

# GTPL Hathway Limited

(Former Name: GTPL Hathway Private Limited)

CIN : L64204GJ2006PLC048908



**Registered Office :** C-202, 2nd Floor, Sahajanand Shopping Centre,

Opp. Swaminarayan Temple, Shahibaug, Ahmedabad - 380 004.

Phone : 079-256264707/70/78, 079-30280340/41 Fax : 079-25626477, 30280335

Date: October 06, 2017

To:

|   |   |
|---|---|
| The Manager,<br>Listing Compliance Department,<br>National Stock Exchange of India Ltd<br>Exchange Plaza, BandraKurla Complex<br>Bandra (East), Mumbai - 400051<br><br>NSE Trading Symbol: GTPL | Department of Corporate Services,<br>BSE Limited,<br>Phiroze Jeejeebhoy Towers<br>Dalal Street,<br>Mumbai 400 001<br><br>Scrip Code: 540602 |
|---|---|

**Subject: Submission of Annual Report pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**


Dear Sir/Madam,

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the captioned subject, please find enclosed herewith the Annual Report of the Company for the Financial Year 2016-17.

Please take the same on record.

Thanking you,

For GTPL HATHWAY LIMITED

  
(TARUN KUMAR) 06/10/2017  
Company Secretary and Compliance Officer  
M. No.: F9256

Enclosed: Aforesaid.

**Aspired to**  
**CONNECT**  
**Determined to**  
**TRANSFORM**



GTPL HATHWAY LIMITED  
ANNUAL REPORT 2016-17



# You will come across

## Corporate Overview

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The digital landscape of India is packed with endless possibilities and potential.

Our grand vision at GTPL Hathway Limited, is to connect and transform people's lives through barrier-free connectivity and rich experience.

We are connecting millions of people across the country through our innovative and relevant offerings.

We are on a transformative path and meeting diverse needs of customers through enhanced digital cable television solutions and strong broadband connectivity.

We are on the forefront of digital revolution, creating value for our customers and stakeholders.



# Meet GTPL Hathway

GTPL Hathway Limited is India's leading regional Multi System Operator (MSO), offering cable television (CATV) and broadband services.

Over the past few years, the Company evolved as a dominant player in the industry through enhanced service offerings, infrastructure and distribution network across the country with significant market share in Gujarat and Kolkata & Howrah region. The Company earns majority of its revenues in the form of subscription, activation and placement.

Number 1 MSO in Gujarat with  
67% Market share



Number 2 MSO in Kolkata with  
24% Market share



10 states & 189+ towns  
Presence as on June, 2017



₹9,417 million  
Revenue for the year 2016-17



₹2,404 million  
EBITDA for the year 2016-17



₹400 million  
PAT for the year 2016-17





## Our unique service offerings

At GTPL, we focus on delivering differentiated content to our customers through our cable television and broadband services. Our services are supported by owned and leased fibre optic cable network, digital head-ends and advance internet nodes facilitating seamless transfer of digital content and data.

### Digital Cable Television Services

GTPL launched its digital cable television services in 2008, offering both standard definition and high definition (HD) digital cable television services.

# 6.90 million

STBs seeded as on March, 2017

# 5.98 million

Active STBs as on March, 2017

# 64

HD channels

### Broadband Services

GTPL offers cost effective and high-speed internet services to its customers via advanced Gigabit Passive Optical Network (GPON) technology.

# 0.24 million

Broadband subscribers

# 1.08 million

Total Home passed

# ₹480 (Net of Taxes)

Average Revenue per user (ARPU) in 2016



# High quality infrastructure network

Technology and robust network infrastructure has played a significant role in GTPL's growth story. The Company has deployed advanced technology across its service offerings – cable network and broadband – to meet evolving preferences of the subscribers and provide them the best experience.

The services supported are by owned and leased fiber optic cable network, digital and analog head-ends. Advanced GPON technology has further resulted in seamless connectivity, higher broadband speed, VoD (Video on Demand) and Over the Top (OTT) capabilities.

## 5,406 KMs

Overground optic fibre cable network

## 600 KMs

Underground optic fibre cable network

## 3,480 KMs

Leased optic fibre cable network

## 2

Main Digital Headends &

## 4

Support Digital Headends





## Our technology partners

The equipment for GTPL's digital service offerings are sourced from leading international vendors of digital components.

- ✔ **CISCO Systems Capital (India) Private Limited**
- ✔ **Harmonic International AG**
- ✔ **Changhong (HongKong) Trading Limited**
- ✔ **Shenzhen Skyworth Digital Technology Co Limited**
- ✔ **Nagravision SA**
- ✔ **Magnaquest Technologies Limited**
- ✔ **Tele System Communication Pte Limited**
- ✔ **Sterlite Technologies Limited**

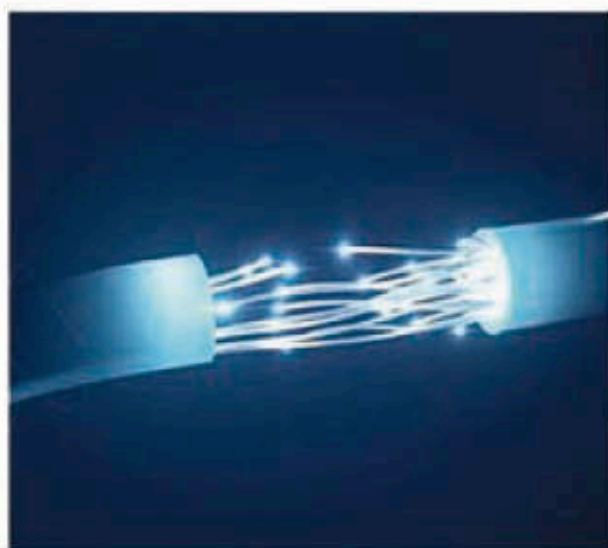




# Right content-mix for attracting and retaining subscribers

GTPL's key strategy is to get closer to the customers by offering them a differentiated and relevant content. The Company has maintained a balanced mix of local and regional content by offering wide range of channels across genres. It appeals to a range of demographics and matches the tastes and preferences of subscribers.

The Company also enjoys right to place the Gujarat News channel on their network. The channel is produced by their Group Company, Gujarat Television Private Limited. The Company further intends to provide an increased number of local channels covering religious events, local cultural events, regional films, music and local news to attract and retain subscribers and to increase advertising revenue.



## 510+

Channels

## 300+

Pan-India channels

## 190+

Regionally transmitted channels

## 64

HD channels

## 27

Owned local channels

## 4

Owned regional channels





# Strong traction on digitisation

The Company has leveraged its industry expertise to benefit from the four-phased policy on digitization announced by the Ministry of information and broadcasting that specifies the cable operators to transmit digital signals through addressable set top boxes (STBs).

The quality of our digital transmission provides unmatched viewer experience, thus giving us a competitive edge over other platforms, such as DTH satellite television.

Digitisation provides a competitive edge and leads towards efficiency, by way of:

- ✔ Telecasting a large number of channels
- ✔ Tiering options with differentiated content across local, regional and niche genres
- ✔ Higher quality picture and improved quality of service
- ✔ Increase in cable television ARPU through the high-value services such as HD television, pay-per-view etc.

6.90 million STB seeded

As on March 31, 2017

2.92 million STB seeded

in Phase-I & Phase-II

2.52 million STB seeded

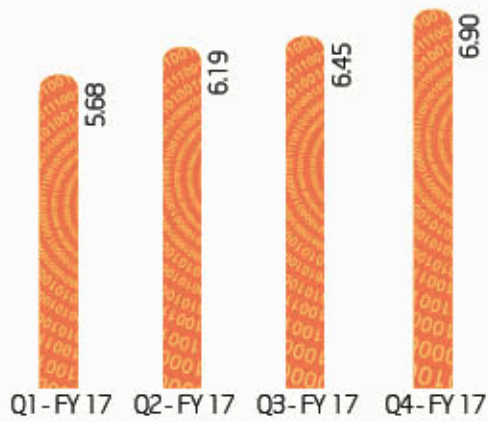
in Phase-III

1.46 million STB seeded

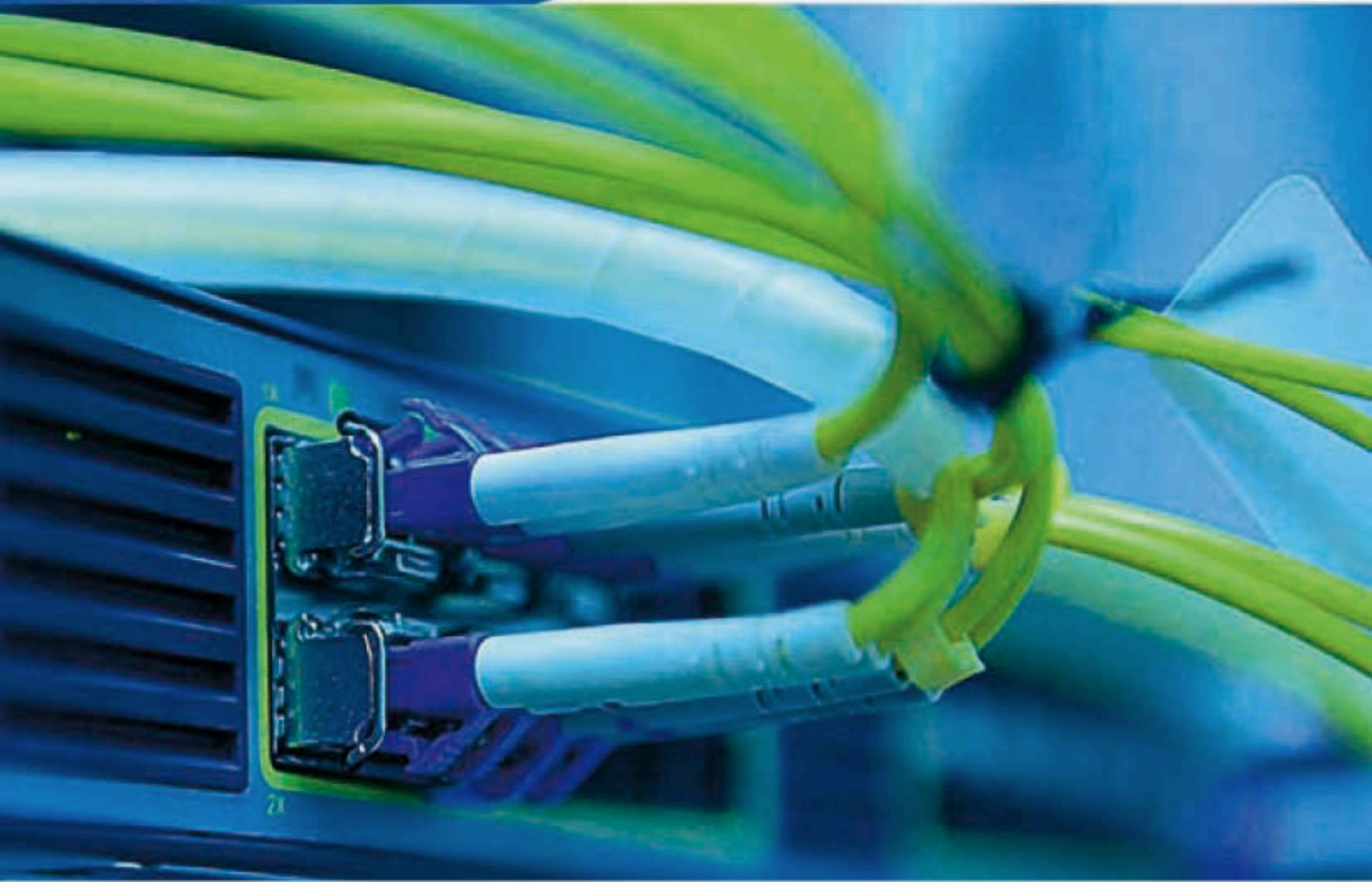
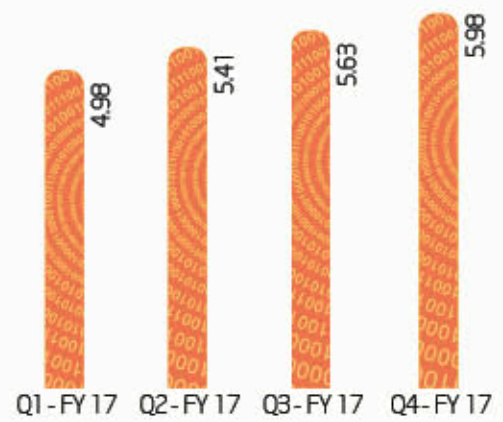
in Phase-IV

We have completed our roll-out of STBs in Phase I, Phase II and Phase III areas and are working towards completing the roll-out of STBs in Phase IV areas

**STBs seeded**  
(million)



**Active STBs**  
(million)





# Leveraging strong relationships with LCOs, MSOs and ISOs – investing into the future

Growing sustainable business is a result of various forces working together. GTPL has been successful in maintaining effective relationship with its LCOs, MSOs and ISOs which has aided the smooth functioning of the cable and broadband business and enhancing the monetisation prospects.

The Company has expanded its business by acquiring LCO's/MSO's and ISO's through revenue sharing mechanism and providing training & support to LCO's to ensure quality services.

14,606  
Total LCOs & ISOs

Net LCO  
additions

1,286  
LCO's in 2014-15

4,004  
LCO's in 2015-16

3,338  
LCO's in 2016-17

LCO – Local cable operator

MSO – Multiple system operator

ISO – Internet service operator





# Enhanced footprint across the country

GTPL's digital cable television services are offered across India, including towns in Gujarat, West Bengal, Maharashtra, Bihar, Assam, Jharkhand, Madhya Pradesh, Telangana, Rajasthan and Andhra Pradesh.

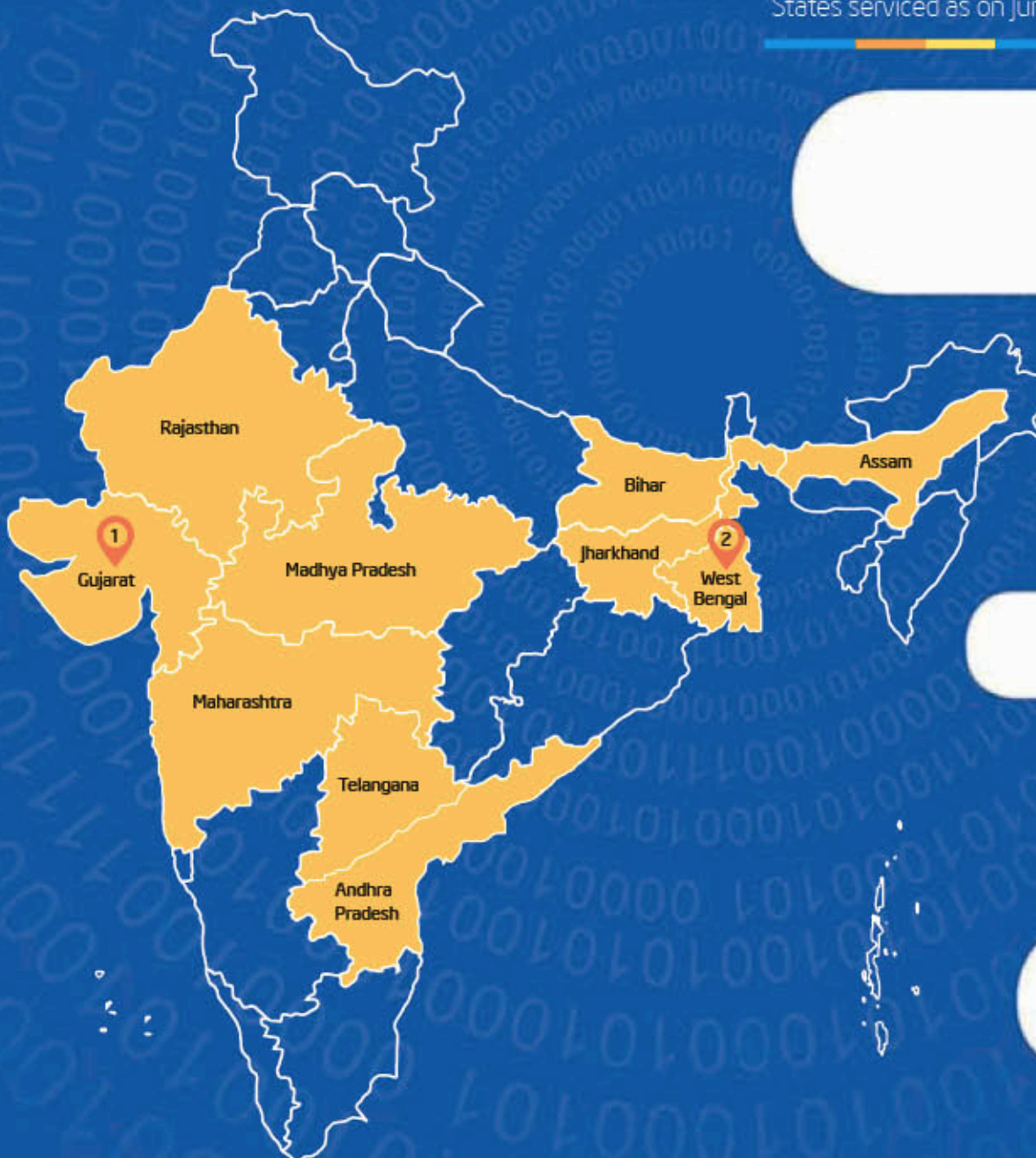
189+ towns

Presence as on June, 2017

10

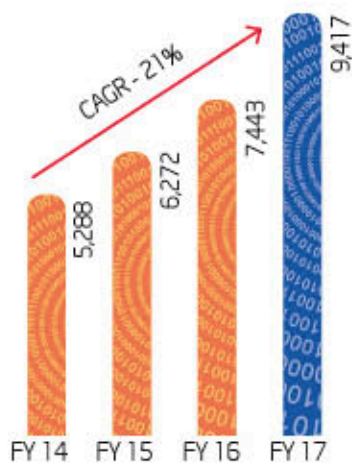
States serviced as on June, 2017

## GTPL's presence in India

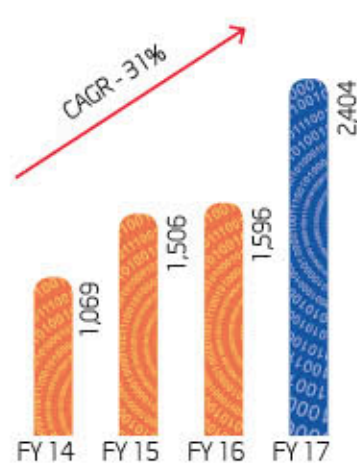


# Our performance in numbers

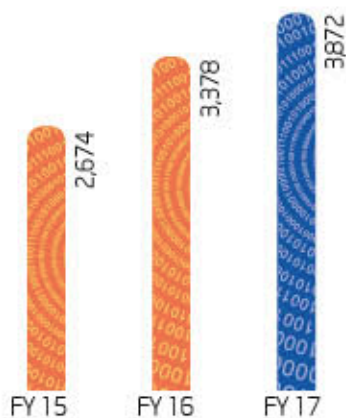
**Revenue from Operations**  
(₹ million)



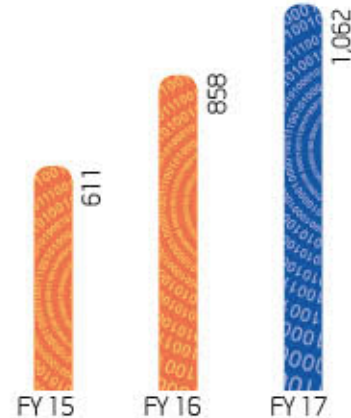
**EBITDA**  
(₹ million)



**Net Worth**  
(₹ million)



**Total Cash**  
(₹ million)





# Managing Director's message



**Dear Shareholders,**

It is my pleasure to report that the year 2016-17 was exciting and eventful at GTPL Hathway Limited. We received an encouraging response and acceptability from investors after the launch of our IPO in June, 2017. I extend a warm welcome to all the new shareholders. I sincerely thank everyone for their strong belief, support and unwavering faith in us. GTPL will continue to strengthen its service offerings across segments.

Digital business in India is evolving fast with dynamic consumption patterns and favourable regulatory environment. The number of total TV households in India has seen a rapid increase from 119 million in 2011 to 183 million in 2017 and it is expected to touch 200 million by 2020. The change in customer behaviour will have a significant impact on content uptake and corresponding spends on subscription income.

Digital India is a dream which is over-arching and in step with taking India ahead. Digitisation is not just about the cable TV Industry, it is more about bringing access of digital content, choice and better services to customers. With the March 31, 2017 deadline for Phase IV digitisation as per The Cable Television Networks (Regulation) Amendment Act, 2011, all analogue signals have been switched off in the entire country. However, it seems that it will take some time before *India can be declared a fully digitised nation.*

Cable is a powerful source for broadband delivery that has not been tapped adequately in our country. However, strangely enough, cable is the medium that is making one gigabyte per second (gbps) speed wired broadband connectivity a reality in India.

At GTPL, we are aspired to connect with the consumers by building an inclusive system that transforms the type and quality of content provided to our customers.

GTPL is committed to offer a differentiated and better quality digital cable TV experience and broadband connectivity to its customers. As a leading cable and broadband player, we continuously make investments in upgrading technology for better customers' experience. We recently deployed next-generation headend of Harmonics, USA, which enables us to offer up to 650 TV channels and 50 OTT channels. The network upgradation to GPON- Fibre to the home technology has commenced which enable us to provide high-speed broadband services.

Our Company stands at an inflection point from where we wish to significantly improve customers' experience, revitalise our ground teams, make prudent investments in technology and focus on improving ARPU. While GTPL is a key catalyst in transforming the cable and broadband industry, the Company itself is witnessing a transformation as we re-commit ourselves to achieving new milestones in the form of deepening the market and improving our financial performance.

We have identified the following immediate growth opportunities across our businesses:



GTPL is committed to offer a differentiated and better quality digital cable TV experience and broadband connectivity to its customers. As a leading cable and broadband player, we continuously make investments in upgrading technology for better customers experience.

1. In the cable TV business, we have already made Investment for Phase III and Phase IV and kicked off monetising the same recently. We have further increased our HD offering to 64 Channels to convert potential subscriber to HD Packages.
2. In our broadband business, we are deploying GPON FTTH technology to provide high speed services to customer. We are going to make our 8 million plus CATV Homes as Broadband enabled and convert potential homes as Broadband Subscribers.
3. We are utilising our existing cable TV infrastructure in broadband for better ROI.

Our innovative venture is here to add a new dimension to the entire value chain of the digital services domain along with enhanced distribution network. I am optimistic and determined that we will transform our vision into reality by reducing distances and digitally connecting people across the country. With our plans for investment in superior technology, a plethora of content options to our CATV customers and high-speed broadband connectivity at an aggressive pricing, we are confident about the future outlook of the Company and its ability to create value for all its stakeholders.

I would like to acknowledge the efforts of our team for their dedicated efforts towards driving this organisation. I am thankful to all our shareholders, investors and stakeholders for believing in our business. With your continued support, we will continue our digital transformation journey and add value to the customers and the shareholders.

Best Wishes,

**Aniruddhasinhji Jadeja**



# GTPL's digital empowerment journey

Listed on Stock Exchanges 2017

Launched IPO 2016

Received category A ISP license; Installed digital headend in Dibrugarh 2015

Commenced package-based billing 2014

Entered Patna and Andhra Pradesh; Digitisation of Phase I and II completed 2013

Entered Assam and West Bengal; Installed digital headend in Kolkata; Installed new digital headend in Ahmedabad 2011

2006

Incorporated as Gujarat Tele Link Private Limited

2007

Hathway acquired 50% stake; Received category B ISP license; Installed digital headend in Ahmedabad

2008

Commenced broadband services



# Our employees – the biggest success drivers at GTPL

## 3,295

Employees as on March 31, 2017

## 2,667+

Employees added in 2016

GTPL believes that shared values create an open and inclusive workplace where people from various background, culture and experience can grow and develop together. The Company always pushes for fair working conditions and greater transparency across its operations.

There are continuous learning programs for the employees to meet the ever-growing demands of the industry. GTPL has established human resources policies in place to provide programs and opportunities that help employees stay motivated and performance oriented.





# Notice

**Notice** is hereby given that the **11<sup>th</sup> Annual General Meeting** of the Members of **GTPL Hathway Limited ("Company")** will be held on **Monday, the 25<sup>th</sup> day of September, 2017 at 02:30 p.m.** at J. B. Auditorium, AMA, Dr. Vikram Sarabhai Marg, University Area, Ahmedabad - 380015 to transact the following businesses: -

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) for the financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares of the Company for the year ended March 31, 2017.
3. To appoint a Director in place of Mr. Aniruddhasinhji Nogubha Jadeja (DIN 00461390), who retires by rotation and being eligible offers himself for re-appointment.
4. Appointment of M/s. Khimji Kunverji & Co., Chartered Accountants, (Firm Registration No. 105146W), as the Statutory Auditors of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** regarding appointment of M/s. Khimji Kunverji & Co., Chartered Accountants, (Firm Registration No. 105146W) as the Statutory Auditors of the Company in place of existing Auditors of the Company, M/s. J. B. Shah & Co., Chartered Accountants, who expressed their unwillingness to continue as the Statutory Auditors for the remaining tenure:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and upon recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Khimji Kunverji & Co., Chartered Accountants, (Firm Registration No. 105146W), be and are hereby appointed as the Statutory Auditors of the Company to hold the office of the auditors from the conclusion of 11<sup>th</sup> Annual General Meeting until the conclusion of 16<sup>th</sup> Annual General Meeting of the Company, subject to ratification at every Annual General Meeting by the Members of the Company, on such terms and conditions and at such remuneration plus reimbursement of out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and Statutory Auditors."

## SPECIAL BUSINESS:

5. To appoint Mr. Bharat Bhogilal Chovatia (DIN 00271613) as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, , Mr. Bharat Bhogilal Chovatia (DIN 00271613), who was appointed as an Additional (Independent) Director of the Company with effect from September 28, 2016, by the Board of Directors, whose term of office expires at the ensuing 11<sup>th</sup> Annual General Meeting in terms of Section 161 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years upto September 27, 2021, and that he shall not be liable to retire by rotation."

6. To appoint Mr. Kunal Chandra (DIN 07617184) as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, , Mr. Kunal Chandra (DIN 07617184), who was appointed as an Additional (Independent) Director of the Company with effect from September 28, 2016, by the Board of Directors, whose term of office expires at the ensuing 11<sup>th</sup> Annual General Meeting in terms of Section 161 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years upto September 27, 2021, and that he shall not be liable to retire by rotation."

7. To appoint Ms. Parulben Pravinkumar Oza (DIN 00401656) as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Ms. Parulben Pravinkumar Oza (DIN 00401656), who was appointed as an Additional (Independent) Director of the Company with effect from September 28, 2016, by the Board of Directors, whose term of office expires at the ensuing 11<sup>th</sup> Annual General Meeting in terms of Section 161 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013

proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years upto September 27, 2021, and that he shall not be liable to retire by rotation."

8. To appoint Mr. Falgun Harishkumar Shah (DIN 02567618) as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Falgun Harishkumar Shah (DIN 02567618), who was appointed as an Additional (Independent) Director of the Company with effect from September 28, 2016, by the Board of Directors, whose term of office expires at the ensuing 11<sup>th</sup> Annual General Meeting in terms of Section 161 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years upto September 27, 2021, and that he shall not be liable to retire by rotation."

9. To appoint Mr. Rajan Gupta (DIN 07603128) as a Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Rajan Gupta (DIN 07603128), who was appointed as an Additional Director of the Company with effect from September 28, 2016, by the Board of Directors, whose term of office expires at the ensuing 11<sup>th</sup> Annual General Meeting in terms of Section 161 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, and that he shall be liable to retire by rotation."

10. To ratify the payment of remuneration of the Cost Auditor of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Rajendra Patel & Associates, Cost Accountant, Membership No.: F29021, appointed as Cost Auditor of the Company by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2017-18, at a remuneration of Rs.1,20,000/- (Rs. One Lakh Twenty Thousand Only) plus reimbursement of out of pocket expenses and taxes be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

By order of the Board of Directors  
of **GTPL Hathway Limited**

Place : Ahmedabad  
Date : August 08, 2017

**TARUN KUMAR**  
**Company Secretary and Compliance Officer**  
**FCS No.: 9256**

**Registered Office:**

202, Sahajanand Shopping Center,  
Opp. Swaminarayan Mandir, Shahibaug,  
Ahmedabad, Gujarat - 380004, India  
CIN : U64204GJ2006PLC048908  
E -mail: complianceofficer@gtpl.net;  
Website : www.gtpl.net  
Phone : (079) 61400000

**NOTES**

1. **A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING(AGM) IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE VALID, THE DULY SIGNED AND COMPLETED PROXY MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE 11<sup>TH</sup> ANNUAL GENERAL MEETING ("AGM").**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Unstamped or inadequate stamped proxies upon which the stamps have not been cancelled are invalid. Proxy holder shall prove his identity at the time of attending AGM.

Corporate Members are requested to send a certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.



2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business at item Nos. 05 to 10 to be transacted at the meeting is annexed hereto and forms part of the Notice.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, September 17, 2017, to Monday, September 25, 2017 (both days inclusive) for the purpose of the ensuing Annual General Meeting to be held on Monday, September 25, 2017 and payment of dividend, if approved by the members of the Company.
4. Non-resident Indian Members are requested to inform the Registrar and Shares Transfer Agent of the Company or to the concerned DPs, as the case may be, immediately:
  - (a) the change in the residential status on return to India for permanent settlement.
  - (b) the particulars of the NRE Account with a Bank in India, if not furnished earlier.
5. Members are requested to notify immediately any change of address:
  - i) To their Depository Participants (DPs) in respect of their electronic share accounts.
6. Statutory Registers as required under the Companies Act, 2013 will be available for inspection at the registered office of the Company during the office hours on all working days between 11.30 A.M. to 2.30 P.M. upto the date of 11<sup>th</sup> Annual General Meeting.
7. Members desirous of getting any information/ clarification relating to the accounts/operations of the Company under reference or intending to raise any query at AGM are requested to write to the Company Secretary at least 7 days before the Meeting so that the information required can be made readily available at the AGM.
8. Disclosure pursuant to Regulation 26(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies act, 2013, Secretarial Standard – 2 on General Meetings issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government with respect to Directors seeking re-appointment/appointment at the meeting is attached hereto.
9. Members are requested to note that pursuant to directions given by the Securities and Exchange Board of India / Stock Exchanges, the Company has appointed Link Intime India Private Limited, 506-508, Amarnath Business Centre-1, Beside Gala Business Centre, Near St. Xavier's College Corner, Off CG Road, Navrangpura, Ahmedabad 380009, Tel. No.: 91-79-26465179, E mail: ahmedabad@linkintime.co.in as Registrar and Shares Transfer Agent to look after the work related to shares held in physical as well as demat mode.
10. Notice of the 11<sup>th</sup> Annual General Meeting of the Company including the Annual Report for the financial year 2016-17, inter alia, indicating the process and manner of e-voting is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 11<sup>th</sup> Annual General Meeting of the Company including the Annual Report for the financial year 2016-17, inter alia, indicating the process and manner of e-voting will be sent to those shareholders and also be available on the Company's website [www.gtpl.net](http://www.gtpl.net) for their download.

#### 11. The instruction for shareholders voting electronically are as under

- (i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2017, the Company is pleased to provide shareholders facility to exercise their right to vote on resolutions proposed to be considered at the 11<sup>th</sup> AGM by electronic means and the business may be transacted through remote Voting Services. The facility of casting the votes by the shareholders using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL). A person whose name is recorded in the register of members or in the register of beneficial owners maintained by depositories as on the cut-off date of September 17, 2017 only shall be entitled to avail the facility of remote e-voting or voting at AGM through polling paper. The facility for voting through polling paper shall be made available at the AGM and the shareholders attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper pursuant to the provisions of Section 109 of the Companies Act, 2013. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at AGM and his vote, if any, cast at the AGM shall be treated as invalid.
- (ii) The voting period begins on September 22, 2017 at 9:00 a.m. and ends on September 24, 2017 at 05:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 17, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

| <b>For Members holding shares in Demat Form and Physical Form</b> |   |
|---|---|
| PAN   | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li> </ul>   |
| Dividend Bank Details<br>OR Date of Birth (DOB)                   | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul> |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN **170828080** of 'GTPL Hathway Limited' on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxii) Mr. Chirag Shah (Membership No. FCS 5545) of M/s. Chirag Shah & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process at the ensuing 11<sup>th</sup> AGM in a fair and transparent manner

12. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.



13. The Scrutinizer shall submit after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
14. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.gtpl.net](http://www.gtpl.net) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), and such stock exchanges shall place the results on their website.
15. Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the AGM.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanied notice dated August 08 2017.

#### Item No. 05 to 08

Mr. Bharat Bhogilal Chovatia, Mr. Kunal Chandra, Ms. Parulben Pravinkumar Oza and Mr. Falgun Harishkumar Shah were appointed by the Board in their meeting as Additional (Independent) Directors of the Company with effect from September 28, 2016 and their term of office expire at the ensuing 11<sup>th</sup> Annual General Meeting in terms of Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter alia, stipulates the criteria of independence should a company propose to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of the Company and he shall not be included in the total number of Directors liable to retire by rotation.

