following standards and amendments have become applicable for the first time for the annual reporting period commencing April 1, 2019:

- Ind AS 116, Leases
- Long-term Interests in Associates and Joint Ventures — Amendments to Ind AS 28, Investments in Associates and Joint Ventures
- Uncertainty over Income Tax Treatments — Appendix C to Ind AS 12, Income Taxes
- Plan Amendment, Curtailment or Settlement — Amendments to Ind AS 19, Employee Benefits
- Amendment to Ind AS 103, Business Combinations and Ind AS iii, Joint Arrangements

- Amendment to Ind AS 12, Income Taxes
- Amendment to Ind AS 23, Borrowing costs

The new standards or amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

Current versus non-current classification

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

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

All other assets are classified as non-current.

A liability is current when:

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

The Company classifies all other liabilities as non-current.

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

2.2 Property, plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Historical costs include expenditure that is directly attributable to the



Notes

to the Financial Statements as at and for the year ended March 31, 2020

acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Costs of construction that relate directly to the specific asset and cost that are attributable to the construction activity in general and can be allocated to the specific assets are capitalised. Income earned during the construction period and income from trial runs is deducted from such expenditure pending allocation.

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

2.3 Intangible assets :

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

2.4 Depreciation and amortization

The Company provides depreciation on property, plant and equipment using the straight line

method at the rates computed based on the estimated useful lives of the assets as estimated by the management, which are equal to the corresponding rates prescribed in Schedule II to the Act. Further, Company provides amortization of intangible asset using the straight line method at the rates computed based on the estimated useful life of the assets as estimated by the management.

The Company has used the following lives to provide depreciation and amortisation on fixed assets:

Category	Useful lives (in years)
Office equipment	5
Furniture and fixtures	10
Electrical fittings and coolers	10
Computers & Servers	3 and 6
Computer Software	3

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.

2.5 Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's ('CGU') fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such

Notes

to the Financial Statements as at and for the year ended March 31, 2020

transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, wherever applicable, a long term growth rate is calculated and applied to projected future cash flows after the fifth year.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

2.6 Investment in Subsidiaries

The investments in subsidiary is carried in the financial statements at historical cost except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for as Non-current assets held for sale and discontinued operations.

Investments in subsidiary carried at cost are tested for impairment in accordance with Ind AS 36 Impairment of Assets.

2.7 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Goods and service tax is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

Income from event management

Revenue from event management is recognized when the event management services are rendered as per the terms of the agreement / upon sale of tickets for the event.

2.8 Foreign currency transactions

Transactions in foreign currencies are initially recorded by the Company's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in profit or 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.

2.9 Income taxes

Current income tax

Current income tax liabilities are measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit and loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.



Notes

to the Financial Statements as at and for the year ended March 31, 2020

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.10 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

2.11 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of

resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. Where there is a possible obligation or a present obligation and the likelihood of the outflow of resources is remote, no provision or disclosure is needed.

2.12 Segment Reporting

The Chief Operational Decision Maker (CODM) monitors the operating results of its business 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. Operating segments are reported in a manner consistent with the internal reporting provided to the CODM.

2.13 Earnings per equity share ('EPS')

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

2.14 Cash and cash equivalents

Cash and cash equivalent in the balance sheet and cash flow statement comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

2.15 Financial instruments

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

Financial assets

Initial recognition and measurement

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets are initially measured at fair value. Transaction costs

Notes

to the Financial Statements as at and for the year ended March 31, 2020

that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset.

Subsequent measurement

Financial assets at amortised cost

For purposes of subsequent measurement, financial assets which include debt instruments are measured at amortised cost.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate ('EIR') method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

This category generally applies to trade receivables, deposits and loans.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss ('ECL') model for measurement and recognition of impairment loss on the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL at each reporting date, right from its initial recognition. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or at amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings.

Compound instruments

The component parts of compound instruments (redeemable preference shares) issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangement. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for a similar non-convertible instrument. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date. The equity component is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently re-measured.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

2.16 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale



Notes

to the Financial Statements as at and for the year ended March 31, 2020

are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.17 (A) Significant accounting judgments, estimates and assumptions:

Significant judgement:

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The areas involving critical estimates and judgements are:

- (i) Estimation of impairment of property, plant and equipment - Ind AS 36 requires that the Company assesses conditions that could cause an asset or a Cash Generating Unit (CGU) to become impaired and to test recoverability of potentially impaired assets. These conditions include changes resulting from market and economic environment, including internal and external factors such as significant changes in the Company's planned use of the assets or a significant adverse change in the operations. Determination of the recoverable amount involves management estimates on highly uncertain matters, such as estimation of future events through which revenue will be generated and operating expenses. The Company uses internal business plans and a detailed forecast is developed for a period of up to five years with terminal value growth thereafter.
- (ii) Estimation of material uncertainty related to going concern (Refer Note 22).

Notes

to the Financial Statements as at and for the year ended March 31, 2020

3(a) Property, plant and equipment

(₹ in thousand)

Particulars	Office equipments	Furniture and fixtures	Electric fittings, fans and coolers	Computers	Total
Gross carrying amount as at March 31, 2018	1,809.50	260.05	476.49	2,723.21	5,269.25
Additions during the year	-	-	-	-	-
Deletion during the year	-	-	-	-	-
Gross carrying amount as at March 31, 2019	1,809.50	260.05	476.49	2,723.21	5,269.25
Additions during the year	-	-	-	-	-
Deletion during the year	-	-	-	-	-
Gross carrying amount as at March 31, 2020	1,809.50	260.05	476.49	2,723.21	5,269.25
Accumulated depreciation as at March 31, 2018	983.49	72.03	134.21	2,150.59	3,340.32
Depreciation for the year	340.86	24.60	45.04	198.49	608.99
Accumulated depreciation as at March 31, 2019	1,324.35	96.63	179.25	2,349.08	3,949.31
Depreciation for the year	333.42	24.60	45.04	108.30	511.36
Accumulated depreciation as at March 31, 2020	1,657.77	121.23	224.29	2,457.38	4,460.67
Net carrying amount as at March 31, 2019	485.15	163.42	297.24	374.13	1,319.94
Net carrying amount as at March 31, 2020	151.73	138.82	252.20	265.83	808.58

3(b) Intangible assets

(₹ in thousand)

Particulars	Computer software	Total
Gross carrying amount as at March 31, 2018	10.63	10.63
Additions during the year	-	-
Gross carrying amount as at March 31, 2019	10.63	10.63
Additions during the year	-	-
Gross carrying amount as at March 31, 2020	10.63	10.63
Accumulated depreciation as at March 31, 2018	4.38	4.38
Depreciation for the year	1.68	1.68
Accumulated depreciation as at March 31, 2019	6.06	6.06
Depreciation for the year	1.69	1.69
Accumulated depreciation as at March 31, 2020	7.75	7.75
Net carrying amount as at March 31, 2019	4.57	4.57
Net carrying amount as at March 31, 2020	2.88	2.88



Notes

to the Financial Statements as at and for the year ended March 31, 2020

4. Investments

Particulars	(₹ in thousand)	
	March 31, 2020	March 31, 2019
Investments in subsidiaries:		
Investment in equity shares (Unquoted, fully paid up, valued at cost):		
1,122,914 (March 31, 2019: 1,122,914) equity shares of ₹10/- each of I Media Corp Ltd.	11,229.14	11,229.14
	11,229.14	11,229.14

5. Cash and cash equivalents

Particulars	(₹ in thousand)	
	March 31, 2020	March 31, 2019
Balances with banks		
On current account	1,263.77	167.77
	1,263.77	167.77

6. Other current assets (Unsecured, considered good unless stated otherwise)

Particulars	(₹ in thousand)	
	Current	
	March 31, 2020	March 31, 2019
Other loans and advances		
Balances with statutory / government authorities	170.47	133.76
	170.47	133.76

7. Share capital

Particulars	(₹ in thousand)	
	March 31, 2020	March 31, 2019
Authorised shares		
4,100,000 (March 31,2019: 4,100,000) equity shares of ₹10 each	41,000.00	41,000.00
1,000,000 (March 31, 2019: 1,000,000) 7.5% non-cumulative redeemable preference shares of ₹100 each	1,00,000.00	1,00,000.00
	1,41,000.00	1,41,000.00
Issued, subscribed and fully paid-up shares		
1,050,500 equity shares (March 31, 2019: 1,050,500) of ₹10 each fully paid up [refer note (a) and (b) below]	10,505.00	10,505.00
	10,505.00	10,505.00

Notes

to the Financial Statements as at and for the year ended March 31, 2020

(a) Reconciliation of number of shares outstanding at the beginning and at the end of the year

Equity shares:

Particulars	March 31, 2020		March 31, 2019	
	Nos. in Thousands	Amount	Nos. in Thousands	Amount
Equity shares				
At the beginning of the year	1,050.50	10,505.00	1,050.50	10,505.00
Shares Issued during the year	-	-	-	-
Outstanding at the end of the year	1,050.50	10,505.00	1,050.50	10,505.00

(₹ in thousand)

(b) Terms/ rights attached to each class of shares

Equity shares

The Company has only one class of equity shares having a par value ₹10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by shareholders.

