



Zee Media Corporation Limited

CIN: L92100MH1999PLC121506

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

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Standalone Financial Results for the quarter and half year ended 30 September, 2021

Rs. / lakhs

S. No.		Quarter ended on			Half year ended on		Year ended on
		30-Sep-21	30-Jun-21	30-Sep-20	30-Sep-21	30-Sep-20	31-Mar-21
		Unaudited			Unaudited		Audited
1	Revenue from operations	16,132	13,711	13,179	29,843	24,624	57,303
2	Other income	144	143	131	287	234	462
	Total Revenue [1 + 2]	16,276	13,854	13,310	30,130	24,858	57,765
3	Expenses						
	(a) Operating costs	2,430	1,966	1,959	4,396	3,792	8,001
	(b) Employee benefits expense	4,272	4,377	4,094	8,649	7,466	15,688
	(c) Finance costs	884	1,106	505	1,990	978	2,403
	(d) Depreciation and amortisation expense	1,730	1,741	1,604	3,471	3,237	6,504
	(e) Marketing, distribution and business promotion expenses	2,395	1,798	1,425	4,193	2,729	6,049
	(f) Other expenses	3,120	2,521	2,050	5,641	4,060	9,514
	Total Expenses [3(a) to 3(f)]	14,831	13,509	11,637	28,340	22,262	48,159
4	Profit before exceptional items and taxes [1 + 2 - 3]	1,445	345	1,673	1,790	2,596	9,606
5	Exceptional items (net) (Refer Note 4)	(12,563)	21,750	-	9,187	-	(1,117)
6	Profit / (loss) before tax [4 + 5]	(11,118)	22,095	1,673	10,977	2,596	8,489
7	Tax expense						
	a) Current tax	834	499	512	1,333	877	3,032
	b) Deferred tax charge / (credit)	(274)	(212)	(145)	(486)	(277)	(457)
	Total tax expense [7(a) + 7(b)]	560	287	367	847	600	2,575
8	Profit / (loss) for the period [6 - 7]	(11,678)	21,808	1,306	10,130	1,996	5,914
9	Other comprehensive income / (loss)						
	Items that will not be reclassified to profit or loss (net of tax)						
	Remeasurement gains / (losses) of defined benefit obligation	(9)	(67)	52	(76)	12	153
	Other comprehensive income / (loss) for the period (net of tax)	(9)	(67)	52	(76)	12	153
10	Total comprehensive income / (loss) for the period [8 + 9]	(11,687)	21,741	1,358	10,054	2,008	6,067
11	Paid up equity share capital of Re. 1/- each	6,254	4,708	4,708	6,254	4,708	4,708
12	Other equity						42,062
13	Earnings per share (of Re. 1/- each) (not annualised)						
	- Basic (Rs.)	(2.13)	4.63	0.27	1.99	0.42	1.26
	- Diluted (Rs.)	(2.13)	3.49	0.27	1.99	0.42	1.16



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Standalone Statement of Assets and Liabilities as at 30 September, 2021

Rs. / lakhs

	30-Sep-21	31-Mar-21
	Unaudited	Audited
Assets		
Non-current assets		
(a) Property, plant and equipment	17,788	20,512
(b) Capital work-in-progress	7	-
(c) Intangible assets	966	1,570
(d) Intangible assets under development	9	-
(e) Financial assets		
(i) Investments	36,661	13,339
(ii) Loans	1,000	1,000
(iii) Other financial assets	285	420
(f) Income tax assets (net)	102	100
(g) Deferred tax assets	2,622	2,110
(h) Other non-current assets	270	571
Total non-current assets	59,710	39,622
Current assets		
(a) Financial assets		
(i) Trade receivables	21,823	21,642
(ii) Cash and cash equivalents	338	5,520
(iii) Bank balances other than cash and cash equivalents	1,151	873
(iv) Other financial assets	20,696	32,656
(b) Other current assets	3,835	3,651
Total current assets	47,843	64,342
Total assets	107,553	103,964
Equity and liabilities		
Equity		
(a) Equity share capital	6,254	4,708
(b) Instruments entirely equity in nature	-	1,546
(c) Other equity	52,116	42,062
Total equity	58,370	48,316
Non-current liabilities		
(a) Financial liabilities		
(i) Borrowings	18,703	24,985
(ii) Lease liabilities	1,261	2,466
(b) Provisions	3,163	2,923
Total non-current liabilities	23,127	30,374
Current liabilities		
(a) Financial liabilities		
(i) Borrowings	3,913	6,673
(ii) Lease liabilities	2,327	2,192
(iii) Trade payables		
Dues of micro enterprises and small enterprises	-	-
Dues of creditors other than micro enterprises and small enterprises	2,781	2,753
(iv) Other financial liabilities	12,910	9,983
(b) Other current liabilities	2,529	2,653
(c) Provisions	250	175
(d) Current tax liabilities (net)	1,346	845
Total current liabilities	26,056	25,274
Total equity and liabilities	107,553	103,964