The Company has received notices in writing from members along with the deposit of Rs.1,00,000/-, requisite amount under Section 160 of the Companies Act, 2013, proposing the candidatures of each of Mr. Bharat Bhogilal Chovatia, Mr. Kunal Chandra, Ms. Parulben Pravinkumar Oza and Mr. Falgun Harishkumar Shah for the office of Directors of the Company. The Company has received declarations from them that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. They are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

In the opinion of the Board, Mr. Bharat Bhogilal Chovatia, Mr. Kunal Chandra, Ms. Parulben Pravinkumar Oza and Mr. Falgun Harishkumar Shah fulfil the conditions for appointment as Independent Directors specified in the Companies Act, 2013, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, it is proposed to appoint Mr. Bharat Bhogilal Chovatia, Mr. Kunal Chandra, Ms. Parulben Pravinkumar Oza and Mr. Falgun Harishkumar Shah as independent directors under Section 149 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold office for 5 (five) consecutive years upto September 27, 2021 and they shall not be included in the total number of Directors liable to retire by rotation.

Brief resume and disclosure of information of Mr. Bharat Bhogilal Chovatia, Mr. Kunal Chandra, Ms. Parulben Pravinkumar Oza and Mr. Falgun Harishkumar Shah regarding nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationship between Directors inter-se, etc. as stipulated under the Companies Act, 2013, read with the Secretarial Standard – 2 on General Meetings issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in the Annexure to the Notice. The number of Meetings of the Board attended by the said Directors are given in the Corporate Governance section of the Annual Report.

Copies of the draft letters for respective appointments of Mr. Bharat Bhogilal Chovatia, Mr. Kunal Chandra, Ms. Parulben Pravinkumar Oza and Mr. Falgun Harishkumar Shah as Independent Directors setting out the terms and conditions would be available for inspection by members at the Registered Office of the Company and is also available on the Company's website.

Mr. Bharat Bhogilal Chovatia, Mr. Kunal Chandra, Ms. Parulben Pravinkumar Oza and Mr. Falgun Harishkumar Shah, Independent Directors and/or or their relatives are concerned or interested in the resolutions as set out at Item Nos. 05 to 08 of the Notice respectively, since they relate to their respective appointments. None of the other Directors and Key Management Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in these resolutions set out at Item Nos. 05 to 08.

The Board considered their association would be of immense benefit to the Company and it is desirable to avail services of Mr. Bharat Bhogilal Chovatia, Mr. Kunal Chandra, Ms. Parulben Pravinkumar Oza and Mr. Falgun Harishkumar Shah as Independent Directors of the Company. Accordingly, the Board recommends the resolutions in relation to appointments of Mr. Bharat Bhogilal Chovatia, Mr. Kunal Chandra, Ms. Parulben Pravinkumar Oza and Mr. Falgun Harishkumar Shah as Independent Directors, for the approval of the Members of the Company.

#### Item No. 9

Mr. Rajan Gupta was appointed by the Board in their meeting as an Additional Director of the Company with effect from September 28, 2016 and his term of office expires at the ensuing 11<sup>th</sup> Annual General Meeting in terms of Section 161 of the Companies Act, 2013.

The Company has received notices in writing a notice from member along with the deposit of Rs.1,00,000/-, requisite amount under Section 160 of the Companies Act, 2013, proposing the candidatures of each of Mr. Rajan Gupta for the office of Director of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given his consent to act as Director.

Accordingly, it is proposed to appoint Mr. Rajan Gupta as a Director in the category of Non-Executive under Section 152 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, liable to retire by rotation.

Brief resume and disclosure of information of Mr. Rajan Gupta regarding nature of his expertise in specific functional areas and names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationship between Directors inter-se, etc. as stipulated under the Companies Act, 2013, read with the Secretarial Standard – 2 on General Meetings issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in the Annexure to the Notice. The number of Meetings of the Board attended by the said Director is given in the Corporate Governance section of the Annual Report.

None of the other Directors and Key Management Personnel of the Company or their relatives except Mr. Rajan Gupta is in any way concerned or interested in this resolution set out at Item No. 9.

The Board considered his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Rajan Gupta as a Director of the Company. Accordingly, the Board recommends the resolution in relation to appointments of Mr. Rajan Gupta for the approval of the Members of the Company.

#### **Item No. 10**

The Board of Directors of the Company, on the recommendation of the Audit Committee of the Board of Directors of the Company, in its meeting held on August 08, 2017, has approved the appointment of M/s. Rajendra Patel & Associates, Cost Accountant, Membership No.: F29021, to conduct the audit of the cost records of the Company for the financial year 2017-18, be paid a remuneration of Rs.1,20,000/- (Rs. One Lakh Twenty Thousand Only) plus reimbursement of out of pocket expenses and taxes, as may be incurred by the said Cost Auditor during the course of the audit to conduct the audit of the cost records of the Company, subject to the ratification of the said remuneration by the members of the Company.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company.

Accordingly, it is proposed to seek approval of the members by passing an Ordinary Resolution as set out at Item No. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2017-18.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested financially or otherwise in the above resolution.

#### **Inspection of documents**

Copies of all relevant documents and papers referred to in the accompanying Notice and Explanatory Statement including Statutory Registers as required as per the Companies Act, 2013 are kept open for inspection by Members between 11.30 A.M. to 2.30 P.M. on any working day upto the date of Meeting at the Registered Office of the Company.

By order of the Board of Directors  
of **GTPL Hathway Limited**

Place : Ahmedabad  
Date : August 08, 2017

**TARUN KUMAR**  
Company Secretary and Compliance Officer  
FCS No.: 9256

**Registered Office:**  
202, Sahajanand Shopping Center,  
Opp. Swaminarayan Mandir, Shahibaug,  
Ahmedabad, Gujarat - 380004, India  
CIN : U64204GJ2006PLC048908  
E -mail: complianceofficer@gtpl.net;  
Website : www.gtpl.net  
Phone : (079) 61400000



**PURSUANT TO THE COMPANIES ACT, 2013, SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS ISSUED BY THE COUNCIL OF THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND APPROVED BY THE CENTRAL GOVERNMENT AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2017, FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED**

| Particulars   | Mr. Aniruddhasinhji Nogubha Jadeja  | Mr. Bharat Bhogilal Chovatia   | Mr. Kunal Chandra  |
|---|---|--|--|
| Age   | 45 years  | 62 Years   | 36 Years   |
| Date of first appointment   | August 21, 2006   | September 28, 2016   | September 28, 2016   |
| Nationality   | Indian  | Indian   | Indian   |
| Qualifications  | senior secondary certificate  | A bachelor's degree in commerce from the University of Bombay and a fellow member of the Institute of Chartered Accountants of India. He has completed post qualification course in information systems audit. | A bachelor's degree in law from University of Pune   |
| Expertise in specific functional areas  | More than 18 years of experience in cable and internet service provider industries, having great entrepreneurship skills, talent management among others  | More than 30 years of experience in finance, accounts, auditing, tax and compliance services among others.   | More than 11 years of experience in corporate laws among others  |
| Name of the Committee of the Company in which holds Membership/ Chairmanship#                           | Stakeholders Relationship Committee: Member<br>Loan and Investment Committee : Chairman<br>Administrative cum Regulatory Committee: Chairman  | Audit Committee: Member of the Audit Committee   | Audit Committee: Member of the Audit Committee<br>Nomination and Remuneration Committee: Chairman  |
| Name of the other companies in which holds Directorship#  | GTPL Parshwa Cable Network Private limited<br>Gujarat Television Private Limited<br>GTPL Jay Santoshima Network Private limited<br>DL GTPL Cabnet Private Limited<br>GTPL Blue Bell Network Private Limited<br>Sabarmati Network Private Limited<br>GTPL Kolkata Cable & Broad Band<br>Pariseva Limited<br>GTPL KCBPL Broad Band Private Limited<br>GTPL KAIZEN Infonet Private Limited | Resins And Plastics Limited  | Hathway Digital Private Limited  |
| Name of Committee of the other companies in which holds Membership/ Chairmanship                        | Not applicable  | Audit Committee: Chairman of the Audit Committee of Resins And Plastics Limited<br>Nomination and Remuneration Committee (NRC): Member of NRC of Resins And Plastics Limited                                   | Audit Committee: Chairman of the Audit Committee of Hathway Digital Private Limited<br>Nomination and Remuneration Committee (NRC): Member of NRC of Hathway Digital Private Limited |
| Number of shares held in the Company (in his own name or on behalf of other person on beneficial basis) | 1,32,44,650 Equity Shares of Rs. 10/- each  | 88 Equity Shares of Rs. 10/- each  | Nil Equity Shares of Rs. 10/- each   |
| Relationship with other Director(s)   | Nil   | Nil  | Nil  |

# Directorship includes Directorship of other Indian Companies; and Committee Membership includes only Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and other Committees of Public Limited Company (whether Listed or not).

| Particulars   | Ms. Parulben Pravinkumar Oza   | Falgun Harishkumar Shah   | Mr. Rajan Gupta   |
|---|--|---|---|
| Age   | 53 years   | 35 Years  | 42 Years  |
| Date of first appointment   | September 28, 2016   | September 28, 2016  | September 28, 2016  |
| Nationality   | Indian   | Indian  | Indian  |
| Qualifications  | A bachelor degree in Engineering and Master in Business Administration from the Gujarat University.  | A fellow member of the Institute of Chartered Accountants of India.   | B.E. (Civil), MBA (Marketing and Finance) from IIM-Bangalore  |
| Expertise in specific functional areas  | More than 30 years of experience in pharmaceutical and chemical industry with expertise in management, technical know-how and administration among others.                       | More than 15 years of experience auditing, tax and compliance services among others.  | Experience across various aspects of management, sales, marketing, P&L management, revenue growth management, business turnaround and manufacturing operations.   |
| Name of the Committee of the Company in which holds Membership/ Chairmanship#                           | Audit Committee: Member<br>Nomination and Remuneration Committee: Member<br>Stakeholders Relationship Committee: Chairman<br>Corporate Social Responsibility Committee: Chairman | Audit Committee: Chairman<br>Nomination and Remuneration Committee: Member  | Stakeholders Relationship Committee: Member<br>Corporate Social Responsibility Committee: Member  |
| Name of the other companies in which holds Directorship#  | CRMO Pharmatech Private Limited<br>CRMO GMP Support Private Limited  | Arhata Finsolutions LLP<br>Arhata Advisory Solutions LLP<br>Arhata Techsolutions LLP<br>Hometrak Solutions LLP<br>Sufal Realities LLP<br>Assetrak Solutions Private Limited | Hathway Cable and Datacom Limited<br>All India Digital Cable Federation   |
| Name of Committee of the other companies in which holds Membership/ Chairmanship                        | Not applicable   | Not applicable  | Stakeholders Relationship Committee: Member of the Stakeholders Relationship Committee of Hathway Cable and Datacom Limited<br>Investment and Loan Committee: Chairman of the Investment and Loan Committee of Hathway Cable and Datacom Limited<br>Administrative cum Regulatory Committee: Chairman of the Administrative cum Regulatory Committee of Hathway Cable and Datacom Limited |
| Number of shares held in the Company (in his own name or on behalf of other person on beneficial basis) | Nil  | Nil   | Nil   |
| Relationship with Other Director(s)   | Nil  | Nil   | Nil   |

# Directorship includes Directorship of other Indian Companies; and Committee Membership includes only Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and other Committees of Public Limited Company (whether Listed or not).

### VENUE OF 11<sup>TH</sup> AGM : ROUTE MAP FROM IIM CROSS ROAD TO J.B. AUDITORIUM, AMA, AHMEDABAD





# Board's Report

## DEAR MEMBERS,

Your Directors have pleasure in presenting the 11<sup>th</sup> Annual Report together with Audited Accounts of the Company for the financial year ended on March 31, 2017.

## FINANCIAL RESULTS AND STATE OF THE COMPANY'S AFFAIR

The financial performance of the Company for the financial year ended on March 31, 2017 is summarized as below:

(Amount: Rupees in Million)

| Particulars   | Standalone<br>Year ended     |                              | Consolidated<br>Year ended   |                              |
|---|------------------------------|------------------------------|------------------------------|------------------------------|
|   | March 31,<br>2017<br>Audited | March 31,<br>2016<br>Audited | March 31,<br>2017<br>Audited | March 31,<br>2016<br>Audited |
| 1. Income   |                              |                              |                              |                              |
| a. Income from Operations   | 5,888.24                     | 4,676.12                     | 8,908.07                     | 7,184.58                     |
| b. Other Operating Income   | 239.31                       | 231.25                       | 182.12                       | 179.07                       |
| c. Other Income   | 252.86                       | 30.94                        | 327.21                       | 79.19                        |
| <b>Total Income</b>   | <b>6,380.41</b>              | <b>4,938.31</b>              | <b>9,417.40</b>              | <b>7,442.84</b>              |
| 2. Expenses   |                              |                              |                              |                              |
| a. Pay Channel Cost   | 2,783.15                     | 2,342.52                     | 3,821.20                     | 3,276.52                     |
| b. Other Operational Expense  | 494.48                       | 466.41                       | 892.85                       | 848.86                       |
| c. Employee Benefits Expense  | 445.16                       | 380.11                       | 1,084.39                     | 808.33                       |
| d. Finance Cost   | 506.11                       | 369.80                       | 579.65                       | 444.63                       |
| e. Depreciation and Amortisation Expense                                    | 933.88                       | 681.93                       | 1,394.44                     | 1,072.78                     |
| f. Other Expenses   | 655.76                       | 558.75                       | 1,214.52                     | 913.20                       |
| <b>Total Expenses</b>   | <b>5,818.54</b>              | <b>4,799.52</b>              | <b>8,987.05</b>              | <b>7,364.32</b>              |
| <b>3. Profit/(Loss) before Exceptional Items &amp; Tax Expenses(1-2)</b>    | <b>561.87</b>                | <b>138.79</b>                | <b>430.35</b>                | <b>78.52</b>                 |
| 4. Share of Profit/(Loss) of Associates / Joint Ventures                    | -                            | -                            | (22.52)                      | 2.74                         |
| <b>5. Profit / (Loss) before Tax (3+4)</b>                                  | <b>561.87</b>                | <b>138.79</b>                | <b>407.83</b>                | <b>81.28</b>                 |
| 6. Tax expense  | 161.00                       | 14.97                        | 145.42                       | 44.35                        |
| a. Current Tax  | 98.06                        | 265.37                       | 181.54                       | 323.80                       |
| b. Deferred Tax   | 62.94                        | (250.40)                     | (36.12)                      | (279.45)                     |
| <b>7. Net Profit / (Loss) for the Period (5-6)</b>                          | <b>400.87</b>                | <b>123.82</b>                | <b>262.41</b>                | <b>36.93</b>                 |
| 8. Profit/Loss from discontinuing operations                                |                              |                              |                              |                              |
| Profit/ Loss from discontinued operation                                    | -                            | 74.81                        | -                            | -                            |
| Tax Expense of Discontinuing Operation                                      | -                            | 49.76                        | -                            | -                            |
| <b>9. Profit /Loss From Discontinuing operations after Tax</b>              | <b>-</b>                     | <b>25.05</b>                 | <b>-</b>                     | <b>-</b>                     |
| <b>10. Net profit for the year (after Tax)</b>                              | <b>400.87</b>                | <b>148.87</b>                | <b>262.41</b>                | <b>36.93</b>                 |
| <b>11. Other Comprehensive Income / (Loss) (Net of Tax)</b>                 |                              |                              |                              |                              |
| Items that will not be reclassified to profit or loss:                      |                              |                              |                              |                              |
| a. Re-measurements of defined benefit plans                                 | (2.62)                       | 1.65                         | (2.62)                       | 1.65                         |
| <b>12. Total Other Comprehensive Income / (Loss) (after Tax)</b>            | <b>(2.62)</b>                | <b>1.65</b>                  | <b>(2.62)</b>                | <b>1.65</b>                  |
| <b>13. Total Comprehensive Income / (Loss) (after Tax) (10+12)</b>          | <b>398.25</b>                | <b>150.52</b>                | <b>259.79</b>                | <b>38.58</b>                 |
| 14. Profit / (Loss) attributable to:  |                              |                              |                              |                              |
| - Owners of the Company   | -                            | -                            | 402.85                       | 73.73                        |
| - Non Controlling Interests   | -                            | -                            | (140.42)                     | (36.81)                      |
| <b>15. Other Comprehensive Income / (Loss) attributable to:</b>             |                              |                              |                              |                              |
| - Owners of the Company   | -                            | -                            | (2.62)                       | 1.65                         |
| - Non Controlling Interests   | -                            | -                            | -                            | -                            |
| <b>16. Total Comprehensive Income / (Loss) attributable to:</b>             |                              |                              |                              |                              |
| - Owners of the Company   | -                            | -                            | 400.23                       | 75.38                        |
| - Non Controlling Interests   | -                            | -                            | (140.42)                     | (36.81)                      |
| <b>17. Earning Per Share - (basic, diluted and not annualised) (in Rs.)</b> | <b>4.05</b>                  | <b>1.74</b>                  | <b>4.10</b>                  | <b>0.75</b>                  |

The Company has adopted Indian Accounting Standards (Ind AS) from 1st April, 2016. The figures for the Year ended 31st March, 2016 are also Ind AS compliant.

### Standalone Operating Results:

During the year under review, the Revenue from operations of the Company is Rs. 6127.55 Million as compared to Rs. 4907.37 Million in the previous financial year. During the year under review, the Company has earned a Profit Before Tax (PBT) of Rs. 561.87 Million and Profit After Tax (PAT) of Rs. 400.87 Million as compared to PBT of Rs. 138.79 Million and PAT of Rs. 148.87 Million respectively in the previous financial year.

### Consolidated Operating Results:

During the year under review, on a Consolidated basis, your Company (together with its Subsidiaries) has earned Revenue from Operations of Rs. 9090.19 Million as compared to Rs. 7363.65 Million in the previous Financial Year. Correspondingly, the Consolidated Profit After Tax (PAT) registered during the year under review is Rs. 262.41 Million as compared to the Consolidated Profit After Tax (PAT) of Rs. 36.93 Million in the previous financial year.

The Company is focusing on its core business activities, Cable Television business and Internet Service business, mainly focused on use of high-tech advance technology, quality services to the Customers and geographical expansion of business across India.

### TRANSFER TO RESERVES

During the year under review, the Company has not transferred any amount to reserves.

### DIVIDEND

Your Directors has recommended a dividend of Rs. 1 (Rupee one) per fully paid-up equity share of Rs. 10/- (Rupees Ten) each for the financial year ended March 31, 2017, aggregating to Rs. 11,24,63,038/- (Rupees Eleven Crores Twenty Four Lakhs Sixty Three Thousand Thirty Eight only), subject to the approval of the shareholders for declaration in the ensuing Annual General Meeting of the Company

The Board of directors has closed the Register of Members and Share Transfer Books of the Company from Sunday, September 17, 2017, to Monday, September 25, 2017 (both days inclusive) for the purpose of payment of dividend, if declared.

### CHANGE IN THE NATURE OF THE BUSINESS AND MATERIAL COMMITMENT

There was no change in the nature of the business of the Company during the year. The Company and GTPL Broadband Private Limited, a wholly owned subsidiary of the Company, entered into the slump sale agreement dated April 1, 2016 for transfer of broadband business of the Company to GTPL Broadband Private Limited with effect from April 1, 2016. The Company and Gujarat Television Private Limited entered into a slump sale agreement for acquisition of 7 general entertainment cable television channels by the Company, with effect from September 1, 2016. Further, from time to time our Company acquires primary subscribers from local cable operators thereby enrolling them as our primary subscribers.

During the year under review, the Company was converted into a public limited company pursuant to approval of the Board at their meeting held on August 23, 2016 and shareholders at an extraordinary general meeting held on August 26, 2016. Consequently, the name of your Company was changed to 'GTPL Hathway Limited' and a fresh certificate of incorporation consequent upon conversion to a public limited company was granted to your Company by the Registrar of Companies, Ahmedabad on September 28, 2016. During the year, your Company came up with initial public offering of 28,517,650 equity shares of face value of Rs. 10 each ("equity shares") for cash at a price of Rs. 170 per equity share ("offer price") aggregating to Rs. 4,848 Million ("offer") comprising a fresh issue of 14,117,650 equity shares at a price of Rs. 170 per equity share (including a share premium of Rs. 160 per equity share) aggregating to Rs. 2,400 million ("fresh issue") and an offer for sale of 14,400,000 equity shares at a price of Rs. 170 per equity share. The Company filed "Red Herring Prospectus" with the Registrar of Companies, Ahmedabad, on June 09, 2017.

The Bid/offer opened on June 21, 2017 and closed on June 23, 2017. The Anchor Investor Bid/Offer Opened on June 20, 2017.

The shares of the Company were oversubscribed 1.53 times of the total offer and the Company allotted 1,41,17,650 fresh equity shares of Rs. 10/- each at a premium of Rs. 160/- per share on June 30, 2017; and 14,400,000 equity shares were transferred and delivery as an offer for sale of Rs. 10/- each at a premium of Rs. 160/- per share on June 30, 2017.

The Shares of the Company got listed on the National Stock Exchange of India Limited and BSE Limited on July 04, 2017.

There was no other material changes and commitments affecting the financial position of the Company occurred between the end of the financial year of the Company to which the financial statements relate and the date of the Report.

### EXTRACT OF ANNUAL RETURN

The extract of Annual Return for the financial year 2016-17 as prescribed in the Form MGT-9 is given in the **Annexure - 1** forming part of this Report.

### SUBSIDIARY COMPANY IN TERMS OF THE SECTION 129 OF THE COMPANIES ACT, 2013

As required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, a consolidated financial statements presented by the Company in this Report include the financial results of the subsidiary company duly audited by the statutory auditors. The said statement has been prepared pursuant to Section 129(3) read with Rule 5 of Companies (Accounts) Rules, 2014 and in accordance with the relevant accounting standards as prescribed under the Companies Act, 2013. The statement in Form AOC-1 is annexed with this report as

#### **Annexure - 2.**

In terms of provisions of Section 136 of the Companies Act, 2013, the Company shall place separate audited accounts of the subsidiary companies on its website at [www.gtpl.net](http://www.gtpl.net). The Company will make available physical copies of these documents upon request by any shareholders of the Company.

These documents shall also be available for inspection at the registered office of the Company during business hours upto the date of ensuing Annual General Meeting.

### PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013

All the related party transactions are repetitive in nature and are entered on arm's length basis and were in the ordinary course of business and in compliance with the applicable provisions of the Statutes for the being. All Related party transactions are presented to the Audit Committee on a quarterly basis. During the year under review, there were no transactions of material nature with the related parties that had potential conflict with the interest of the Company. All related



party transactions are generally with its subsidiaries/associates/joint ventures and are entered into based on considerations of various business exigencies and are intended to further the Company's interest. The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website at the web link: [www.gtpl.net](http://www.gtpl.net). There was no material transactions during the financial year 2016-17 which requires disclosure in Form AOC-2.

#### **TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND**

There is no outstanding amount; i.e. nil amount with the Company which is required to be transferred of the Investor Education and Protection Fund established by the Central Government.

#### **DETAILS OF DEPOSIT AS PROVIDED UNDER CHAPTER V OF THE COMPANIES ACT, 2013**

The Company has not accepted deposit from the public falling within ambit of the Section 73 of the Companies Act, 2013, and the Companies Acceptance of Deposits) Rules, 2017.

#### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGISTRARS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE**

There were no significant and material orders passed by regulators or court or tribunals impacting the going concern status and the Company's operation in future, however, there were some compounding of offences filed by the Company during the year under review are compounded which is detailed in Form MGT -9 attached to this Annual Report.

#### **DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

A strong internal control culture is prevalent in the Company. A formalized system of internal controls facilitates effective compliance. The Internal Auditor monitors the compliance with the objective of providing to the Audit Committee and the Board of Directors an independent and reasonable assurance on the adequacy and effectiveness of the organization's governance processes.

#### **DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR**

##### **I. RETIREMENT BY ROTATION**

In accordance with the Articles of Association of the Company and relevant provisions of the Companies Act, 2013, Mr. Aniruddhasinhji Nogubha Jadeja (DIN 00461390) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

The Board recommends his re-appointment in the ensuing 11th Annual General Meeting.

##### **II. APPOINTMENT/RE-APPOINTMENT**

Mr. Bharat Bhogilal Chovatia, Mr. Kunal Chandra, Ms. Parulben Pravinkumar Oza and Mr. Falgun Harishkumar Shah were appointed as additional directors by the Board with effect from September 28, 2016 in the category of the independent directors. The Company has received notices in writing from the members signifying their candidature for the office of Directors of the Company.

Mr. Bharat Bhogilal Chovatia, Mr. Kunal Chandra, Ms. Parulben Pravinkumar Oza and Mr. Falgun Harishkumar Shah are independent directors and the Board recommend for their appointments as independent directors in the ensuing Annual General Meeting for a consecutive period of 5 years effective from September 28, 2016, not liable to retire by rotation.

During the year under review, Mr. Rajan Gupta was appointed as an additional Director by the Board with effect from September 28, 2016 in the category of Non-Executive Director. The Company has received notice in writing from a member signifying his candidature for the office of Directors of the Company.

The Board recommend the appointment of Mr. Rajan Gupta for the office of directorship in the category of Non-Executive Director in the ensuing Annual General Meeting and he shall be liable to retire by rotation.

Mr. Aniruddhasinhji Nogubha Jadeja was re-appointed as the Managing Director of the Company w.e.f. December 08, 2016 for a period of 3 years. Mr. Amit Jayantilal Shah was appointed as the Whole-time Director (Key Managerial Personnel) w.e.f. September 28, 2016 for a period of 5 years.

##### **III. CESSATION**

During the year under review, Mrs. Parul A. Jadeja, Mr. Jagdish Kumar Pillai and Mr. Devender Shrotri, Directors, resigned from the office of Directorship with effect from September 26, 2016.

Mr. Samson Jesudas and Mr. Kanaksinh Bhurubha Rana, Directors, resigned from the office of Directorship with effect from September 28, 2016.

The Board placed on record its appreciation for the valuable services rendered by Mrs. Parul Anirudhsinh Jadeja, Mr. Jagdish Kumar Pillai, Mr. Devender Shrotri, Mr. Samson Jesudas and Mr. Kanaksinh Bhurubha Rana.

##### **IV. KEY MANAGERIAL PERSONNEL (KMP)**

Mr. Tarun Kumar was appointed as the Company Secretary (KMP) with effect from August 23, 2016. In addition to above, Mr. Jayanta Kumar Haribandhu Pani was appointed as the Chief Financial officer (KMP) with effect from September 28, 2016. During the year, Mr. Amit Jayantilal Shah was appointed as the Whole-time Director (KMP) w.e.f. September 28, 2016.

None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013.

#### **COMPANIES WHICH BECAME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES -**

During the year under review, GTPL TV Tiger Private Limited became the subsidiary company of the Company.

#### **AUDITORS AND THEIR REPORT**

The Audit Committee and the Board of Directors of the Company in its respective meeting on August 08, 2017 recommended the appointment of M/s. Khimji Kunverji & Co., Chartered Accountants, (Firm Registration No. 105146W) as the Statutory Auditors of the Company, in place of existing Auditors, M/s. J. B. Shah & Co., which expressed their unwillingness to continued as the Statutory Auditors for their remaining tenor, to hold the office of the auditors from the conclusion of 11th Annual General Meeting until the conclusion of 16th Annual General Meeting of the Company, subject to ratification at every Annual General Meeting

by the Members of the Company, at such remuneration plus out of pocket expenses as shall be fixed by the Audit Committee/ Board later on in consultation with the Statutory Auditors.

There is no qualification, reservation or adverse remarks or disclaimer made by the Auditor in their report.

#### **COST AUDITOR'S AND THEIR REPORT**

M/s. Rajendra Patel & Associates, Cost Accountant, was appointed for the year 2016-17 in accordance with the provisions of Section 141 of the Companies Act, 2013. The Company has given necessary intimation to Central Government for the approval of such appointment in Form CRA-2 in terms of the applicable provisions of the Companies Act, 2013 and rules made there under.

#### **STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149(6)**

The Independent directors have submitted their disclosure to the Board that they fulfil all the requirements as to quality for their appointment as an Independent Director under the provisions Section 149(6) of the Companies Act, 2013 as well as the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS AS PROVIDED UNDER SECTION 178(3) OF THE COMPANIES ACT, 2013**

The Company has formulated a Nomination and Remuneration Policy. Details are provided in Corporate Governance Report forming part of this Annual Report.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

During the year under review, the Company has given loans/guarantees/made investment as per the provisions of the Companies Act, 2013, details of which are given in the notes to standalone financial statements of the Company.

#### **STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY FOR THE COMPANY INCLUDING IDENTIFICATION THEREIN OF ELEMENTS OF RISK, IF ANY, WHICH IN THE OPINION OF THE BOARD MAY THREATEN THE EXISTENCE OF THE COMPANY**

1. In line with the new regulatory requirements, the Company has formally framed a Risk Management Policy to identify and assess the key risk areas and monitor the same. The Board periodically reviews the risks and suggests steps to be taken to control the risks.
2. Vigil Mechanism Policy  
A fair and transparent work culture has been core to the Company. To meet this objective, the Company had laid down the Vigil Mechanism Policy, which was reviewed by the Audit Committee in its meeting August 08, 2017. This Policy is available on the Company's website at [www.gtpl.net](http://www.gtpl.net);

#### **RISK MANAGEMENT**

The Board of Directors of the Company has adopted the Policy of Risk Management to identification, evaluation, monitoring and minimization of identifiable risks which helps to protect the interest of various Stakeholders.

The assets of the Company are adequately insured against the loss of fire, riot, earthquake, terrorism, loss of profits, etc. and other risks which considered necessary by the Management.

#### **STATEMENT OF FORMAL ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE AND OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

In compliance with the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company laid down the evaluation criteria for performance evaluation of all the Directors.

The performance evaluation of the Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

The Independent Directors/Nomination and Remuneration Committee of the Board of the Company were evaluated the performance of non- Independent Directors and the Board as a whole.

This exercise was carried out through structured evaluation process covering various aspects of the Board such as composition of the Board/ Committees, experience, competencies, performance of specific duties etc. Separate exercise was carried out to evaluate the performance of individual directors including the Chairman who were evaluated on the parameters such as attendance, contribution at the meeting, independent judgment etc. and was found to be satisfactory.

#### **SHARE CAPITAL AND EMPLOYEES' STOCK OPTION PLAN**

During the year under review, the Company did not issue any share capital.

Your Company had not provided any employee stock option.

#### **DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has in place an Anti Sexual Harassment Policy in line with the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The following is the summary of the complaints received and disposed off during the financial year 2016-17:

- (a) Number of complaints received during the financial year 2016-17: Nil
- (b) Number of complaints disposed off during the financial year 2016-17: Nil

#### **DISCLOSURE AS REQUIRED UNDER SUB-SECTION 12 OF THE SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH SUB RULE 2 OF RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

In accordance with the Companies Act, 2013 read with and Rules made there under, the particulars of employees who are drawing remuneration in excess of the limits is given in the Annexure – 3 forming part of this Report.



**DISCLOSURE PURSUANT TO SECTION 177(8) OF THE COMPANIES ACT, 2013**

The scope and terms of reference including composition of the Audit Committee is given in Corporate Governance Report which forms part of the Annual Report. During the year under review, the Board of Directors of the Company accepted all the recommendations of the Audit Committee.

**LISTING AND CONFIRMATION OF FEE**

The securities of your Company have got listed at the BSE Limited and the National Stock Exchange of India Limited. The Annual Listing fees for the year 2017-18 have been duly paid to the Stock Exchanges. The Company has also paid the annual custody fee for the year 2017-18 to both the depositories namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Shares of the Company are compulsorily tradable in dematerialized form.

**CORPORATE SOCIAL RESPONSIBILITY**

The Company has framed a Corporate Social Responsibility Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website i.e. www.gtpl.net. The CSR committee confirms that the implementation and monitoring of Corporate Social Responsibility Policy is in compliance with CSR objectives and policy of the Company.

The Annual report on the Corporate Social Responsibility activities of the Company pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as Annexure - 4.

The Composition and other details of the Corporate Social Responsibility Committee is included in the Corporate Governance Report which forms part of the Board's Report.

**NUMBER OF MEETINGS OF THE BOARD**

It is stated in and forms part of Corporate Governance Report forming part of this Annual Report.

**CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTIONS AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information pertaining to conservation of energy, research & development, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014 is given as per Annexure - 5 and forms part of the Board's Report.

**RIGHT OF MEMBER TO COPIES OF AUDITED FINANCIAL STATEMENT**

Having regard to the provisions of the first proviso to Section 136(1) of the Act, the annual report is being sent to the members of the Company. The said information is available at the website of the Company and is available for inspection at the registered office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

**MANAGEMENT DISCUSSION AND ANALYSIS**

Management Discussion and Analysis covering matters on industry structure and developments, outlook, risks, internal control systems and their adequacy among others is annexed to this Report as Annexure - 7.

**SECRETARIAL STANDARDS**

The Company has complied with the Secretarial Standards issued by the Institute of Companies Secretaries of India.