(c) Details of shares held by holding company and shareholders holding more than 5% shares of the Company

Name of Shareholders	March 31, 2020		March 31, 2019	
	Nos. in Thousands	% of holding	Nos. in Thousands	% of holding
Equity share of ₹ 10 each fully paid				
D.B. Corp Limited, the holding company and it's nominees	1,050.50	100.00	1,050.50	100.00

8. Long-term borrowings

Particulars	(₹ in thousand)	
	March 31, 2020	March 31, 2019
681,000 (March 31, 2019: 681,000) 7.5% redeemable preference share of ₹ 100 each*	13,672.90	12,448.06
	13,672.90	12,448.06

* The Company has issued only one class of 7.5% redeemable preference shares on January 19, 2017 having face value of ₹100 per share which are redeemable at par, at any time at the option of shareholder but before completion of 20 years from date of issue.

9. Trade Payables:

Particulars	(₹ in thousand)	
	March 31, 2020	March 31, 2019
Trade payables		
(a) Total outstanding dues of micro enterprises and small enterprises (Refer note 19)	-	-
(b) Total outstanding dues of creditors other than (a) above	1,395.43	1,123.07
	1,395.43	1,123.07



Notes

to the Financial Statements as at and for the year ended March 31, 2020

10. Short-term borrowings

Particulars	(₹ in thousand)	
	March 31, 2020	March 31, 2019
Loan from holding Company (includes accrued interest)*	4,428.03	4,248.03
	4,428.03	4,248.03

*The loan is unsecured and repayable on demand. Interest is payable at the rate of 10% p.a. (Refer note 17)

Net Debt Reconciliation

Particulars	(₹ in thousand)
Net Debt (including accrued interest) as at March 31, 2018	3,671.10
Cash flows	2,000.00
Interest expenses during the year	85.48
Interest paid	(1,508.55)
Net Debt (including accrued interest) as at March 31, 2019	4,248.03
Interest expenses during the year	200.00
Interest paid	(20.00)
Debt (including accrued interest) as at March 31, 2020	4,428.03

11. Other current liabilities

Particulars	(₹ in thousand)	
	Year ended March 31, 2020	Year ended March 31, 2019
Other payables:		
Statutory liabilities	4.97	4.93
	4.97	4.93

12. Revenue from operations:

Particulars	(₹ in thousand)	
	Year ended March 31, 2020	Year ended March 31, 2019
Other operating revenue		
Income from event management	1,096.00	-
	1,096.00	-

13. Other expenses

Particulars	(₹ in thousand)	
	Year ended March 31, 2020	Year ended March 31, 2019
Legal and professional charges *	54.83	800.68
Event expenses	160.86	-
	215.69	800.68

Notes

to the Financial Statements as at and for the year ended March 31, 2020

* Auditors Remuneration (included in Legal and professional charges above)

Particulars	(₹ in thousand)	
	Year ended March 31, 2020	Year ended March 31, 2019
As Auditor		
Audit Fee	50.00	50.00
	50.00	50.00

14. Finance costs

Particulars	(₹ in thousand)	
	Year ended March 31, 2020	Year ended March 31, 2019
Interest expense:		
On short term borrowings	200.00	85.48
On Compound financial instruments	1,224.84	1,113.49
	1,424.84	1,198.97

15. Unrecognised deferred tax asset

Financial year	Expiry of losses on	Carried Forward Losses		Potential Tax Benefit	
		March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
		(₹ in thousand)			
2014-2015	March 31, 2023	4,241.46	4,645.13	1,102.78	1,207.73
2015-2016	March 31, 2024	37,854.17	37,854.17	9,842.09	9,842.09
2016-2017	March 31, 2025	24,133.21	24,133.21	6,274.63	6,274.63
2017-2018	March 31, 2026	2,593.03	2,593.03	674.19	674.19
2018-2019	March 31, 2027	1,235.53	1,235.53	321.24	321.24

The Company has not recognised the deferred tax assets on carry forward losses as it is not probable that future taxable amounts will be available against which such deferred tax assets can be utilised.

16. Loss per equity share

Particulars	March 31, 2020	March 31, 2019
Net loss for the year (₹ in thousand)	(1,057.58)	(2,610.32)
Weighted average number of equity shares outstanding for EPS (nos in thousands)	1,050.50	1,050.50
Weighted average number of equity shares outstanding for diluted EPS (nos in thousands)	1,050.50	1,050.50
Basic loss per share (₹)	(1.01)	(2.48)
Diluted loss per share (₹)	(1.01)	(2.48)
Face value per share (₹)	10	10

17. Related party disclosure

(a) Following is the list of related parties:

Particulars	Related parties
Related parties where control exists	
Holding Company	D. B. Corp Limited
Subsidiary Company	I Media Corp Limited
Key Management Personnel	
	Shri Rajeev Chaturvedi (till December 30, 2019)
	Shri Manoj Garg
	Shri Rajnish Tripathi (w.e.f December 30, 2019)



Notes

to the Financial Statements as at and for the year ended March 31, 2020

(b) Details of transactions with related parties:

(₹ in thousand)

Particulars	Transactions for the year ended		Amount payable as at	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
D. B. Corp Limited				
Interest expenses	200.00	85.48	2,428.03	2,248.03
Loan taken from holding company	-	2,000	2,000.00	2,000.00
Trade Payables	-	-	1,350.43	1,073.07
Reimbursement of Expenses	277.36	512.71	-	-

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. These transactions are approved by the board of directors. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. The Company has not recorded any impairment of receivables relating to amounts owed by related parties during the year ended March 31, 2020. This assessment is undertaken in each financial year through examining the financial position of the related party and the market in which the related party operates.

18. Segment information

The Company is exclusively engaged in the business of event management, which, in the context of Accounting Standard 108 on Segment Reporting is considered to constitute a single primary segment. Thus, the segment revenue, segment results, total carrying amount of segment assets, total carrying amount of segment liabilities and total cost incurred to acquire segment assets are all as reflected in the financial statements for the year ended March 31, 2020 and as on that date.

19. Dues to micro and small enterprises

The Company does not have any dues outstanding to the Micro and Small Enterprises as defined in Micro, Small and Medium Enterprise Development Act, 2006. The identification of Micro, Small and Medium Enterprises is based on information available with the management regarding the status of these parties.

20. Financial Instruments – Fair value and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Notes

to the Financial Statements as at and for the year ended March 31, 2020

(₹ in thousand)

March 31, 2020	Note No.	Carrying amount			Total
		FVTPL	FVTOCI	Amortised Cost	
Financial assets					
(i) Cash and Cash Equivalent	5	-	-	1,263.77	1,263.77
		-	-	1,263.77	1,263.77
Financial liabilities					
(i) Long Term Borrowings	8	-	-	13,672.90	13,672.90
(ii) Short Term Borrowings	10	-	-	4,428.03	4,428.03
(ii) Trade Payable	9	-	-	1,395.43	1,395.43
		-	-	19,496.36	19,496.36

(₹ in thousand)

March 31, 2019	Note No.	Carrying amount			Total
		FVTPL	FVTOCI	Amortised Cost	
Financial assets					
(i) Cash and Cash Equivalent	5	-	-	167.77	167.77
		-	-	167.77	167.77
Financial liabilities					
(i) Long Term Borrowings	8	-	-	12,448.06	12,448.06
(ii) Short Term Borrowings	10	-	-	4,248.03	4,248.03
(ii) Trade Payable	9	-	-	1,123.07	1,123.07
		-	-	17,819.16	17,819.16

B. Measurement of fair values

i) Valuation processes

The Management of the Company carries out the valuation of financial assets and liabilities required for financial reporting purposes.

ii) Fair value hierarchy

No financial instruments are recognised and measured at fair value.

For all the financial assets and liabilities referred above that are measured at amortised cost, their carrying amounts are reasonable approximations of their fair values. The carrying amounts of cash and cash equivalents, short-term borrowings and other financial liabilities are considered to be the same as their fair values due to their short term nature. Fair value of long-term borrowings is ₹ 15,159 thousands.

C. Financial Risk management

i) Risk management framework

The Company's business activities expose it to a variety of financial risks, namely credit risk, liquidity risk and market risk. The Company's management have the ultimate responsibility for managing these risks. The Company has a mechanism to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.