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Standalone Statement of Cash Flows for the half year ended 30 September, 2021

Rs. / lakhs

	Half year ended on	
	30-Sep-21	30-Sep-20
	Unaudited	
A. Cash flow from operating activities		
Profit / (loss) before tax	10,977	2,596
Adjustments for:		
Depreciation and amortization expense	3,471	3,237
Allowances / (reversal) for bad and doubtful debts / advances	1,056	131
Bad debts / advances written off	0	10
Liabilities / excess provisions written back	(35)	(4)
Re-measurement gains / (losses) of defined benefit obligation	(101)	16
Unrealized loss / (gain) on exchange adjustments (net)	(7)	16
Net loss / (profit) on sale / discard of property, plant and equipment / intangible assets	372	4
Interest expense	1,815	901
Unwinding of discount on deposits received	-	26
Interest income	(235)	(215)
Exceptional items (Refer Note 4)	(9,187)	-
Operating profit before working capital changes	8,126	6,718
Adjustments for:		
(Increase)/decrease in trade and other receivables	(4,621)	(5,340)
Increase/(decrease) in trade and other payables	4,590	599
Cash generated from operations	8,095	1,977
Direct taxes paid (net)	(834)	(536)
Net cash flow from operating activities (A)	7,261	1,441
B. Cash flow from investing activities		
Purchase of property, plant and equipment, intangible assets, capital work in progress and intangible asset under development	(634)	(375)
Sale of property, plant and equipment and intangible assets	6	2
Proceeds on sale of investment	170	-
(Increase) / decrease in deposits with banks (net)	(19)	103
Loan given -subsidiary	(175)	-
Loan given repaid-subsiary	175	-
Movement in other bank balances other than deposits with bank	(267)	-
Interest received	228	101
Net cash flow used in investing activities (B)	(516)	(169)
C. Cash flow from financing activities		
Repayment of long-term borrowings	(4,611)	(849)
Repayment of Non Convertible Debentures	(6,521)	-
Repayment of vehicle loans	(2)	(8)
Principal payment of lease liabilities	(1,069)	(864)
Interest payment of lease liabilities	(201)	(277)
Interest paid	(1,303)	(621)
Net cash flow from/(used in) financing activities (C)	(13,707)	(2,619)
Net changes in cash and cash equivalents (A+B+C)	(6,962)	(1,347)
Cash and cash equivalents at the beginning of the period	5,520	(207)
Cash and cash equivalents at the end of the period	(1,442)	(1,554)

Note : Breakup of cash and cash equivalents is as under:

	Half year ended on	
	30-Sep-21	30-Sep-20
	Unaudited	
Balances with banks		
- in current accounts	315	1,008
- in deposit accounts	-	339
Cash on hand	23	0
Cash credit from bank which forms an integral part of cash management system	(1,780)	(2,901)
Cash and cash equivalents at the end of the period	(1,442)	(1,554)

Note : Non- cash transaction

The transfer of the Digital Publishing Business Division of the Company through a Business Transfer Agreement to Indiadotcom Digital Private Limited (formerly known as Rapidcube Technologies Private Limited), the wholly owned subsidiary of the Company, being a non cash transaction, has not been considered above.