**SECRETARIAL AUDIT AND APPOINTMENT OF THE SECRETARIAL AUDITOR**

The Company had appointed M/s. Samdani Shah & Kabra, Company Secretaries, to hold the office of the Secretarial Auditors and to conduct the Secretarial Audit for the financial year 2016-17. The Secretarial Audit Report in this regard is being attached as Annexure - 6 to this Report and Management reply on the comments / observations by the Secretarial Auditor is hereunder:

| Observation of Secretarial Auditor                       | Management reply   |
|--|--|
| The Company was required to appoint Independent Director | Our Company was incorporated as a private limited company. On October 12, 2007. Mr. Aniruddhasinhji Jadeja, Mr. Karansinh Jadeja, Mr. Kanaksinh Rana and GTPL Holding Private Limited entered into a Share Purchase and Shareholders' Agreement ("SSA"). Pursuant to the SSA, Hathway disclosed our Company as its subsidiary from the date of the SSA. However our Company had considered Hathway as associate company. Subsequently, in the board meeting of our Company held on 17 <sup>th</sup> December, 2015, Board decided to consider our Company as subsidiary of Hathway Cable & Datacom Limited with effect from October 12, 2007. Accordingly all the Compliances made by the Company were as per Pvt Ltd Co. Since the subsidiary of a public co. is also a public co. and therefore we need to comply with the provisions.<br>The Company has appointed independent Director as on 28 <sup>th</sup> September, 2016. Subsequently Company has compounded the offence and Complied with the provision of Companies Act, 2013. |

**COMPLIANCE WITH CODE OF CONDUCT AND OTHER POLICIES ADOPTED BY THE COMPANY****(a) Code of Conduct for Directors, Key Managerial Personnel and Senior Management**

Pursuant to Regulation 17(5) reads with Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has formulated and adopted this Code of Conduct for Directors, Key Managerial Personnel and Senior Management ("Code of Conduct") with a view to maintain high standards of transparency in governance in day to day business conduct, to serve as a guideline for addressing situations involving ethical issues in all spheres of activities of the organization and to induce and recognize the virtues of honesty and accountability to be observed by the members of the Board of Directors and senior management personnel of the Company while carry out business of the Company.

A declaration issued by the Managing Director of the Company regarding adherence to the Code of Conduct of the Company by the members of the Board and Senior Management Personnel is attached as Annexure - 8.

**(b) Insider Trading Regulations Policy and other policies**

The Company has formulated and adopted a "Code of Internal Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information" ("Code for Fair Disclosure") and a "Code of Conduct to Regulate, Monitor and Report Trading by Insiders" ("Code for Insider Trading") as amended from time to time (hereinafter collectively referred as "Code") to preserve the confidentiality of Unpublished Price Sensitive Information and to prevent misuse of such information by the Insiders i.e. Designated person and Connected Person of the Company. The said Code lays down guiding principles which advises them on procedure to be followed, disclosures to be made and prohibition of trading during window closure while dealing in the shares of the Company.

The said Code and other policies formulated and adopted by the Company is available on the website of the Company at [www.gtpl.net](http://www.gtpl.net).

**CORPORATE GOVERNANCE**

Your Company is committed to good Corporate Governance practices in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the guidelines prescribed by the Securities and Exchange Board of India and Stock Exchanges from time to time. The report on Corporate Governance is attached in Annexure – 9 and forming part of the Board's Report.

The requisite Certificate from Mr. Chirag Shah, practicing company secretary, M/s. Chirag Shah & Associates, confirming compliance with the conditions of Corporate Governance is annexed as Annexure - 10 in this Annual Report and forming part of this Annual Report.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Directors confirm that:

- In the preparation of the Annual Accounts for the financial year ended 31st March, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures;
  - Appropriate accounting policies have been selected and applied them consistently and made judgement and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year and of the profit of the Company for the year under review;
  - Proper and sufficient care had taken for the maintenance of adequate accounting records for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
  - The Annual Accounts prepared on a 'going concern' basis; and
  - Internal financial controls to be followed by the Company and that such internal finance controls are adequate and were operating effectively.
- "Internal financial controls" means the policies and procedures adopted by the Company 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;
- Proper systems devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Compliance Certificate in relation to Audited Annual Financial Statements (Standalone and Consolidated) of GTPL Hatway Limited ("Company") for the financial year ended March 31, 2017 pursuant to Regulation 17 (8) read with Part B of Schedule II and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as Annexure - 11.

**HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION**

Your Company has complied with all the applicable health, safety and environmental protection laws to the extent applicable.

**HUMAN RESOURCE DEVELOPMENT**

Your Company's Human Resource Management focus continues to be in making available a talent pool, for meeting challenges in the competitive market place, which is increasingly becoming tougher. Development plans have been drawn up for key managers to shoulder higher responsibilities as well as to increase their job effectiveness. Your Company always encourages young personnel with their ideas and views. Management is easily accessible to the employees and their problems are attended promptly. The employer – employee relations remained cordial at all levels of the Company and peaceful throughout the year.

**ACKNOWLEDGEMENTS**

Your Directors place on record their appreciation for the overwhelming co-operation and assistance received from the Company's esteemed Shareholders, valued Customers, Suppliers, Business Associates, Bankers, Vendors, various government authorities, Auditors among others for their valuable contribution and continued support and to all the persons who reposed faith and trust in the Company.

Your Directors also place on record their appreciation for the committed services rendered by all employees at all levels, without whose wholehearted efforts, the overall performance of the Company would not have been possible. Your Directors also appreciate and value the contribution made by every member of the GTPL family across India.

Your support as shareholders is greatly valued.

Your Directors thank you and look forward the future prospect of the Company.

For and on behalf of the Board of Directors

Place : Ahmedabad  
Date : August 08, 2017

**Registered Office:**

202, Sahajanand Shopping Center,  
Opp. Swaminarayan Mandir, Shahibaug,  
Ahmedabad, Gujarat - 380004, India  
CIN : U64204GJ2006PLC048908  
E-mail: [complianceofficer@gtpl.net](mailto:complianceofficer@gtpl.net)  
Website : [www.gtpl.net](http://www.gtpl.net)  
Phone : (079) 61400000

**Rajan Gupta**  
Chairman  
DIN:07603128

**Aniruddhasinhji Nogubha Jadeja**  
Managing Director  
DIN: 00461390



## ANNEXURE - 1 TO THE BOARD'S REPORT

**FORM NO. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**for the financial year ended on March 31, 2017**  
**[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   | U64204GJ2006PTC048908  |
| ii)   | Registration Date   | 21.08.2006   |
| iii)  | Name of the Company   | GTPL Hathway Limited (Previously Known as GTPL Hathway Private Limited)  |
| iv)   | Category / Sub-category of the Company                                    | Company limited by shares/Non-government Company   |
| v)    | Address of the Registered office and contact details                      | 202, Sahajanand Shopping Center, Opposite Swaminarayan Mandir, Shahibaug, Ahmedabad 380004, Gujarat, India<br>E mail: complianceofficer@gtpl.net   |
| vi)   | Contact no.   | +91-79-61400000  |
| vii)  | Whether listed company Yes /No  | No (Company's share listed on the National Stock Exchange of India Limited and BSE Limited on July 04, 2017)   |
| viii) | Name, Address and Contact details of Registrar and Transfer Agent, if any | Link Intime India Private Limited<br>506-508, Amarnath Business Centre-1,<br>Beside Gala Business Centre, Near St. Xavier's College Corner, Off CG Road, Navrangpura, Ahmedabad 380009<br>Tel. No.: +91-79-26465179<br>E mail: ahmedabad@linkintime.co.in;<br>Website: www.linkintime.co.in; |

**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 Product/Service | NIC Code of the Product/Service | % of total turnover of the company |
|---------|--|---------------------------------|------------------------------------|
| 1       | Activities of cable operators                | 61103                           | 100%                               |

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

| Sr. No.                                    | Name and Address of the Company  | CIN/GLN               | Holding / Subsidiary / Associate | % of share held | Applicable section |
|--|--|-----------------------|----------------------------------|-----------------|--------------------|
| 1  | Hathway Cable and Datacom Limited<br>Rahejas, 4 <sup>th</sup> Floor, Corner of Main Avenue, V R Road, Santacruz (w), Mumbai 400054, India        | L64204MH1959PLC011421 | Holding                          | 50%             | Section 2(46)      |
| <b>LIST OF SUBSIDIARIES AND ASSOCIATES</b> |  |                       |                                  |                 |                    |
| 1  | GTPL Abhilash Communication Private Limited<br>C/202, Sahajanand Shopping Centre, Opp. Swaminarayan Mandir, Shahibaug, Ahmedabad 380004, Gujarat | U64204GJ2008PTC054634 | Subsidiary                       | 51.00           | 2(87)              |
| 2  | GTPL Ahmedabad Cable Network Private Limited<br>36, City Centre, 3rd Floor, C. G. Road, Navrangpura, Ahmedabad 380009, Gujarat                   | U64204GJ2010PTC059946 | Subsidiary                       | 51.00           | 2(87)              |
| 3  | GTPL Anjali Cable Network Private Limited<br>C/202, Sahajanand Shopping Centre, Opp. Swaminarayan Mandir, Shahibaug Ahmedabad 380004, Gujarat    | U64204GJ2008PTC054633 | Wholly Owned Subsidiary          | 100.00          | 2(87)              |
| 4  | GTPL Blue Bell Network Private Limited<br>36, City Center, 3rd Floor, C. G. Road, Navrangpura, Ahmedabad 380009, Gujarat                         | U64204GJ2010PTC059691 | Subsidiary                       | 92.00           | 2(87)              |
| 5  | GTPL Bansidhar Telelink Private Limited<br>36, City Centre, 3rd Floor, C. G. Road, Navrangpura, Ahmedabad 380009, Gujarat                        | U64204GJ2010PTC059948 | Subsidiary                       | 51.00           | 2(87)              |
| 6  | GTPL Broadband Private Limited<br>202, 2nd floor, Sahajanand Shopping Centre, Opp. Swaminarayan Mandir, Shahibaug Ahmedabad 380004, Gujarat      | U64204GJ2008PTC054111 | Wholly Owned Subsidiary          | 100.00          | 2(87)              |
| 7  | GTPL City Channel Private Limited<br>C/202, Sahajanand Shopping Centre, Opp. Swaminarayan Mandir, Shahibaug, Ahmedabad 380004, Gujarat           | U64204GJ2008PTC054647 | Subsidiary                       | 51.00           | 2(87)              |

| Sr. No. | Name and Address of the Company   | CIN/GLN               | Holding / Subsidiary / Associate | % of share held | Applicable section |
|---------|---|-----------------------|----------------------------------|-----------------|--------------------|
| 8       | GTPL Chelikam Networks (India) Private Limited<br>D.No. 16, Ii Floor, Panchamukhi Complex, Municipal Shopping Complex, Prakasham Road Tirupati 517501, Andhra Pradesh | U92130AP2012PTC080525 | Subsidiary                       | 51.00           | 2(87)              |
| 9       | GTPL Dahod Television Network Private Limited<br>36, City Center, 3rd Floor, C. G. Road, Navrangpura, Ahmedabad 380009, Gujarat                                       | U64204GJ2010PTC059770 | Subsidiary                       | 51.00           | 2(87)              |
| 10      | GTPL DCPL Private Limited<br>1st Floor, Shanti Niketan, House No. 1090, Holding No. 552/349, Circle No. 6, Fraser Road, Patna 800001, Bihar                           | U64202BR2013PTC020873 | Wholly Owned Subsidiary          | 100.00          | 2(87)              |
| 11      | GTPL Deesha Cable Net Private Limited<br>Flat No.205, Floor 2nd Signora City, Middle School Road Bartand Dhanbad 826015, Jharkhand                                    | U64204JH2015PTC003177 | Subsidiary                       | 51.00           | 2(87)              |
| 12      | GTPL Insight Channel Network Private Limited<br>3rd Floor Narmada Complexpanch Bhatti Bharuch 392001, Gujarat   | U64204GJ2002PTC041335 | Subsidiary                       | 74.46           | 2(87)              |
| 13      | GTPL Jay Santoshima Network Private Limited<br>C/202, Sahajanand Shopping Centre, Opp. Swaminarayan Mandir, Shahibaug Ahmedabad 380004, Gujarat                       | U64204GJ2008PTC054615 | Subsidiary                       | 51.00           | 2(87)              |
| 14      | GTPL Jay Mataji Network Private Limited<br>202, 2ndfloor, Sahajanand Shopping Centre, Opp. Swaminarayan Mandir, Shahibaug Ahmedabad 380004, Gujarat                   | U74900GJ2008PTC054376 | Subsidiary                       | 50.00           | 2(87)              |
| 15      | GTPL Junagadh Network Private Limited<br>36, City Center, 3rd Floor C. G. Road, Navrangpura, Ahmedabad 380009, Gujarat  | U64204GJ2009PTC057139 | Subsidiary                       | 51.00           | 2(87)              |
| 16      | GTPL Kaizen Infonet Private Limited<br>202, Sahajanand Shopping Centre Opp. Swaminarayan Mandir, Shahibaug Ahmedabad 380004, Gujarat                                  | U72200GJ2005PTC046140 | Wholly Owned Subsidiary          | 100.00          | 2(87)              |
| 17      | GTPL Kolkata Cable & Broad Band Pariseva Limited<br>86, Golaghata Road, Ganga Apartment, 6th Floor, Kolkata 700048, West Bengal                                       | U64204WB2006PLC109517 | Subsidiary                       | 51.11           | 2(87)              |
| 18      | GTPL Link Network Private Limited<br>Jay Maharaj Complex, Dumral Bazar, Nadiad 387001, Gujarat  | U64204GJ2009PTC056621 | Subsidiary                       | 51.00           | 2(87)              |
| 19      | GTPL Meghana Distributors Private Limited<br>4th Floor, H No. 8-2-269/4/B, Road No. 2, Banjara Hills Hyderabad Hyderabad 500034, Telangana                            | U64204TG2015PTC101756 | Wholly Owned Subsidiary          | 100.00          | 2(87)              |
| 20      | GTPL Narmada Cyberzone Private Limited<br>Nandvan Complex 3rd Flooropp Shanti Baug Sevashram Road Bharuch 392001, Gujarat   | U32309GJ1999PTC035618 | Subsidiary                       | 60.00           | 2(87)              |
| 21      | GTPL Parshwa Cable Network Private Limited<br>11, Shriraj 5, Shramjivisociety, Dhebar Road South Rajkot 360002, Gujarat   | U64202GJ2006PTC048132 | Subsidiary                       | 57.32           | 2(87)              |
| 22      | GTPL Riddhi Digital Private Limited<br>36, City Centre, 3rd Floor, C. G. Road, Navrangpura, Ahmedabad 380009, Gujarat   | U64204GJ2010PTC060028 | Joint Venture                    | 50.00           | 2(6)               |
| 23      | GTPL Sharda Cable Network Private Limited<br>36, City Center, 3rd Floor C.G.Road, Navrangpura, Ahmedabad 380009, Gujarat  | U64204GJ2011PTC067697 | Subsidiary                       | 51.00           | 2(87)              |
| 24      | GTPL Shiv Network Private Limited<br>C/202, Sahajanand Shopping Centre, Opp. Swaminarayan Mandir, Shahibaug Ahmedabad 380004, Gujarat                                 | U72900GJ2008PTC054620 | Subsidiary                       | 51.00           | 2(87)              |
| 25      | GTPL Shivshakti Network Private Limited<br>202, 2ndfloor, Sahajanand Shopping Centre, Opp. Swaminarayan Mandir, Shahibaug Ahmedabad 380004, Gujarat                   | U64204GJ2008PTC054373 | Subsidiary                       | 51.00           | 2(87)              |
| 26      | GTPL SK Network Private Limited<br>Dwarkesh Darshan, New Kacchia Street, Opp. Mukhyakumar Shala, Anand 388001, Gujarat  | U72900GJ2008PTC081391 | Subsidiary                       | 51.00           | 2(87)              |
| 27      | GTPL SMC Network Private Limited<br>C/202, Sahajanand Shopping Centre, Opp. Swaminarayan Mandir, Shahibaug Ahmedabad 380004, Gujarat                                  | U64204GJ2008PTC054650 | Subsidiary                       | 51.00           | 2(87)              |



| Sr. No. | Name and Address of the Company  | CIN/GLN               | Holding / Subsidiary / Associate | % of share held | Applicable section |
|---------|--|-----------------------|----------------------------------|-----------------|--------------------|
| 28      | GTPL Solanki Cable Network Private Limited<br>C/O Amrutbhai Patel opp. Bank Of India Piplod Gam<br>Surat 395001, Gujarat   | U92199GJ2004PTC044487 | Subsidiary                       | 51.00           | 2(87)              |
| 29      | GTPL Sorath Telelink Private Limited<br>C/O Giriraj Distributors, 906/907 Gurukrupa Tower,<br>Nr. Limdachowk, Moti Tanki Chowk Rajkot 360001,<br>Gujarat               | U64204GJ2008PTC053204 | Subsidiary                       | 51.00           | 2(87)              |
| 30      | GTPL Space City Private Limited<br>C/202, Sahajanand Shopping Centre, Opp.<br>Swaminarayan Mandir, Shahibaug Ahmedabad<br>380004, Gujarat                              | U64204GJ2008PTC054649 | Subsidiary                       | 61.50           | 2(87)              |
| 31      | GTPL Surat Telelink Private Limited<br>6/288,289Sailla Building, Mancharpura Vidheshwar<br>Mahadevi Sheri, B/H Amisha Hotel, Surat 395003,<br>Gujarat                  | U64204GJ2008PTC052871 | Subsidiary                       | 51.00           | 2(87)              |
| 32      | GTPL TV Tiger Private Limited<br>3rd Floor, Arctic Mall, Bariatu Road, Ranchi 834009,<br>Jharkhand   | U64200JH2013PTC001817 | Subsidiary                       | 51.00           | 2(87)              |
| 33      | Gujarat Telelink East Africa Limited<br>20, Parklands, Near Aga Khan Hosp, Nairobi East,<br>Nairobi 00100-51 70, Kenya   |                       | Subsidiary                       | 51.00           | 2(87)              |
| 34      | GTPL Rajwadi Network Private Limited<br>2nd Floor, Sahajanand Shopping Centre, Opp.<br>Swaminarayan Mandir, Shahibaug, Ahmedabad<br>380004, Gujarat                    | U72900GJ2008PTC053812 | Associate                        | 25.00           | 2(6)               |
| 35      | GTPL Zigma Vision Private Limited<br>B - 1, Paradise Appartments, Athwagate, Surat<br>395001, Gujarat  | U32209GJ1991PTC016738 | Subsidiary                       | 90.20           | 2(87)              |
| 36      | GTPL VVC Network Private Limited<br>Patel Electronics, Opp Chandan Book Store, Mota<br>Bazar, Vallabh Vidhyanagar 388 120, Gujarat                                     | U64204GJ2009PTC056619 | Subsidiary                       | 51.00           | 2(87)              |
| 37      | GTPL Vision Services Private Limited<br>A-33, Sanidhya Complex, Opp. Capital Commercial,<br>Ashram Road, Ahmedabad 380 006, Gujarat                                    | U64204GJ2008PTC053271 | Subsidiary                       | 51.00           | 2(87)              |
| 38      | GTPL Video Vision Private Limited<br>C/202, Sahajanand Shopping Centre, Opp.<br>Swaminarayan Mandir, Shahibaug Ahmedabad 380<br>004, Gujarat                           | U64204GJ2008PTC054651 | Subsidiary                       | 51.00           | 2(87)              |
| 39      | GTPL Video Badshah Private Limited<br>C/202, Sahajanand Shopping Centre, Opp.<br>Swaminarayan Mandir, Shahibaug Ahmedabad 380<br>004, Gujarat                          | U64204GJ2008PTC054616 | Subsidiary                       | 51.00           | 2(87)              |
| 40      | GTPL Vidarbha Tele Link Private Limited<br>2nd Floor, Sahajanand Shopping Centre, Opp.<br>Swaminarayan Mandir, Shahibaug Ahmedabad 380<br>004, Gujarat                 | U72900GJ2008PTC053711 | Subsidiary                       | 51.22           | 2(87)              |
| 41      | GTPL V & S Cable Private Limited<br>C/O - Jibon Phukan Nagar P.O. C.R. Building, Dibrugarh<br>Dibrugarh 786003, Assam  | U64204AS2006PTC008237 | Subsidiary                       | 51.00           | 2(87)              |
| 42      | Gujarat Television Private Limited<br>C/202 Sahajanand Complex 2nd Floor Opp<br>Swaminarayan Mandir, Shahibaug Ahmedabad<br>380004, Gujarat                            | U64204GJ2008PTC052868 | Associate                        | 42.11           | 2(6)               |
| 43      | Vizianagar Citi Communications Private Limited<br>D.No.17-11-12/A, III Floor, Jeeyar Complex, Ag Road,<br>Vizianagaram Ag Road, Vizianagaram 535216,<br>Andhra Pradesh | U72400AP2005PTC046012 | Subsidiary                       | 51.00           | 2(87)              |
| 44      | Vaji Communication Private Limited<br>Door No.2-30-26, Second Floor Main Road, Sector-7,<br>Mvp Colony Visakhapatnam 530 017, Andhra<br>Pradesh                        | U74900AP2013PTC088313 | Subsidiary                       | 51.00           | 2(87)              |
| 45      | DL GTPL Cabnet Private Limited<br>417 To 419, Intercity Complex, Near P.K.S. Petrol<br>Pump, Puna Kumbharia Road Surat 395010, Gujarat                                 | U64204GJ2009PTC056920 | Subsidiary                       | 26.00           | 2(87)              |
| 46      | DL GTPL Broadband Private Limited<br>D.L. House 417-419, Intercity Complex, Nr. PKS Petrol<br>Pump, Puna Kumbharia Road, Surat Surat 395010,<br>Gujarat                | U64200GJ2015PTC084694 | Step down subsidiary             | 26.00           | 2(87)              |
| 47      | GTPL KCBPL Broad Band Private Limited<br>86, Golaghata Road, Ganga Apartment, Block- A 3rd<br>Floor, Flat No. 3C, Kolkata Parganas North 700048,<br>West Bengal        | U64204WB2014PTC204136 | Step down subsidiary             | 51.11           | 2(87)              |

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

##### Category-wise Share Holding

| Category of Shareholders   | No. of Shares held at the beginning of the year<br>[As on April 01, 2016] |            |                 |                   | No. of Shares held at the end of the year<br>[As on March 31, 2017] |            |                 |                   | % Change during the year |
|--|---|------------|-----------------|-------------------|---|------------|-----------------|-------------------|--------------------------|
|  | Demat   | Physical   | Total           | % of Total Shares | Demat   | Physical   | Total           | % of Total Shares |                          |
| <b>A. Promoters</b>  |   |            |                 |                   |   |            |                 |                   |                          |
| <b>(1) Indian</b>  |   |            |                 |                   |   |            |                 |                   |                          |
| a) Individual/ HUF   | 19505750  | ---        | 19505750        | 19.83             | 19505650  | ---        | 19505650        | 19.83             | (Negligible)             |
| b) Central Govt  | ---   | ---        | ---             | ---               | ---   | ---        | ---             | ---               | ---                      |
| c) State Govt(s)   | ---   | ---        | ---             | ---               | ---   | ---        | ---             | ---               | ---                      |
| d) Bodies Corp.  | 77804388  | ---        | 77804388        | 79.11             | 77804388  | ---        | 77804388        | 79.11             | 0.00                     |
| e) Banks / FI  | ---   | ---        | ---             | ---               | ---   | ---        | ---             | ---               | ---                      |
| f) Any other   | ---   | ---        | ---             | ---               | ---   | ---        | ---             | ---               | ---                      |
| <b>Total shareholding of Promoter (A)</b>  | <b>97310138</b>   | <b>---</b> | <b>97310138</b> | <b>98.95</b>      | <b>97310038</b>   | <b>---</b> | <b>97310038</b> | <b>98.95</b>      | <b>(Negligible)</b>      |
| <b>B. Public Shareholding</b>  |   |            |                 |                   |   |            |                 |                   |                          |
| <b>1. Institutions</b>   |   |            |                 |                   |   |            |                 |                   |                          |
| a) Mutual Funds  | ---   | ---        | ---             | ---               | ---   | ---        | ---             | ---               | ---                      |
| b) Banks / FI  | ---   | ---        | ---             | ---               | ---   | ---        | ---             | ---               | ---                      |
| c) Central Govt  | ---   | ---        | ---             | ---               | ---   | ---        | ---             | ---               | ---                      |
| d) State Govt(s)   | ---   | ---        | ---             | ---               | ---   | ---        | ---             | ---               | ---                      |
| e) Venture Capital Funds   | ---   | ---        | ---             | ---               | ---   | ---        | ---             | ---               | ---                      |
| f) Insurance Companies   | ---   | ---        | ---             | ---               | ---   | ---        | ---             | ---               | ---                      |
| g) FIs   | ---   | ---        | ---             | ---               | ---   | ---        | ---             | ---               | ---                      |
| h) Foreign Venture Capital Funds   | ---   | ---        | ---             | ---               | ---   | ---        | ---             | ---               | ---                      |
| i) Others (specify)  | ---   | ---        | ---             | ---               | ---   | ---        | ---             | ---               | ---                      |
| <b>Sub-total (B)(1):-</b>  | <b>---</b>  | <b>---</b> | <b>---</b>      | <b>---</b>        | <b>---</b>  | <b>---</b> | <b>---</b>      | <b>---</b>        | <b>---</b>               |
| <b>2. Non-Institutions</b>   |   |            |                 |                   |   |            |                 |                   |                          |
| a) Bodies Corp.  |   |            |                 |                   |   |            |                 |                   |                          |
| i) Indian  | ---   | ---        | ---             | ---               | ---   | ---        | ---             | ---               | ---                      |
| ii) Overseas   | ---   | ---        | ---             | ---               | ---   | ---        | ---             | ---               | ---                      |
| b) Individuals   |   |            |                 |                   |   |            |                 |                   |                          |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh         | ---   | ---        | ---             | ---               | 100   | ---        | 100             | Negligible        | Negligible               |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 1035250   | ---        | 1035250         | 1.05              | 1035250   | ---        | 1035250         | 1.05              | 1.05                     |
| c) Others (specify)  | ---   | ---        | ---             | ---               | ---   | ---        | ---             | ---               | ---                      |
| Non Resident Indians   | ---   | ---        | ---             | ---               | ---   | ---        | ---             | ---               | ---                      |
| Overseas Corporate Bodies  | ---   | ---        | ---             | ---               | ---   | ---        | ---             | ---               | ---                      |
| Foreign Nationals  | ---   | ---        | ---             | ---               | ---   | ---        | ---             | ---               | ---                      |
| Clearing Members   | ---   | ---        | ---             | ---               | ---   | ---        | ---             | ---               | ---                      |
| Trusts   | ---   | ---        | ---             | ---               | ---   | ---        | ---             | ---               | ---                      |
| Foreign Bodies - D R   | ---   | ---        | ---             | ---               | ---   | ---        | ---             | ---               | ---                      |
| <b>Sub-total (B)(2):-</b>  | <b>1035250</b>  | <b>---</b> | <b>1035250</b>  | <b>1.05</b>       | <b>1035350</b>  | <b>---</b> | <b>1035350</b>  | <b>1.05</b>       | <b>Negligible</b>        |
| <b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>                              | <b>1035250</b>  | <b>---</b> | <b>1035250</b>  | <b>1.05</b>       | <b>1035350</b>  | <b>---</b> | <b>1035350</b>  | <b>1.05</b>       | <b>0.00</b>              |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                           | ---   | ---        | ---             | ---               | ---   | ---        | ---             | ---               | ---                      |
| <b>GRAND TOTAL (A+B+C)</b>   | <b>98345388</b>   | <b>---</b> | <b>98345388</b> | <b>100</b>        | <b>98345388</b>   | <b>---</b> | <b>98345388</b> | <b>100</b>        | <b>---</b>               |

**B) Shareholding of Promoter-**

| Sr. No. | Shareholder's Name                | Shareholding at the beginning of the year April 01, 2016 |                                  |  | Shareholding at the end of the year March 31, 2017 |                                  |  | % 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.      | ANIRUDHSINGH NOGHUBHA JADEJA      | 1,43,80,750  | 14.62                            | 2.44   | 1,43,80,650  | 14.62                            | 59.44  | (Negligible)                             |
| 2.      | KANAKSINH BHURUBHA RANA           | 51,25,000  | 5.21                             | 2.44   | 51,25,000  | 5.21                             | 23.99  | 0.00                                     |
| 3.      | GUJARAT DIGI COM PRIVATE LIMITED  | 2,86,31,694  | 29.11                            | 1.74   | 2,86,31,694  | 29.11                            | 78.03  | 0.00                                     |
| 4.      | HATHWAY CABLE AND DATACOM LIMITED | 4,91,72,694  | 50.00                            | 0.41   | 4,91,72,694  | 50.00                            | 0.00   | 0.00                                     |
|         | TOTAL                             | 9,73,10,138  | 98.95                            | -  | 9,73,10,038  | 98.95                            | -  | -  |

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

| Sr. No. | Particulars   | Shareholding at the beginning of the year April 01, 2016 |                                  | Cumulative Shareholding during the year March 31, 2017 |                                  |
|---------|---|--|----------------------------------|--|----------------------------------|
|         |   | No. of shares  | % of total shares of the company | No. of shares  | % of total shares of the company |
| 1.      | ANIRUDDHASINGH NOGHUBHA JADEJA  |  |                                  |  |                                  |
|         | At the beginning of the year  | 14380750   | 14.62                            | 14380750   | 14.62                            |
|         | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (Transfer of Shares : September 17, 2016) | (50)   | (Negligible)                     | 14380700   | 14.62                            |
|         | (Transfer of Shares: September 21.09.2016)  | (50)   | (Negligible)                     | 14380650   | 14.62                            |
|         | At the end of the year  | 14380650   | 14.62                            | 14380650   | 14.62                            |
| 2.      | KANAKSINH BHURUBHA RANA   |  |                                  |  |                                  |
|         | At the beginning of the year  | 5125000  | 5.21                             | 5125000  | 5.21                             |
|         | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease   | N. A.  | N. A.                            | N. A.  | N. A.                            |
|         | At the end of the year  | 5125000  | 5.21                             | 5125000  | 5.21                             |
| 3.      | GUJARAT DIGI COM PRIVATE LIMITED  |  |                                  |  |                                  |
|         | At the beginning of the year  | 28631694   | 29.11                            | 28631694   | 29.11                            |
|         | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease   | N. A.  | N. A.                            | N. A.  | N. A.                            |
|         | At the end of the year  | 28631694   | 29.11                            | 28631694   | 29.11                            |
| 4.      | HATHWAY CABLE AND DATACOM LIMITED   |  |                                  |  |                                  |
|         | At the beginning of the year  | 49172694   | 50.00                            | 49172694   | 50.00                            |
|         | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease   | N. A.  | N. A.                            | N. A.  | N. A.                            |
|         | At the end of the year  | 49172694   | 50.00                            | 49172694   | 50.00                            |



**D) Shareholding Pattern of top ten Shareholders:**

(Other than Directors, Promoters and Holders of GDRs and ADRs):

| SR. NO.   | FOR EACH OF THE TOP 10 SHAREHOLDERS  | SHAREHOLDING AT THE BEGINNING OF THE YEAR APRIL 01, 2016 |                                  | CUMULATIVE SHAREHOLDING DURING THE YEAR MARCH 31, 2017 |                                  |
|-----------|--|--|----------------------------------|--|----------------------------------|
|           |  | NO. OF SHARES  | % OF TOTAL SHARES OF THE COMPANY | NO. OF SHARES  | % OF TOTAL SHARES OF THE COMPANY |
| <b>1.</b> | <b>AMIT JAYANTILAL SHAH</b>  |  |                                  |  |                                  |
|           | At the beginning of the year   | 1035250  | 1.05                             | 1035250  | 1.05                             |
|           | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease  | N.A.   | N.A.                             | N.A.   | N.A.                             |
|           | At the end of the year   | 1035250  | 1.05                             | 1035250  | 1.05                             |
| <b>2.</b> | <b>SEJALBEN SHAH</b>   |  |                                  |  |                                  |
|           | At the beginning of the year   | 0  | 0.00                             | 0  | 0.00                             |
|           | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease<br>Transfer of shares : September 17, 2016 | 50   | Negligible                       | 50   | Negligible                       |
|           | At the end of the year   | 50   | 0.00                             | 50   | 0.00                             |
| <b>3.</b> | <b>SIDDHARTH KANAKSINH RANA</b>  |  |                                  |  |                                  |
|           | At the beginning of the year   | 0  | 0.00                             | 0  | 0.00                             |
|           | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease<br>Transfer of shares : September 21, 2016 | 50   | Negligible                       | 50   | Negligible                       |
|           | At the end of the year   | 50   | 0.00                             | 50   | 0.00                             |

**E) Shareholding of Directors and Key Managerial Personnel:**

| Sr. No.   | Shareholding of each Directors and each Key Managerial Personnel  | Shareholding at the beginning of the year April 01, 2016 |                                  | Cumulative Shareholding during the year March 31, 2017 |                                  |
|-----------|---|--|----------------------------------|--|----------------------------------|
|           |   | No. of shares  | % of total shares of the company | No. of shares  | % of total shares of the company |
| <b>01</b> | <b>ANIRUDHSINGH NOGHUBHA JADEJA</b>   |  |                                  |  |                                  |
|           | At the beginning of the year  | 14380750   | 14.62                            | 14380750   | 14.62                            |
|           | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease<br>(Transfer of shares: 17.09.2016)<br>(Transfer of shares: 21.09.2016) | (50)<br>(50)   | Negligible<br>Negligible         | 14380700<br>14380650                                   | 14.62<br>14.62                   |
|           | At the end of the year  | 14380650   | 14.62                            | 14380650   | 14.62                            |
| <b>02</b> | <b>AMIT JAYANTILAL SHAH</b>   |  |                                  |  |                                  |
|           | At the beginning of the year  | 1035250  | 1.05                             | 1035250  | 1.05                             |
|           | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease   | N. A.  | N. A.                            | N. A.  | N. A.                            |
|           | At the end of the year  | 1035250  | 1.05                             | 1035250  | 1.05                             |
| <b>03</b> | <b>KANAKSINH BHURUBHA RANA*</b>   |  |                                  |  |                                  |
|           | At the beginning of the year  | 5125000  | 5.21                             | 5125000  | 5.21                             |
|           | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease   | N. A.  | N. A.                            | N. A.  | N. A.                            |
|           | At the end of the year  | 5125000  | 5.21                             | 5125000  | 5.21                             |