Notes

to the Financial Statements as at and for the year ended March 31, 2020

The Company's management are supported by the finance team that provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The activities are designed to:

- protect the Company's financial results and position from financial risks
- maintain market risks within acceptable parameters, while optimising returns; and
- protect the Company's financial investments, while maximising returns.

ii) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

The Company uses other publicly available financial information to rate its financial institutions. The Company's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties. Credit exposure is controlled by counterparty limits that are reviewed and approved periodically.

Credit risk arises from balances with banks and financial institutions.

Cash and cash equivalents

The Company is exposed to credit risks arising on cash and cash equivalents. The Company believes that its credit risk in respect to cash and cash equivalents is insignificant as funds are kept in current account with financial institutions.

iii) Liquidity risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses.

The Company maintained a cautious funding strategy as supported by the holding company time to time. This was the result of cash delivery from the business. Any cash flow required to service the financing of financial liabilities will be provided by the holding company in case there is a shortage of own cash flows. Accordingly, low liquidity risk is perceived.

Maturities of financial liabilities

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance sheet date:

(₹ in thousand)						
Contractual maturities of financial liabilities March 31, 2020	Note	Carrying amount	0 to 1 year	1 to 5 years	More than 5 years	Total
Non-derivative financial liabilities						
Long Term Borrowings	8	13,672.90	-	-	68,100.00	68,100.00
Trade payables	9	1,395.43	1,395.43	-	-	1,395.43
Short-term borrowings	10	4,428.03	4,428.03	-	-	4,428.03
Total Non-derivative financial liabilities		19,496.36	5,823.46	-	68,100.00	73,923.46

Notes

to the Financial Statements as at and for the year ended March 31, 2020

(₹ in thousand)

Contractual maturities of financial liabilities March 31, 2019	Note	Carrying amount	0 to 1 year	1 to 5 years	More than 5 years	Total
Non-derivative financial liabilities						
Long Term Borrowings	8	12,448.06	-	-	68,100.00	68,100.00
Trade payables	9	1,123.07	1,123.07	-	-	1,123.07
Short-term borrowings	10	4,248.03	4,248.03	-	-	4,248.03
Total Non-derivative financial liabilities		17,819.16	5,371.10	-	68,100.00	73,471.10

iv) Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates and foreign currency exchange rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debt. The Company is exposed to market risk primarily related to interest rate risk. Thus, the Company's exposure to market risk is a function of borrowing activities and its revenue generating and operating activities.

a) Interest rate risk

The Company has redeemable preference shares and borrowings from holding company. The fair value of the liability component of preference shares has been recognised as long term borrowings on initial recognition. The liability component of preference shares is the present value of the contractual stream of future cash flows discounted at the market rate of interest that would have been applied to an instrument of comparable credit quality with substantially the same cash flows, on the same terms, but without the conversion option. The borrowings from holding company bear a fixed interest rate risk.

b) Currency risk

The Company does not have any assets/liabilities, which are denominated in a currency other than the functional currency of the entity. Hence currency risk is not there.

21. Capital Management

The Company determines the capital requirements based on its financial performance. The funding requirements are met through operating cash flows generated and supported by the holding company. For the purpose of Company's Capital Risk Management, "Capital" includes issued equity and preference share capital, all other equity reserves attributable to its shareholders and borrowings from the parent company.

The Company's objective in managing its capital is to safeguard its ability to continue as a going concern and to maximise shareholder's values.

The capital structure of the Company is based on management's assessment of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Company considers the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

**22. Going Concern**

The Company incurred a net loss of ₹ 1,057.58 thousand during the year ended March 31, 2020 and, as of that date, the Company's current liabilities exceeded its current assets by ₹ 4,394.20 thousand. The loss during the previous years has impacted the net-worth of the Company as of March 31, 2020. Having regard to the approved business plans and cash flow projections, and considering the support from D. B. Corp Limited, the Holding Company, to meet its financial obligations as and when they fall due for a period of not less than twelve months from the date of the Financial Statements for the year ended March 31, 2020, the Financial Statements have been prepared on going concern basis and no adjustments have been made to write down the assets to net realizable value.

23. Subsequent Events

In March 2020, the World Health Organisation (WHO) declared Coronavirus (COVID-19) a pandemic. The outbreak of COVID-19 pandemic globally is causing a slowdown of economic activity. The Company has adopted measures to curb the spread of infection in order to protect the health of its employees and ensure business continuity with minimal disruption.

The Company is engaged in the events management business. The Company's services are impacted due to the outbreak of Covid-19.

The Company has made detailed assessment of its liquidity position and of the recoverability of carrying values of its assets and liabilities at the balance sheet date, and has concluded that there is no material adjustments required in the financial statements.

In assessing the recoverability of receivables, and other financial assets, the Company has considered internal and external information up to the date of approval of these financial statements. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial results and the Company will continue to closely monitor any material changes to future economic conditions.

24. The Company has not prepared its consolidated financial statements by availing exemption under rule 6 of Companies (Accounts) Rules 2014 and Indian Accounting standard 110 on Consolidated Financial Statements. The Company, vide its letter dated March 31, 2017, has intimated its holding company, D. B. Corp Limited about availing this exemption. D. B. Corp Limited files its consolidated financial statements with the Registrar of the Companies, Ahmedabad in compliance with Indian Accounting Standards.

25. There are no contingencies or commitments as of March 31, 2020 and March 31, 2019.

26. Previous year's figures have been regrouped / reclassified wherever necessary to conform to this year's classifications.

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Bhavesh Gada
Partner
Membership No. 117592

Place: Mumbai
Date : June 22, 2020

For and on behalf of the Board of Directors of
DB Infomedia Private Limited

Rajnish Tripathi
Director
DIN : 02496228

Manoj Garg
Director
DIN : 00809382

Place: Bhopal
Date : June 19, 2020

Board's Report

To the Members,
I Media Corp Limited

Your Directors have great pleasure in presenting the 14th Annual Report, together with the Balance Sheet and the Statement of Profit and Loss of the Company for the year ended March 31, 2020.

Financial Highlights

The financial results of your Company for the year ended March 31, 2020 are as under:

Particulars	₹ in Thousands)	
	FY 2019-20	FY 2018-19
Income	1,141.92	1,129.44
Expenditure	189.94	383.77
Profit / (Loss) for the year before tax	951.98	745.67
Less: Tax (including deferred tax)	182.18	143.47
Profit / (Loss) after tax	769.80	602.20
Net worth	13,580.38	12,810.58

Review of Performance

Your Company has been able to make some profit this year mainly due to cost control amounting to marginal increase in the revenue.

Future Prospects

The event business continues to be the prime focus of your Company and special focus is being given on the tailor made events as per client's requirements so as to add value to their business.

The Company is committed to all efforts to achieve higher results and growth of revenue in the coming quarters.

Amount, if any, proposed to be transferred to Reserves

In view of insufficient profits for the year under review, the Company has made no transfers to Reserves during the financial year ended March 31, 2020.

Dividend

In view of insufficient profits for the year under review, your Directors do not recommend any dividend for the financial year 2019-20.

Report on Performance of Subsidiaries, Associates and Joint Venture Companies

Your Company does not have any Subsidiary, Associate or Joint venture Company.

Loans from Directors

During the year under review, the Company has not borrowed any amount from its Directors.

Directors

Pursuant to provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Sudhir Agarwal, Director of the Company (DIN: 00051407) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. He has confirmed that he is not disqualified from being appointed as a Director, pursuant to Section 164 of the Companies Act, 2013.

Board Meetings

During the year under review, the Board met 4 (Four) times on May 15, 2019, July 17, 2019, October 15, 2019 and January 22, 2020. The intervening gap between the meetings was well within the limit prescribed under the Companies Act, 2013.

Disclosure on Compliance with all Secretarial Standards

All the applicable Secretarial Standards are duly complied with by the Company during FY 2019-20.

Extract of Annual Return

The extract of the Annual Return in Form MGT-9 is annexed to this Report as 'Annexure A'.

Directors' Responsibility Statement

Pursuant to requirements under Section 134(3)(c) of the Companies Act, 2013, with respect to the Directors' Responsibility Statement, it is hereby confirmed:

- that in the preparation of the annual accounts for the year ended March 31, 2020, the applicable accounting



standards had been followed, along with proper explanation relating to material departures;

2. that the directors had 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 as at March 31, 2020, and of the profits of the Company for the year ended as on that date;
3. that the directors had taken proper and sufficient care 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;
4. that the directors had prepared the annual accounts for the year ended March 31, 2020, on a 'going concern' basis;
5. that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Statutory Auditors

At the 11th Annual General Meeting ('AGM') of the Company held on 30th September, 2017, the members of the Company had approved the appointment of M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016) as the Statutory Auditors of the Company for a period of 5 years from the conclusion of 11th AGM till the conclusion of 16th AGM subject to ratification by the shareholders at every AGM, as prescribed under the Companies Act, 2013, then. The ratification by the shareholders at every AGM is done away with vide amendments in the Companies Act, 2013, notified during financial year 2017-18.