"0" represents less than Rs. 50,000



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- 1 The above standalone financial results, prepared in accordance with the Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India, have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 12 November, 2021. The statutory auditors have carried out a limited review of the results for the quarter and half year ended 30 September, 2021.
- 2 The Company has only one identifiable business segment viz. News Publishing and Broadcasting Business.
- 3 COVID-19 pandemic has caused unprecedented economic disruption globally. No material adverse impact is observed on news television channel broadcasting operations, being essential services. However, the Company has assessed the impact of this pandemic on its business operations, which has been incorporated in the operations and plans going forward. The Company has also taken various steps aimed at conserving cash including various revenue maximization and cost saving initiatives. The Company has also assessed the recoverability of its assets including property, plant and equipment, intangible assets, investments, receivables and other current assets considering the internal and external information including subsequent collections of receivables, credit risk and industry reports available. Based on such assessments, the Company made necessary adjustments to the carrying amounts by providing allowances / impairment of assets wherever considered necessary. The Company is monitoring the developments and is taking necessary measures to mitigate the impact on the Company, if any.
- 4 Exceptional items:
 - a) Consequent to the requisite approvals for the transfer of the Digital Publishing Business Division of the Company through a Business Transfer Agreement to Indiadotcom Digital Private Limited ("Indiadotcom") (formerly known as Rapidcube Technologies Private Limited), the wholly owned subsidiary of the Company, the said transfer has been completed on 4 May, 2021, effective from 1 April, 2021. In discharge of its consideration payable for the said transfer, the Board of Directors of Indiadotcom has allotted 23,32,16,754 (Twenty Three Crore Thirty Two Lakh Sixteen Thousand Seven Hundred and Fifty Four) fully paid up Equity shares of Indiadotcom of Rs. 10 each, to the Company. The gain on transfer of the said business of Rs. 21,750 lakhs has been disclosed as Exceptional Item for the quarter ended 30 June 2021.
 - b) During the year ended 31 March, 2021, the Company has written back certain provisions / liabilities amounting to Rs. 883 lakhs which were no longer required / payable. Further, the global pandemic has caused extensive proliferation of the news business, and hence further increased competition and accordingly the Company was required to adopt an aggressive content and distribution strategy. Further, the use of decentralised studios and adoption of work-from-home culture required additional investments. The Company entered into strategic content and distribution partnerships with various vendors / aggregators for the aforementioned requirements. In some cases where the obligations could not be fulfilled within the agreed timelines due to prolonged and widespread global pandemic and disruption in the supply chain, the Company has taken various steps including rescheduling of delivery terms. However, on a prudence basis, the Company has provided ₹ 2,000 lakhs as allowances for bad and doubtful advances / deposits during the year ended 31 March, 2021.
 - c) The Company's investment of Rs. 43,627 lakhs in 436,26,56,265 - 6% Non-Cumulative Non-Convertible Redeemable Preference Shares of Re. 1 each of Diligent Media Corporation Limited ("DMCL") redeemable at par on 01 November, 2036, which had been fully provided for in earlier years as per Ind-AS 109 – "Financial Instruments", has been sold at Rs. 170 lakhs on 24 July, 2021, and the gain on transfer of such Preference Shares of Rs. 170 lakhs has been disclosed as Exceptional Item for the quarter/ half year ended 30 September 2021.
 - d) During the quarter, the Company has provided Rs. 12,733 lakhs against amount recoverable from DMCL (Refer note 6 below) and the same is shown as Exceptional item for the quarter / half year ended 30 September 2021.
- 5 During the quarter, the Company has allotted 15,46,39,175 equity shares of Re. 1 each fully paid up on conversion of 15,46,39,175 Compulsorily Convertible Preference Shares ("CCPS") of Re. 1 each fully paid up, issued at premium of Rs. 4.82 to Non-Promoters.
- 6 Consequent to the invocation of the Corporate Guarantee issued by the Company in relation to the Non convertible debentures issued by Diligent Media Corporation Limited ("DMCL") and subsequent discharge of the liability by the Company under the Corporate Guarantee, the Company has to recover an amount of Rs. 29,000 lakhs as well as other receivables of Rs. 1,933 lakhs aggregating to Rs. 30,933 lakhs from DMCL.