\* Mr. Kanaksinh Bhurubha Rana resigned from the office of the Directorship w.e.f. September 28, 2016.

| Sr. No. | Shareholding of each Directors and each 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 |
| 04      | <b>BHARAT BHOGILAL CHOVIATIA</b>   |   |                                  |   |                                  |
|         | At the beginning of the year   | ---                                       | ---                              | ---                                     | ---                              |
|         | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease | ---                                       | ---                              | ---                                     | ---                              |
|         | At the end of the year   | ---                                       | ---                              | ---                                     | ---                              |
| 05      | <b>PARULBEN PRAVINKUMAR OZA</b>  |   |                                  |   |                                  |
|         | At the beginning of the year   | ---                                       | ---                              | ---                                     | ---                              |
|         | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease | ---                                       | ---                              | ---                                     | ---                              |
|         | At the end of the year   | ---                                       | ---                              | ---                                     | ---                              |
| 06      | <b>FALGUN HARISHKUMAR SHAH</b>   |   |                                  |   |                                  |
|         | At the beginning of the year   | ---                                       | ---                              | ---                                     | ---                              |
|         | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease | ---                                       | ---                              | ---                                     | ---                              |
|         | At the end of the year   | ---                                       | ---                              | ---                                     | ---                              |
| 07      | <b>AJAY SINGH</b>  |   |                                  |   |                                  |
|         | At the beginning of the year   | ---                                       | ---                              | ---                                     | ---                              |
|         | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease | ---                                       | ---                              | ---                                     | ---                              |
|         | At the end of the year   | ---                                       | ---                              | ---                                     | ---                              |
| 08      | <b>RAJAN GUPTA</b>   |   |                                  |   |                                  |
|         | At the beginning of the year   | ---                                       | ---                              | ---                                     | ---                              |
|         | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease | ---                                       | ---                              | ---                                     | ---                              |
|         | At the end of the year   | ---                                       | ---                              | ---                                     | ---                              |
| 09      | <b>KUNAL CHANDRA</b>   |   |                                  |   |                                  |
|         | At the beginning of the year   | ---                                       | ---                              | ---                                     | ---                              |
|         | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease | ---                                       | ---                              | ---                                     | ---                              |
|         | At the end of the year   | ---                                       | ---                              | ---                                     | ---                              |

**V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment as on March 31, 2017**

(Amount - Rs. in Lakh)

| Indebtedness at the beginning of the financial year | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|----------------------------------|-----------------|----------|--------------------|
| i) Principal Amount                                 | 37,947.68                        | 935.17          | ---      | 38,882.85          |
| ii) Interest due but not paid                       | ---                              | ---             | ---      | ---                |
| iii) Interest accrued but not due                   | 98.68                            | ---             | ---      | 98.68              |
| <b>Total (i+ii+iii)</b>                             | <b>38,046.36</b>                 | <b>935.17</b>   | ---      | <b>38,981.53</b>   |
| Change in Indebtedness during the financial year    |                                  |                 |          |                    |
| * Addition  | 13,377.16                        | 363.41          | ---      | 13,740.57          |
| * Reduction   | 6,495.07                         | ---             | ---      | 6,495.07           |
| <b>Net Change</b>                                   | <b>6882.09</b>                   | <b>363.41</b>   | ---      | <b>7245.5</b>      |
| Indebtedness at the end of the financial year       |                                  |                 |          |                    |
| i) Principal Amount                                 | 44,918.25                        | 1,298.58        | ---      | 46,216.83          |
| ii) Interest due but not paid                       | ---                              | ---             | ---      | ---                |
| iii) Interest accrued but not due                   | 10.20                            | ---             | ---      | 10.20              |
| <b>Total (i+ii+iii)</b>                             | <b>44,928.45</b>                 | <b>1,298.58</b> | ---      | <b>46,227.03</b>   |

**V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(Amount - Rs. in Lakh)

| Sr. No. | Particulars of Remuneration   | Name of MD/MTD/ Manager                            |  | EXECUTIVE DIRECTOR      |                  | Total Amount |
|---------|---|--|--|-------------------------|------------------|--------------|
|         |   | ANIRUDDHASINHJI NOGUBHA JADEJA (Managing Director) | AMIT JAYANTILAL SHAH (Whole-time Director) | KANAKSINH BHRUBHA RANA# | PARUL A. JADEJA# |              |
| 1       | Gross Salary  |  |  |                         |                  |              |
|         | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 138.87   | 57.44                                      | 29.67                   | 8.80             | 234.78       |
|         | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | ---  | ---  | ---                     | ---              | ---          |
|         | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961             | 0.76   | 0.38                                       | ---                     | ---              | 1.14         |
| 2       | Stock Option  | ---  | ---  | ---                     | ---              | ---          |
| 3       | Sweat Equity  | ---  | ---  | ---                     | ---              | ---          |
| 4       | Commission<br>- as % of profit<br>- others, specify...                              | ---  | ---  | ---                     | ---              | ---          |
| 5       | Others, please specify  | ---  | ---  | ---                     | ---              | ---          |
|         | Total (A)   | 139.63   | 57.82                                      | 29.67                   | 8.80             | 235.92       |
|         | Ceiling as per the Act*   |  |  |                         |                  |              |

\* Remuneration is pursuant to Section 196 read with Section 197 and all applicable provisions of the Companies Act, 2013.

# Mrs. Parul A. Jadeja and Mr. Kanaksinh Bhurubha Rana resigned from the office of the Directorship w.e.f. September 26, 2016 and September 28, 2016 respectively.

**B. Remuneration to other Directors:**

(Amount in Rs.)

| Sr. No. | Particulars of Remuneration                | Name of Directors        |                          |                         |                 |             |            | Total Amount    |
|---------|--|--------------------------|--------------------------|-------------------------|-----------------|-------------|------------|-----------------|
|         |  | Bharat Bhogilal Chovatia | Parulben Pravinkumar Oza | Falgun Harishkumar Shah | Kunal Chandra   | Rajan Gupta | Ajay Singh |                 |
| 01      | Independent Directors*                     |                          |                          |                         |                 |             |            |                 |
|         | Fee for attending board committee meetings | 1,50,000                 | 1,00,000                 | 1,00,000                | 1,00,000        | ---         | ---        | 4,50,000        |
|         | Commission                                 | ---                      | ---                      | ---                     | ---             | ---         | ---        | ---             |
|         | Others, please specify                     | ---                      | ---                      | ---                     | ---             | ---         | ---        | ---             |
|         | <b>Total (1)</b>                           | <b>1,50,000</b>          | <b>1,00,000</b>          | <b>1,00,000</b>         | <b>1,00,000</b> | <b>---</b>  | <b>---</b> | <b>4,50,000</b> |
| 02      | Other Non-Executive Directors              |                          |                          |                         |                 |             |            |                 |
|         | Fee for attending board committee meetings | ---                      | ---                      | ---                     | ---             | ---         | ---        | ---             |
|         | Commission                                 | ---                      | ---                      | ---                     | ---             | ---         | ---        | ---             |
|         | Others, please specify                     | ---                      | ---                      | ---                     | ---             | ---         | ---        | ---             |
|         | <b>Total (2)</b>                           | <b>---</b>               | <b>---</b>               | <b>---</b>              | <b>---</b>      | <b>---</b>  | <b>---</b> | <b>---</b>      |
|         | <b>Total (B)=(1+2)</b>                     | <b>1,50,000</b>          | <b>1,00,000</b>          | <b>1,00,000</b>         | <b>1,00,000</b> | <b>---</b>  | <b>---</b> | <b>4,50,000</b> |
|         | <b>Total Managerial Remuneration</b>       | <b>1,50,000</b>          | <b>1,00,000</b>          | <b>1,00,000</b>         | <b>1,00,000</b> | <b>---</b>  | <b>---</b> | <b>4,50,000</b> |
|         | Overall Ceiling as per the Act**           |                          |                          |                         |                 |             |            |                 |

\* Actual Sitting fees paid during the year were considered. Mr. Bharat Bhogilal Chovatia, Mr. Parulben Pravinkumar Oza, Mr. Falgun Harishkumar Shah, Mr. Kunal Chandra were appointed as an Independent Director with effect from September 28, 2016

\*\* Sitting fee is paid pursuant to Section 196 of the Companies Act, 2013.



**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

(Amount - Rs. in Lakh)

| Sr. No. | Particulars of Remuneration   | Key Managerial Personnel |                       |   | Total        |
|---------|---|--------------------------|-----------------------|---|--------------|
|         |   | CEO                      | CS<br>Tarun<br>Kumar* | CFO<br>Jayanta Kumar<br>Haribandhu Pani** |              |
| 1       | Gross salary  |                          |                       |   |              |
|         | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | ---                      | 5.12                  | 18.50                                     | 23.62        |
|         | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | ---                      | ---                   | ---                                       | ---          |
|         | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961              | ---                      | ---                   | ---                                       | ---          |
| 2       | Stock Option  | ---                      | ---                   | ---                                       | ---          |
| 3       | Sweat Equity  | ---                      | ---                   | ---                                       | ---          |
| 4       | Commission  |                          | ---                   | ---                                       | ---          |
|         | - as % of profit  | ---                      | ---                   | ---                                       | ---          |
|         | others, specify   | ---                      | ---                   | ---                                       | ---          |
| 5       | Others, please specify  | ---                      | ---                   | ---                                       | ---          |
|         | <b>Total</b>  | ---                      | <b>5.12</b>           | <b>18.50</b>                              | <b>23.62</b> |

\* Mr. Tarun Kumar was designated as the Company Secretary with effect from August 23, 2016.

\*\* Mr. Jayanta Kumar Haribandhu Pani was designated as the Chief Financial Officer of the Company on September 28, 2016 prior to which he was associated with the Company as Vice President (Finance).

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

| Type              | Section of the Companies Act   | Brief Description  | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any (give Details) |
|-------------------|--|--|---|------------------------------|------------------------------------|
| <b>A. COMPANY</b> |  |  |   |                              |                                    |
| Penalty           | NA   | NA   | NA  | NA                           | NA                                 |
| Punishment        | NA   | NA   | NA  | NA                           | NA                                 |
| Compounding       | Sections 149, 177 and 178  | Pursuant to provisions of sections 149 of the Companies Act, 2013 with effect from April 1, 2015, our Company was mandated to appoint independent directors and constitute an audit committee and a nomination and remuneration committee. However, our Company appointed independent directors and constituted an audit committee and a nomination and remuneration committee only on September 28, 2016. Accordingly, on December 5, 2016, our Company and Mr. Aniruddhasinhji Jadeja, our Managing Director, filed an application with the Registrar of Companies (RoC) for compounding of offences under sections 149, 177 and 178 of Companies Act 2013.  | Order Awaited*  | NCLT                         | NA                                 |
| Compounding       | Sections 134(3) and 204  | On May 25, 2015, our Company adopted its annual accounts for Fiscal 2015, wherein secretarial audit report was not attached. Thus, our Company had not complied with the provisions of sections 134(3) and 204 of Companies Act 2013 for Fiscal 2015. Subsequently, our Company appointed a secretarial auditor and on November 23, 2016, obtained a secretarial audit report. Accordingly, on December 1, 2016, our Company and Mr. Aniruddhasinhji Jadeja, our Managing Director, filed an application with the RoC for compounding of offences under sections 134(3) and 204 of Companies Act 2013.   | Order Awaited**   | NCLT                         | NA                                 |
| Compounding       | Sec 129 read with Schedule III of Companies Act 2013 and Sec 211 read with Schedule VI of Companies Act 1956 | Our Company did not disclose Hathway Cable and Datacom Limited (Hathway) as its holding company and the Hathway's shareholding in our Company in the notes to accounts of our annual reports from Fiscal 2008 to Fiscal 2016. Consequently, our Company had not complied with the provisions of Section 211 read with Schedule VI of the Companies Act, 1956 and Section 129 read with Schedule III of the Companies Act, 2013. Accordingly, on December 13, 2016 our Company and Mr. Aniruddhasinhji Jadeja, our Managing Director filed an application with the RoC for compounding of offences under Section 211 read with Schedule VI of Companies Act, 1956 and Section 129 read with Schedule III of the Companies Act, 2013. The application was pending before the NCLT. | Order Awaited   | NCLT                         | NA                                 |

| Type  | Section of the Companies Act  | Brief Description  | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any (give Details) |
|---|---|--|---|------------------------------|------------------------------------|
| <b>B. DIRECTORS - ANIRUDDHASINHJI NOGHUBHA JADEJA - MANAGING DIRECTOR</b> |   |  |   |                              |                                    |
| Penalty   | NA  | NA   | NA  | NA                           | NA                                 |
| Punishment  | NA  | NA   | NA  | NA                           | NA                                 |
| Compounding   | Sections 149, 177 and 178 – As Managing Director on behalf of the Company                                     | Pursuant to provisions of sections 149, 177 and 178 of the Companies Act, 2013 with effect from April 1, 2015, our Company was mandated to appoint independent directors and constitute an audit committee and a nomination and remuneration committee.<br>However, our Company appointed independent directors and constituted an audit committee and a nomination and remuneration committee only on September 28, 2016. Accordingly, on December 5, 2016, our Company and Mr. Aniruddhasinhji Jadeja, our Managing Director, filed an application with the RoC for compounding of offences under sections 149, 177 and 178 of Companies Act 2013.<br>The application was pending Before the NCLT as on March 31, 2017.                            | Order Awaited*  | NCLT                         | NA                                 |
| Compounding   | Sections 134(3) and 204 of the Companies Act, 2013, as the Managing Director for and on behalf of the Company | On May 25, 2015, our Company adopted its annual accounts for Fiscal 2015, wherein secretarial audit report was not attached. Thus, our Company had not complied with the provisions of sections 134(3) and 204 of Companies Act 2013 for Fiscal 2015. Subsequently, our Company appointed a secretarial auditor and on November 23, 2016, obtained a secretarial audit report.<br>Accordingly, on December 1, 2016, our Company and Mr. Aniruddhasinhji Jadeja, our Managing Director, filed an application with the RoC for compounding of offences under sections 134(3) and 204 of Companies Act 2013.<br>The application was pending before the NCLT as on March 31, 2017.   | Order Awaited**   | NCLT                         | NA                                 |
| Compounding   | Sec 165- As an individual Director  | Pursuant to provisions of section 165 of the Companies Act, 2013, no person shall become director of more than 20 companies, out of which more than 10 companies are public. The provisions of section 165 of the Companies Act, 2013 became applicable from April 1, 2015 (i.e. after a cooling period of 1 year from April 1, 2014). Subsequently, Mr. Anirudhasinhji Jadeja, our Managing Director, immediately resigned from their respective directorships in public companies in excess of 10. On September 25, 2016, Mr. Anirudhasinhji Jadeja, our Managing Director, filed applications with RoC for compounding of offences under sections 165 of Companies Act 2013.<br>The application was pending before the NCLT as on March 31, 2017. | Order Awaited***  | NCLT                         | NA                                 |
| <b>B. DIRECTORS - AMIT SHAH - WHOLE TIME DIRECTOR</b>                     |   |  |   |                              |                                    |
| Penalty   | NA  | NA   | NA  | NA                           | NA                                 |
| Punishment  | NA  | NA   | NA  | NA                           | NA                                 |
| Compounding   | Sec 165- As an individual Director  | Pursuant to provisions of section 165 of the Companies Act, 2013, no person shall become director of more than 20 companies, out of which more than 10 companies are public. The provisions of section 165 of the Companies Act, 2013 became applicable from April 1, 2015 (i.e. after a cooling period of 1 year from April 1, 2014). Subsequently, Mr. Amit Shah our Whole-time Director, immediately resigned from their respective directorships in public companies in excess of 10. On October 6, 2016, Mr. Amit Shah our Whole-time Director, filed applications with RoC for compounding of offences under sections 165 of Companies Act 2013.<br>The application was pending before the NCLT.   | Order Awaited***  | NCLT                         | NA                                 |

| Type                                | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|---|------------------------------|------------------------------------|
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |   |                              |                                    |
| Penalty                             |                              |                   |   |                              |                                    |
| Punishment                          |                              |                   | NIL   |                              |                                    |

\* As on the Date of Signing of Board's Report:

Compounding under sections 149 of Companies Act, 2013: On May 30, 2017, the NCLT compounded the offences and passed an order directing our Company and Mr. Aniruddhasinhji Jadeja to pay Rs. 0.10 million each, which were duly compounded.

\*\* As on the Date of Signing of Board's Report:

Compounding under sections 134(3) and 204 of the Companies Act, 2013: On April 5, 2017, the National Company Law Tribunal, Ahmedabad Bench (the "NCLT") compounded the offences and passed an order directing our Company and Mr. Aniruddhasinhji Jadeja to pay Rs. 0.10 million each, which was duly compounded.

\*\*\* As on the Date of Signing of Board's Report:

Compounding under section 165 of Companies Act, 2013: On April 5, 2017, the NCLT compounded the offences and passed orders directing Mr. Aniruddhasinhji Jadeja, and Mr. Amit Shah to pay Rs. 1.36 million and Rs. 2.57 million respectively, which were duly compounded.

For and on behalf of the Board of directors

Place : Ahmedabad  
Date : August 08, 2017

**Rajan Gupta**  
Chairman  
DIN:07603128

**Aniruddhasinhji Nogubha Jadeja**  
Managing Director  
DIN: 00461390

**Registered Office:**

202, Sahajanand Shopping Center,  
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Ahmedabad, Gujarat - 380004, India  
CIN : U64204GJ2006PLC048908  
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# ANNEXURE - 2 TO THE BOARD'S REPORT

## Form AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014)

### PART A : SUBSIDIARIES

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

[Amount in Rs. (Million)]

| SR. No. | Name of the Subsidiary   | Note No. | Date from which it becomes subsidiary | Share Capital | Reserves and Surplus | Total Assets | Total Liabilities | Investments | Turnover | Profit before taxation | Provision for taxation | Profit after taxation | Extent of % of Shareholding |
|---------|--|----------|---------------------------------------|---------------|----------------------|--------------|-------------------|-------------|----------|------------------------|------------------------|-----------------------|-----------------------------|
| 1       | GTPL Anjali Cable Network Private Limited                                    | 1,2,7    | 03.02.2009                            | 0.20          | 25.40                | 38.10        | 12.50             | -           | 44.48    | 1.92                   | 0.61                   | 1.31                  | 100.00%                     |
| 2       | GTPL Solanki Cable Network Private Limited                                   | 1,2,7    | 02.07.2008                            | 0.65          | 1.04                 | 10.40        | 8.71              | 0.00        | 16.40    | (1.80)                 | 0.01                   | (1.81)                | 51.00%                      |
| 3       | GTPL Zigma Vision Private Limited  | 1,2,7    | 20.02.2009                            | 0.35          | (1.14)               | 7.04         | 7.84              | 0.00        | 7.41     | (2.30)                 | -                      | (2.30)                | 90.20%                      |
| 4       | GTPL SK Network Private Limited  | 1,2,7    | 01.12.2008                            | 0.20          | 6.68                 | 25.11        | 18.23             | 0.00        | 18.18    | (4.60)                 | -                      | (4.60)                | 51.00%                      |
| 5       | GTPL Video Badshah Private Limited   | 1,2,7    | 04.08.2008                            | 0.10          | 17.90                | 40.59        | 22.59             | 1.29        | 17.85    | (9.26)                 | 0.08                   | (9.34)                | 51.00%                      |
| 6       | GTPL Broadband Pvt. Ltd.<br>(Formerly known as GTPL Kutch Network Pvt. Ltd.) | 1,2,7    | 23.01.2009                            | 203.10        | 150.95               | 1,381.03     | 1,026.99          | 0.00        | 1,202.79 | 223.47                 | 72.29                  | 151.18                | 100.00%                     |
| 7       | GTPL City Channel Private Limited  | 1,2,7    | 31.07.2008                            | 0.10          | (0.11)               | 0.12         | 0.13              | -           | -        | (0.00)                 | -                      | (0.00)                | 51.00%                      |
| 8       | GTPL SMC Network Private Limited   | 1,2,7    | 22.01.2009                            | 0.10          | 2.83                 | 5.65         | 2.72              | 0.00        | 6.96     | (0.80)                 | (0.02)                 | (0.78)                | 51.00%                      |
| 9       | GTPL Surat Telelink Private Limited  | 1,2,7    | 23.01.2009                            | 0.10          | (2.77)               | 9.62         | 12.29             | -           | 1.06     | (3.28)                 | 0.13                   | (3.41)                | 51.00%                      |
| 10      | GTPL Vidarbha Telelink Private Limited                                       | 1,2,7    | 01.09.2009                            | 0.21          | (33.60)              | 7.19         | 40.58             | -           | -        | (1.73)                 | -                      | (1.73)                | 51.22%                      |
| 11      | GTPL Space City Private Limited  | 1,2,7    | 13.04.2009                            | 0.20          | 19.56                | 20.25        | 0.49              | -           | 5.05     | 0.45                   | 0.07                   | 0.39                  | 61.50%                      |
| 12      | GTPL Vision Services Private Limited   | 1,2,7    | 01.10.2009                            | 2.04          | 184.92               | 345.02       | 158.06            | -           | 219.98   | (38.52)                | (0.16)                 | (38.36)               | 51.00%                      |
| 13      | GTPL Jai Mataji Network Private Limited                                      | 1,3,7,8  | 01.08.2009                            | -             | -                    | -            | -                 | -           | -        | -                      | -                      | -                     | 50.00%                      |
| 14      | GTPL Narmada Cyberzone Private Limited                                       | 1,2,7    | 01.10.2009                            | 13.33         | 5.38                 | 28.06        | 9.35              | -           | 35.30    | (5.79)                 | 0.66                   | (6.45)                | 60.00%                      |
| 15      | GTPL Shivshakti Network Private Limited                                      | 1,2,7    | 01.04.2009                            | 0.10          | (0.05)               | 0.07         | 0.02              | -           | -        | (0.00)                 | -                      | (0.00)                | 51.00%                      |
| 16      | GTPL Link Network Private Limited  | 1,2,7    | 15.04.2009                            | 2.00          | 29.04                | 40.19        | 9.16              | -           | 24.80    | (1.33)                 | 0.03                   | (1.36)                | 51.00%                      |
| 17      | GTPL VVC Network Private Limited   | 1,2,7    | 15.04.2009                            | 2.00          | 1.72                 | 27.48        | 23.75             | -           | 11.13    | (6.38)                 | (0.41)                 | (5.96)                | 51.00%                      |
| 18      | GTPL Blue Bell Network Private Limited                                       | 1,2,7    | 01.10.2009                            | 0.10          | (14.45)              | 4.51         | 18.86             | -           | 0.01     | (2.58)                 | -                      | (2.58)                | 92.00%                      |
| 19      | GTPL Parshwa Cable Network Private Limited                                   | 1,2,7    | 01.10.2009                            | 0.10          | 5.87                 | 10.65        | 4.68              | -           | 12.99    | (0.72)                 | 0.02                   | (0.74)                | 57.32%                      |
| 20      | GTPL Insight Channel Network Private Limited                                 | 1,2,7    | 01.01.2010                            | 0.40          | 8.07                 | 14.77        | 6.30              | -           | 9.50     | (1.71)                 | (0.05)                 | (1.66)                | 74.46%                      |
| 21      | GTPL Kolkata Cable & Broadband Pariseva Limited                              | 1,2,7    | 30.06.2010                            | 83.29         | 212.00               | 1,776.64     | 1,481.35          | -           | 1,152.22 | (96.83)                | (84.33)                | (12.50)               | 51.11%                      |
| 22      | GTPL Dahod Television Network Private Limited                                | 1,2,7    | 01.08.2010                            | 0.20          | 6.16                 | 12.33        | 5.97              | -           | 8.91     | (3.53)                 | (0.72)                 | (2.81)                | 51.00%                      |
| 23      | GTPL Jay Santoshima Network Private Limited                                  | 1,2,7    | 31.03.2011                            | 1.00          | 18.32                | 43.07        | 23.75             | -           | 62.55    | (4.94)                 | (1.12)                 | (3.82)                | 51.00%                      |
| 24      | GTPL Sorath Telelink Private Limited   | 1,2,7    | 01.04.2010                            | 1.48          | 33.76                | 50.31        | 15.07             | 0.00        | 46.65    | 6.07                   | 0.75                   | 5.32                  | 51.00%                      |
| 25      | Gujarat Telelink East Africa Limited   | 1,2,6,7  | 01.06.2010                            | 0.06          | (0.02)               | 4.15         | 4.12              | -           | -        | (0.00)                 | -                      | (0.00)                | 51.00%                      |
| 26      | GTPL Shiv Network Private Limited  | 1,2,7    | 01.10.2010                            | 0.20          | 3.51                 | 5.63         | 1.92              | -           | 3.83     | 0.23                   | (0.18)                 | 0.41                  | 51.00%                      |

| Sr. No. | Name of the Subsidiary                         | Note No. | Date from which it becomes subsidiary | Share Capital | Reserves and Surplus | Total Assets | Total Liabilities | Investments | Turnover | Profit before taxation | Provision for taxation | Profit after taxation | Extent of % of Shareholding |
|---------|--|----------|---------------------------------------|---------------|----------------------|--------------|-------------------|-------------|----------|------------------------|------------------------|-----------------------|-----------------------------|
| 27      | GTPL DCPL Private Limited                      | 1,2,7    | 13.03.2015                            | 162.55        | (54.25)              | 455.55       | 347.25            | -           | 152.70   | (33.77)                | (1.79)                 | (31.97)               | 100.00%                     |
| 28      | GTPL Bansidhar Telelink Private Limited        | 1,2,7    | 05.11.2014                            | 0.20          | 1.61                 | 27.21        | 25.40             | -           | 33.40    | 1.15                   | 0.08                   | 1.06                  | 51.00%                      |
| 29      | GTPL Sharda Cable Network Private Limited      | 1,2,7    | 02.11.2011                            | 0.10          | (2.98)               | 2.72         | 5.60              | -           | 1.14     | (1.64)                 | -                      | (1.64)                | 51.00%                      |
| 30      | GTPL Ahmedabad Cable Network Private Limited   | 1,2,7    | 01.06.2011                            | 0.20          | 8.10                 | 29.10        | 20.80             | -           | 44.12    | 1.44                   | 0.40                   | 1.04                  | 51.00%                      |
| 31      | DL GTPL Cabnet Private Limited                 | 1,3,7    | 01.11.2011                            | 1.20          | (43.31)              | 659.74       | 701.84            | 3.33        | 337.30   | (38.02)                | (13.09)                | (24.93)               | 26.00%                      |
| 32      | GTPL V & S Cable Private Limited               | 1,2,7    | 17.01.2012                            | 46.04         | (49.72)              | 182.30       | 185.97            | -           | 90.42    | (11.88)                | (2.42)                 | (9.46)                | 51.00%                      |
| 33      | GTPL Video Vision Private Limited              | 1,2,7    | 01.10.2012                            | 0.10          | 7.32                 | 17.15        | 9.73              | -           | 41.92    | 6.54                   | 1.96                   | 4.59                  | 51.00%                      |
| 34      | Vaji Communication Private Limited             | 1,2,7    | 01.03.2014                            | 64.63         | (91.75)              | 77.85        | 104.98            | -           | 51.34    | (14.39)                | -                      | (14.39)               | 51.00%                      |
| 35      | GTPL Junagadh Network Private Limited          | 1,2,7    | 15.03.2016                            | 0.10          | 1.70                 | 6.45         | 4.65              | -           | 13.34    | 1.43                   | 0.54                   | 0.89                  | 51.00%                      |
| 36      | GTPL Deesha Cable Net Private Limited          | 1,2,7    | 17.09.2015                            | 0.10          | (6.29)               | 173.52       | 179.72            | -           | 54.17    | (2.49)                 | 1.11                   | (3.59)                | 51.00%                      |
| 37      | GTPL Kaizen Infonet Private Limited            | 1,2,7    | 01.04.2015                            | 0.10          | 20.62                | 44.40        | 23.68             | -           | 77.76    | 15.75                  | 5.03                   | 10.72                 | 100.00%                     |
| 38      | GTPL Meghana Distributors Private Limited      | 1,2,7    | 17.11.2015                            | 0.10          | (13.20)              | 81.22        | 94.32             | -           | 11.24    | (17.35)                | (5.97)                 | (11.38)               | 100.00%                     |
| 39      | GTPL Abhilash Communication Private Limited    | 1,2,7    | 15.06.2015                            | 25.00         | (8.83)               | 97.58        | 81.41             | -           | 21.95    | (6.66)                 | (2.38)                 | (4.28)                | 51.00%                      |
| 40      | GTPL Chelkam Networks (India) Private Limited  | 1,2,7    | 23.05.2015                            | 31.48         | (16.27)              | 110.71       | 95.49             | -           | 49.20    | (6.84)                 | 2.02                   | (8.87)                | 51.00%                      |
| 41      | Vizianagar Citi Communications Private Limited | 1,2,7    | 01.11.2015                            | 10.00         | (4.29)               | 189.40       | 183.70            | -           | 30.13    | (18.96)                | (9.48)                 | (9.47)                | 51.00%                      |
| 42      | GTPL TV Tiger Private Limited                  | 1,2,7    | 04.11.2016                            | 0.10          | (42.86)              | 55.80        | 98.56             | 0.05        | 15.10    | (14.64)                | (0.05)                 | (14.59)               | 51.00%                      |
| 43      | GTPL KCBPL Broadband Private Limited           | 1,2,4,7  | 14.03.2015                            | 0.28          | (11.97)              | 23.26        | 34.94             | -           | 4.17     | (15.72)                | (4.07)                 | (11.65)               | 51.11%                      |
| 44      | DL GTPL Broadband Private Limited              | 1,2,5,7  | 07.10.2015                            | 0.50          | 2.39                 | 12.77        | 9.88              | -           | 22.74    | 2.92                   | 0.92                   | 2.00                  | 26.00%                      |

a. Names of the subsidiaries which are yet to commence operations: Gujarat Telelink East Africa Limited

b. Names of subsidiaries which have been liquidated or sold during the year: Not applicable

Note

1 The reporting currency for subsidiary companies is in Indian Rupee.

2 The reporting period for all the subsidiary companies starts from 1st April, 2016 and ends on 31st March, 2017.

3 Subsidiary based on our Company's right to appoint majority of directors on the board of Company.

4 GTPL KCBPL Broadband Private Limited is a step down subsidiary of the Company through GTPL Kolkata Cable and Broadband Pariseva Limited, a subsidiary of the Company.

5 DL GTPL Broadband Private Limited is a step down subsidiary of the Company through DL GTPL Cabnet Private Limited, a subsidiary of the Company.