The Statutory Auditors viz. M/s. Price Waterhouse Chartered Accountants LLP have confirmed that their appointment is within the prescribed limits under Section 139 of the Companies Act, 2013, and that they are not disqualified for holding such position of auditorship within the meaning of Section 139 of the said Act.

Auditors' Report

The Auditors' Report does not contain any qualifications, reservations or adverse remarks.

Reporting of frauds by Statutory Auditors under Section 143(12)

The Statutory Auditors have neither come across any instance of fraud by the Company or on the Company by its Officers or Employees during the year, nor have they been informed of any such case by the Management.

Deposits

Your Company has not invited and/or accepted any deposits, within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014, as amended from time to time.

Details under Section 186 of the Companies Act, 2013

Your Company has not given any loans / guarantees / securities or made any investments which may attract the provisions of Section 186 of the Companies Act, 2013.

Related Party Transactions

All related party transactions entered into during the financial year were in the ordinary course of business and at arm's length basis. There were no materially significant related party transactions entered into by the Company within the meaning of Section 188 of the Companies Act, 2013. Hence, Form AOC-2 is not applicable to the Company.

Risk Management Policy

Your Company places key emphasis on risk management and believes in establishing a structured and disciplined approach to risk management. Your Company has subscribed to and adopted the Risk Management policy framed by its ultimate Holding Company, D. B. Corp Limited. Your Company reviews various business and operational risks as laid down in the plan and considers establishing proper regulating procedures to mitigate the same.

Particulars regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Since your Company does not own any manufacturing facility, the Company did not take any active steps with regard to conservation of energy, technology absorption or other related items as stipulated under Section 134(3) (m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014. However, energy was conserved by ensuring that there is no unnecessary wastage of electricity.

There were neither foreign exchange earnings nor any foreign exchange outgo during the year under consideration as only event business continued in the Company.

Particulars of Employees

Your Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Prevention of Sexual Harassment at Workplace

The Company has complied with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 by subscribing to the parent company's policy in this regard. During the year under review, no complaints on sexual harassment were received by the Company.

Material changes and Commitments

There are no material changes and commitments that emerged post the year under review and are outstanding as on the date of this report.

Significant and material orders passed by the Regulators

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

General

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

1. Issue of Equity shares with differential rights as to dividend, voting or otherwise.

2. Issue of Sweat equity shares / Employees Stock Option Scheme.
3. Non-exercise of voting rights directly by the employees in respect of shares purchased under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014.

Acknowledgement

Your Directors express their sincere appreciation and thankfulness for the support and faith received from the Company's bankers, business associates, clientele, suppliers and stakeholders during the year under review and look forward to receiving the same confidence for the forthcoming years.

For and on behalf of the Board of Directors of I Media Corp Limited

Sudhir Agarwal
Director
DIN: 00051407

Pawan Agarwal
Director
DIN: 00465092

Place: Bhopal
Date: August 12, 2020



Annexure A

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

i. CIN	U64202MP2006PLC018676
ii. Registration Date	June 1, 2006
iii. Name of the Company	I Media Corp Limited
iv. Category / Sub-Category of the Company	Company Limited by shares / Indian Non – Government Company
v. Address of the Registered office and contact details	6, Press Complex, MP Nagar, Zone I, Bhopal - 462011, Madhya Pradesh Tel No: 0755 - 39888840
vi. Whether listed company	No
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any	KFin Technologies Private Limited Selenium, Tower- B, Plot No. 31 & 32, Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana - 500032 Tel. : 040 - 67161500 / 18003454001 Fax : +91 040 67161567 Email: einward.ris@kfintech.com

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:-

Sr. No.	Name and Description of main products / services	NIC Code of the product / service	% to total turnover of the Company
1.	Event Business	8230	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1.	DB Consolidated Private Limited Plot No. 280, Sarkhej-Gandhinagar Highway, Nr. YMCA Club, Makarba, Ahmedabad - 380051, Gujarat.	U51109GJ1985PTC051693	Holding Company of D. B. Corp Limited	54.73%	2(46)
2.	D. B. Corp Limited Plot no. 280, Sarkhej-Gandhinagar Highway, Nr. YMCA Club, Makarba, Ahmedabad – 380051, Gujarat.	L22210GJ1995PLC047208	Holding Company of DB Infomedia Private Limited	100%	2(46)
3.	DB Infomedia Private Limited Office Block 1A, 5 th Floor, DB City Corporate Park, Arera Hills, Opp. M.P. Nagar, Zone – I, Bhopal – 462016, Madhya Pradesh.	U74300MP2015PTC033850	Holding Company	100%	2(46)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS A PERCENTAGE OF TOTAL EQUITY)

i. Category-wise Shareholding

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	5	5	0.01%	0	5	5	0.01%	0.00
b. Central Govt.	0	0	0	0	0	0	0	0	0.00
c. State Govt.(s)	0	0	0	0	0	0	0	0	0.00
d. Bodies Corporate	11,22,908	1	11,22,909	99.99%	11,22,908	1	11,22,909	99.99%	0.00
e. Banks / FIs	0	0	0	0	0	0	0	0	0.00
f. Any Other	0	0	0	0	0	0	0	0	0.00
Sub-Total A(1):	11,22,908	6	11,22,914	100%	11,22,908	6	11,22,914	100%	0.00
(2) Foreign									
a. NRIs - Individuals	0	0	0	0	0	0	0	0	0.00
b. Others - Individuals	0	0	0	0	0	0	0	0	0.00
c. Bodies Corporate	0	0	0	0	0	0	0	0	0.00
d. Banks / FIs	0	0	0	0	0	0	0	0	0.00
e. Any Other	0	0	0	0	0	0	0	0	0.00
Sub-Total A(2):	0	0	0	0	0	0	0	0	0.00
Total Shareholding of Promoters A=A(1)+A(2):	11,22,908	6	11,22,914	100%	11,22,908	6	11,22,914	100%	0.00
B. Public Shareholding									
1. Institutions									
a. Mutual Funds	0	0	0	0	0	0	0	0	0.00
b. Banks / FIs	0	0	0	0	0	0	0	0	0.00
c. Central Govt.	0	0	0	0	0	0	0	0	0.00
d. State Govt.(s)	0	0	0	0	0	0	0	0	0.00
e. Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
f. Insurance Companies	0	0	0	0	0	0	0	0	0.00
g. FIs	0	0	0	0	0	0	0	0	0.00
h. Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
i. Others (specify)	0	0	0	0	0	0	0	0	0.00
Sub-Total B(1):	0	0	0	0	0	0	0	0	0.00
2. Non-Institutions									
a. Bodies Corporate									
i. Indian	0	0	0	0	0	0	0	0	0.00
ii. Overseas	0	0	0	0	0	0	0	0	0.00
b. Individuals									
i. Individual shareholders holding nominal share capital upto ₹ 1 lakh	0	0	0	0	0	0	0	0	0.00
ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	0	0	0	0	0	0	0	0	0.00
c. Others (specify)	0	0	0	0	0	0	0	0	0.00
Sub-Total B(2):	0	0	0	0	0	0	0	0	0.00
Total Public Shareholding B=B(1)+B(2):	0	0	0	0	0	0	0	0	0.00
C. Shares Held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0.00
Grand Total (A+B+C):	11,22,908	6	11,22,914	100%	11,22,908	6	11,22,914	100%	0.00

ii. Shareholding of Promoters

Sr. No.	Name of the Promoters	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	DB Infomedia Private Limited	11,22,914	100%	NIL	11,22,914	100%	NIL	NIL
	Total	11,22,914	100%	NIL	11,22,914	100%	NIL	NIL

* Shareholding includes shares held along with their respective nominee shareholders.


iii. Change in Promoters' shareholding

Name of the Promoters	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				
Date wise Increase (+) / Decrease (-) in Promoters Shareholding during the year				
At the end of the year				

N.A.

iv. Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Name of the shareholder	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				
Date wise Increase (+) / Decrease (-) in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc)				
At the end of the year				

N.A.

v. Shareholding of Directors and Key Managerial Personnel (KMP)*

Sr. No.	Names of Directors and Key Managerial Personnel	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
1.	Sudhir Agarwal - Director				
	At the beginning of the year - as a nominee of DB Infomedia Private Limited	1	0.00%	1	0.00%
	Date wise Increase (+) / Decrease (-) in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	-	-
	At the end of the year - as a nominee of DB Infomedia Private Limited	1	0.00%	1	0.00%
2.	Pawan Agarwal - Director				
	At the beginning of the year - as a nominee of DB Infomedia Private Limited	1	0.00%	1	0.00%
	Date wise Increase (+) / Decrease (-) in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	-	-
	At the end of the year - as a nominee of DB Infomedia Private Limited	1	0.00%	1	0.00%
3.	Rajendra Joshi - Director				
	At the beginning of the year - as a nominee of DB Infomedia Private Limited	1	0.00%	1	0.00%
	Date wise Increase (+) / Decrease (-) in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	-	-
	At the beginning of the year - as a nominee of DB Infomedia Private Limited	1	0.00%	1	0.00%
4.	Rajnish Tripathi - Director				
	At the beginning of the year	-	-	-	-
	Date wise Increase (+) / Decrease (-) in shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	-	-
	At the end of the year	-	-	-	-

* The provisions of Section 203 of the Companies Act, 2013 are not applicable. Hence, the Company has not appointed any KMP.