In order to recover the outstanding amount, the Company has had several discussions with DMCL for recovery of the total amount receivable by the Company from DMCL and the latter had expressed its inability, due to stressed financial position, to make the payment of the entire outstanding amount to the Company.

After considering the current financial status of DMCL and its inability to settle the aforesaid liability of the Holding Company, the Audit Committee and the Board of the Holding Company have, at their respective meeting held on 12 November, 2021 and subject to the approval of the members of the company, have approved (i) to settle the above mentioned outstanding by way of transfer / assign of Identified Trademarks valued at Rs. 17,000 lakhs and cash payment of Rs. 1,200 lakhs, aggregating to Rs. 18,200 lakhs, by DMCL to the Company and (ii) write off of balance amount of Rs. 12,733 lakhs.
- 7 The Board of Directors of the Company at their meeting held today considered the proposal to issue up to 135,000,000 warrants for cash consideration on preferential basis, at an issue price of Rs. 12.20 (including premium of Rs. 11.20) per warrant, with the right to warrant holder to apply for and be allotted 1 (One) Equity Share of face value of Rs. 1 each of the Company, subject to such approvals as may be required, including the approval of the Members of the Company.

- 8 The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and the final rules are yet to be framed. The Company will carry out an evaluation of the impact and record the same in the financial statements in the period in which the Code becomes effective and the related rules are published.
- 9 Figures of the previous periods have been regrouped and rearranged wherever considered necessary.

For Zee Media Corporation Limited

Susanta Kumar Panda
Chairman (Independent Director)
DIN: 07917003

Noida, 12 November, 2021



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Consolidated Financial Results for the quarter and half year ended 30 September, 2021

Rs. / lakhs

S. No.		Quarter ended on			Half year ended on		Year ended on
		30-Sep-21	30-Jun-21	30-Sep-20	30-Sep-21	30-Sep-20	31-Mar-21
		Unaudited			Unaudited		Audited
1	Revenue from operations	20,614	17,018	14,961	37,632	28,175	64,907
2	Other income	149	122	118	271	208	521
	Total Revenue 1 + 2 	20,763	17,140	15,079	37,903	28,383	65,428
3	Expenses						
	(a) Operating costs	2,872	2,277	2,070	5,149	4,001	8,663
	(b) Employee benefits expense	5,043	4,937	4,392	9,980	8,004	16,734
	(c) Finance costs	892	1,115	510	2,007	987	2,432
	(d) Depreciation and amortisation expense	2,070	2,168	2,039	4,238	4,108	8,077
	(e) Marketing, distribution and business promotion expenses	2,552	1,932	1,437	4,484	2,756	6,118
	(f) Other expenses	3,922	3,341	2,227	7,263	4,487	11,608
	Total Expenses 3(a) to 3(f) 	17,351	15,770	12,675	33,121	24,343	53,632
4	Profit before share of profit / (loss) of associates, exceptional item and taxes 1 + 2 - 3 	3,412	1,370	2,404	4,782	4,040	11,796
5	Share of profit / (loss) of associates	(5)	1	(8)	(4)	(6)	24
6	Profit / (loss) before exceptional items and tax 4 + 5 	3,407	1,371	2,396	4,778	4,034	11,820
7	Exceptional items (net) (Refer Note 4)	(12,563)	(1,711)	-	(14,274)	-	(1,117)
8	Profit / (loss) before tax 6 + 7 	(9,156)	(340)	2,396	(9,496)	4,034	10,703
9	Tax expense						
	a) Current tax	1,694	853	735	2,547	1,329	3,671
	b) Deferred tax charge / (credit)	(583)	(287)	(192)	(870)	(374)	(542)
	Total tax expense 9(a) + 9(b) 	1,111	566	543	1,677	955	3,129
10	Profit / (loss) for the period 8 - 9 	(10,267)	(906)	1,853	(11,173)	3,079	7,574
11	Other comprehensive income / (loss)						
	Items that will not be reclassified to profit or loss (net of tax)						
	Remeasurement gain / (loss) of defined benefit obligation	(1)	(72)	57	(73)	10	162
	Share of other comprehensive income of associates	-	-	-	-	-	(0)
	Other comprehensive income / (loss) for the period (net of tax)	(1)	(72)	57	(73)	10	162
12	Total comprehensive income / (loss) for the period 10 + 11 	(10,268)	(978)	1,910	(11,246)	3,089	7,736
13	Profit / (loss) for the period attributable to :						
	Owners of the parent	(10,267)	(906)	1,853	(11,173)	3,079	7,574
14	Total comprehensive income / (loss) attributable to :						
	Owners of the parent	(10,268)	(978)	1,910	(11,246)	3,089	7,736
15	Paid up equity share capital of Re. 1/- each	6,254	4,708	4,708	6,254	4,708	4,708
16	Other equity						46,941
17	Earnings per share (of Re. 1/- each) (not annualised)						
	- Basic (Rs.)	(1.87)	(0.19)	0.39	(2.19)	0.65	1.61
	- Diluted (Rs.)	(1.87)	(0.14)	0.39	(2.19)	0.65	1.49