6 Reporting currency of Gujarat Telelink East Africa Limited, a foreign subsidiary, is in Kenyan currency/ Exchange rate KES/INR: Rs.06294/-

7 None of the subsidiaries have proposed any dividend during the financial year 2016-17.

8 GTPL Jay Mataji Network Private Limited, a subsidiary of the Company, is not considered for consolidation in the consolidated financial statements of the Company as per the Notes 35 (d) (1.0) and being a disputed entity

## PART B : ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(Amt in Million)

| SR. No.            | Name of the Associates and Joint Ventures | Note No. | Latest audited Balance Sheet Date | Date on which the Associate or Joint Venture was associated or acquired | Shares of Associate or Joint Ventures held by the company on the year end |   |                                   | Description of how there is significant influence | Reason why the associate/ joint venture is not consolidated | "Networth attributable to shareholding as per latest audited Balance Sheet | Profit or Loss for the year |                                 |
|--------------------|---|----------|-----------------------------------|---|---|---|-----------------------------------|---|---|--|-----------------------------|---------------------------------|
|                    |   |          |                                   |   | No.   | Amount of Investment in Associates or Joint Venture | Extent of Holding (in percentage) |   |   |  | Considered in Consolidation | Not Considered in Consolidation |
| Associates Company |   |          |                                   |   |   |   |                                   |   |   |  |                             |                                 |
| 1                  | M/s GTPL Rajwadi Network Private Limited  | 1,2      | 31.03.2017                        | 01.04.2009  | 20000000  | 3.15  | 25.00%                            | Holding more than 20% of total Share Capital      |   | 8.00   | 0.52                        | -                               |
| 2                  | M/s Gujarat Television Private Limited    | 1,2      | 31.03.2017                        | 31.12.2014  | 19000000.00   | 54.00   | 42.11%                            | Holding more than 20% of total Share Capital      |   | 51.23  | (0.01)                      | -                               |
| Joint Ventures     |   |          |                                   |   |   |   |                                   |   |   |  |                             |                                 |
| 1                  | M/s GTPL Bariya Television Network        | 1,2,3    | 31.03.2017                        | 23.02.2008  | Not Applicable  | 0.54  | 51.00%                            | Partnership deed                                  |   | Not Applicable   | (0.67)                      | -                               |
| 2                  | M/s GTPL Jaydeep Cable                    | 1,2,3    | 31.03.2017                        | 08.04.2008  | Not Applicable  | 0.52  | 51.00%                            | Partnership deed                                  |   | Not Applicable   | 0.10                        | -                               |
| 3                  | M/s GTPL Khambhat Cable Network           | 1,2,3    | 31.03.2017                        | 02.03.2008  | Not Applicable  | 2.64  | 51.00%                            | Partnership deed                                  |   | Not Applicable   | (8.11)                      | -                               |
| 4                  | M/s GTPL Shiv Cable                       | 1,2,3    | 31.03.2017                        | 18.02.2008  | Not Applicable  | 0.40  | 51.00%                            | Partnership deed                                  |   | Not Applicable   | 0.05                        | -                               |
| 5                  | M/s GTPL Shree Shani Cable                | 1,2,3    | 31.03.2017                        | 08.04.2008  | Not Applicable  | 0.63  | 51.00%                            | Partnership deed                                  |   | Not Applicable   | (0.04)                      | -                               |
| 6                  | M/s GTPL Sai World Channel                | 1,2,3    | 31.03.2017                        | 01.08.2012  | Not Applicable  | 14.28   | 51.00%                            | Partnership deed                                  |   | Not Applicable   | (2.54)                      | -                               |
| 7                  | M/s GTPL World View Cable                 | 1,2,3    | 31.03.2017                        | 22.02.2008  | Not Applicable  | 1.48  | 51.00%                            | Partnership deed                                  |   | Not Applicable   | (1.60)                      | -                               |
| 8                  | M/s GTPL Shreenathji Communication        | 1,2,3    | 31.03.2017                        | 17.01.2014  | Not Applicable  | 2.70  | 51.00%                            | Partnership deed                                  |   | Not Applicable   | (0.10)                      | -                               |
| 9                  | M/s GTPL Hamidali Cable                   | 1,2,3    | 31.03.2017                        | 05.12.2009  | Not Applicable  | 12.00   | 51.00%                            | Partnership deed                                  |   | Not Applicable   | (4.28)                      | -                               |
| 10                 | M/s GTPL Star Line Cable Networks         | 1,2,3    | 31.03.2017                        | 29.09.2010  | Not Applicable  | 2.55  | 51.00%                            | Partnership deed                                  |   | Not Applicable   | (4.10)                      | -                               |
| 11                 | M/s GTPL Narmada Cable Services           | 1,2,3    | 31.03.2017                        | 08.03.2010  | Not Applicable  | 1.45  | 51.00%                            | Partnership deed                                  |   | Not Applicable   | (0.34)                      | -                               |
| 12                 | M/s GTPL Kal Cable Network                | 1,2,3    | 31.03.2017                        | 17.04.2009  | Not Applicable  | 4.54  | 51.00%                            | Partnership deed                                  |   | Not Applicable   | 0.65                        | -                               |
| 13                 | M/s GTPL A J Enterprises                  | 1,2,3    | 31.03.2017                        | 19.06.2009  | Not Applicable  | 9.53  | 75.00%                            | Partnership deed                                  |   | Not Applicable   | (0.97)                      | -                               |
| 14                 | M/s GTPL Vraj Cable                       | 1,2,3    | 31.03.2017                        | 04.05.2009  | Not Applicable  | 6.78  | 51.00%                            | Partnership deed                                  |   | Not Applicable   | (2.34)                      | -                               |



| SR. No. | Name of the Associates and Joint Ventures    | Note No. | Latest audited Balance Sheet Date | Date on which the Associate or Joint Venture was associated or acquired | Shares of Associate or Joint Ventures held by the company on the year end |   |                                   | Description of how there is significant influence | Reason why the associate/joint venture is not consolidated | "Networth attributable to shareholding as per latest audited Balance Sheet | Profit or Loss for the year |                                 |
|---------|--|----------|-----------------------------------|---|---|---|-----------------------------------|---|--|--|-----------------------------|---------------------------------|
|         |  |          |                                   |   | No.   | Amount of Investment in Associates or joint Venture | Extent of Holding (in percentage) |   |  |  | Considered in Consolidation | Not Considered in Consolidation |
| 15      | M/s GTPL Leo Vision                          | 1,2,3    | 31.03.2017                        | 27.01.2011  | Not Applicable  | 268   | 51.00%                            | Partnership deed                                  |  | Not Applicable   | 0.01                        | -                               |
| 16      | M/s GTPL World Vision                        | 1,2,3    | 31.03.2017                        | 01.04.2009  | Not Applicable  | 238   | 51.00%                            | Partnership deed                                  |  | Not Applicable   | (0.00)                      | -                               |
| 17      | M/s GTPL Maa Bhagwati Entertainment Services | 1,2,3    | 31.03.2017                        | 07.09.2009  | Not Applicable  | 040   | 51.00%                            | Partnership deed                                  |  | Not Applicable   | (1.07)                      | -                               |
| 18      | M/s GTPL Renuka Cable Networks               | 1,2,3    | 31.03.2017                        | 07.09.2009  | Not Applicable  | 052   | 51.00%                            | Partnership deed                                  |  | Not Applicable   | (0.04)                      | -                               |
| 19      | M/s GTPL Bawa Cable                          | 1,2,3    | 31.03.2017                        | 08.03.2010  | Not Applicable  | 051   | 51.00%                            | Partnership deed                                  |  | Not Applicable   | 0.04                        | -                               |
| 20      | M/s GTPL Atul Cable Network                  | 1,2,3    | 31.03.2017                        | 07.09.2009  | Not Applicable  | 051   | 51.00%                            | Partnership deed                                  |  | Not Applicable   | (0.03)                      | -                               |
| 21      | M/s GTPL Sai Vision                          | 1,2,3    | 31.03.2017                        | 14.02.2011  | Not Applicable  | 094   | 51.00%                            | Partnership deed                                  |  | Not Applicable   | (0.12)                      | -                               |
| 22      | M/s GTPL Jyoti Cable                         | 1,2,3    | 31.03.2017                        | 08.02.2011  | Not Applicable  | 447   | 51.00%                            | Partnership deed                                  |  | Not Applicable   | (1.37)                      | -                               |
| 23      | M/s GTPL Sanjiv Cable                        | 1,2,3    | 31.03.2017                        | 01.01.2012  | Not Applicable  | 144   | 51.00%                            | Partnership deed                                  |  | Not Applicable   | (0.43)                      | -                               |
| 24      | M/s GTPL Shiv Cable Vision                   | 1,2,3    | 31.03.2017                        | 13.12.2011  | Not Applicable  | 236   | 51.00%                            | Partnership deed                                  |  | Not Applicable   | (0.53)                      | -                               |
| 25      | M/s GTPL Shiv Cable (Rajesh Patel)           | 1,2,3    | 31.03.2017                        | 01.01.2012  | Not Applicable  | 108   | 51.00%                            | Partnership deed                                  |  | Not Applicable   | (0.34)                      | -                               |
| 26      | M/s GTPL Hariom World Vision                 | 1,2,3    | 31.03.2017                        | 01.01.2012  | Not Applicable  | 089   | 51.00%                            | Partnership deed                                  |  | Not Applicable   | (0.39)                      | -                               |
| 27      | M/s GTPL Henish Cable Vision                 | 1,2,3    | 31.03.2017                        | 13.12.2011  | Not Applicable  | 145   | 51.00%                            | Partnership deed                                  |  | Not Applicable   | (0.38)                      | -                               |
| 28      | M/s GTPL Buldhana City Cable Network         | 1,2,3    | 31.03.2017                        | 01.04.2011  | Not Applicable  | 222   | 51.00%                            | Partnership deed                                  |  | Not Applicable   | (1.86)                      | -                               |
| 29      | M/s GTPL Chaudhary Vision                    | 1,2,3    | 31.12.2016                        | 01.12.2012  | Not Applicable  | 247   | 51.00%                            | Partnership deed                                  |  | Not Applicable   | (0.10)                      | -                               |
| 30      | M/s GTPL Khushboo video Channel              | 1,2,3    | 31.12.2016                        | 01.04.2011  | Not Applicable  | 077   | 51.00%                            | Partnership deed                                  |  | Not Applicable   | (0.14)                      | -                               |
| 31      | M/s GTPL Wireless Cable Network              | 1,2,3    | 31.12.2016                        | 01.04.2014  | Not Applicable  | 190   | 51.00%                            | Partnership deed                                  |  | Not Applicable   | (0.34)                      | -                               |
| 32      | M/s GTPL Lucky Video Cable                   | 1,2,3    | 31.12.2016                        | 01.06.2015  | Not Applicable  | 240   | 51.00%                            | Partnership deed                                  |  | Not Applicable   | (0.08)                      | -                               |
| 33      | M/s GTPL Parth World Vision                  | 1,2,3    | 31.12.2016                        | 01.01.2015  | Not Applicable  | 289   | 51.00%                            | Partnership deed                                  |  | Not Applicable   | (0.30)                      | -                               |
| 34      | M/s GTPL Swastik Communication               | 1,2,3    | 31.12.2016                        | 01.07.2014  | Not Applicable  | 590   | 51.00%                            | Partnership deed                                  |  | Not Applicable   | (1.07)                      | -                               |
| 35      | M/s GTPL Crazy Network                       | 1,2,3    | 31.12.2016                        | 10.10.2015  | Not Applicable  | 1375  | 50.00%                            | Partnership deed                                  |  | Not Applicable   | 1.80                        | -                               |

| SR. No. | Name of the Associates and Joint Ventures | Note No. | Latest audited Balance Sheet Date | Date on which the Associate or Joint Venture was associated or acquired | Shares of Associate or Joint Ventures held by the company on the year end |   |                                   | Description of how there is significant influence | Reason why the associate/joint venture is not consolidated | "Networth attributable to shareholding as per latest audited Balance Sheet" | Profit or Loss for the year |                                 |
|---------|---|----------|-----------------------------------|---|---|---|-----------------------------------|---|--|---|-----------------------------|---------------------------------|
|         |   |          |                                   |   | No.   | Amount of Investment in Associates or Joint Venture | Extent of Holding (in percentage) |   |  |   | Considered in Consolidation | Not Considered in Consolidation |
| 36      | M/s GTPL Tridev Cable Network             | 1,2,3    | 31.12.2016                        | 08.02.2016  | Not Applicable  | 4.50  | 51.00%                            | Partnership deed                                  |  | Not Applicable  | (1.51)                      | -                               |
| 37      | M/s GTPL Media Entertainment              | 1,2,3    | 31.12.2016                        | 22.07.2016  | Not Applicable  | 0.73  | 51.00%                            | Partnership deed                                  |  | Not Applicable  | 0.20                        | -                               |
| 38      | M/s GTPL Shiv Cable Network               | 1,2,3    | 31.12.2016                        | 25.04.2016  | Not Applicable  | 8.25  | 75.00%                            | Partnership deed                                  |  | Not Applicable  | (0.85)                      | -                               |
| 39      | M/s GTPL Anil Cable Services              | 1,2      | 31.12.2016                        | 31.07.2008  | Not Applicable  | 0.69  | 51.00%                            | Partnership deed                                  |  | Not Applicable  | (0.16)                      | -                               |
| 40      | M/s GTPL Ashok Cable Services             | 1,2      | 31.12.2016                        | 31.07.2008  | Not Applicable  | 0.67  | 51.00%                            | Partnership deed                                  |  | Not Applicable  | (0.22)                      | -                               |
| 41      | M/s GTPL H. K. Cable                      | 1,2      | 31.12.2016                        | 31.07.2008  | Not Applicable  | 0.29  | 51.00%                            | Partnership deed                                  |  | Not Applicable  | 0.00                        | -                               |
| 42      | M/s GTPL Krishna Cable Network            | 1,2      | 31.12.2016                        | 21.05.2008  | Not Applicable  | 1.50  | 51.00%                            | Partnership deed                                  |  | Not Applicable  | (1.33)                      | -                               |
| 43      | M/s GTPL M Channel                        | 1,2      | 31.12.2016                        | 06.11.2008  | Not Applicable  | 0.60  | 51.00%                            | Partnership deed                                  |  | Not Applicable  | (0.01)                      | -                               |
| 44      | M/s GTPL Pearl Communication              | 1,2      | 31.12.2016                        | 20.03.2010  | Not Applicable  | 25.10   | 60.00%                            | Partnership deed                                  |  | Not Applicable  | (0.78)                      | -                               |
| 45      | M/s GTPL Pooja                            | 1,2      | 31.03.2017                        | 20.03.2010  | Not Applicable  | 8.16  | 51.00%                            | Partnership deed                                  |  | Not Applicable  | (0.26)                      | -                               |
| 46      | M/s GTPL Rainbow Multi Channel            | 1,2      | 31.03.2017                        | 06.11.2008  | Not Applicable  | 0.33  | 51.00%                            | Partnership deed                                  |  | Not Applicable  | (0.15)                      | -                               |
| 47      | M/s GTPL Rainbow Video Vision             | 1,2      | 31.03.2017                        | 06.11.2008  | Not Applicable  | 0.53  | 51.00%                            | Partnership deed                                  |  | Not Applicable  | (0.07)                      | -                               |
| 48      | M/s GTPL Raj World Vision                 | 1,2      | 31.03.2017                        | 24.07.2008  | Not Applicable  | 2.04  | 51.00%                            | Partnership deed                                  |  | Not Applicable  | (0.66)                      | -                               |
| 49      | M/s GTPL Sagar Cable Services             | 1,2      | 31.03.2017                        | 02.09.2008  | Not Applicable  | 0.34  | 51.00%                            | Partnership deed                                  |  | Not Applicable  | (0.03)                      | -                               |
| 50      | M/s GTPL Sai Cable                        | 1,2      | 31.03.2017                        | 20.08.2008  | Not Applicable  | 0.46  | 51.00%                            | Partnership deed                                  |  | Not Applicable  | (0.17)                      | -                               |
| 51      | M/s GTPL Shree Sai Cable Network          | 1,2      | 31.03.2017                        | 12.06.2008  | Not Applicable  | 4.76  | 60.00%                            | Partnership deed                                  |  | Not Applicable  | (0.55)                      | -                               |
| 52      | M/s GTPL Sky World Vision                 | 1,2      | 31.03.2017                        | 13.04.2009  | Not Applicable  | 2.94  | 51.00%                            | Partnership deed                                  |  | Not Applicable  | 0.12                        | -                               |
| 53      | M/s GTPL S P Enterprise                   | 1,2      | 31.03.2017                        | 20.08.2008  | Not Applicable  | 2.81  | 51.00%                            | Partnership deed                                  |  | Not Applicable  | (0.29)                      | -                               |
| 54      | M/s GTPL Sainath World Vision             | 1,2      | 31.03.2017                        | 27.05.2010  | Not Applicable  | 2.69  | 51.00%                            | Partnership deed                                  |  | Not Applicable  | (0.10)                      | -                               |
| 55      | M/s Airlink Communication                 | 1,2      | 31.03.2017                        | 22.12.2007  | Not Applicable  | 4.66  | 51.00%                            | Partnership deed                                  |  | Not Applicable  | (0.67)                      | -                               |
| 56      | M/s GTPL Gujarat Television Network       | 1,2      | 31.03.2017                        | 30.04.2008  | Not Applicable  | 0.61  | 51.00%                            | Partnership deed                                  |  | Not Applicable  | (0.57)                      | -                               |

| SR. No. | Name of the Associates and Joint Ventures | Note No. | Latest audited Balance Sheet Date | Date on which the Associate or Joint Venture was associated or acquired | Shares of Associate or Joint Ventures held by the company on the year end |   |                                   | Description of how there is significant influence | Reason why the associate/joint venture is not consolidated | "Networth attributable to shareholding as per latest audited Balance Sheet" | Profit or Loss for the year |                                 |
|---------|---|----------|-----------------------------------|---|---|---|-----------------------------------|---|--|---|-----------------------------|---------------------------------|
|         |   |          |                                   |   | No.   | Amount of Investment in Associates or joint Venture | Extent of Holding (in percentage) |   |  |   | Considered in Consolidation | Not Considered in Consolidation |
| 57      | M/s GTPL Krishna Cable Services           | 1,2      | 31.03.2017                        | 02.09.2008  | Not Applicable  | 0.70  | 51.00%                            | Partnership deed                                  |  | Not Applicable  | (0.17)                      | -                               |
| 58      | M/s GTPL Space                            | 1,2      | 31.03.2017                        | 31.03.2012  | Not Applicable  | 4.99  | 57.00%                            | Partnership deed                                  |  | Not Applicable  | (0.49)                      | -                               |
| 59      | M/s SRI RAGHAV G GTPL                     | 1,2      | 31.03.2017                        | 25.09.2013  | Not Applicable  | 21.50   | 50.00%                            | Partnership deed                                  |  | Not Applicable  | (16.28)                     | -                               |
| 60      | M/s GTPL Valsad Network                   | 1,2      | 31.03.2017                        | 15.02.2008  | Not Applicable  | 4.80  | 60.00%                            | Partnership deed                                  |  | Not Applicable  | (1.65)                      | -                               |
| 61      | M/s GTPL City Channel                     | 1,2      | 31.03.2017                        | 23.03.2015  | Not Applicable  | 0.05  | 51.00%                            | Partnership deed                                  |  | Not Applicable  | (0.03)                      | -                               |
| 62      | M/s GTPL Riddhi Digital Pvt. Ltd.         | 1,2      | 31.03.2017                        | 27.03.2010  | Not Applicable  | 0.05  | 50.00%                            | Partnership deed                                  |  | Not Applicable  | (0.01)                      | -                               |
| 63      | M/s GTPL So Lucky Cable Network           | 1,2      | 31.03.2017                        | 01.01.2016  | Not Applicable  | 11.10   | 51.00%                            | Partnership deed                                  |  | Not Applicable  | 1.77                        | -                               |
| 64      | M/s GTPL Universal Cable Network          | 1,2      | 31.03.2017                        | 22.10.2008  | Not Applicable  | 0.62  | 50.00%                            | Partnership deed                                  |  | Not Applicable  | (0.02)                      | -                               |
| 65      | M/s GTPL Antriksh Cable Services          | 1,2      | 31.03.2017                        | 12.02.2016  | Not Applicable  | 6.50  | 51.00%                            | Partnership deed                                  |  | Not Applicable  | 0.14                        | -                               |
| 66      | M/s GTPL Yak Network                      | 1,2      | 31.03.2017                        | 22.10.2008  | Not Applicable  | 0.52  | 50.00%                            | Partnership deed                                  |  | Not Applicable  | (0.18)                      | -                               |
| 67      | M/s GTPL Sab Cable                        | 1,2      | 31.03.2017                        | 22.10.2008  | Not Applicable  | 0.52  | 50.00%                            | Partnership deed                                  |  | Not Applicable  | (0.06)                      | -                               |



| SR. No. | Name of the Associates and Joint Ventures | Note No. | Latest audited Balance Sheet Date | Date on which the Associate or Joint Venture was associated or acquired | Shares of Associate or Joint Ventures held by the company on the year end |   |                                   | Description of how there is significant influence | Reason why the associate/joint venture is not consolidated | "Networth attributable to shareholding as per latest audited Balance Sheet" |                                 | Profit or Loss for the year |     |
|---------|---|----------|-----------------------------------|---|---|---|-----------------------------------|---|--|---|---------------------------------|-----------------------------|-----|
|         |   |          |                                   |   | No.   | Amount of Investment in Associates or Joint Venture | Extent of Holding (in percentage) |   |  | Considered in Consolidation   | Not Considered in Consolidation |                             |     |
| 68      | M/s GTPL Ganesh Communication             |          | 31.03.2017                        | 25.04.2008  | Not Applicable  | 0.92  | 51.00%                            | Partnership deed                                  | Books of Accounts not Available                            | Not Applicable  |                                 |                             | Yes |
| 69      | M/s GTPL G P Marketing                    |          | 31.03.2017                        | 29.07.2009  | Not Applicable  | 3.00  | 51.00%                            | Partnership deed                                  |  | Not Applicable  |                                 |                             | Yes |
| 70      | M/s GTPL Kim Cable Entertainment          |          | 31.03.2017                        | 19.02.2008  | Not Applicable  | 1.04  | 51.00%                            | Partnership deed                                  |  | Not Applicable  |                                 |                             | Yes |
| 71      | M/s GTPL Lucky world Vision               |          | 31.03.2017                        | 03.05.2008  | Not Applicable  | 0.20  | 51.00%                            | Partnership deed                                  |  | Not Applicable  |                                 |                             | Yes |
| 72      | M/s GTPL Nawaz Network                    |          | 31.03.2017                        | 22.10.2008  | Not Applicable  | 0.90  | 50.00%                            | Partnership deed                                  |  | Not Applicable  |                                 |                             | Yes |
| 73      | M/s GTPL Siddhi Digital Services          |          | 31.03.2017                        | 01.03.2013  | Not Applicable  | 1.920   | 51.00%                            | Partnership deed                                  |  | Not Applicable  |                                 |                             | Yes |
| 74      | M/s GTPL Zubi Video Vision                |          | 31.03.2017                        | 15.09.2008  | Not Applicable  | 1.38  | 51.00%                            | Partnership deed                                  |  | Not Applicable  |                                 |                             | Yes |
| 75      | M/s GTPL Shiv Network (Billimora)         |          | 31.03.2017                        | 01.10.2009  | Not Applicable  | 1.53  | 51.00%                            | Partnership deed                                  |  | Not Applicable  |                                 |                             | Yes |
| 76      | M/s GTPL Aakash Cable Vision              |          | 31.03.2017                        | 24.07.2014  | Not Applicable  | 0.96  | 51.00%                            | Partnership deed                                  |  | Not Applicable  |                                 |                             | Yes |
| 77      | M/s Unity Cable Network                   |          | 31.03.2017                        | 14.03.2011  | Not Applicable  | 1.29  | 26.01%                            | Partnership deed                                  |  | Not Applicable  |                                 |                             | Yes |
| 78      | M/s DL Digital Cable Vision - Dhule       |          | 31.03.2017                        | 23.09.2013  | Not Applicable  | 2.42  | 9.10%                             | Partnership deed                                  |  | Not Applicable  |                                 |                             | Yes |
| 79      | M/s DL Sai sanket - Dondaicha             |          | 31.03.2017                        | 14.11.2013  | Not Applicable  | 0.17  | 13.26%                            | Partnership deed                                  |  | Not Applicable  |                                 |                             | Yes |
| 80      | M/s Sai DL Vision                         |          | 31.03.2017                        | 01.11.2011  | Not Applicable  | 0.47  | 13.26%                            | Partnership deed                                  |  | Not Applicable  |                                 |                             | Yes |
| 81      | M/s Krishna DL Vision                     |          | 31.03.2017                        | 26.11.2016  | Not Applicable  | 0.14  | 13.00%                            | Partnership deed                                  |  | Not Applicable  |                                 |                             | Yes |
| 82      | M/s Radhe DL Vision                       |          | 31.03.2017                        | 26.11.2016  | Not Applicable  | 0.12  | 13.00%                            | Partnership deed                                  |  | Not Applicable  |                                 |                             | Yes |

a. Names of associates or joint ventures which are yet to commence operations: Not applicable

b. Names of associates or joint ventures which have been liquidated or sold during the year: Not applicable

Note

- 1 The reporting currency for all the associates and joint ventures companies is in Indian Rupee
- 2 The reporting period for all the associates and joint ventures companies starts from April 01, 2016 and ends on March 31, 2017.
- 3 The Company has adopted IND AS w.e.f. 01/04/2015, and transit it's joint venture in to subsidiaries in accordance with IND AS 101.
- 4 GTPL Citi Cable, GTPL Moden World Vision, GTPL Rushi World Vision: the joint ventures, being partnership firms were dissolved during the year ended March 31, 2017. GTPL Media Entertainment, GTPL Antriksh Cable Services and GTPL Shiv Cable Network became our joint ventures, partnership firms during the financial year 2016-2017.
- 5 Reason why the associate/joint ventures were not considered is given as the Note(s) 35(d) (2.0) & (3.0) respectively in Consolidated financial statement for the financial year ended March 31, 2017

**Rajan Gupta**

Chairman

DIN:07603128

Place : Ahmedabad

Date : August 01, 2017

**Anniruddhasinhji Jadeja**

Managing Director

DIN:00461390

**Jayanta Kumar Pani**

Chief Financial Officer

**Tarun Kumar**

Company Secretary

For and on behalf of Board of Directors of **GTPL HATHWAY LIMITED** (Formerly known as GTPL Hathway Private Limited)

**ANNEXURE - 3 TO THE BOARD'S REPORT****DISCLOSURE AS REQUIRED UNDER SUB-SECTION 12 OF THE SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH SUB RULE 1 AND 2 OF RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014****A. Disclosure pursuant to Rule 5(1) of the the Companies (Appointment and Remuneration of managerial personnel) Rules 2014.****(i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year.**

| FULL NAME                          | Designation       | Ratio (approx.) |
|------------------------------------|-------------------|-----------------|
| Mr. Aniruddhasinhji Nogubha Jadeja | Managing Director | 86              |
| Mr. Amit Jayantilal Shah           | Director          | 43              |
| Mr. Kanaksinh Bhurubha Rana*       | Director          | 19              |
| Mrs. Parul A. Jadeja*              | Director          | 5               |

\* Mr. Kanaksinh Bhurubha Rana and Mrs. Parul A. Jadeja resigned with effect from September 28, 2016 and September 26, 2016 respectively.

**(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;**

There is an increase of 50% remuneration of Mr. Aniruddhasinhji Nogubha Jadeja, Managing Director and Mr. Amit Jayantilal Shah, Whole time director of the Company.

Mr. Jayanta Kumar Haribandhu Pani is designated Chief Financial Officer w.e.f. September 28, 2016 and Mr. Tarun Kumar was appointed as the Company Secretary w.e.f. August 23, 2016.

**(iii) The percentage increase in the median remuneration of employees in the financial year: 22%****(iv) The number of permanent employees on the rolls of the Company as on March 31, 2017: 1,287****(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year: 11%**

The percentile increase in managerial remuneration in the financial year 2016-2017 is 50% based on the recommendation of the Nomination and Remuneration Committee of the Company keeping in view the overall performance of the Company during previous years.

**(vi) Affirmation by the Board of Directors:**

The Board of Directors of the Company hereby affirm that the remuneration of the Directors and KMPs are as per the Nomination and Remuneration Policy of the Company and salaries of employees are as per the Company's Human Resource Policy of the Company.

**B. The following employees in the company who are drawing the remuneration in excess of ceilings prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of managerial personnel) Rules 2014 of the Companies Act, 2013.**

| Name                               | Designation       | Gross Remuneration (Rs. in Lakh) | Age                                     | Total Experience (approx..) | Date of commencement of employment | Previous Employment                |
|------------------------------------|-------------------|----------------------------------|---|-----------------------------|------------------------------------|------------------------------------|
| Mr. Aniruddhasinhji Nogubha Jadeja | Managing Director | 138.87                           | 45 years & Senior Secondary Certificate | Over 18 years               | Since Incorporation                | Sabarmati Network Private Limited. |

- Mr. Aniruddhasinhji Nogubha Jadeja was re-appointed as the Managing Director effective December 08, 2016 for a period of 3 years and associated with the Company from incorporation i.e. August 21, 2006.
- Mr. Aniruddhasinhji Nogubha Jadeja holds 11.78% equity shares in the Company and not related to any of the directors or Manager of the Company.

For and on behalf of the Board of directors

Sd/-  
**Rajan Gupta**  
Chairman  
DIN:07603128

Sd/-  
**Aniruddhasinhji Nogubha Jadeja**  
Managing Director  
DIN: 00461390

Place : Ahmedabad  
Date : August 08, 2017

**Registered Office:**

202, Sahajanand Shopping Center,  
Opp. Swaminarayan Mandir, Shahibaug,  
Ahmedabad, Gujarat - 380004, India  
CIN : U64204GJ2006PLC048908  
E -mail: complianceofficer@gtpl.net;  
Website : www.gtpl.net  
Phone : (079) 61400000

**ANNEXURE - 4 TO THE BOARD'S REPORT****ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES OF THE COMPANY****1. A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.**

The Company understands its responsibility towards the society in which it operates and is initiating small but significant steps in bringing positive changes in the environment for sustainable development taking into consideration the interests of various stakeholders. With the rapidly changing corporate environment, more functional autonomy, operational freedom etc., the Company has adopted CSR policy ("Policy") as a strategic tool for sustainable growth. For the Company in the present context, CSR policy adopted by the Company is not just a tool of investment of funds for Social Activity but is also an effort to integrate Business processes with Social processes.

**CSR Vision:**

- ✓ Develop meaningful and effective strategies for engaging with all stakeholders;
- ✓ Consult with local communities to identify effective and culturally appropriate development goals; and
- ✓ Partner with credible organizations like trusts, foundations etc. including non-government organizations.

**Constitution of Corporate Social Responsibility Committee:**

Keeping in line with section 135 of the Companies Act, 2013 (hereinafter referred to as 'the Act'), the Board of Directors of the Company has formed Corporate Social Responsibility Committee (hereinafter referred to as the 'CSR Committee'), to inter alia, carry out the following functions:

- ✓ to formulate and recommend to the Board, a Corporate Social Responsibility Policy indicating activities to be undertaken as specified in prescribed Schedule;
- ✓ to recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
- ✓ to monitor the Corporate Social Responsibility Policy from time to time.

**CSR Projects, Programs and Activities:**

In accordance with the primary CSR philosophy of the group and the specified activities under the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, and any amendment(s) thereof, the CSR activities of the Company will have the following thrust areas:

- **Saving and improving lives of underprivileged women and children**
  - o Safe Motherhood
  - o Neonatal Resuscitation
- **Building Healthcare Capacity**
  - o Training of underprivileged girls as healthcare assistants and midwives.
- **Preventing Diseases,**
- **Reducing Stigma and Disability**
  - o Awareness and Prevention of HIV/AIDS
- **Community Responsibility**
  - o Disaster Relief
- **Formal and non-formal education, adult education**
- **Scholarships for girls, merit scholarships and technical education for boys**
- **Girl child education**
- **Digital literacy / computer education**
- **Pulse polio programme**
- **Health care centres and hospitals**
- **Mobile clinics — doctors' visits**
- **Reproductive and child health care, supplementary nutrition / mid-day meal projects**
- **Safe drinking water, sanitation — household toilets, community hospitals**
- **HIV / AIDS, cancer, TB awareness and prevention camps**
- **Blood donation**
- **Social security (insurance)**
- **Culture and sports**
- **Women empowerment**



**2. The Composition of the CSR Committee:**

The Composition of the CSR Committee is hereunder:

| Sr. No. | Name of Director              | Designation                   |
|---------|-------------------------------|-------------------------------|
| 1.      | Mrs. Parulben Pravinkumar Oza | Chairman/Independent Director |
| 2.      | Mr. Ajay Singh                | Non-Executive Director        |
| 3.      | Mr. Amit Jayatilal Shah       | Whole time director           |
| 4.      | Mr. Rajan Gupta               | Non- Executive Director       |

3. Average net profit of the Company for last three financial years: Rs. 6363.69 Lakh (approx.)

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): Rs. 1 27.27 Lakh (approx.)

**5. Details of CSR spent during the financial year:**

(a) Total amount spent for the financial year: Rs. 70.09 Lakh

(b) Amount unspent, if any: Rs. 57.02 Lakh

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

| (1)   | (2)                                       | (3)                                    | (4)   | (5)   | (6)   | (7)  | (8)   |
|-------|---|--|---|---|---|--|---|
| S. N. | 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 was undertaken. | Amount outlay (budget) project or programs wise | Amount spent on the projects or programs Direct -heads: (1) Direct expenditure or projects or programs. (2)overheads: | Cumulative expenditure up to the reporting period. | Amount spent: Direct or through implementing agency |
| 1.    | Promoting Education                       | Educational                            | 1. Local area<br>2. Ahmedabad, Gujarat  | 8.58 lakhs                                      | 8.58 lakhs  | 8.58 lakhs   | Through implementing Agency                         |
| 2.    | Promoting medical and healthcare facility | Medical/ Healthcare                    | 1. Local area<br>2. Ahmedabad, Gujarat  | 50.00 lakhs                                     | 50.00 lakhs   | 50.00 lakhs  | Through implementing Agency                         |
| 3.    | Promoting medical and healthcare facility | Medical/ Healthcare                    | 1. Local<br>2. Ahmedabad, Gujarat   | 11.51 lakhs                                     | 11.51 lakhs   | 11.51 lakhs  | Through implementing Agency                         |

**6. In case the Company has failed to spend the two percent 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 in its Board report:**

During the year 2016-17, the Company spent Rs. 70.09 Lakh towards the projects/activities as per the Policy of the Company. A few projects/activities undertaken by the Company is on-going one and will have a continuing engagement over the years to come. The Company was also in process of identifying and evaluating projects/activities as stipulated in the Policy of the Company; and therefore, the Company could not spend minimum prescribed amount during the year 2016-17 as stipulated in the Companies Act, 2013.

The Company has, however, identified some projects/activities or completing the identification of projects/activities to achieve the desired objectives.

7. The CSR Committee affirms that the implementation and monitoring of CSR Policy is in compliance with CSR Policy and Objectives of the Company.