V. INDEBTEDNESS

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

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i) Principal amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i + ii + iii)				
Change in Indebtedness during the Financial Year				
• Addition				
• Reduction				
Net Change				
Indebtedness at the end of the Financial Year				
i) Principal amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i + ii + iii)				

NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Company does not pay any remuneration and / or sitting fees to any of its Directors.

A. Remuneration to Managing Director, Whole-time Directors and / or Manager

Sr. No.	Particulars of Remuneration	Name of MD / WTD/Manager	Total Amount
1.	Gross Salary		
	a. Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961		
	b. Value of perquisites under Section 17(2) of the Income Tax Act, 1961		
	c. Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961		
2.	Stock Options		
3.	Sweat Equity		
4.	Commission		
	- as a % of profit		
	- others, specify		
5.	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

NIL

B. Remuneration to other Directors

Sr. No.	Particulars of Remuneration	Names of Directors	Total Amount
1.	INDEPENDENT DIRECTORS		
	- Fees for attending Board / Committee Meetings		
	- Commission		
	- Others, please specify		
	Total (1)		
2.	OTHER NON-EXECUTIVE DIRECTORS		
	- Fees for attending Board / Committee Meetings		
	- Commission		
	- Others, please specify		
	Total (2)		
	Total B = (1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

NIL

**C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	Company Secretary	CFO	
1.	Gross Salary	NIL			
a.	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961				
b.	Value of perquisites under Section 17(2) of the Income Tax Act, 1961				
	c. Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961				
2.	Stock Options				
3.	Sweat Equity				
4.	Commission				
	- as a % of profit				
	- others, please specify				
5.	Others, please specify				
	Total				

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)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS	NIL				
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of Directors of
I Media Corp Limited

Sudhir Agarwal
Director
DIN: 00051407

Pawan Agarwal
Director
DIN:00465092

Place: Bhopal
Date: August 12, 2020

Independent Auditor's Report

To the Members of I Media Corp Limited

Report on the audit of the financial statements

Opinion

1. We have audited the accompanying financial statements of I Media Corp Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

4. We draw your attention to Note 23 to the financial statements which explains the uncertainties and the management's assessment of the financial impact due to the lock-downs and other restrictions and conditions related to the COVID-19 pandemic situation, for which a definitive assessment of the impact in the subsequent period is highly dependent upon circumstances as they evolve. Our opinion is not modified in respect of this matter.

Other information

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Director's report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

Responsibilities of management and those charged with governance for the financial statements

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards 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.
7. In preparing the financial statements, management is responsible for assessing the Company's ability to



continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

8. 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.
9. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls 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 auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

10. 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.

Report on other legal and regulatory requirements

11. 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 B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
12. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of

- the directors is disqualified as on March 31, 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- g) 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:
- i) The Company does not have any pending litigations which would impact its financial position.
- ii) The Company did not have any long-term contracts including derivative contracts as at March 31, 2020.
- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2020.
- iv) The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2020.
13. There are no individuals appointed whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 read with Schedule V to the Act.

For **Price Waterhouse Chartered Accountants LLP**

Firm Registration Number: 012754N/N500016

Bhavesh Gada

Partner

Place: Mumbai

Date: June 22, 2020

Membership Number 117592

UDIN: 20117592AAAAAG9329



Annexure A to Independent Auditor's Report

Referred to in paragraph 12(f) of the Independent Auditor's Report of even date to the members of I Media Corp Limited on the financial statements as of and for the year ended March 31, 2020

Report on the internal financial controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of I Media Corp Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of internal financial controls with reference to financial statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements 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

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also,

projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2020, based

on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. Also refer paragraph 4 of the main audit report.

For **Price Waterhouse Chartered Accountants LLP**

Firm Registration Number: 012754N/N500016

Bhavesh Gada

Partner

Place: Mumbai

Date: June 22, 2020

Membership Number 117592



Annexure B to Independent Auditor's Report

Referred to in paragraph 11 of the Independent Auditor's Report of even date to the members of I Media Corp Limited on the financial statements as of and for the year ended March 31, 2020

- i. The Company does not have fixed assets as at the balance sheet date. Therefore the provisions of Clause 3(i)(a), (i)(b) and (i)(c) of the said order are not applicable to the Company.
- ii. The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company.
- iii. 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 Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Sections 185 and 186 of the Act. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues in respect of income taxes, though there has been a slight delay in few cases, and is regular in depositing undisputed statutory dues, including goods and service tax, cess and other material statutory dues, as applicable, with the appropriate authorities.
(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income tax, service tax, or goods and service tax which have not been deposited on account of any dispute.
- viii. As the Company does not have any loans or borrowings from any financial institution or bank or Government, nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(viii) of the Order are not applicable to the Company.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt

instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.

- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across an instance of fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. There are no individuals appointed whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 read with Schedule V to the Act. Accordingly, the provisions of Clause 3(xi) of the order are not applicable to the Company. Also refer paragraph 13 of our main audit report.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Section 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act. Further, the Company is not required to constitute an Audit Committee under Section 177 of the Act, and accordingly, to this extent, the provisions of Clause 3(xiii) of the Order are not applicable to the Company.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with them, to which Section 192 of the Act applies. Accordingly, the provisions of Clause 3(xv) of the Order are 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, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For **Price Waterhouse Chartered Accountants LLP**
Firm Registration Number: 012754N/N500016

Bhavesh Gada

Place: Mumbai
Date: June 22, 2020

Partner
Membership Number 117592

Balance Sheet

as at March 31, 2020

(₹ in thousand)

	Notes	As at March 31, 2020	As at March 31, 2019
Assets			
Non-Current Assets			
Non - current tax assets	3	127.36	216.11
Other non-current assets	4	1,270.32	1,346.57
		1,397.68	1,562.68
Current assets			
Financial assets			
Trade receivables	5	150.28	280.83
Cash and cash equivalents	6	1,860.21	1,660.15
Bank balances other than cash and cash equivalents	7	10,281.31	9,659.77
		12,291.80	11,600.75
Total		13,689.48	13,163.43
Equity and Liabilities			
Equity			
Equity share capital	8	11,229.14	11,229.14
Other equity	9	2,351.24	1,581.44
Total equity attributable to equity holders of the parent		13,580.38	12,810.58
Liabilities			
Current liabilities			
Financial liabilities			
Trade payables	10		
(a) Total outstanding dues of micro enterprises and small enterprises		-	-
(b) Total outstanding dues of creditors other than (a) above		109.10	268.83
Contract liabilities	11	-	33.69
Other current liabilities	12	-	50.33
		109.10	352.85
Total		13,689.48	13,163.43
Summary of significant accounting policies	2		

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

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Bhavesh Gada
Partner
Membership No. 117592

Place: Mumbai
Date: June 22, 2020

For and on behalf of the Board of Directors of
I Media Corp Limited

Rajnish Tripathi
Director
DIN : 02496228

Place: Bhopal
Date: June 19, 2020

Rajendra Joshi
Director
DIN : 07048137



Statement of Profit and Loss

for the year ended March 31, 2020

(₹ in thousand)

	Notes	Year ended March 31, 2020	Year ended March 31, 2019
Income			
Revenue from operations	13	317.55	279.61
Other income	14	824.37	849.83
Total income		1,141.92	1,129.44
Expenses			
Other expenses	15	189.94	383.77
Total expenses		189.94	383.77
Profit before tax		951.98	745.67
Income tax expenses			
Current income tax	3	182.18	143.47
Deferred tax charge		-	-
Total income tax expense		182.18	143.47
Profit for the year		769.80	602.20
Other comprehensive Income		-	-
Total comprehensive income for the year		769.80	602.20
Earning per equity share [nominal value of share ₹ 10 (March 31, 2019: ₹ 10)]	16		
Basic and diluted (in ₹)		0.69	0.54
Summary of significant accounting policies	2		