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Consolidated Statement of Assets and Liabilities as at 30 September, 2021

Rs. / lakhs

	30-Sep-21	31-Mar-21
	Unaudited	Audited
Assets		
Non-current assets		
(a) Property, plant and equipment	20,949	24,227
(b) Capital work-in-progress	7	-
(c) Intangible assets	1,261	1,967
(d) Intangible assets under development	9	-
(e) Investment in associates accounted for using equity method	4,901	4,905
(f) Financial assets		
(i) Investments	2,150	2,150
(ii) Loans	350	-
(iii) Other financial assets	385	516
(g) Income tax assets (net)	207	204
(h) Deferred tax assets (net)	3,311	2,380
(i) Other non-current assets	313	825
Total non-current assets	33,844	37,174
Current assets		
(a) Financial assets		
(i) Trade receivables	26,269	23,829
(ii) Cash and cash equivalents	5,685	8,196
(iii) Bank balances other than cash and cash equivalents	2,465	873
(iv) Other financial assets	22,345	36,414
(b) Other current assets	4,200	4,012
Total current assets	60,964	73,324
Total assets	94,808	110,498
Equity and liabilities		
Equity		
(a) Equity share capital	6,254	4,708
(b) Instruments entirely equity in nature	-	1,546
(c) Other equity	35,732	46,941
Total equity	41,986	53,195
Non-current liabilities		
(a) Financial liabilities		
(i) Borrowings	18,703	24,985
(ii) Lease liabilities	1,377	2,634
(b) Provisions	3,555	3,109
Total non-current liabilities	23,635	30,728
Current liabilities		
(a) Financial liabilities		
(i) Borrowings	3,913	6,673
(ii) Lease liabilities	2,428	2,288
(iii) Trade payables		
Dues of micro enterprises and small enterprises	-	3
Dues of creditors other than micro enterprises and small enterprises	5,322	2,710
(iv) Other financial liabilities		
Dues of micro enterprises and small enterprises	-	8
Dues of creditors other than micro enterprises and small enterprises	12,077	10,449
(b) Other current liabilities	3,231	3,381
(c) Provisions	273	186
(d) Current tax liabilities (net)	1,943	877
Total current liabilities	29,187	26,575
Total equity and liabilities	94,808	110,498



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Consolidated Statement of Cash Flows for the half year ended 30 September, 2021