Sd/-  
**Rajan Gupta**

Chairman  
DIN : 07603128

Sd/-  
**Aniruddhasinhji Nogubha Jadeja**

Managing Director  
DIN: 00461390

Sd/-  
**Parulben Pravinkumar Oza**

Chairman of CSR Committee  
DIN:00401656

Date : August 08, 2017  
Place : Ahmedabad

**Registered Office:**

202, Sahajanand Shopping Center,  
Opp. Swaminarayan Mandir, Shahibaug,  
Ahmedabad, Gujarat - 380004, India  
CIN : U64204GJ2006PLC048908  
E-mail: complianceofficer@gtpl.net;  
Website : www.gtpl.net  
Phone : (079) 61400000

**ANNEXURE - 5 TO THE BOARD'S REPORT****CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE AND OUTGO**

(Disclosure pursuant to section 134(3)(m) of the Companies Act 2013, read with Rule 8 of the Companies (accounts) Rules, 2014)

**(A) Conservation of energy:**

|       |  |  |
|-------|--|--|
| (i)   | Steps taken or impact on conservation of energy                      | Use of led lights, etc. in office premises |
| (ii)  | Steps taken by the company for utilizing alternate sources of energy | Not applicable                             |
| (iii) | Capital investment on energy conservation equipment                  | Not applicable                             |

**(B) Technology absorption:**

|       |   |  |
|-------|---|--|
| (i)   | Efforts made towards technology absorption  | Your Company is taking appropriate measures to absorb technology in its areas of operations. |
| (ii)  | The benefits derived like product improvement, cost reduction, product development or import substitution :               | Not Applicable.  |
| (iii) | In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) : | Not Applicable.  |
| (iv)  | The expenditure incurred on Research and Development:   | Not Applicable.  |

**(C) Foreign exchange earnings and Outgo:**

| Particulars             | (Amount in Million) |            |
|-------------------------|---------------------|------------|
|                         | 2017-16             | 2015-16    |
| Foreign Exchange Earned | ----                | -----      |
| Foreign Exchange Out go | Rs. 56.451          | Rs. 11.843 |

For and on behalf of the Board of directors

 Sd/-  
**Rajan Gupta**  
 Chairman  
 DIN:07603128

 Sd/-  
**Aniruddhasinhji Nogubha Jadeja**  
 Managing Director  
 DIN: 00461390

 Place : Ahmedabad  
 Date : August 08, 2017
**Registered Office:**
 202, Sahajanand Shopping Center,  
 Opp. Swaminarayan Mandir, Shahibaug,  
 Ahmedabad, Gujarat - 380004, India  
 CIN : U64204GJ2006PLC048908  
 E -mail: complianceofficer@gtpl.net;  
 Website : www.gtpl.net  
 Phone : (079) 61400000

**ANNEXURE - 6 TO THE BOARD'S REPORT****Form No. MR-3  
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31.03.2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
GTPL Hathway Limited  
202, Sahajanand Shopping Center,  
Opp: Swaminarayan Mandir,  
Shahibaug Ahmedabad-380004.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by GTPL Hathway 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 31 st March, 2017, 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 31 st March, 2017 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 Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings:-
- (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:- Not applicable during the Audit period
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015:- Not applicable during the Audit period
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009:-
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999:- Not applicable during the Audit period
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:- Not applicable 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 during the Audit period
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998:- Not applicable during the Audit period
  - i. SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015:-
- (vi). Laws specifically applicable to the industry to which the company belongs, as identified by the management, that is to say:
  1. Cable Television Networks (Regulation) Act, 1995, Cable Television Network (Regulation) Rules, 1994 and Content Certification Rules, 2008;
  2. The Cinematography Act, 1952;
  3. Telecom Regulatory Authority of India Act, 1997;

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

- a. Secretarial Standards issued by The Institute of Company Secretaries of India;
- b. The Listing Agreements entered into by the Company with Stock Exchange(s):-

Not Applicable to the company during the Audit period.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. Except our comments listed below.

We report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Except that the Company was required to appoint an Independent Director and has appointed Independent Director as on 28th September, 2016. Subsequently Company has compounded the offence and Comply with the provision of Company Act, 2013.

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. In Certain cases the shorter notice was given for board meeting and the consent of all directors were taken for the same.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

We further report that

During the period under review Company has filed Draft Red Herring Prospectus for initial public offer with SEBI. After the period under review but before the date of signing of this report the Company has filed the Prospectus for its maiden public offer with SEBI and the initial public offer was duly over subscribed and the shares were listed on NSE and BSE.

**Chirag Shah**

Partner

Samdani Shah & Kabra

FCS No. 5545

C P No.: 3498

Place : Ahmedabad

Date : 08.08.2017

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  
GTPL Hathway Limited.

Our Secretarial Audit Report of even date is to be read along with this letter.

#### **Management's Responsibility**

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

#### **Auditor's Responsibility**

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtain from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

#### **Disclaimer**

5. 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.

**Chirag Shah**

Partner

Samdani Shah & Kabra

FCS No. 5545

C P No.: 3498

Place : Ahmedabad

Date : 08.08.2017



## ANNEXURE - 7 TO THE BOARD'S REPORT

# Management Discussion and Analysis

## 1. INDIAN ECONOMIC REVIEW

India has emerged as the world's fastest growing economy in 2016-17 with GDP at 7.1% according to the Central Statistics Office (CSO). The growth was driven by favourable policies and reforms towards strengthening macro-economic stability to promote strong and sustainable growth. Sustained low inflation, low current account deficit and a stable currency have created a positive environment for economic growth. The recent implementation of Goods and Services Tax (GST) will further lead to unified tax regime. With Government's thrust on areas, such as power, infrastructure, affordable housing and digitisation should help accelerate India's growth rate closer to 8% in the medium term.

## 2. INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian Media and Entertainment (M&E) industry one of the fastest growing sectors in the economy backed by rising consumer demand and improving advertising revenues. The M&E industry witnessed modest growth during the year due to the impact of demonetisation. According to FICCI-KPMG estimates, India's M&E industry grew at 9.1% in CY16 over the previous year, to Rs. 1,262 billion and at a CAGR of 11.6% between 2011-2016.

The industry has been largely driven by increasing digitisation, rising cable & satellite (C&S) segment and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people. The industry is expected to grow at a CAGR of 13.9% to Rs. 2,419 billion by 2021 (Source - FICCI-KPMG, DRHP, PL research).

### C&S Segment

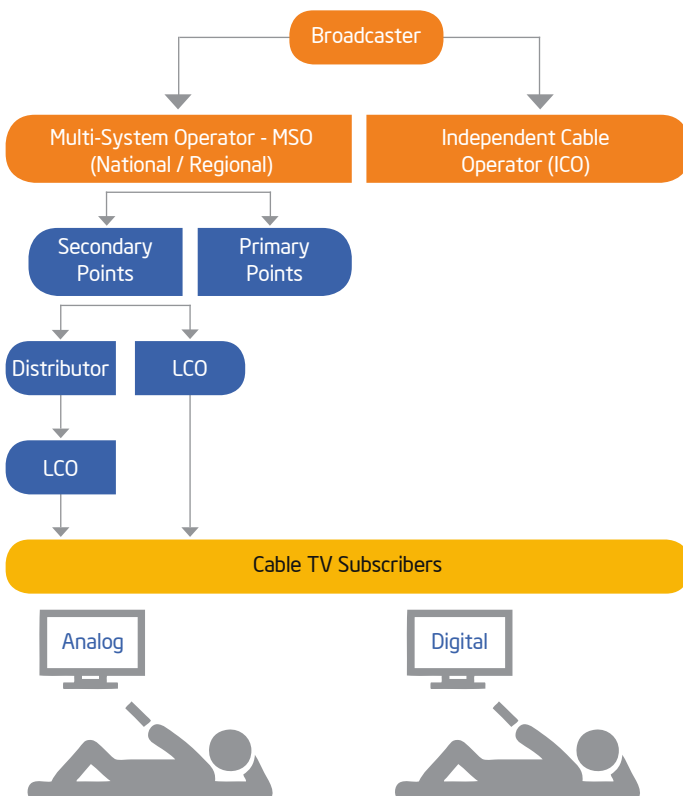
India's cable TV industry has grown rapidly since its inception two decades ago, largely driven by entrepreneurship and innovation from distribution platforms and content providers. Cable TV, analog as well as digital, is now available across millions of Indian households. It is established as a mass medium for entertainment and information.

### Cable TV industry structure

The key participants in the cable TV industry value chain include national and regional MSO, independent cable operator (ICO) and local cable operator (LCO)

Cable TV broadcasting operates by uplinking a broadcaster's channel to a satellite which then provides a downlink signal to a particular region. The downlink signal is received by MSOs at their network operating. MSOs operate on secondary points, providing signals to LCOs that, in turn, own the last mile connectivity. Currently, approximately 95% of cable TV subscribers in India are driven via secondary points as opposed to the last mile (Source: The MPA Report).

### Cable TV industry value chain



### EVOLUTION OF THE TV BROADCASTING SECTOR

- TV broadcasting in India commenced in 1959 when Doordarshan, the state-owned channel, started free-to-air terrestrial broadcast of TV service in Delhi
- The use of satellite communication for direct broadcasting of TV programs began in 1975
- Cable TV came into prominence in 1989 with few entrepreneurs setting up small analog cable TV networks and distributing local video channels
- The C&S TV market gained popularity with the introduction of sports, international news channels and new programming genres
- Cable TV distribution emerged as a simple delivery mechanism for distributing multiple satellite channels to the consumers
- Local cable operators (LCOs) started growing multi-fold by distributing broadcast content to the consumers
- Regulatory framework for satellite broadcasting was initiated by the Government in 1999 to create transparency in the distribution network
- DTH operations commenced in India in 2003, offering distribution of TV services with improved quality and choice to the customer without any intermediary distributor
- TRAI initiated digitization of cable TV distribution networks to be executed in four phases in 2011
- Presently, the phase IV is in progress which will allow the distributors to benefit more from the digitised areas

### Present scenario

Cable Television industry's growth in FY17 temporary slowed down due to delay in digitisation of analogue cable subscriber base. After multiple extensions of deadline, digitisation of Phase III cable subscriber base was largely completed. According to FICCI-KPMG industry report, Indian television segment registered a growth of 8.5% in CY16 as compared to 14.2% in CY15. The phase IV of digitisation is in progress currently and will aid revenue growth for both broadcasters and distributors.

The number of TV households in India increased to 181 million in 2016, implying a TV penetration of 63%. The number of C&S subscribers has reached 168 million in 2016 and expected to increase to 201 million by 2021 (Source: FICCI-KPMG Indian M&E Industry Report, 2017).

### C&S subscriber split by distribution (million)

|               | 2013 | 2014 | 2015 | 2016 | 2017E | 2018E | 2019E | 2020E | 2021E |
|---------------|------|------|------|------|-------|-------|-------|-------|-------|
| Analog cable  | 68   | 70   | 65   | 47   | 10    | -     | -     | -     | -     |
| Digital Cable | 25   | 29   | 37   | 45   | 68    | 76    | 79    | 82    | 84    |
| Pay DTH       | 37   | 40   | 44   | 54   | 71    | 78    | 81    | 84    | 86    |
| Free Dish     | 9    | 10   | 15   | 22   | 29    | 31    | 31    | 31    | 30    |
| Total         | 139  | 149  | 161  | 168  | 178   | 186   | 192   | 198   | 201   |

### Subscription and advertising revenue growth (Rs. billion)

|                      | 2013 | 2014 | 2015 | 2016 | 2017E | 2018E | 2019E | 2020E | 2021E |
|----------------------|------|------|------|------|-------|-------|-------|-------|-------|
| Subscription revenue | 281  | 320  | 361  | 387  | 426   | 494   | 579   | 672   | 771   |
| Advertising revenue  | 136  | 155  | 181  | 201  | 225   | 257   | 298   | 343   | 394   |

Subscription is the revenue earned by MSOs and LCOs for cable television services. Subscription revenue is estimated grow at a CAGR of 14.8% between 2016-2021, driven by the intended benefits of digitization after 2017. Advertising revenue are estimated to grow from Rs. 201 billion in 2016 to Rs. 394 billion in 2021 at a CAGR of 14.4%.

The TV industry is expected to grow at a CAGR of 14.7% to reach Rs. 1,166 billion in 2021. Positive factors for long-term growth include strong economic fundamentals and rising domestic consumption (Source: The KPMG-FICCI Report).

### Broadband

India is on the brink of entering a new phase of digital growth, facilitated by the Government's progressive initiatives. Broadband can stimulate this growth significantly, India's internet subscriber base is expected to increase from 411.6 million subscribers in 2016 to 1,004.3 million subscribers in 2021 led by growth in wireless subscribers. The following chart shows the number of the internet subscribers in India in the 2016-2021 period, with the breakdown into the wireless and wireline internet subscribers:

### Internet users in millions

|          | 2016   | 2017E  | 2018E  | 2019E  | 2020E  | 2021E  |
|----------|--------|--------|--------|--------|--------|--------|
| Wireless | 389.61 | 475.32 | 575.14 | 690.17 | 821.30 | 969.14 |
| Wired    | 21.95  | 24.11  | 26.49  | 29.10  | 31.97  | 35.12  |

The pan-India reach of MSOs represents an opportunity for the industry to tap into the rapidly growing market, by providing cost effective, high speed connectivity to users. The MSOs made rapid strides in terms of their subscriber acquisitions with the top MSOs in India registering a 64% growth in broadband subscriptions over 2016.

India's broadband market penetration and average connection speed is lower as compared to developed markets such as the US, UK, Korea and Japan. Thus, there is headroom for growth in India's broadband subscriber base as well as the internet user base generally. In recent years, telecom operators have invested in 4G, while offering mobile broadband at attractive data tariffs. At the same time, the price of smartphones and other handheld devices declined. This has further led to a growth in wireless broadband services.

Similar developments are expected in fixed broadband segment. Both private and government market participants have been investing more in the segment over the last few years. As national 4G rollouts and fibre investments scale up, India is expected to witness a marked improvement in the fixed broadband and mobile connection speeds. Over time, better broadband infrastructure and lower data costs will allow consumers to use applications high speed applications which, in turn, will increase data consumption and time spent online.

## 3. PERFORMANCE REVIEW

**Revenue:** The Company's overall consolidated revenues increased 26.53 % to Rs. 9417.40 Millions in 2016-17 as against Rs. 7442.84 Millions in 2015-16. The strong performance was largely owing to ISP revenue growth 76.52% & subscription revenue growth 33.02%.

**EBITDA:** Consolidated EBITDA went up by 50.66 % to Rs. 2404.44 Millions in 2016-17 as against Rs. 1595.93 Millions in 2015-16 owing to higher % increase in revenue compare to operating expenses. The operating margins strengthened 400 bps over previous year.

**PAT:** Consolidated PAT strengthened by 430.92 % to Rs. 400.23 Millions in 2016-17 as against Rs. 75.38 Millions in 2015-16 owing to higher operating margins. The net profit margins improved by 324 bps over previous year.

**Expenses:** The Company's key expenses include Pay channel expenses, Bandwidth Expenses and Manpower expenses and. Expenses as a proportion of

total revenue comprised 74.47% in 2016-17 as against 78.56% in 2015-16. The decrease was largely owing to improvement of 345 bps in pay channel expenses.

**Finance Cost:** The consolidated finance costs increased 30.37% to Rs. 579.65 Millions in 2016-17 as against Rs. 444.63 Millions in 2015-16 owing to increase in debt during the current financial year. The net debt for the Company stood at Rs.4437.62 Millions as against Rs. 3838.84 Millions in previous year.

**Share Capital:** The share capital of the Company increased by Nil % to Rs. 983.45 Millions during the year.

**Other Equity:** The reserves and surplus increased by 12.68 % to Rs. 3173.56 Millions during the year, owing to Positive profit after tax.

**Fixed Assets:** The Consolidated fixed assets of the Company increased 15.42 % to Rs. 11135.41 Millions in 2016-17 as against Rs. 9647.70 Millions in 2015-16. Gross block rose to Rs. 14716.43 Millions in 2016-17 as against Rs. 11679.57 Millions in 2015-16. The Company reported a return of 3.99% on total assets during 2016-17.

**Current Assets:** Total Consolidated current assets stood at Rs. 5081.06 Millions as on March 31, 2017 as against Rs. 4142.71 Millions as on March 31, 2016. The change is on account of increase in trade receivable & Cash.

**Current Liabilities:** Total consolidated current liabilities stood at Rs. 7612.90 Millions as on March 31, 2017 as against Rs. 6951.25 crores as on March 31, 2016. The change is on account of increase in short term borrowings.

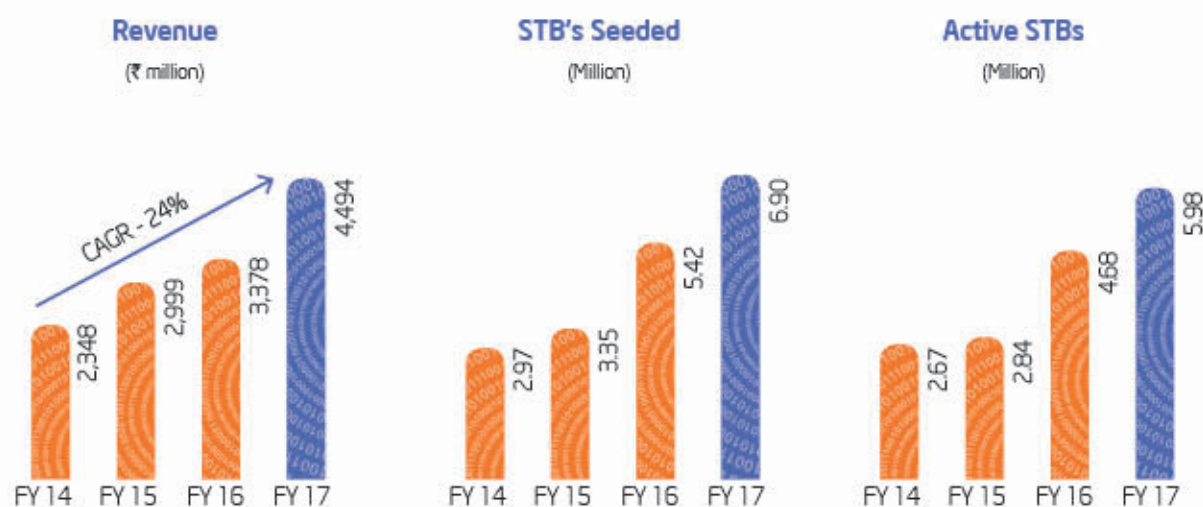
## 4. OPERATIONAL REVIEW

### CATV Business

This financial year the Company focussed on converting the Analogue CATV Customer to Digital CATV Customer mainly in its Phase 3 and Phase 4 market. Company has seeded 1.48 mn Set Top Boxes during the financial year. TV Channel Packages has been introduced for Phase 3 and Phase 4 in Quarter 3 and Quarter 4 of this financial year respectively.

The Company has consistently increased its CATV revenue which stands at INR 4494 Million in FY 2016-17 and grown at the CAGR (Cumulative Annual Growth Rate) of around 24% over last 4 years.

The number of Seeded Boxes and Active STBs has consistently grown over last 4 years and stands at 6.98 Million and 5.98 Million respectively.



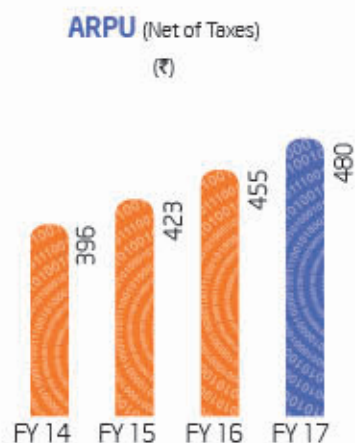
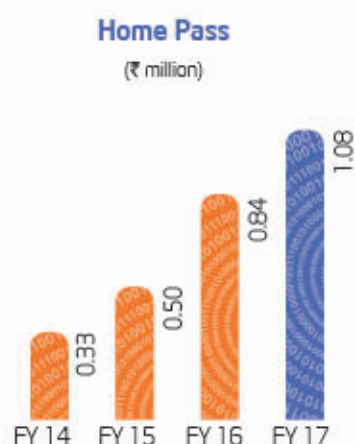
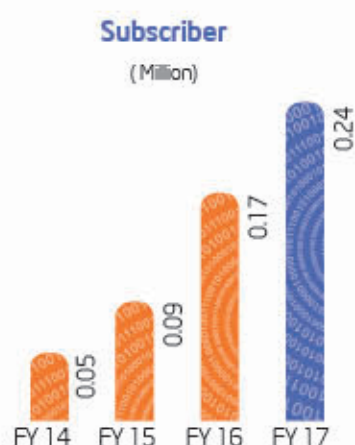
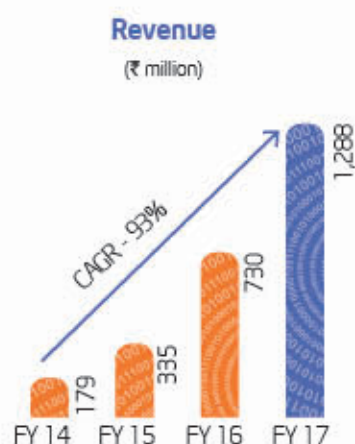
### Broadband Business

In Broadband Services, the company has increased its home pass (broadband enabled homes) by around 0.24 Million homes and added around 70000 subscribers during the financial year. The Broadband business Average Realisation Per User (ARPU) has increased from Rs. 455 in March 2016 to Rs. 480 in March 2017.

The Company has consistently increased its ISP revenue which stands at INR 1288 Million in FY 2016-17 and grown at the CAGR (Cumulative Annual Growth Rate) of around 93% over last 4 years.

The number of Home Pass and Active Broadband Subscriber has consistently grown over last 4 years and stands at 1.08 Million and 0.24 Million respectively.





## 5. KEY GROWTH DRIVERS

### Significant Investment in CATV for Digitisation has already been completed

The Company has Seeded 6.90 Million Boxes by March 2017. This year the investment has been made for seeding boxes in Phase 3 and Phase 4 market and the Company can now look forward to reaping the returns on that investment.

### Leveraging current network infrastructure for Broadband Business

The Company has increased its Broadband Home Pass (broadband enabled homes) to 1.08 mn by the end of March 2017 by leveraging the current network infrastructure. Company will keep leveraging the current network infrastructure for expanding its Broadband Business

### Introduction of New Technology which will enhance customer experience

The Company is in process of deploying next-generation video headend system from Harmonic Inc., USA which will enable to offer up to 650 cable television (CATV) channels and 50 OTT channels.

The Company is in process of implementing GPON-FTTH (Gigabit Passive Optical Network – Fiber to the home) technology in Broadband business which will enable the Company to provide High Speed Services, like 100 Mbps speed, to its customers.

### Initial Public Offering

During the financial year, the Board of Directors approved to raise funds through Public offering and the Company filed its DRHP to the Securities and Exchange Board of India (SEBI) on December 30, 2016.

Pursuant to the Initial Public Offering of the Company in June 2017, the Company allotted 1,41,17,650 Equity Shares of Rs. 10/- each at a premium of Rs. 160/- per share on June 30, 2017. The shares of the Company got listed on the National Stock Exchange India Limited and BSE Limited on July 04, 2017.

## 6. OPPORTUNITIES AND THREATS

### Opportunities

- The digitisation in DAS-IV area completed by 31st March 2017 as per Government Notification which gives opportunities to monetize the investment already made for digitisation and start billing per sub base basis to DAS-IV LCO's which can improve revenue.
- As digitization gets over, Cable MSOs have the opportunity to monetize other Value Added Services viz. HD, local channels & VoD services.
- The significant reach of MSOs represents an opportunity to tap into the rapidly growing Broadband market, by providing cost effective, high speed connectivity to users.

### Threats

- Consumer preferences of consuming content in different screens are evolving which may put pressure on MSO's to expand its offering in all screens available and make investment to do so.
- The competition in broadband space may intensify over time due to existing and new players which may impact ARPUs.

## 7. COMPANY OUTLOOK

The Company is focusing on its core business activities, Cable Television business and Broadband Service business and doing geographical expansion of business across India. The Company is geared to use of high-tech advance technology to



enhance quality of services to the Customers. Company is in process of deploying next-generation video headend system from Harmonic Inc., USA which will enable to offer up to 650 cable television (CATV) channels and 50 OTT channels and GPON-FTTH technology in Broadband business which will enable the Company to provide High Speed Services, like 100 Mbps speed, to its customers.

## 8. RISK MANAGEMENT

| Nature of Risk            | Definition  | Mitigation Measures  |
|---------------------------|---|--|
| LCOs Support and Training | LCOs function as primary facilitators of our business expansion. Therefore, lack of training and motivation of LCOs may impact business growth.             | We regularly collaborate with LCOs to provide training and for our branding initiatives. The Company has invested in facilitating infrastructure to enable the LCOs to work more efficiently in partnership with us.   |
| Competition               | Our CATV service face competition from providers of television services through alternative technology platforms, such as DTH satellite television and IPTV | The Company is No 1 MSO with 67% market share in Gujarat and No2 in Kolkata and Howrah with 24% Market share and present in 10 States. The Company is well placed to protect and grow its market share by virtue of which we enjoy certain advantages over competitor in the DTH space, such as ability to deliver Higher number of quality channels, localized content, reliability of service in all seasons, lower cost of subscriber acquisition and better suitability in high-density areas.   |
| Technology Risk           | Our Business depends on technology and inability to adopt relevant and new technologies will jeopardise our growth  | The Company always works with world class technology partners and deploy latest technology for enhanced customer experience. Company is deploying next-generation video headend system for CATV business from Harmonic Inc., USA which will enable to offer up to 650 cable television (CATV) channels and 50 OTT channels and support latest compression technology of HVEC and 4K Content. Company is also in process of implementing GPON-FTTH (Gigabit Passive Optical Network – Fiber to the home) technology in Broadband business which will enable the Company to provide High Speed Services, like 100 Mbps speed, to its customers |

## 9. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company's internal controls are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorised use, executing transactions with proper authorisation and ensuring compliance of corporate policies. The Company has a well-defined delegation of power with authority limits for approving revenue as well as expenditure.

The Company has appointed Internal Auditor who conducts the Audit. Internal Audit Results were presented to Audit Committee and appropriate mitigation steps taken by Audit Committee and Management.

There are no material financial controls related observations outstanding as at March 31, 2017.

Based on the above, the management believes that adequate Internal Financial Controls exist in relation to its Financial Statements.

## 10. HUMAN RESOURCES

The Company's human resources are at the centre of all its operations. It takes special care to recognise outstanding performance. Employees are rewarded for their utmost dedication after periodical review of their performance. Various training sessions and seminars are provided to the employees with the help of professional trainers. The Company's regular and senior management staffs also participate in refresher courses and specialised training sessions. The Company had 1287 employees in its payroll as on March 31, 2017.

## 11. CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectation may be "forward-looking" within the meaning of applicable laws and regulations. Actual results might differ materially from those expressed or implied.

**ANNEXURE - 8 TO THE BOARD'S REPORT****DECLARATION REGARDING ADHERENCE TO THE CODE OF CONDUCT**

To,  
The Board of Directors,  
**GTPL Hathway Limited**  
202, Sahajanand Shopping Centre,  
Oposite Swaminarayan Mandir, Shahibaug,  
Ahmedabad 380004, India

Dear Sirs,

I, Aniruddhasinhji Nogubha Jadeja, Managing Director of the Company, hereby declare and certify that the Board of Directors and the Key Managerial Personnel/ Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company during the Financial Year 2016-17.

**For GTPL Hathway Limited**

Date : August 08, 2017  
Place : Ahmedabad

**Aniruddhasinhji Nogubha Jadeja**  
Managing Director  
DIN 00461390

## ANNEXURE - 9 TO THE BOARD'S REPORT

# Report on Corporate Governance

## (1) Company's philosophy on Code of Governance

The Corporate Governance provisions of the Listing Regulations applicable to the Company immediately upon the listing of the Equity Shares on the Stock Exchanges, i.e. the National Stock Exchange of India and BSE Limited on and from July 04, 2017. The Company was in compliance with the requirements of the applicable regulations, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, in respect of the Corporate Governance including constitution of the Board and Committees thereof and formulation of policies. The Corporate Governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board committees, as required under laws. The Board has constituted the Committees in accordance with the requirements of the Companies Act, 2013 and Listing Regulations executed with the Stock Exchanges:

Your Company believes that good Corporate Governance is essential for achieving long term corporate goals of the Company and to fulfill the aspirations of the all its stakeholders including shareholders. In the context of globalization and liberalization business environment, where the stakeholders are scattered all over the world, the Company feels that their participation and involvement in the affairs of the Company can be achieved only through professional approach and better Corporate Governance. The entire process begins with the functioning of the Board of Directors, with leading professionals and experts serving as independent directors and represented in the various Committees of the Board. The Company's philosophy on code of governance is based on the following principles:

- Transparency, accountability and integrity in business practices;
- Compliance with all applicable laws of the land;
- Effective management control of the Board;
- Transparency in timely disclosure of financial and other important information

## (2) Board of Directors

### (a) composition and category of directors and number of other board of directors or committees in which a director is a member or chairperson;

The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides the Board of Directors detailed reports on its performance periodically.

Currently, our Board has 8 Directors comprising 2 Executive Directors, 2 Non-Executive Directors and 4 Independent Directors (Out of the 4 independent Directors one is Woman Director).

None of the Directors hold directorship in more than 10 (Ten) Public Limited Companies or acts as an Independent Director of more than 7 Listed Companies. Further none of the Directors is member of more than 10 (Ten) Committees or chairperson of more than 5 (Five) Committees across all Public Limited Companies in which he is a Director.

The composition of the Board and other relevant details relating to directors for the financial year ended March 31, 2017 are as under :

| Name of the Director               | Category (Chairperson /Executive/Non-Executive/Independent/ Nominee)* | Date of Appointment at present designation | No of Directorship in listed entities including the Company | No. of directorship in entities other than listed entity# | No of memberships in Audit/ Stakeholder Committee(s) in listed entities including the Company | No of post of Chairperson in Audit/ Stakeholder Committee in listed entities including the Company |
|------------------------------------|---|--|---|---|---|--|
| Mr. Rajan Gupta                    | C & NED   | 28-Sep-2016                                | 2   | 0   | 2   | 0  |
| Mr. Aniruddhasinhji Nogubha Jadeja | Promoter & ED   | 08-Dec-2016                                | 1   | 9   | 1   | 0  |
| Mr. Amit Jayantilal Shah           | ED  | 28-Sep-2016                                | 1   | 10  | 1   | 0  |
| Mr. Ajay Singh                     | NED   | 28-Nov-2014                                | 1   | 0   | 2   | 0  |
| Mr. Bharat Bhogilal Chovatia       | ID  | 28-Sep-2016                                | 2   | 0   | 2   | 1  |
| Mr. Parulben Pravinkumar Oza       | ID  | 28-Sep-2016                                | 1   | 2   | 2   | 1  |
| Mr. Falgun Harishkumar Shah        | ID  | 28-Sep-2016                                | 1   | 1   | 1   | 1  |
| Mr. Kunal Chandra                  | ID  | 28-Sep-2016                                | 1   | 1   | 1   | 0  |

# including all public & private limited companies other than listed and foreign companies.

\* None of the Non-Executive Directors was holding shares in the Company as on March 31, 2017

**(b) number of meetings of the board of directors held and dates on which held and date of annual general meeting;**

There were total 15 board meetings held in the financial year 2016-17. The following are the dates of Board meeting held during the financial year 2016-17 and the maximum gap between two Board Meetings was less than 120 days.

|            |            |            |
|------------|------------|------------|
| 22.04.2016 | 10.08.2016 | 23.12.2016 |
| 23.05.2016 | 23.08.2016 | 06.02.2017 |
| 06.06.2016 | 17.09.2016 | 30.03.2017 |
| 09.06.2016 | 28.09.2016 |            |
| 10.06.2016 | 08.11.2016 |            |
| 21.07.2016 | 08.12.2016 |            |

The last annual general meeting of the Company was held on August 29, 2016.

**(c) attendance of each director at the meeting of the board of directors and the last annual general meeting;**

| Sr. no. | Name of Director                   | Category* | Attendance in Board Meeting | Last Annual General Meeting attended |
|---------|------------------------------------|-----------|-----------------------------|--------------------------------------|
| 1       | Mr. Jagdish Kumar Pillai           | C & NED   | 0                           | No                                   |
| 2       | Mr. Kanaksinh Bhurubha Rana        | ED        | 10                          | Yes                                  |
| 3       | Mr. Aniruddhasinhji Nogubha Jadeja | MD        | 14                          | Yes                                  |
| 4       | Mrs. Parul A. Jadeja               | ED        | 9                           | Yes                                  |
| 5       | Mr. Amit Jayantilal Shah           | WTD       | 14                          | Yes                                  |
| 6       | Mr. Samson Jesudas                 | NED       | 1                           | No                                   |
| 7       | Mr. Devendra Shrotri               | NED       | 0                           | No                                   |
| 8       | Mr. Ajay Singh                     | NED       | 14                          | Yes                                  |
| 9       | Mr. Rajan Gupta                    | C & NED   | 4                           | Not applicable                       |
| 10      | Ms Parulben Pravinkumar Oza        | ID        | 3                           | Not applicable                       |
| 11      | Mr. Falgun Harishkumar Shah        | ID        | 3                           | Not applicable                       |
| 12      | Mr. Kunal Chandra                  | ID        | 3                           | Not applicable                       |
| 13      | Mr. Bharat Bhogilal Chovatia       | ID        | 4                           | Not applicable                       |

Note:

1. Mr. Bharat Bhogilal Chovatia, Mr. Kunal Chandra, Ms. Parulben Pravinkumar Oza and Mr. Falgun Harishkumar Shah were appointed as additional directors by the Board with effect from September 28, 2016 in the category of the independent directors.
2. Mr. Rajan Gupta was appointed as an additional director as well as Chairman by the Board with effect from September 28, 2016 in the category of Non-Executive Director.
3. Mrs. Parul Aniruddhasinh Jadeja, Mr. Jagdish Kumar Pillai and Mr. Devender Shrotri, Directors for the time being, resigned from the office of directorship with effect from September 26, 2016.
4. Mr. Samson Jesudas and Mr. Kanaksinh Bhurubha Rana, Directors for the time being, resigned from the office of directorship with effect from September 28, 2016.