The above Statement of Profit and Loss should be read in conjunction with accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**

Firm registration number: FRN012754N/N500016

Bhavesh Gada

Partner

Membership No. 117592

Place: Mumbai

Date: June 22, 2020

For and on behalf of the Board of Directors of

I Media Corp Limited

Rajnish Tripathi

Director

DIN : 02496228

Place: Bhopal

Date: June 19, 2020

Rajendra Joshi

Director

DIN : 07048137

Statement of Change in Equity

for the year ended March 31, 2020

A. Equity share capital (Refer Note 8)

Particulars	(₹ in thousand)	
	Amount	
Balance as at March 31, 2018	11,229.14	
Changes in equity share capital	-	
Balance as at March 31, 2019	11,229.14	
Changes in equity share capital	-	
Balance as at March 31, 2020	11,229.14	

B. Other equity

Particulars	(₹ in thousand)	
	Reserve and surplus	Total
	Retained earnings	
As at March 31, 2018	979.24	979.24
Profit for the year	602.20	602.20
As at March 31, 2019	1,581.44	1,581.44
Profit for the year	769.80	769.80
As at March 31, 2020	2,351.24	2,351.24
Summary of significant accounting policies	2	

The above Statement of Change in Equity should be read in conjunction with the accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Bhavesh Gada
Partner
Membership No. 117592

Place: Mumbai
Date: June 22, 2020

For and on behalf of the Board of Directors of
I Media Corp Limited

Rajnish Tripathi
Director
DIN : 02496228

Place: Bhopal
Date: June 19, 2020

Rajendra Joshi
Director
DIN : 07048137



Statement of Cash Flows

for the year ended March 31, 2020

(₹ in thousand)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
A. Cash flow from operating activities		
Profit before tax	951.98	745.67
Adjustments to reconcile profit before tax to net cash flows		
Liabilities/Provisions no longer required written back	(129.40)	-
Interest income from bank deposits	(690.60)	(627.95)
Bad trade receivables written off	-	245.95
Operating profit before working capital changes	131.98	363.67
Changes in working capital		
Decrease / (increase) in trade receivables	130.55	(120.38)
Decrease in other asset	76.25	120.22
Decrease in trade payables	(64.04)	(2,098.57)
Decrease in contract liabilities	-	(309.57)
(Decrease) / increase in other current liabilities	(50.31)	18.33
Cash generated from/ (used in) operations	224.43	(2,026.30)
Direct taxes paid (net of refunds)	(93.43)	(67.64)
Net cash flow generated from / (used in) operating activities (A)	131.00	(2,093.94)
B. Cash flow from investing activities		
Interest income from bank deposits	690.60	627.95
Fixed deposits with maturity period more than three months placed (Net)	(621.54)	(565.15)
Net cash flow generated from investing activities (B)	69.06	62.80
C. Cash flow from financing activities		
Net cash flow from financing activities (C)	-	-
Net increase/ (decrease) in cash and cash equivalents (A) + (B) + (C)	200.06	(2,031.14)
Cash and cash equivalents at the beginning of the year	1,660.15	3,691.29
Cash and cash equivalents at the end of the year	1,860.21	1,660.15
Net increase / (decrease) in cash and cash equivalents	200.06	(2,031.14)
For details of components of cash and cash equivalents, Refer Note 6.		
Summary of significant accounting policies	2	

The above Statement of Cash Flow should be read in conjunction with accompanying notes.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016**Bhavesh Gada**
Partner
Membership No. 117592Place: Mumbai
Date: June 22, 2020For and on behalf of the Board of Directors of
I Media Corp Limited**Rajnish Tripathi**
Director
DIN : 02496228Place: Bhopal
Date: June 19, 2020**Rajendra Joshi**
Director
DIN : 07048137

Notes

to the Financial Statements as at and for the year ended March 31, 2020

1. Nature of operations

I Media Corp Limited (the 'Company') is in the business of organising events. The Company is public limited company domiciled in India and is incorporated under the provisions of the Companies Act, 1956. The Company derives its revenue mainly from the events.

The Company's registered office is at 6, Dwarka Sadan, Press Complex, M. P. Nagar, Bhopal, (M.P) India.

2. Summary of Significant Accounting Policies

2.1 Basis of accounting and preparation

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the 'Act') [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements have been prepared under the historical cost basis except for certain financial assets and liabilities that have been measured at fair value. The financial statements have been prepared on a going concern basis (Refer Note No. 21).

All amounts disclosed in the financial statements and notes have been rounded off to the nearest thousands as per the requirement of Schedule III of the Act, unless otherwise stated.

New and amended standards adopted by the Company

The following standards and amendments have become applicable for the first time for the annual reporting period commencing April 1, 2019:

- a. Ind AS 116, Leases
- b. Long-term Interests in Associates and Joint Ventures — Amendments to Ind AS 28, Investments in Associates and Joint Ventures
- c. Uncertainty over Income Tax Treatments — Appendix C to Ind AS 12, Income Taxes
- d. Plan Amendment, Curtailment or Settlement — Amendments to Ind AS 19, Employee Benefits
- e. Amendment to Ind AS 103, Business Combinations and Ind AS iii, Joint Arrangements

- f. Amendment to Ind AS 12, Income Taxes
- g. Amendment to Ind AS 23, Borrowing costs

The new standards or amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is treated as current when it is:

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

All other assets are classified as non-current.

A liability is treated as current when:

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

The Company classifies all other liabilities as non-current.

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

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

2.3 Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its non-financial



Notes

to the Financial Statements as at and for the year ended March 31, 2020

assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset / cash generating unit is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is the higher of fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separate identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generated units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.4 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Income from event management

Revenue from event management is recognised once the related event is completed.

Interest

For all debt instruments measured either at amortised cost, interest income is recorded using the effective interest rate ('EIR'). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

2.5 Income taxes

Current Income tax

Current income tax liabilities are measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Notes

to the Financial Statements as at and for the year ended March 31, 2020

Deferred tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax ('MAT') credit entitlement is recognized as a deferred tax asset if it is probable that MAT credit will reverse in the foreseeable future and taxable profit will be available against which deferred tax asset can be utilised.

2.6 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.7 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot

be recognised because it cannot be measured reliably. Where there is a possible obligation or a present obligation and the likelihood of the outflow of resources is remote, no provision or disclosure is needed.

2.8 Segment Reporting

The Chief Operational Decision Maker (CODM) monitors the operating results of its business 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. Operating segments are reported in a manner consistent with the internal reporting provided to the CODM.

2.9 Earnings per equity share ('EPS')

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

2.10 Cash and cash equivalents

Cash and cash equivalent in the balance sheet and cash flow statement comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

2.11 Financial instruments

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

Financial assets

Initial recognition and measurement

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or



Notes

to the Financial Statements as at and for the year ended March 31, 2020

issue of financial assets (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets.

Subsequent measurement

Financial assets at amortised cost

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

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate ('EIR') method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

This category generally applies to trade receivables and deposits.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss ('ECL') model for measurement and recognition of impairment

loss on the financial assets which are not fair valued through profit and loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL at each reporting date, right from its initial recognition. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or at amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same

Notes

to the Financial Statements as at and for the year ended March 31, 2020

lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

2.12 (A) Significant accounting judgments, estimates and assumptions:

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities.

Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements:

Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.