Rs. / lakhs

	Half year ended on	
	30-Sep-21	30-Sep-20
	Unaudited	
A. Cash flow from operating activities		
Profit/(loss) before tax	(9,496)	4,034
Adjustments for:		
Depreciation and amortization expense	4,238	4,108
Allowances / (reversal) for bad and doubtful debts / advances	1,297	131
Bad debts / advances written off	0	10
Liabilities / excess provisions written back	(37)	(5)
Re-measurement gains / (losses) of defined benefit obligation	(116)	13
Unrealized loss / (gain) on exchange adjustments (net)	(7)	14
Net loss / (profit) on sale / discard of property, plant and equipment / intangible assets	372	3
Interest expense	1,832	909
Unwinding of discount on deposits received	-	26
Share of (profit) / loss of associates	4	6
Interest income	(224)	(184)
Unwinding of discount on deposits given	(5)	(5)
Exceptional items (Refer Note 4)	14,274	-
Operating profit before working capital changes	12,132	9,060
Adjustments for:		
(Increase)/decrease in trade and other receivables	(3,560)	(7,959)
Increase/(decrease) in trade and other payables	4,624	647
Cash generated from operations	13,196	1,748
Direct taxes paid (net)	(1,485)	(757)
Net cash flow from operating activities (A)	11,711	991
B. Cash flow from investing activities		
Purchase of property, plant and equipment, intangible assets, capital work in progress and intangible asset under development	(670)	(397)
Sale of property, plant and equipment and intangible assets	6	2
Loan given	(350)	-
Proceeds from sale of investment	170	-
Movement in other bank balances other than deposits with bank	(410)	-
(Increase) / decrease in deposits with banks (net)	(1,195)	103
Interest received	218	52
Net cash flow (used in)/ from investing activities (B)	(2,231)	(240)
C. Cash flow from financing activities		
Repayment of long-term borrowings	(4,611)	(849)
Repayment of Non Convertible Debentures	(6,521)	-
Repayment of vehicle loans	(2)	(8)
Principal payment of lease liabilities	(1,116)	(903)
Interest payment of lease liabilities	(213)	(278)
Interest paid	(1,308)	(620)
Net cash flow from/(used in) financing activities (C)	(13,771)	(2,658)
Net changes in cash and cash equivalents (A+B+C)	(4,291)	(1,907)
Cash and cash equivalents at the beginning of the period	8,196	3,132
Cash and cash equivalents at the end of the period	3,905	1,225

Note : Breakup of cash and cash equivalents is as under:

	Half year ended on	
	30-Sep-21	30-Sep-20
	Unaudited	
Balances with banks		
- in current accounts	5,654	3,785
- in deposit accounts	-	339
Cash on hand	31	2
Cash credit from bank which forms an integral part of cash management system	(1,780)	(2,901)
Cash and cash equivalents at the end of the period	3,905	1,225