\* Category

|         |                                     |
|---------|-------------------------------------|
| C & NED | Chairman and Non-Executive Director |
| ED      | Executive Director                  |
| MD      | Managing Director                   |
| WTD     | Whole time Director                 |
| NED     | Non-Executive Director              |
| ID      | Independent Director                |

**(d) disclosure of relationships between directors inter-se;**

There is no relationship between directors inter-se.

**(e) number of shares and convertible instruments held by non-executive Directors as on March 31, 2017;**

None of the non-executive Directors of the Company held any shares in the Company as on March 31, 2017

**(f) web link where details of familiarisation programmes imparted to independent directors is disclosed.**

Web link is [www.gtpl.net](http://www.gtpl.net)



**(3) Audit Committee**

- a. Composition and brief description of terms of reference;

The Audit Committee was constituted by a resolution of our Board dated September 28, 2016. The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations

Composition of the Committees of the Board of directors of the Company are hereunder:

| Sl. No. | Name of the Committee members | Category/Designation   |          |
|---------|-------------------------------|------------------------|----------|
| 1       | Mr. Falgun Harishkumar Shah   | Independent Director   | Chairman |
| 2       | Mr. Kunal Chandra             | Independent Director   | Member   |
| 3       | Ms. Parulben Pravinkumar Oza  | Independent Director   | Member   |
| 4       | Mr. Amit Jayantilal Shah      | Executive Director     | Member   |
| 5       | Mr. Ajay Singh                | Non-Executive Director | Member   |
| 6       | Mr. Bharat Bhogilal Chovatia  | Independent Director   | Member   |

The terms of reference of the Audit Committee include the following:

- (a) oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (b) providing recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors of the Company and the fixation of audit fee;
- (c) review and monitor the statutory auditor's independence and performance and effectiveness of audit process;
- (d) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (e) reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - (i) 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, as amended;
  - (ii) changes, if any, in accounting policies and practices and reasons for the same;
  - (iii) major accounting entries involving estimates based on the exercise of judgment by management;
  - (iv) significant adjustments made in the financial statements arising out of audit findings;
  - (v) compliance with listing and other legal requirements relating to financial statements
  - (vi) disclosure of any related party transactions; and
  - (vii) qualifications in the draft audit report.
- (f) reviewing, with the management, the quarterly and half-yearly financial statements before submission to the Board for approval;
- (g) 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;
- (h) reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- (i) 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;
- (j) discussion with internal auditors any significant findings and follow up there on;
- (k) 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;
- (l) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (m) look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (n) review the functioning of the whistle blower mechanism;
- (o) approval of appointment of the chief financial officer (i.e., the whole time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate;
- (p) approval or any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- (q) scrutiny of inter-corporate loans and investments;

- (r) valuation of undertakings or assets of the Company, wherever it is necessary;
- (s) evaluation of internal financial controls and risk management systems; and
- (t) carry out any other function as mentioned in the terms of reference of the Audit Committee.

The powers of the Audit Committee shall include the following:

- (a) to investigate any activity within its terms of reference;
- (b) to seek information from any employee;
- (c) to obtain outside legal or other professional advice; and
- (d) to secure attendance of outsiders with relevant expertise, if it considers necessary.

The Audit Committee shall mandatorily review the following information:

- (a) management's 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 the management;
- (c) management letters / letters of internal control weaknesses issued by the statutory auditors;
- (d) internal audit reports relating to internal control weaknesses;
- (e) the appointment, removal and terms of remuneration of the chief internal auditor; and
- (f) statement of deviations:
  - i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of regulation 32 (1) of Listing Regulations.
  - ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of regulation 32 (7) of Listing Regulations.

The Audit Committee shall have authority to investigate into any matter in relation to the items as specified aforesaid, seek information from any employee or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the Company.

- b. meetings and attendance during the year.

During the financial year 2016-17, there were two meetings of the Audit Committee of the Board of the Company held on December 08, 2016 and March 30, 2017 respectively and the maximum gap between two meetings was less than 120 days.

The attendance of Members during these meetings was as follows:

| Sr. no. | Name of Director             | Category | No. of meetings attended |
|---------|------------------------------|----------|--------------------------|
| 1       | Mr. Falgun Harishkumar Shah  | Chairman | 2                        |
| 2       | Mr. Kunal Chandra            | Member   | 2                        |
| 3       | Mr. Amit Jayantilal Shah     | Member   | 2                        |
| 4       | Mr. Ajay Singh               | Member   | 2                        |
| 5       | Ms. Parulben Pravinkumar Oza | Member   | 2                        |
| 6       | Mr. Bharat Bhogilal Chovatia | Member   | 2                        |

#### (4) Nomination and Remuneration Committee

##### 1. Composition and brief description of terms of reference;

The Nomination and Remuneration Committee was constituted by a resolution of our Board dated September 28, 2016.

Composition of the Nomination and Remuneration Committee are hereunder:

| Sl. No. | Name of the Committee members | Category/Designation   |          |
|---------|-------------------------------|------------------------|----------|
| 1       | Mr. Kunal Chandra             | Independent Director   | Chairman |
| 2       | Ms. Parulben Pravinkumar Oza  | Independent Director   | Member   |
| 3       | Mr. Falgun Harishkumar Shah   | Independent Director   | Member   |
| 4       | Mr. Ajay Singh                | Non-Executive Director | Member   |

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act. The terms of reference of the Nomination and Remuneration Committee include the following:

- (a) formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, key managerial personnel and other employees;
- (b) formulation of criteria for evaluation of independent Directors and the Board;

- (c) devising a policy on Board diversity;
- (d) identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report;
- (e) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- (f) analysing, monitoring and reviewing various human resource and compensation matters;
- (g) determining the Company's policy on specific remuneration packages for executive Directors including pension rights and any compensation payment, and determining remuneration packages of such Directors;
- (h) determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;
- (i) reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- (j) framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended and the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
- (k) performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee shall have the authority to investigate into any matter in relation to the items specified under the terms of reference or such other matter as may be referred to it by the Board and for this purpose, shall have full access to information contained in the records of the Company and shall have power to obtain external professional advice, if necessary.

## 2. meeting and attendance during the year;

During the financial year 2016-17, there were two meetings of the Committee held on December 08, 2016 and February 06, 2017.

The attendance of Members during these meetings was as follows:

| Sr. no. | Name                         | Category | Attendance in Meeting |
|---------|------------------------------|----------|-----------------------|
| 1       | Mr. Kunal Chandra            | Chairman | 1                     |
| 2       | Ms. Parulben Pravinkumar Oza | Member   | 1                     |
| 3       | Mr. Falgun Harishkumar Shah  | Member   | 2                     |
| 4       | Mr. Ajay Singh               | Member   | 2                     |

## 3. performance evaluation criteria for independent directors.

The Performance Evaluation Policy ("Policy") as set out hereunder aims to ensure that the Independent Directors of the Company ("Independent Directors") and other directors, as a whole work efficiently and effectively in achieving their functions. This Policy aims at establishing a procedure for conducting periodical evaluation of the Board and the individual directors. Hence, it is important that every individual member of the Board effectively contributes in the deliberations of the Board.

### Role of the Board and Independent Directors

In conformity with the requirements of the Act read with the Listing Regulations, the performance evaluation of the Independent Directors shall be done by the entire Board, excluding the Independent Director being evaluated.

The Independent Directors are duty bound to evaluate the performance of non-Independent Directors and the Board as a whole. The Independent Directors shall meet at least once in a year to review the performance of the non-Independent Directors, performance of chairperson of the Company and the Board as a whole, taking into account the views of both executive directors and non-executive directors.

### Evaluation Criteria

The Board shall pay regards to the following parameters for the purpose of evaluating the performance of a particular director. In respect of each of the evaluation factors, various aspects have been provided to assist with the evaluation process in respect of performance of the Board itself, and the individual directors. Such evaluation factors may vary in accordance with their respective functions and duties.

Appraisal of each director of the Company shall be based on the criteria as stipulated in the Policy.

### Evaluation of Independent Directors

While evaluating the performance of Independent Directors, the Board may consider attendance and participations in the Board meetings, raising of concerns to the Board, among other criteria

### Evaluation of Non-Independent Directors/ Executive Directors

While evaluating the performance of non-Independent Directors/ executive directors, the Committee may consider leadership initiatives, Professional skills, problem solving and decision making aptitude, among others criteria.

### Evaluation of the Board

While evaluating the performance of the Board as a whole, the Committee may consider the effectiveness of the Board in decision making, ability of the Board to review the organization's performance in carrying out the stated mission on a regular basis, communication channel and flow of information, among others criteria.

### Evaluation of Key Management Personnel

While evaluating the performance of the Key Management Personnel (as defined by the Committee from time to time), the Committee may consider interpersonal and communication skills, team work attributes, safeguard of confidential information among others criteria.

The Committee may amend the Policy, if required, subject to approval of the Board, to ascertain its appropriateness as per the needs of the Company.

## 5. REMUNERATION OF DIRECTORS

Pursuant to Section 178 (3) of the Act read with Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated and approved this Nomination and Remuneration Policy ("**Policy**"). The said Policy is available on the website of the Company at [www.gtpl.net](http://www.gtpl.net).

### Objective of the Policy

The objectives of this Policy are set forth below:

- to lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (independent, executive and non-executive) and persons who may be appointed in Senior Management and Key Managerial Personnel positions;
- to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- to ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management personnel and provide necessary report to the Board for further evaluation by the Board; and
- to ensure that the remuneration paid to the Directors, Key Managerial Personnel and Senior Management personnel involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

### Remuneration to Managing Director / Whole-time Directors:

- The Remuneration/ Commission, as applicable, to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of Act or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

### Remuneration to Non- Executive / Independent Directors:

- The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of the Act and the Listing Regulations. The amount of sitting fees shall be such as may be recommended by the Committee and approved by the Board.

### Remuneration to Key Managerial Personnel and Senior Management:

- The remuneration to Key Managerial Personnel and Senior Management personnel shall consist of fixed pay and incentive pay, in compliance with the provisions of the Act and in accordance with this Policy.

The components of the total remuneration vary for different cadres and are governed by industry pattern, qualifications and experience of the employee, responsibilities handled by him, individual performance, etc.

### Details of remuneration paid in the financial year 2016-2017:

#### (a) Executive Directors:

(Amount - Rs. in Lakh)

| Sr. No. | Particulars of Remuneration   | Name of MD/WTM/ Manager                            |  | EXECUTIVE DIRECTORS      |                  |
|---------|---|--|--|--------------------------|------------------|
|         |   | ANIRUDDHASINHJI NOGUBHA JADEJA (Managing Director) | AMIT JAYANTILAL SHAH (Whole-time Director) | KANAKSINH BHURUBHA RANA# | PARUL A. JADEJA# |
| 1       | Gross Salary  |  |  |                          |                  |
|         | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 133.87   | 57.44                                      | 29.67                    | 8.80             |
|         | (b) Profits in lieu of salary under section 17(3) Income- tax Act, 1961             | 0.76   | 0.38                                       | -                        | -                |
|         | Total (A)   | 134.63   | 57.82                                      | 29.67                    | 8.80             |
|         | Service Contracts/Tenure  | Up to December 7, 2019                             | Upto September 27, 2021                    |                          |                  |

# Mrs. Parul A. Jadeja and Mr. Kanaksinh Bhurubha Rana resigned from the office of the Directorship w.e.f. September 26, 2016 and September 28, 2016 respectively.

The Company does not provide any severance fee to any of its Executive Directors. The Company does not have any stock option plan or performance linked incentive for its Executive Directors.



**(b) Non-executive Directors:**

All the Non-executive Directors are getting the sitting fee of Rs.50,000/- per day for attending the Board/ Committee Meeting :

| Sr. No. | Particulars of Remuneration                | Name of Directors        |                          |                         |               |             |            |
|---------|--|--------------------------|--------------------------|-------------------------|---------------|-------------|------------|
|         |  | Bharat Bhogilal Chovatia | Parulben Pravinkumar Oza | Falgun Harishkumar Shah | Kunal Chandra | Rajan Gupta | Ajay Singh |
| 01      | Independent Directors                      |                          |                          |                         |               |             |            |
|         | Fee for attending board committee meetings | 1,50,000                 | 1,00,000                 | 1,00,000                | 1,00,000      | ---         | ---        |
|         | Tenure                                     | Till September 27, 2021  |                          |                         |               | ---         |            |

**Details of No. of shares held by Non-Executive Directors in the Company as on March 31, 2017 are as under:**

None of the Non-Executive directors held any shares in the Company as on March 31, 2017

**(5) Stakeholders Relationship Committee:****i. Name of non-executive director heading the Committee;**

The Stakeholder Relationship Committee was constituted by a resolution of our Board dated September 28, 2016. The members of the Stakeholder Relationship Committee are hereunder:

**Stakeholders Relationship Committee**

| Name of the Committee members      | Category/Designation   |          |
|------------------------------------|------------------------|----------|
| Ms. Parulben Pravinkumar Oza       | Independent Director   | Chairman |
| Mr. Aniruddhasinhji Nogubha Jadeja | Executive Director     | Member   |
| Mr. Rajan Gupta                    | Non-Executive Director | Member   |
| Mr. Ajay Singh                     | Non-Executive Director | Member   |

This committee is responsible for the redressal of shareholder grievances. The terms of reference of the Stakeholder Relationship Committee include the following:

- considering and resolving the grievances of security holders of the Company, including complaints related to transfer of shares, non-receipt of annual report, non-receipt of declared dividends;
- investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- giving effect to all transfer/transmission of shares and debentures, dematerialization of shares and rematerialisation of shares, split and issue of duplicate/consolidated share certificates, allotment and listing of shares, buy back of shares, compliance with all the requirements related to shares, debentures and other securities from time to time;
- oversee the performance of the registrars and transfer agent(s) of the Company and to recommend measures for overall improvement in the quality of investor services and also to monitor the implementation and compliance of the code of conduct for prohibition of insider trading pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended and other related matters as may be assigned by the Board of Directors; and
- carrying out any other function as prescribed under the Listing Regulations and as may be delegated by the Board of Directors.

There was one meeting of the Stakeholder Relationship Committee held on March 30, 2017.

The presence of members in the meeting during the financial year 2016-17 is hereunder:

| Sr. no. | Name of Director                   | Category | Attendance in Meeting |
|---------|------------------------------------|----------|-----------------------|
| 1       | Ms. Parulben Pravinkumar Oza       | Chairman | 1                     |
| 2       | Mr. Aniruddhasinhji Nogubha Jadeja | Member   | 0                     |
| 3       | Mr. Rajan Gupta                    | Member   | 0                     |
| 4       | Mr. Ajay Singh                     | Member   | 1                     |

**ii. Name and designation of compliance officer;**

Tarun Kumar

Company Secretary and Compliance Officer

**iii. Number of shareholders' complaints received so far during the year;**

Nil

**iv. Number not solved to the satisfaction of shareholders;**

Not applicable

**v. Number of pending complaints.**

Nil

## (6) Corporate Social Responsibility (CSR) Committee

The following is the composition of the CSR Committee:

| Sl. No. | Name of the Committee members | Category/Designation   |          |
|---------|-------------------------------|------------------------|----------|
| 1       | Ms. Parulben Pravinkumar Oza  | Independent Director   | Chairman |
| 2       | Mr. Ajay Singh                | Non-Executive Director | Member   |
| 3       | Mr. Amit Jayantilal Shah      | Executive Director     | Member   |
| 4       | Mr. Rajan Gupta               | Non-Executive Director | Member   |

The Company understands its responsibility towards the society in which it operates and is initiating small but significant steps in bringing positive changes in the environment for sustainable development taking into the consideration the interest of various stakeholders. With the rapidly changing corporate environment, more functional autonomy, operational freedom etc., Company has adopted CSR policy ("Policy") as a strategic tool for sustainable growth. For Company in the present context, CSR policy adopted by the Company is not just tool of investment of funds for Social Activity but also efforts to integrate Business processes with Social processes.

### CSR Vision:

1. Develop meaningful and effective strategies for engaging with all stakeholders;
2. Consult with local communities to identify effective and culturally appropriate development goals;
3. Partner with credible organizations like trusts, foundations etc. including non-government organizations;

There were two meetings of the CSR committee held on May 23, 2016 and August 10, 2016 respectively.

The presence of members in the meeting during the financial year 2016-17 is hereunder:

| Sr. no. | Name of Director             | Category | Attendance in Meeting |
|---------|------------------------------|----------|-----------------------|
| 1       | Mrs. Parul A. Jadeja*        | Chairman | 2                     |
| 2       | Mr. Kanaksinh Bhurubha Rana* | Member   | 2                     |
| 3       | Mr. Jagdish Kunar Pillai*    | Member   | 0                     |

\*Mr. Parul Jadeja and Mr. Jagdish Kunar Pillai resigned from the Office of directorship with effect from September 26, 2016 and Mr. Kanaksinh Bhurubha Rana resigned from the Office of directorship with effect from September 28, 2016

## (7) Separate meeting of the Independent Directors and other Committees

### (1) Separate meeting of the Independent Directors

As per the provisions of the Companies Act, 2013 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors held on March 30, 2017, inter alia to consider the following:

- (a) review the performance of non-independent directors and the Board as a whole;
- (b) review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- (c) assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All Independent directors of the Company i.e. Mr. Falgun Harishkumar Shah, Ms. Parul Pravinkumar Oza, Mr. Kunal Chandra and Mr. Bharat Bhogilal Chovatia were present in the said meeting.

### (2) Loan and Investment Committee

The Loan and Investment Committee is vested with powers to authorize give loan and make investment from time to time within ambit of authorization given by the Board.

The Composition of the Loan and Investment Committee is hereunder:

| Sl. No. | Name of the Committee members      | Category/Designation |          |
|---------|------------------------------------|----------------------|----------|
| 1       | Mr. Aniruddhasinhji Nogubha Jadeja | Managing Director    | Chairman |
| 2       | Mr. Ajay Singh                     | Director             | Member   |
| 3       | Mr. Amit Jayantilal Shah           | Whole time director  | Member   |

There were three meetings of the Committee held on during the financial year 2016-17 on December 03, 2016, January 11, 2017 and February 06, 2017.

The presence of members of the Committee in the said meetings are hereunder:

| Sr. no. | Name of Director                   | Category | Attendance in Meeting |
|---------|------------------------------------|----------|-----------------------|
| 1       | Mr. Aniruddhasinhji Nogubha Jadeja | Chairman | 3                     |
| 2       | Mr. Amit Jayantilal Shah           | Member   | 2                     |
| 3       | Mr. Ajay Singh                     | Member   | 3                     |

### (3) Administrative cum Regulatory Committee

The Administrative cum Regulatory Committee is vested with powers to deal with day to day operation works and other matters within ambit of authorization given by the Board.

The Composition of the Administrative cum Regulatory Committee is hereunder:

| Name of the Committee members      | Category/Designation |          |
|------------------------------------|----------------------|----------|
| Mr. Aniruddhasinhji Nogubha Jadeja | Managing Director    | Chairman |
| Mr. Rajan Gupta                    | Director             | Member   |
| Mr. Amit Jayantilal Shah           | Whole time director  | Member   |
| Mr. Ajay Singh                     | Director             | Member   |

There were two meetings of the Committee held on during the financial year 2016-17 on February 06, 2017 and March 30, 2017.

The presence of members of the Committee in the said meetings are hereunder:

| Sr. no. | Name of Director                   | Category | Attendance in Meeting |
|---------|------------------------------------|----------|-----------------------|
| 1       | Mr. Aniruddhasinhji Nogubha Jadeja | Chairman | 1                     |
| 2       | Mr. Rajan Gupta                    | Member   | 1                     |
| 3       | Mr. Ajay Singh                     | Member   | 2                     |
| 4       | Mr. Amit Jayantilal Shah           | Member   | 1                     |

### (3) Offer Committee

The Offer Committee, an adhoc committee, is vested with powers to deal with matters in relation to Initial Public Offering of the Company within ambit of authorization given by the Board.

The Composition of the Offer Committee is hereunder:

| Sl. No. | Name of the Committee members      | Category/Designation |          |
|---------|------------------------------------|----------------------|----------|
| 1       | Mr. Aniruddhasinhji Nogubha Jadeja | Managing Director    | Chairman |
| 2       | Mr. Ajay Singh                     | Director             | Member   |
| 3       | Mr. Amit Jayantilal Shah           | Whole time director  | Member   |

There was no meeting of the Committee held on during the financial year 2016-17.

## (8) General Body Meeting

### (a) Details of Annual General Meetings held during the last three years:

| Meetings               | Date               | Time       | Venue                                     | No. of Special Resolution(s) passed |
|------------------------|--------------------|------------|---|-------------------------------------|
| Annual General Meeting | August 29, 2016    | 11.30 A.M. | 202, Sahajanand Shopping Center, Opposite | Nil                                 |
| Annual General Meeting | August 08, 2015    | 11.30 A.M. | Swaminarayan Mandir, Shahibaug, Ahmedabad | Nil                                 |
| Annual General Meeting | September 30, 2014 | 11.00 A.M. | 380004, Gujarat, India                    | Nil                                 |

(b) No special resolution requiring postal balloting under the Listing Regulations to be placed for shareholders' approval at this meeting.

(c) No special resolution was passed through postal ballot at the last Annual General Meeting held on August 29, 2016.

### (9) Means of communication

Information like Quarterly/ Half-yearly/ Annual Audited Financial Results are published by the Company in English newspaper viz., Financial Express and vernacular newspaper Sandesh. The quarterly shareholding pattern, quarterly/ half-yearly/ yearly results and Corporate Governance Report are also placed on the Company's website [www.gtpl.net](http://www.gtpl.net) for the purpose of the Members. As the Company publishes the Quarterly/Half yearly Unaudited Financial Results within a stipulated period of 45 days and Audited Annual Results within a stipulated period of 60 days from the close of financial year i.e. March 31, 2017 as permitted under the Listing Regulations. The various other reports and returns are also filed with the Stock Exchanges and the Registrar of Companies.

All the data required to be filled electronically, such as Quarterly/Half yearly Unaudited Financial Results/Audited financial results, shareholding pattern, etc. are being regularly uploaded on the Company's website pursuant to the Listing Regulations.

The Annual Report containing inter alia audited financial statements, Board's Report, Auditors' Report and other important information forming part of Annual Report is displayed on the Company's website.

During the year ended March 31, 2017, the Company has not made any formal presentation to institutional investors or analysts in terms of the Listing Regulations.

## (10) General Shareholders Information

(i) Annual General Meeting is proposed to be held on Monday, September 25, 2017 at 02:30 p.m. at J. B. Auditorium, AMA, Dr. Vikram Sarabhai Marg, University Area, Ahmedabad - 380015.

(ii) Financial Year : April 1 to March 31  
Tentative Schedule for declaration of results during the Financial Year 2017-18  
First Quarter : Mid August, 2017  
Second Quarter and Half yearly : Mid November, 2017  
Third Quarter and Nine Months : Mid February, 2018  
Fourth Quarter and Annual : End May, 2018

(iii) Dividend payment date: within 20 days of the declaration of dividend in the ensuing Annual General Meeting

- (iv) the name and address of each stock exchange(s) along with stock code at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s);

The Equity Shares of the Company got listed on the National Stock Exchange of India Limited and BSE Limited on July 04, 2017.

| Name of stock exchanges                  | Address   | Stock Code/Trading Symbol |
|--|---|---------------------------|
| National Stock Exchange of India Limited | Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai 400051         | GTPL                      |
| BSE Limited                              | 25 <sup>th</sup> Floor, P.J. Towers, Dalal Streets, Fort, Mumbai 400001 | 51062                     |

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The listing fees for the year 2017-18 have been paid to both the Stock Exchanges.

- (v) market price data- high, low during each month in last financial year;

Not applicable as the equity shares of the Company was listed on July 04, 2017.

- (vi) performance in comparison to broad-based indices such as BSE sensex, CRISIL Index, etc;

Not applicable as the equity shares of the Company was listed on July 04, 2017.

- (vii) in case the securities are suspended from trading, the directors report shall explain the reason thereof;

Not applicable

- (viii) registrar to an issue and share transfer agents;

Link Intime Private Limited is the Registrar and Shares Transfer Agent of the Company and the Shareholders may lodge their grievances at the following address:

Link Intime India Private Limited

506-508, Amarnath Business Centre-1, Beside Gala Business Centre, Near St. Xavier's College Corner, Off CG Road, Navrangpura, Ahmedabad 380009

Tel. No.: +91-79-26465179; E mail: ahmedabad@linkintime.co.in; Website: www.linkintime.co.in;

- (ix) share transfer system;

All equity shares of the Company are in demat form and transfer be executed in demat mode.

- (x) distribution of shareholding as on March 31, 2017;

Distribution of Shareholdings

| Shareholding of nominal value |     |           | Shareholders |               | Shares Amount     |                     |
|-------------------------------|-----|-----------|--------------|---------------|-------------------|---------------------|
| Rs.                           | Rs. |           | Number       | % to Total    | Rs.               | % to Total (apprx.) |
| Upto                          | -   | 5000      | 2            | 28.57         | 1000              | 0.01                |
| 5001                          | -   | 10000     | ---          | ---           | ---               | ---                 |
| 10001                         | -   | 20000     | ---          | ---           | ---               | ---                 |
| 20001                         | -   | 30000     | ---          | ---           | ---               | ---                 |
| 30001                         | -   | 40000     | ---          | ---           | ---               | ---                 |
| 40001                         | -   | 50000     | ---          | ---           | ---               | ---                 |
| 50001                         | -   | 100000    | ---          | ---           | ---               | ---                 |
| 100001                        |     | and above | 5            | 71.43         | 983452880         | 99.99               |
| <b>TOTAL</b>                  |     |           | <b>7</b>     | <b>100.00</b> | <b>983453880*</b> | <b>100.00</b>       |

\* All shares are in demat form.

| Category     | Category of shareholder        | No.s of Share holders | No. of fully paid up equity Share held | Total Nos. shares held | Shareholding as a % of total No. of shares |
|--------------|--------------------------------|-----------------------|--|------------------------|--|
| (A)          | Promoter & Promoter Group      | 5                     | 97310088                               | 97310088               | 98.97                                      |
| (B)          | Public                         | 2                     | 1035300                                | 1035300                | 1.03                                       |
| (C)          | Non Promoter-Non Public        | 0                     | 0                                      | 0                      | 0  |
| (C1)         | Shares underlying DRs          | 0                     | 0                                      | 0                      | 0  |
| (C2)         | Shares held by Employee Trusts | 0                     | 0                                      | 0                      | 0  |
| <b>Total</b> |                                | <b>7</b>              | <b>98345388</b>                        | <b>98345388*</b>       | <b>100</b>                                 |

\*All shares are in demat form.

- (xi) dematerialization of shares and liquidity;

All equity shares of the Company are in demat form and traded at NSE and BSE.



**(xii)** outstanding global depository receipts or american depository

Not applicable

**(xiii)** receipts or warrants or any convertible instruments, conversion date and likely impact on equity;

Not applicable

**(xiv)** commodity price risk or foreign exchange risk and hedging activities;

Not applicable

**(xv)** plant locations;

Not applicable

**(xvi)** address for correspondence.

Shareholders correspondence shall be addressed to the Registrar and Shares Transfer Agent at the address mentioned above.

Shareholders may also contact the Company Secretary at the following address for any assistance:

Mr. Tarun Kumar

"GTPL House", Shree One Building, Opposite Armieda, Sindhu Bhavan Road, Near Pakwan Cross Road, Bodakdev, Ahmedabad – 380059, Gujarat, India

E Mail: Complianceofficer@gtpl.net; Tel: 097 61400002

**(x) Other disclosures:****(a)** disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity;

There were no materially significant transactions during the year under review that may have potential conflict with the interest of the Company

**(b)** details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;

Not applicable

**(c)** details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the audit committee;

In terms of Section 177(9) of the Companies Act, 2013 ("Act") read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a Vigil Mechanism Policy for its directors, employees and stakeholders to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of directors, employees or stakeholders who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee.

**Coverage of Policy**

The policy encourages all the Whistle Blowers to voice all their genuine concerns which shall include but not limited to the following:

**(a)** Abuse of authority;**(b)** Breach of trust;**(c)** Breach of confidentiality;**(d)** Any unlawful act, whether criminal (e.g. theft) or a breach of the civil law (e.g. slander or libel);**(e)** Manipulation of Company data/records;**(f)** Breach of any Policy or Manual or Code adopted by the Company;**(g)** Financial irregularities, including fraud, or suspected fraud;**(h)** Deliberate violation of law/regulation;**(i)** Misappropriation of Company assets/funds; and**(j)** Any other unethical or improper conduct.**The said Policy is available on the website of the Company at [www.gtpl.net](http://www.gtpl.net).****(d)** details of compliance with mandatory requirements and adoption of the non-mandatory requirements;

Equity shares of the Company got listed on NSE and BSE on July 04, 2017, and the Company is complied to the extent applicable compliance with mandatory requirements and adoption of the non-mandatory requirements as enumerated in this Annual Report.

**(e)** web link where policy for determining 'material' subsidiaries and policy on dealing with related party transactions is disclosed;

**[www.gtpl.net](http://www.gtpl.net)**

**(f)** disclosure of commodity price risks and commodity hedging activities:

Not applicable

**(11) Non-compliance of any requirement of Corporate Governance report of sub-para (2) to (10) above, with reasons thereof;**

Equity shares of the Company got listed on the National Stock Exchange of India Limited and BSE Limited ON July 04, 2017, and the Company is complied, to the extent applicable, with sub-para (2) to (10) with regard to the Corporate Governance.

**(12) Compliance with non-mandatory requirements****(a) Unmodified audit opinion**

The Company moved towards a regime of financial statements with unmodified audit opinion.

**(b) Separate posts of chairperson and chief executive officer**

Mr. Rajan Gupta, Non-Executive Director, is the Chairman of the Board and Mr. Aniruddhasinhji Nogubha Jadeja is the Managing Director of the Company.

**(13) The Company has complied with in all respects with the requirements stipulated under Regulations 17 to 27 read with clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations, as applicable, with regard to the Corporate Governance.**

For and on behalf of the Board of directors

Place : Ahmedabad  
Date : August 08, 2017

Sd/-  
**Rajan Gupta**  
Chairman  
DIN:07603128

Sd/-  
**Aniruddhasinhji Nogubha Jadeja**  
Managing Director  
DIN: 00461390

**Registered Office:**

202, Sahajanand Shopping Center,  
Opp. Swaminarayan Mandir, Shahibaug,  
Ahmedabad, Gujarat - 380004, India  
CIN : U64204GJ2006PLC048908  
E-mail: complianceofficer@gtpl.net;  
Website : www.gtpl.net  
Phone : (079) 61400000

**ANNEXURE - 10 TO THE BOARD'S REPORT****CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE**

To,  
The Members of  
**GTPL Hathway Limited**

We have examined the compliance of Corporate Governance by GTPL Hathway Limited ("the Company") for the year ended on 31st March, 2017 as stipulated in applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementations 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 applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further 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.

Place : Ahmedabad  
Date : August 08, 2017

**Chirag Shah**  
Partner  
Samdani Shah & Kabra  
FCS No. 5545  
C P No.: 3498

**ANNEXURE - 11 TO THE BOARD'S REPORT****COMPLIANCE CERTIFICATE IN RELATION TO AUDITED ANNUAL FINANCIAL STATEMENTS (STANDALONE AND CONSOLIDATED) OF GTPL HATHWAY LIMITED ("COMPANY") FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017**

To,  
The Board of directors  
**GTPL Hathway Limited**  
202, Sahajanand Shopping Centre,  
Opposite Swami Narayan Temple,  
Shahibaug, Ahmedabad 380004  
Gujarat

**Subject: Compliance Certificate in relation to Audited Annual Financial Statements (Standalone and Consolidated) of GTPL Hathway Limited ("Company") for the financial year ended March 31, 2017 pursuant to Regulation 17 (8) read with Part B of Schedule II and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We, the undersigned, in our respective capacities as the Chief Executive Officer and the Chief Financial Officer of the Company, to the best of our knowledge and belief certify that:

- A.** We have reviewed financial statements and results for the year ended 31st March, 2017 and that to the best of their knowledge and belief:
- (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.
  - (3) these financial results do not contain any false or misleading statement or figures and do not omit any material fact which make the statements or figures contained therein misleading.
- B.** There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violate 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 they have taken or propose to take to rectify these deficiencies.
- D.** We have indicated to the auditors and the Audit committee, wherever applicable, the following:
- (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 they have become aware and the involvement therein, if any, of the management or an employee having a significant role in Company's internal control system over financial reporting.