Notes

to the Financial Statements as at and for the year ended March 31, 2020

3. Taxation

a. Non - current tax assets

(₹ in thousand)

Particulars	March 31, 2020	March 31, 2019
Opening Balances (Net)	216.11	291.94
Less: Current tax provision for the year	182.18	143.47
Add: Taxes Paid (net of refund)	93.43	67.64
Closing Balance (Net)	127.36	216.11

b. Deferred tax assets (Net)

Unrecognised deferred tax asset

(₹ in thousand)

Particulars	Carried Forward Losses		Potential Tax Benefit	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Financial year 2014-2015 - Expiry of losses on March 31, 2023	-	130.23	-	33.86
Financial year 2016-2017 - Expiry of losses on March 31, 2025	629.72	756.51	163.73	196.69
Financial year 2017-2018 - Expiry of losses on March 31, 2026	984.77	984.77	256.04	256.04

The Company has not recognised the deferred tax assets on carry forward losses as it is not probable that future taxable amounts will be available against which such deferred tax assets can be utilised.

c. Tax rate reconciliation

(₹ in thousand)

Particulars	March 31, 2020	March 31, 2019
Accounting profit before tax	951.98	745.67
At statutory income tax rate of 26% (March 31, 2019 : 26%)	247.51	193.87
Effect of adjustment of carried forward losses	(66.82)	-
Other items	1.49	-
Income tax expense	182.18	193.87

4. Other Non-current assets

(₹ in thousand)

Particulars	March 31, 2020	March 31, 2019
Balance with government authorities	1,270.32	1,346.57
Total assets	1,270.32	1,346.57

Financial assets

5 Trade receivables

(₹ in thousand)

Particulars	March 31, 2020	March 31, 2019
Trade receivables (Refer Note 17)	150.28	280.83
Total trade receivables	150.28	280.83

Notes

to the Financial Statements as at and for the year ended March 31, 2020

Breakup of security details

Particulars	(₹ in thousand)	
	March 31, 2020	March 31, 2019
Trade receivables considered good - Secured	-	-
Trade receivables considered good - Unsecured	150.28	280.83
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	-	-
Total	150.28	280.83

6. Cash and cash equivalents:

Particulars	(₹ in thousand)	
	March 31, 2020	March 31, 2019
Balances with banks		
On current account	1,860.21	1,660.15
	1,860.21	1,660.15

7. Bank balances other than cash equivalents (Unsecured, considered good unless stated otherwise)

Particulars	(₹ in thousand)	
	March 31, 2020	March 31, 2019
Deposits with original maturity of more than 3 months but less than 12 months	10,281.31	9,659.77
	10,281.31	9,659.77

8. Share capital:

Particulars	March 31, 2020		March 31, 2019	
	Nos. in Thousand	Amount	Nos. in Thousand	Amount
Authorised share capital				
Equity shares:				
5,000,000 (March 31, 2019: 5,000,000) Equity Shares of ₹ 10 each	5,000.00	50,000.00	5,000.00	50,000.00
Total authorised equity share capital	5,000.00	50,000.00	5,000.00	50,000.00
Issued, subscribed and fully paid-up shares				
Equity shares				
At the beginning of the year	1,122.91	11,229.14	1,122.91	11,229.14
Issued during the year	-	-	-	-
Total issued, subscribed and fully paid-up share capital	1,122.91	11,229.14	1,122.91	11,229.14

(a) Terms/ rights attached to each class of shares

Equity shares

The Company has only one class of equity shares having a par value ₹ 10 per share. Each holder of equity shares



Notes

to the Financial Statements as at and for the year ended March 31, 2020

is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by shareholders.

- (b) Aggregate number of bonus shares issued, shares issued for consideration other than cash, shares issued pursuant to the scheme of arrangement during the period of five years immediately preceding the reporting date:

Particulars	March 31, 2020	March 31, 2019
	Nos. in Thousand	Nos. in Thousand
Equity shares :		
Allotted as shares issued in pursuant to the scheme of arrangements	-	72.91
	-	72.91

- (c) Details of shares of the Company held by holding company

Particulars	March 31, 2020		March 31, 2019	
	Nos. in Thousand	% of hold	Nos. in Thousand	% of hold
Name of shareholders				
Equity shares of ₹ 10 each fully paid				
DB Infomedia Private Limited and nominees	1,122.91	100%	1,122.91	100%

9. Other equity

Particulars	(₹ in thousand)	
	March 31, 2020	March 31, 2019
Retained earnings		
Balance at the beginning of the year	1,581.44	979.24
Profit for the year	769.80	602.20
Balance at the end of the year	2,351.24	1,581.44

10. Trade Payables*

Particulars	(₹ in thousand)	
	March 31, 2020	March 31, 2019
Total outstanding dues of micro enterprises and small enterprises (Refer Note 18)	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	109.10	268.83
	109.10	268.83

*No amount due and outstanding to be credited to Investor Education and Protection Fund.

11. Contract liabilities

Particulars	(₹ in thousand)	
	March 31, 2020	March 31, 2019
Advances from customers	-	33.69
	-	33.69

Notes

to the Financial Statements as at and for the year ended March 31, 2020

12. Other current liabilities

Particulars	(₹ in thousand)	
	March 31, 2020	March 31, 2019
Other payable		
Statutory liabilities	-	50.33
	-	50.33

13. Revenue from operations

Particulars	(₹ in thousand)	
	March 31, 2020	March 31, 2019
Income from event management	317.55	279.61
	317.55	279.61

14. Other income

Particulars	(₹ in thousand)	
	March 31, 2020	March 31, 2019
Liabilities no longer required written back	129.40	221.88
Interest on Income tax refund	4.37	-
Interest income from bank deposits	690.60	627.95
	824.37	849.83

15. Other expenses

Particulars	(₹ in thousand)	
	March 31, 2020	March 31, 2019
Legal and professional charges*	129.94	84.82
Event expenses	60.00	53.00
Bad trade receivables written off	-	245.95
	189.94	383.77
*Auditor's remuneration (Included in legal and professional charges above)		
As auditor:		
Audit fee	50.00	50.00
	50.00	50.00

16. Profit per share

Particulars	(₹ in thousand)	
	March 31, 2020	March 31, 2019
Profit after tax for equity shareholders (₹ in thousand)	769.80	602.20
Weighted average number of equity shares outstanding for Basic and Diluted EPS (Nos. in thousand)	1,122.91	1,122.91
Face value per share ₹	10	10
Basic and diluted Profit per share (₹)	0.69	0.54



Notes

to the Financial Statements as at and for the year ended March 31, 2020

17. Related party disclosure

(a) Following is the list of related parties:

Particulars	Related parties
Related parties with whom transactions have taken place during the year	
Ultimate Holding Company	• D. B. Corp Limited
Holding Company	• DB Infomedia Private Limited
Key Management Personnel	• Shri Pawan Agarwal, Director
	• Shri Sudhir Agarwal, Director
	• Shri Rajendra Joshi, Director
	• Shri Rajnish Tripathi, Director

(b) Related party transactions:

Particulars	Transactions for the year ended		Amount receivable / (payable) as at	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
	(₹ in thousand)			
D. B. Corp Limited				
- Income from Event Management	129.55	242.09	150.28	280.82
- Payable for expenses	-	-	(9.46)	(80.12)

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. These transactions are approved by the board of directors. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. The Company has not recorded any impairment of receivables relating to amounts owed by related parties during the year ended March 31, 2020. This assessment is undertaken in each financial year through examining the financial position of the related party and the market in which the related party operates.

18. Dues to micro and small enterprises

The Company does not have any dues outstanding to the Micro and Small Enterprises as defined in Micro, Small and Medium Enterprises Development Act, 2006. The identification of Micro, Small and Medium Enterprises is based on information available with the management regarding the status of these parties.

19. Segment information

The Company is exclusively engaged in the business of organising events, which, in the context of Accounting Standard 108 on Segment Reporting is considered to constitute a single primary segment. Thus, the segment revenue, segment results, total carrying amount of segment assets, total carrying amount of segment liabilities and total cost incurred to acquire segment assets are all as reflected in the financial statements for the year ended March 31, 2020 and as on that date.

20. Going Concern

The Company did not have any major business operations during the current year. Having regard to the approved business plans and cash flow projections, and considering the support from D.B. Corp Limited, the Ultimate Holding Company, to meet its financial obligations as and when they fall due for a period of not less than twelve months from the date of signing the Financial Statements for the year ended March 31, 2020, the Financial Statements have been prepared on going concern basis and no adjustments have been made to write down the assets to net realisable value.

Notes

to the Financial Statements as at and for the year ended March 31, 2020

21. Financial Instruments – Fair Values and Risk Management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

(₹ in thousand)

March 31, 2020	Note No.	Carrying amount			
		FVTPL	FVTOCI	Amortised Cost	Total
Financial assets					
(i) Trade Receivable	5	-	-	150.28	150.28
(ii) Cash and Cash Equivalent	6	-	-	1,860.21	1,860.21
(iii) Bank balances other than cash and cash equivalents	7	-	-	10,281.31	10,281.31
		-	-	12,291.80	12,291.80
Financial liabilities					
(i) Trade Payables	10	-	-	109.10	109.10
		-	-	109.10	109.10

(₹ in thousand)

March 31, 2019	Note No.	Carrying amount			
		FVTPL	FVTOCI	Amortised Cost	Total
Financial assets					
(i) Trade Receivable	5	-	-	281.83	281.83
(ii) Cash and Cash Equivalent	6	-	-	1,660.15	1,660.15
(iii) Bank balances other than cash and cash equivalents	7	-	-	9,659.77	9,659.77
		-	-	11,600.75	11,600.75
Financial liabilities					
(i) Trade Payables	10	-	-	268.83	268.83
		-	-	268.83	268.83

For all the financial assets and liabilities referred above that are measured at amortised cost, their carrying amounts are reasonable approximations of their fair values. The carrying amounts of Trade Receivable, cash and cash equivalents, Other Financial Assets and Trade Payable are considered to be the same as their fair values due to their short term nature.