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- 2 The Group has only one identifiable business segment viz. News Publishing and Broadcasting Business.
- 3 The Group has assessed the impact of the COVID-19 pandemic on its business operations, which has been incorporated in the operations and plans going forward. The Group has taken various steps aimed at conserving cash including various revenue maximization and cost saving initiatives. The Group is continuously assessing the recoverability of its assets including property, plant and equipment, intangible assets, investments, receivables and other current assets considering the internal and external information including subsequent collections of receivables, credit risk and industry reports available. Based on such assessments, the Group made necessary adjustments to the carrying amounts by providing allowances / impairment of assets wherever considered necessary. The Group is monitoring the developments and is taking necessary measures to mitigate the impact on the Group, if any.
- 4 Exceptional items:
 - (a) During the year ended 31 March, 2021, the Group has written back certain provisions / liabilities amounting to Rs. 883 lakhs which are no longer required / payable. Further, the global pandemic has caused extensive proliferation of the news business, and hence further increased competition and accordingly the Group was required to adopt an aggressive content and distribution strategy. Further, the use of decentralised studios and adoption of work-from-home culture required additional investments. The Group entered into strategic content and distribution partnerships with various vendors / aggregators for the aforementioned requirements. In some cases where the obligations could not be fulfilled within the agreed timelines due to prolonged and widespread global pandemic and disruption in the supply chain, the Group has taken various steps including rescheduling of delivery terms. However, on a prudence basis, the Group has provided ₹ 2,000 lakhs and ₹ 1,711 lakhs as allowances for bad and doubtful advances / deposits for the year ended 31 March, 2021 and quarter ended 30 June, 2021 respectively.
 - (b) The Holding Company's investment of Rs. 43,627 lakhs in 436,26,56,265 - 6% Non-Cumulative Non-Convertible Redeemable Preference Shares of Re. 1 each of Diligent Media Corporation Limited (DMCL) redeemable at par on 01 November, 2036, which had been fully provided for in earlier years as per Ind-AS 109 – "Financial Instruments", is sold for a consideration of Rs. 170 lakhs on 24 July, 2021 and the gain on transfer of such Preference Shares of Rs. 170 lakhs has been disclosed as Exceptional Item for the quarter/ half year ended 30 September 2021.
 - (c) During the quarter, the Holding Company has provided Rs. 12,733 lakhs against amount recoverable from DMCL (Refer note 6 below) and the same is shown as Exceptional item for the quarter / half year ended 30 September 2021.
- 5 During the quarter, the Holding Company has allotted 15,46,39,175 equity shares of Re. 1 each fully paid up on conversion of 15,46,39,175 Compulsorily Convertible Preference Shares ("CCPS") of Re. 1 each fully paid up, issued at premium of Rs. 4.82 to Non-Promoters.
- 6 Consequent to the invocation of the Corporate Guarantee issued by the Holding Company in relation to the Non convertible debentures issued by Diligent Media Corporation Limited ("DMCL") and subsequent discharge of the liability by the Holding Company under the Corporate Guarantee, the Holding Company has to recover an amount of Rs. 29,000 lakhs as well as other receivables of Rs. 1,933 lakhs aggregating to Rs. 30,933 lakhs from DMCL.

In order to recover the outstanding amount, the Holding Company has had several discussions with DMCL for recovery of the total amount receivable by the Company from DMCL and the latter had expressed its inability, due to stressed financial position, to make the payment of the entire outstanding amount to the Holding Company.

After considering the current financial status of DMCL and its inability to settle the aforesaid liability of the Holding Company, the Audit Committee and the Board of the Holding Company have, at their respective meeting held on 12 November, 2021 and subject to the approval of the members of the Holding Company, have approved (i) to settle the above mentioned outstanding by way of transfer / assign of Identified Trademarks valued at Rs. 17,000 lakhs and cash payment of Rs. 1,200 lakhs, aggregating to Rs. 18,200 lakhs, by DMCL to the Company and (ii) write off of balance amount of Rs. 12,733 lakhs.
- 7 Consequent to the requisite approvals for transfer of the Digital Publishing Business Division of the Holding Company through a Business Transfer Agreement to Indiatocm Digital Private Limited ("Indiatocm") (formerly known as Rapidcube Technologies Private Limited), the wholly owned subsidiary of the Holding Company, the said transfer has been completed on 4 May, 2021, effective from 1 April, 2021. In discharge of its consideration payable for the said transfer, the Board of Directors of Indiatocm has allotted 23,32,16,754 (Twenty Three Crore Thirty Two Lakh Sixteen Thousand Seven Hundred and Fifty Four) Equity shares of Indiatocm of Rs. 10 each, fully paid up, to the Holding Company.
- 8 The Board of Directors of the Holding Company at their meeting held today considered the proposal to issue up to 135,000,000 warrants for cash consideration on preferential basis, at an issue price of Rs. 12.20 (including premium of Rs. 11.20) per warrant, with the right to warrant holder to apply for and be allotted 1 (One) Equity Share of face value of Rs. 1 each of the Holding Company, subject to such approvals as may be required, including the approval of the Members of the Holding Company.

- 9 The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Group towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and the final rules are yet to be framed. The Group will carry out an evaluation of the impact and record the same in the financial statements in the period in which the Code becomes effective and the related rules are published.
- 10 Figures of the previous periods have been regrouped and rearranged wherever considered necessary.

For Zee Media Corporation Limited

Susanta Kumar Panda
Chairman (Independent Director)
DIN: 07917003

Noida, 12 November, 2021