Notes

to the Financial Statements as at and for the year ended March 31, 2020

B. Financial Risk management

i) Risk management framework

The Company's business activities expose it to a variety of financial risks, namely credit risk, liquidity risk and market risk. The Company's management have the ultimate responsibility for managing these risks. The Company has a mechanism to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company's management are supported by the finance team that provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The activities are designed to:

- protect the Company's financial results and position from financial risks
- maintain market risks within acceptable parameters, while optimising returns; and
- protect the Company's financial investments, while maximising returns.

ii) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. All trade receivables are reviewed and assessed for default on a regular basis. Our historical experience of collecting receivables, supported by the level of default, is that credit risk is low.

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. For trade receivables, the Company applies the simplified approach permitted by Ind AS 109 Financial Instrument, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

The Management do not believe there are any particular customers or group of customers that would subject the Company to any significant credit risks in the collection of accounts receivable.

Following is the movement in Provision for Expected Credit Loss on Trade Receivables:

Particulars	₹ in thousand)	
	Year ended March 31, 2020	Year ended March 31, 2019
Loss allowance at the beginning of the year	Nil	1,141.25
Changes in allowance during the year	Nil	(1,141.25)
Loss allowance as at the end of the year	Nil	Nil

Cash and cash equivalents

The Company is also exposed to credit risks arising on cash and cash equivalents. The Company believes that its credit risk in respect to cash and cash equivalents is insignificant as funds are kept in current account with reputed banks.

Other Financial Assets

The Company has deposits with banks as at March 31, 2020 and March 31, 2019. The management periodically monitors the recoverability and credit risks of its other financials assets. The Company believes that its credit risk in respect to fixed deposits with banks is insignificant as funds are kept with the reputed banks.

Notes

to the Financial Statements as at and for the year ended March 31, 2020

iii) Liquidity risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses.

The Company maintained a cautious funding strategy, with a positive cash balance throughout the years. This was the result of cash delivery from the business. Cash flow from operating and investing activities provides the funds to service the financing of financial liabilities on a day-to-day basis. Accordingly, low liquidity risk is perceived.

Maturities of financial liabilities

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance sheet date:

(₹ in thousand)

Contractual maturities of financial liabilities March 31, 2020	Note	Carrying amount	0 to 1 year	1 to 5 years	More than 5 years	Total
Non-derivative financial liabilities						
Trade payables	10	109.10	109.10	-	-	109.10
Total Non-derivative financial liabilities		109.10	109.10	-	-	109.10

(₹ in thousand)

Contractual maturities of financial liabilities March 31, 2019	Note	Carrying amount	0 to 1 year	1 to 5 years	More than 5 years	Total
Non-derivative financial liabilities						
Trade payables	10	268.83	268.83	-	-	268.83
Total Non-derivative financial liabilities		268.83	268.83	-	-	268.83

iv) Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates) or market conditions. The Company is exposed to market risk primarily related to interest rate risk. Thus, the Company's exposure to market risk is a function of investing activities and its revenue generating and operating activities.

a) Interest rate risk

The Company does not have any borrowing hence interest rate risk is not there.

b) Currency risk

The Company does not have any assets/liabilities, which are denominated in a currency other than the functional currency of the entity. Hence currency risk is not there.

Capital Management

The Company determines the capital requirements based on its financial performance. The funding requirements are met through operating cash flows generated. For the purpose of Company's Capital Risk Management, "Capital" includes issued equity share capital and all other equity reserves attributable to its shareholders.



Notes

to the Financial Statements as at and for the year ended March 31, 2020

The Company's objective in managing its capital is to safeguard its ability to continue as a going concern and to maximise shareholder's values.

The capital structure of the Company is based on management's assessment of the appropriate balance of key elements in order to meet its strategic and day-to day needs. The Company considers the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

The Company maintains a stable and strong capital structure with a focus on total equity so as to maintain shareholders and creditors confidence and to sustain future development and growth of its business. The Company takes appropriate steps in order to maintain, or if necessary adjust, its capital structure.

22. There are no contingencies or commitments as of March 31, 2020 and March 31, 2019.

23. Subsequent Events

In March 2020, the World Health Organisation (WHO) declared Coronavirus (COVID-19) a pandemic. The outbreak of COVID-19 pandemic globally is causing a slowdown of economic activity. The Company has adopted measures to curb the spread of infection in order to protect the health of its employees and ensure business continuity with minimal disruption.

The Company is engaged in the events management business. The Company's services are impacted due to the outbreak of Covid-19.

The Company has made detailed assessment of its liquidity position and of the recoverability of carrying values of its assets and liabilities at the balance sheet date, and has concluded that there is no material adjustments required in the financial statements.

In assessing the recoverability of receivables, and other financial assets, the Company has considered internal and external information up to the date of approval of these financial statements. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial results and the Company will continue to closely monitor any material changes to future economic conditions.

As per our report of even date

For **Price Waterhouse Chartered Accountants LLP**
Firm registration number: FRN012754N/N500016

Bhavesh Gada
Partner
Membership No. 117592

Place: Mumbai
Date: June 22, 2020

For and on behalf of the Board of Directors of
I Media Corp Limited

Rajnish Tripathi
Director
DIN : 02496228

Place: Bhopal
Date: June 19, 2020

Rajendra Joshi
Director
DIN : 07048137

Milestones

1958



Launched Dainik Bhaskar newspaper from Bhopal in Madhya Pradesh

1977



First Company to instal web offset machine against uniform prevalent practice of rotary machine

1983



Indore edition launch: First Company to launch a newspaper edition in a different city within the same state

1996

Jaipur launch: The Company became the first Hindi Newspaper to launch an edition in another state

2008



Initiated massive investment in upgrading printing infrastructure across all markets

2006



First Indian Language Newspaper brand to set up SAP System in India

2005



Warburg Pincus invested in the Company (D. B. Corp Ltd. was an unlisted Company at that time)

2003

Gujarat launch: The Company launched Divya Bhaskar (the Gujarat Daily of the Group) its first language newspaper other than Hindi

2009



The Company introduced ESOPs to motivate employees

2010



D. B. Corp Ltd. became a listed entity after its maiden Initial Public Offer (IPO)

Received an overwhelming investor response and was oversubscribed by 39.5 times

2011



Launched Divya Marathi in Maharashtra, the 4th Language Newspaper of the Group

2013

Launched 6th and 7th edition of Divya Marathi from Akola and Amravati respectively

2017



Dainik Bhaskar completes 20 years of formidable presence in Rajasthan

94.3 MY FM expands its presence to 13 more cities

'homeonline.com' launched

2016



Dainik Bhaskar is India's Largest Circulated (Source: ABC JD'15) and World's 4th Largest Circulated Newspaper (Source: WAN IFRA's World Press Trends Report 2016)

Expansion in Bihar with the launch of Dainik Bhaskar editions in Muzaffarpur, Gaya and Bhagalpur

DB Post, a new English daily launched in Bhopal, Madhya Pradesh

2015



Initiated 'No Negative News on Monday' to encourage a more optimistic environment, and usher in every new week with greater enthusiasm and positivity

Launched five portals – moneybhaskar.com, fashion101.in, jeevanmantra.in, bollywoodbhaskar.com and dbcric.com

2014

Expanded into the 14th state through the launch of Dainik Bhaskar 37th edition in Patna, Bihar

2018



DBCL is Urban India's #1 Newspaper Group (Source: IRS 17, AIR - Urban, Main + Variant. Excluding Financial Dailies)

2019



Dainik Bhaskar Group is now India's #1 Newspaper Group. (Source: IRS Q1, 2019 AIR-Urban - Main + Variant, Excluding Financial Dailies)

2020

Dainik Bhaskar featured as the only Indian Newspaper in the World's Top 3 Most Circulated Newspapers as per WAN IFRA's World Press Trends 2019



DB Corp Ltd

CIN: L22210GJ1995PLC047208

www.dbcorpltd.com

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6, Press Complex,
M P Nagar Zone I

CORPORATE OFFICE
501, 5th Floor, Naman Corporate
Link, Opp. Dena Bank, C-31,
G Block, Bandra Kurla Complex,
Bandra (East)

AHMEDABAD,
GUJARAT - 380 051

BHOPAL,
MADHYA PRADESH - 462 011

MUMBAI,
MAHARASHTRA - 400 051



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