Date : August 01, 2017  
Place : Ahmedabad

Sd/-  
**Aniruddhsinhji Nogubha Jadeja**  
Managing Director

Sd/-  
**Jayanta Kumar Haribandhu Pani**  
Chief Financial Officer

# Independent Auditors' Report

## To the Members of GTPL Hathway Limited

### Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of GTPL Hathway Limited ("the Company"), which comprise the balance sheet as at March 31, 2017, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the financial position of the Company as at March 31, 2017, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. 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, the statement of cash flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account;



- (d) in our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rule issued thereunder;
- (e) on the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- (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 Ind AS financial statements – Refer Note 35 to the standalone Ind AS financial statements;
  - ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts
  - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
  - iv. the Company has provided requisite disclosures in its standalone Ind AS financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 44 to the standalone Ind AS financial statements.

**For J.B. SHAH & CO**

Chartered Accountants

Firm Registration No.: 121333W

**Jasmin B Shah**

Proprietor

M. No.: 046238

Place : Ahmedabad

Date : August 01, 2017

# Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone Ind AS financial statements for the year ended March 31, 2017, we report that:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details except in case of certain network equipment and location wise particulars of Access Devices with the subscribers. As explained to us the nature of some of the distribution equipment (like cabling & other line equipment) is such that maintaining location wise details is impractical. The management has maintained maps to identify approximate quantity & location of Such Equipment. Updating/Preparation of maps relating to addition/replacement of assets are in progress.
- (b) The Company has a regular program of physical verification of its fixed asset (other than set top boxes installed at customer premises and those in transit or lying with distributors/cable operators and distributing equipment comprising overhead and underground cables physical verification of which is infeasible owing to the nature and location of these assets), under which fixed asset are verified in a phased manner over a period of three years which, in our opinion is reasonable having regard to the size of the company and nature of its asset. According to the information and explanation given to us, the existence of set top boxes installed at customer premises is considered on the basis of the 'active user' status of the set top box. No material discrepancies were noticed on the verification of these assets.
- (c) The title deeds of immovable properties are held in the name of the company.
- 2) The inventories have been physically verified by the management at reasonable intervals during the year and there were no material discrepancies noticed on physical verification of stock, as compared to book records.
- 3) The company has not granted unsecured loans to companies, firms, partnerships and other parties covered in the register maintained under section 189 of the companies Act, 2013.
- 4) In our opinion and according to the information and explanation given to us, the company has complied with the provision of section 185 and 186 of the Companies Act, 2013 for loans, investments, guarantees and security.
- 5) The company has not accepted any deposits from the public in accordance with the provisions of Section 73 to 76 of the Act or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) According to the information and explanation given to us, the central government has not prescribed for the maintenance of cost records under section 148(1) of the companies act, 2013.
- 7) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, value added tax, cess and any other statutory dues to the appropriate authorities
- (b) According to the information and explanations given to us, there are no dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax, sales tax, duty of excise, service tax and value added tax have not been deposited by the Company on account of disputes:

| Name of Statute                 | Nature of Dues    | Financial Year      | Amount under Dispute (Rs. In Millions) | Amount paid under Protest (Rs. In Millions) | Forum where dispute is pending                      |
|---------------------------------|-------------------|---------------------|--|---|---|
| Gujarat Value Added Tax         | VAT               | 2010-11             | 1.94                                   | 1.94  | Value added Tax Commissioner                        |
| West Bengal Value Added Tax Act | VAT               | 2012-13             | 22.29                                  | 2.99  | Directorate of Commercial Taxes (Appeal)            |
| VAT - Maharashtra               | VAT               | 2009-10             | 0.46                                   | 0.10  | The Deputy Commissioner of Sales Tax (Appeal)       |
| ET - Patna                      | Entertainment Tax | 2013-14             | 18.31                                  | -   | The Joint Commissioner of Commercial Taxes (Appeal) |
| Maharashtra Land Revenue Act    | Entertainment Tax | 2013-14 and 2014-15 | 41.36                                  | -   | Bombay High Court                                   |

- 8) In our opinion and according to explanation given to us, the company has not defaulted in repayment of loans or borrowings to banks or financial institution.
- 9) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). The company has raised money by way of term loans from banks and financial institution during the year. The term loans were applied for the purpose for which those were raised.
- 10) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). The company has raised money by way of term loans from banks and financial institution during the year. The term loans were applied for the purpose for which those were raised.

- 11) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- 12) According to the information and explanations give to us and based on our examination of the records of the Company, 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.
- 13) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- 14) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.
- 15) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- 16) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- 17) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For J.B. SHAH & CO**

Chartered Accountants

Firm Registration No.: 121333W

**Jasmin B Shah**

Proprietor

M. No.: 046238

Place : Ahmedabad

Date : August 01, 2017

# Annexure - B to the Auditors' Report

## Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of GTPL Hathway Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

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 Companies Act, 2013.

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and 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 Institute of Chartered Accountants of India. 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, 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.

**For J.B. SHAH & CO**

Chartered Accountants

Firm Registration No.: 121333W

**Jasmin B Shah**

Proprietor

M. No.: 046238

Place : Ahmedabad

Date : August 01, 2017



# Balance Sheet

All amounts in Rupees in Million unless Otherwise stated

| Particulars   | Note No. | As at<br>March 31, 2017 | As at<br>March 31, 2016 | As at<br>April 1, 2015 |
|---|----------|-------------------------|-------------------------|------------------------|
| <b>I. ASSETS</b>  |          |                         |                         |                        |
| <b>1 Non-Current Assets</b>   |          |                         |                         |                        |
| (a) Fixed Assets  |          |                         |                         |                        |
| (i) Property Plant & Equipments   | 3        | 5,601.61                | 4,965.68                | 3,955.11               |
| (ii) Goodwill   |          | 1.10                    | -                       | -                      |
| (iii) Other Intangible assets   |          | 535.13                  | 554.45                  | 557.77                 |
| (iv) Capital Work-in-Progress   |          | 74.52                   | 19.54                   | 15.14                  |
| <b>Total Fixed Assets</b>   |          | <b>6,212.36</b>         | <b>5,539.67</b>         | <b>4,528.02</b>        |
| (b) Financial assets  |          |                         |                         |                        |
| (i) Non-Current Investments   | 4        | 1,607.20                | 1,364.33                | 1,259.25               |
| (ii) Loans  | 5        | 33.52                   | 18.76                   | 17.59                  |
| (iii) Other financial assets  | 6        | 20.94                   | 23.64                   | 23.64                  |
| (c) Deferred tax Assets (Net)   |          | 215.78                  | 278.73                  | 53.81                  |
| (d) Other Non-Current Assets  | 7        | 213.71                  | 196.64                  | 29.86                  |
| <b>Total non-current assets</b>   |          | <b>8,303.51</b>         | <b>7,421.77</b>         | <b>5,912.17</b>        |
| <b>2 Current assets</b>   |          |                         |                         |                        |
| (a) Financial assets  |          |                         |                         |                        |
| (i) Current Investments   | 8        | 27.15                   | 20.26                   | 17.28                  |
| (ii) Trade Receivables  | 9        | 3,013.09                | 2,450.28                | 1,897.40               |
| (iii) Cash and Cash Equivalents   | 10       | 827.10                  | 660.09                  | 519.93                 |
| (iv) Loans  | 11       | 94.79                   | 81.33                   | 78.02                  |
| (v) Others (to be specified)  |          | 0.47                    | 0.62                    | 1.19                   |
| (b) Current tax assets (Net)  |          | 111.79                  | -                       | 96.18                  |
| (c) Non-current assets classified as held for sale                      |          | -                       | 971.42                  | -                      |
| (d) Other Current Assets  | 12       | 442.44                  | 375.86                  | 347.95                 |
| <b>Total current assets</b>   |          | <b>4,516.83</b>         | <b>4,559.86</b>         | <b>2,957.95</b>        |
| <b>TOTAL</b>  |          | <b>12,820.34</b>        | <b>11,981.63</b>        | <b>8,870.12</b>        |
| <b>II. EQUITY AND LIABILITIES</b>                                       |          |                         |                         |                        |
| <b>1 Shareholders' Funds</b>  |          |                         |                         |                        |
| (a) Share Capital   | 13       | 983.45                  | 983.45                  | 20.00                  |
| (b) Other Equity  | 14       | 2,931.26                | 2,538.78                | 2,722.96               |
| <b>2 Non-Current Liabilities</b>  |          |                         |                         |                        |
| (a) Financial Liabilities   |          |                         |                         |                        |
| (i) Long-Term Borrowings  | 15       | 3,137.84                | 2,352.58                | 1,343.41               |
| (ii) Other Financial Liability  |          | 0.04                    | 1.29                    | -                      |
| (b) Provisions  | 16       | 42.24                   | 33.46                   | 28.84                  |
| (c) Deferred Revenue  | -        | 1,408.02                | 1,203.29                | 431.29                 |
| <b>3 Current Liabilities</b>  |          |                         |                         |                        |
| (a) Financial Liabilities   |          |                         |                         |                        |
| (i) Short-term Borrowings   | 17       | 994.34                  | 585.93                  | 530.33                 |
| (ii) Trade Payables   |          | 552.60                  | 817.75                  | 793.11                 |
| (iii) Other Financial Liability   | 18       | 503.05                  | 998.00                  | 761.85                 |
| (b) Other Current Liabilities   | 19       | 1,576.22                | 1,350.87                | 1,873.23               |
| (c) Short-term Provisions   | 20       | 46.31                   | 49.09                   | 40.71                  |
| (d) Current Tax Liabilities (Net)                                       |          | -                       | 6.63                    | -                      |
| (e) Deferred Revenue  |          | 644.97                  | 471.91                  | 324.39                 |
| Liabilities directly associated with assets classified as held for sale |          | -                       | 588.58                  | -                      |
| <b>TOTAL</b>  |          | <b>12,820.34</b>        | <b>11,981.63</b>        | <b>8,870.12</b>        |

Notes to the financial statements are an integral part of the financial statements.

As per our attached report of even date.

**For J.B. Shah & Co.**

Chartered Accountants

**Jasmin B. Shah**

Proprietor

Mem. No.: 46238

Firm Reg. No. - 121333W

For and on behalf of Board of Directors of

**GTPL HATHWAY LIMITED**

(Formerly known as GTPL Hathway Private Limited)

**Rajan Gupta**

Chairman

DIN:07603128

**Anniruddhasinhji Jadeja**

Managing Director

DIN:00461390

**Jayanta Kumar Pani**

Chief Financial Officer

**Tarun Kumar**

Company Secretary

Place : Ahmedabad

Date : August 01, 2017

# Statement of Profit & Loss Account

All amounts in Rupees in Million unless Otherwise stated

| Particulars   | Note No. | Period ended<br>March 31, 2017 | Period ended<br>March 31, 2016 |
|---|----------|--------------------------------|--------------------------------|
| <b>INCOME</b>   |          |                                |                                |
| 1 Revenue from Operations   | 21       | 6,127.55                       | 4,907.37                       |
| 2 Other Income  | 22       | 252.86                         | 30.94                          |
| <b>TOTAL</b>  |          | <b>6,380.41</b>                | <b>4,938.31</b>                |
| <b>EXPENDITURE</b>  |          |                                |                                |
| 3 Expenses  |          |                                |                                |
| Operating Expenses  | 23       | 3,277.63                       | 2,808.93                       |
| Employees' Remuneration and Benefits  | 24       | 445.16                         | 380.11                         |
| Financial Charges   | 25       | 506.11                         | 369.80                         |
| Depreciation and Amortisation   |          | 933.88                         | 681.93                         |
| Other Expenses  | 26       | 655.76                         | 558.75                         |
| <b>TOTAL</b>  |          | <b>5,818.54</b>                | <b>4,799.52</b>                |
| 4 Profit Before Tax   |          | 561.87                         | 138.79                         |
| 5 Taxes Expenses (i+ii)   |          | 161.00                         | 14.97                          |
| (i) Current Tax   |          | 98.06                          | 265.37                         |
| (ii) Deferred Tax   |          | 62.94                          | (250.40)                       |
| 6 Net Profit for the year   |          | 400.87                         | 123.82                         |
| Profit/ Loss from continuing operations   |          |                                |                                |
| Profit/ Loss from discontinued operation  |          | -                              | 74.81                          |
| Tax Expense of Discontinuing Operation  |          | -                              | 49.76                          |
| Profit /Loss From Discontinuing operations after Tax                              |          | -                              | 25.05                          |
| <b>Profit for the Year</b>  |          | <b>400.87</b>                  | <b>148.87</b>                  |
| Other Comprehensive Income  |          |                                |                                |
| (i) Items that will not be reclassified to profit or loss                         |          |                                |                                |
| Remeasurement of the net defined benefit liability/asset                          |          | (4.01)                         | 2.56                           |
| (ii) Income tax relating to items that will not be reclassified to profit or loss |          | -                              | -                              |
| Remeasurement of post-employment benefit obligations                              |          | 1.39                           | (0.91)                         |
| 7 <b>Total Comprehensive Income for the year</b>                                  |          | <b>398.25</b>                  | <b>150.52</b>                  |
| 8 Earnings Per Equity Share   |          |                                |                                |
| Basic & Diluted   |          | 4.05                           | 1.74                           |

Notes to the financial statements are an integral part of the financial statements.

As per our attached report of even date.

**For J.B. Shah & Co.**

Chartered Accountants

**Jasmin B. Shah**

Proprietor

Mem. No.: 46238

Firm Reg. No. - 121333W

Place : Ahmedabad

Date : August 01, 2017

For and on behalf of Board of Directors of

**GTPL HATHWAY LIMITED**

(Formerly known as GTPL Hathway Private Limited)

**Rajan Gupta**

Chairman

DIN:07603128

**Jayanta Kumar Pani**

Chief Financial Officer

**Anniruddhasinhji Jadeja**

Managing Director

DIN:00461390

**Tarun Kumar**

Company Secretary

# Statement of Change in Equity

## (A) EQUITY SHARE CAPITAL

(in Million)

| Particulars   | March 31, 2017 | March 31, 2016 | April 1, 2015 |
|---|----------------|----------------|---------------|
| Balance at the Beginning of the reporting Period      | 983.45         | 20.00          | 20.00         |
| Add : Shares issued during the year (A)               |                | 3.99           |               |
| Add : Bonus Share issued during the year(B)           |                | 959.47         |               |
| Changes in Equity Share Capital during the year (A+B) | -              | 963.45         | -             |
| <b>Balance at the end of the reporting Period</b>     | <b>983.45</b>  | <b>983.45</b>  | <b>20.00</b>  |

## (B) OTHER EQUITY

| Particulars                                | Reserves & Surplus       |                   | Total Other Equity |
|--|--------------------------|-------------------|--------------------|
|  | Security Premium Reserve | Retained Earnings |                    |
| Balance as at 01.04.16                     | 1,279.14                 | 1,259.63          | 2,538.78           |
| Total Comprehensive Income for the period  |                          | 398.25            | 398.25             |
| Dividends                                  |                          | (5.77)            | (5.77)             |
| Transactions with Non Controlling Interest | -                        |                   |                    |
| <b>Balance as at 31.03.17</b>              | <b>1,279.14</b>          | <b>1,652.11</b>   | <b>2,931.26</b>    |
| Balance as at 01.04.15                     | 1,613.85                 | 1,109.11          | 2,722.96           |
| Total Comprehensive Income for the period  |                          | 150.52            | 150.52             |
| Dividends                                  | -                        |                   |                    |
| Security Premium credited on Share issued  | 624.76                   |                   | 624.76             |
| Utilized for Issuing Bonus Shares          | (959.47)                 |                   | (959.47)           |
| Transactions with Non Controlling Interest | -                        |                   |                    |
| Balance as at 31.03.16                     | 1,279.14                 | 1,259.63          | 2,538.78           |

As per our attached report of even date.

**For J.B. Shah & Co.**  
Chartered Accountants

**Jasmin B. Shah**  
Proprietor  
Mem. No.: 46238  
Firm Reg. No. - 121333W

Place : Ahmedabad  
Date : August 01, 2017

For and on behalf of Board of Directors of

**GTPL HATHWAY LIMITED**  
(Formerly known as GTPL Hathway Private Limited)

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DIN:07603128

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Managing Director  
DIN:00461390

**Jayanta Kumar Pani**  
Chief Financial Officer

**Tarun Kumar**  
Company Secretary

# Cash Flow Statement

All amounts in Rupees in Million unless Otherwise stated

| PARTICULARS   | For the period ended on<br>March 31, 2017 | For the period ended on<br>March 31, 2016 |
|---|---|---|
| <b>A CASH FLOW FROM OPERATING ACTIVITIES</b>                                |   |   |
| Profit Before Tax   | 561.87                                    | 138.79                                    |
| Adjustment For  |   |   |
| Depreciation  | 933.88                                    | 681.93                                    |
| Bad Debts w/off   | 187.11                                    | 188.33                                    |
| Provision for Long Term Employee Benefits                                   | 10.70                                     | 50.53                                     |
| Provision for diminution in Investments                                     | 3.88                                      | 31.00                                     |
| Profit / (Loss) from JVs  | (22.02)                                   | (0.54)                                    |
| Profit on decapilisation of assets  | 191.80                                    | 3.65                                      |
| Interest Income   | (23.16)                                   | (21.54)                                   |
| Unrealised foreign Exchange loss  | 3.78                                      | 54.55                                     |
| Interest Expenses   | 398.62                                    | 250.56                                    |
| <b>Operating Profit Before Working Capital Adjustments</b>                  | <b>2,246.46</b>                           | <b>1,377.26</b>                           |
| Movements in Working Capital  |   |   |
| Decrease/(Increase) in Sundry Debtors                                       | (749.92)                                  | (741.21)                                  |
| Decrease/(Increase) in Loans & Advances                                     | (195.46)                                  | 10.97                                     |
| Decrease/(Increase) in Non Current Assets                                   | 942.29                                    | (1,139.37)                                |
| Increase/(Decrease) in Non Current Liabilities & Provisions                 | 213.50                                    | 1,207.91                                  |
| Increase/(Decrease) in Current Liabilities & Provisions                     | (483.82)                                  | 90.94                                     |
| <b>Cash Generated From Operating Activities</b>                             | <b>1,973.06</b>                           | <b>806.50</b>                             |
| Reserve & Surplus on account of slump sale of Broadband division            | -   | (25.05)                                   |
| Direct Taxes Paid - Net (Income Tax)  | (98.06)                                   | (239.88)                                  |
| <b>Net Cash Generated From in Operating Activities</b>                      | <b>1,875.00</b>                           | <b>541.57</b>                             |
| <b>B CASH FLOW FROM INVESTING ACTIVITIES</b>                                |   |   |
| Purchase of Fixed Assets  | (1,798.36)                                | (1,697.24)                                |
| Investment in Networks & others   | (201.50)                                  | (139.06)                                  |
| Profit or loss from JVs   | 22.02                                     | 0.54                                      |
| Investment in Term Deposits (Margin Money)                                  | (52.14)                                   | (182.28)                                  |
| Interest Received   | 23.16                                     | 21.54                                     |
| <b>Net Cash Used in Investing Activities</b>                                | <b>(2,006.82)</b>                         | <b>(1,996.50)</b>                         |
| <b>C CASH FLOW FROM FINANCING ACTIVITIES</b>                                |   |   |
| Equity Share Capital including premium                                      | -   | 628.75                                    |
| Proceeds from Borrowings  | 1,580.35                                  | 2,185.10                                  |
| Repayment of Borrowings   | (882.89)                                  | (968.20)                                  |
| Interest Paid   | (398.63)                                  | (250.56)                                  |
| <b>Net Cash Generated From in Financing Activities</b>                      | <b>298.83</b>                             | <b>1,595.09</b>                           |
| <b>D NET INCREASE / (DECREASE) IN CASH &amp; CASH EQUIVALENTS ( A+B+C )</b> | <b>167.01</b>                             | <b>140.16</b>                             |
| Cash and Cash Equivalents at the beginning of the Period                    | 660.09                                    | 519.93                                    |
| <b>Cash and Cash Equivalents at the end of the period</b>                   | <b>827.10</b>                             | <b>660.09</b>                             |
| Components of Cash and Cash Equivalents as at the end of the period         |   |   |
| Cash  | 30.31                                     | 36.88                                     |
| Cheques on hand   | 228.49                                    | 32.23                                     |
| With Scheduled Banks  |   |   |
| - in Current Accounts   | 135.78                                    | 211.70                                    |
| - in Term Deposit Accounts  | 432.52                                    | 379.28                                    |
|   | <b>827.10</b>                             | <b>660.09</b>                             |
| <b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents</b>             | <b>167.01</b>                             | <b>140.16</b>                             |

Notes : 1 Previous year figures have been regrouped/reclassified wherever necessary

Notes : 2 The figures in brackets represents cash outflow

As per our attached report of even date.

**For J.B. Shah & Co.**

Chartered Accountants

**Jasmin B. Shah**

Proprietor

Mem. No.: 46238

Firm Reg. No. - 121333W

Place : Ahmedabad

Date : August 01, 2017

For and on behalf of Board of Directors of

**GTPL HATHWAY LIMITED**

(Formerly known as GTPL Hathway Private Limited)

**Rajan Gupta**

Chairman

DIN:07603128

**Jayanta Kumar Pani**

Chief Financial Officer

**Anniruddhasinhji Jadeja**

Managing Director

DIN:00461390

**Tarun Kumar**

Company Secretary



# Notes to the Standalone Financial Statements

## 1. COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

### 1.1 Corporate Information

GTPL Hathway Limited ("the Company" or "the group") is a Public Company Limited by shares. The Company is engaged in distribution of television channels through analog and digital cable distribution network.

The Company is a public limited company incorporated and domiciled in India and incorporated under companies act, 1956. The address of Corporate office is GTPL House , Shree one building , Opp Armieda , Sindhu Bhavan Road , Near Pakwan Cross Road , Bodakdev , Ahmedabad 380059.

### SIGNIFICANT ACCOUNTING POLICIES

### 1.2 Basis of preparation and presentation

The standalone financial statement comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act and rules thereunder.

In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, the Company has presented reconciliation from the presentation of Standalone Financial Information under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP or Indian GAAP") to Ind AS of Shareholders' equity as at March 31, 2016 and as at April 1, 2015 and of the Standalone Statement of profit and loss for the year ended March 31, 2016.

#### 1.2.1 Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) measured at fair value;
- assets held for sale – measured at fair value less cost to sell;
- defined benefit plans – plan assets measured at fair value; and

### 1.3 Use of judgements, estimates & assumptions

While preparing financial statements in conformity with Ind AS, we make certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the statement of financial position date and the reported amount of income and expenses for the reporting period. Financial reporting results rely on our estimate of the effect of certain matters that are inherently uncertain. Future events rarely develop exactly as forecast and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions. We continually evaluate these estimates and assumptions based on the most recently available information.

Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as below:

- Assessment of functional currency;
- Financial instruments;
- Useful lives of property, plant and equipment and intangible assets;
- Valuation of inventories;
- Measurement of recoverable amounts of cash-generating units;
- Assets and obligations relating to employee benefits;
- Provisions;
- Evaluation of recoverability of deferred tax assets; and
- Contingencies.

### 1.4 Foreign Currency Translation:

#### 1.4.1 Functional and presentation currency

The Company's Standalone financial statements are prepared in Indian Rupees, which is also the Company's functional and presentation currency.

## 1.4.2 Transactions and balances

### Monetary items

Foreign currency transactions are recorded at the exchange rate prevailing at the date of transactions. Exchange difference arising on settlement of transactions is recognized as income or expense in the year in which they arise.

Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are restated at the year-end rate and difference in translations and unrealised gains / (losses) on foreign currency transactions are recognised in the statement of profit & loss.

### Non - Monetary items:

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.

## 1.5 Revenue recognition

### 1.5.1 Revenue from Operations

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be measured reliably, regardless of when the payment is being made. 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.

- Subscription income includes subscription from Subscribers / Cable Operators relating to cable TV, Internet. Revenue from Operations in DAS notified area is recognized on accrual basis based on underlying subscription plan or agreements with the concerned subscribers / parties. Whereas, Subscription Income from Cable TV Operators in Non-DAS area, is accrued monthly based on number of connections declared by the said operators to the Company. In cases where revision of number of connections and / or rate is under negotiations at the time of recognition of revenue, the Company recognizes revenue as per invoice raised. Adjustments for the year, if any, arising on settlement is adjusted against the Revenue. Other cases are reviewed by the management periodically.
- Activation fee, which in substance is an advance payment for future services or the ongoing services being provided are essential to the subscribers receiving the expected benefit of the upfront payment of activation fee. Accordingly revenue from activation fees shall be amortized over expected customer retention period.
- Carriage / Placement income is recognized on accrual basis based on agreements with the concerned subscribers / parties on a monthly / yearly basis.)
- Revenue from prepaid Internet Service plans, which are active at the end of accounting period, is recognized on time proportion basis. In other cases of Internet Service plans, entire revenue is recognized in the period of sale.
- Advertisement income is recognised as per the terms of underlying agreements/arrangements with the concerned parties.

The Company collects service tax and entertainment tax on behalf of the government and, therefore, it is not an economic benefit flowing to the Company. Hence, it is excluded from revenue.

### 1.5.2 Other Revenues

Other Income comprises of profit received on sale of Set Top Boxes and fees received for Lease & Rent of Equipment, advertisement and consultancy services. Income from such services is recognized as per the terms of underlying agreements/arrangements with the concerned parties. Income from profit from set top box is arrived at by netting off the cost of purchases of set top boxes with its sale.

Other Operating Income comprises of fees for advertisement and consultancy services. Income from such services is recognized as per the terms of underlying agreements/arrangements with the concerned parties.

### 1.5.3 Interest Income

Interest income from debt instruments is recognized 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.

### 1.5.4 Share of profit/loss from Joint Ventures / Partnership Firms

Share of Profit / Loss from Partnership Firms / Joint Ventures is accounted in respect of the financial year of the firm / venture, ending on or before the balance sheet date, on the basis of their audited accounts.

## 1.6 Income tax

### 1.6.1 Current Tax

Tax on income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit and loss.

### 1.6.2 Deferred tax

Deferred taxes are computed for all temporary differences between the accounting base and the tax base of assets and liabilities.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

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.

## 1.7 Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date, whether fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

### 1.7.1 As a 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 lease's inception 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 the 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.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

### 1.7.2 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 unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

Lease is recognized as finance lease or operating lease as per the definition and classification criteria. An important consideration in such determination is that land has indefinite economic life. Based on contractual & other arrangement, Land can either be classified as financial lease or operating lease.

## 1.8 Business combinations

Business combinations are accounted for using the acquisition method. At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values.

Business combinations involving entities or businesses under common control shall be accounted for using the pooling of interest method. Under pooling of interest method, the assets and liabilities of the combining entities are reflected at their carrying amounts, the only adjustments that are made are to harmonise accounting policies.

The acquisition method of accounting under Ind AS is used to account for business combinations by the Company from the date of transition to Ind AS i.e. April 1, 2015. Prior to the date of transition to Ind AS, business acquisition has been accounted based on previous GAAP.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

## 1.9 Impairment of assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events

or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the assets carrying amount exceeds its recoverable amount. The recoverable amount is higher of an assets fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

### 1.10 Cash and cash equivalents

Cash and cash equivalents for the purposes of Cash Flow Statement comprise cash at bank, cash / cheques in hand, demand deposits with banks and other short-term investments with an original maturity of three months or less. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

### 1.11 Non-current assets held for sale and discontinued operations

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell.

An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset is recognised at the date of de-recognition.

Non-current assets are not depreciated or amortised while they are classified as held for sale. Non-current assets classified as held for sale are presented separately from the other assets in the balance sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit and loss.

### 1.12 Investment in subsidiaries, joint ventures and associates

Subsidiaries are entities over which the company has control. The company controls an entity when the company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Company's investments in its subsidiaries, joint ventures and associates are accounted at cost and reviewed for impairment at each reporting date.

### 1.13 Investments and other financial assets

#### 1.13.1 Classification

The company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

#### 1.13.2 Measurement

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

#### 1.13.3 Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

- 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 and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

Debt instruments included within the fair value through profit and loss (FVTPL) category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

#### 1.13.4 Equity instruments

The company subsequently measures all equity investments at fair value. Where the company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ (losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

##### (i) Impairment of financial assets

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

##### (ii) De-recognition of financial assets

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 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 or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; 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.

### 1.14 Financial Liabilities, Derivatives and hedging activities:

#### 1.14.1 Financial liabilities

##### (i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, financial guarantee contracts or as derivatives designated as hedging instruments in an effective hedge, 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 including bank overdrafts, financial guarantee contracts and derivative financial instruments.

##### (ii) Subsequent measurement

All financial liabilities are subsequently measured at amortised cost using effective interest method or at FVTPL. The subsequent measurement of financial liabilities depends on their classification, as described below:

##### Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships and effective as defined by Ind-AS 109. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities can be designated upon initial recognition at fair value through profit or only if such election so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch') as stated in Ind-AS 109. For non – held for trading liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized



in OCI, unless such recognition in OCI would create or enlarge an accounting mismatch in profit or loss, in which case these effects in credit risk are recognised in P & L. These gains/ loss are not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The company has not designated any financial liability as at fair value through profit and loss.

#### **Financial guarantee contracts**

Financial guarantee contracts issued by the company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

### **1.14.2 Derivative financial instruments and hedge accounting**

#### **(i) Initial recognition and subsequent measurement**

The Company uses derivative financial instruments, such as forward currency contracts, and interest rate swaps, to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The purchase contracts that meet the definition of a derivative under Ind-AS 109 are recognised in the statement of profit and loss. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

#### **(ii) De-recognition**

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 de-recognition 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.

### **1.15 Foreign exchange gains and losses**

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in Other Income.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss.

### **1.16 Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

### **1.17 Property, plant and equipment**

Property, plant and equipment is stated at cost, less accumulated depreciation and accumulated impairment losses. The initial cost of an asset comprises its purchase price, any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any. The purchase price is the aggregate amount paid and the fair value of any other consideration given to acquire the asset.

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. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Set Top Boxes (STBs) and Internet Access devices on hand at the year-end are included in Capital Work in Progress. On installation, such devices are capitalized or treated as sale, as the case may be.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Stores & Spares which meet the definition of property plant and equipment and satisfy the recognition criteria of Ind AS 16 are capitalized as property, plant and equipment.

#### **1.17.1 Depreciation on Property, plant and equipment**

The depreciation on tangible fixed assets was provided using Straight Line Method at rates specified and in the manner prescribed by Schedule XIV to the Companies Act, 1956 upto 31st March, 2014 except for the Set top Boxes as mentioned below.

With effect from 1st April, 2014, Depreciation on tangible fixed assets is provided using the Straight Line Method based on the useful life of the assets as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Companies Act, 2013. The estimate of the useful life of the assets has been assessed based on technical advice which considered the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Depreciation on Set Top Boxes are provided under Straight Line Method over the estimated useful life of eight years as per technical evaluation.

In case of additions or deletions during the year, depreciation is computed from the month in which such assets are put to use and up to previous month of sale, disposal or held for sale as the case may be. In case of impairment, depreciation is provided on the revised carrying amount over its remaining useful life.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

## 1.18 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

## 1.19 Intangible Assets

### 1.19.1 Intangible Assets acquired separately

Intangible assets comprises of Cable Television Franchise, Movie & Serial Rights, Bandwidth Rights, Goodwill and Softwares. Cable Television Franchisee represents purchase consideration of a network that mainly attributable to acquisition of subscribers and other rights, permission etc. attached to a network.

The useful lives of intangible assets are assessed as either finite or indefinite.

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. Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

### 1.19.2 De-recognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

### 1.19.3 Amortisation of intangible assets

The intangible assets are amortized on a straight line basis over their expected useful lives as follows:

- Cable Television Franchise is amortized over a period of 5 to 20 years
- Softwares are amortized over the license period and in absence of such tenor, over five years.

The estimated useful lives, residual values, amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

## 1.20 Borrowing costs

Borrowing costs that are 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 the company 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.

## 1.21 Provisions, Contingent liabilities and Contingent Assets

Provisions are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions for restructuring are recognised by the company when it has developed a detailed formal plan for restructuring and has raised a valid expectation in those affected that the company will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it.

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.

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

## 1.22 Retirement and other Employee benefits

### 1.22.1 Short-term obligations

Short term employee benefits are recognised as an expense at an undiscounted amount in the Statement of profit & loss of the year in which the related services are rendered.

#### a) Post-employment obligations

The Company operates the following post-employment schemes:

- defined benefit plans such as gratuity; and
- defined contribution plans such as provident fund.

#### Gratuity obligations

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 actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR 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.

#### Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions for provident fund and pension as per the provisions of the Provident Fund Act, 1952 to the government. The Company's contribution is recognised as an expense in the Profit and Loss Statement during the period in which the employee renders the related service. The company's obligation is limited to the amounts contributed by it.

### 1.22.2 Other long-term employee benefit obligations

The liabilities for 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 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.

## 1.23 Earnings Per Share (EPS)

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends, if any, and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## 1.24 Rounding of amounts

All amounts disclosed in the financial statement and notes have been rounded off to the nearest crores, except where otherwise indicated.

## 1.25 Reclassification

Previous year's figures have been reclassified / regrouped wherever necessary.

## 2. Notes of the standalone financial statements for the year ended March 31, 2017

### 2.1 First-time adoption of Ind AS

These Standalone financial statements, for the year ended 31 March 2017, are the company's first Standalone financial statements prepared in accordance with Ind AS.

The accounting policies set out in the notes have been applied in preparing the Standalone Financial statements for the period ended March 31, 2017 and for the years ended March 31, 2016. The company has followed the same accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on transition date i.e. April 1, 2015.

An explanation of how the transition from Indian GAAP to Ind AS has affected the company's Standalone Financial Statements is set out in the following tables and notes.

### 2.1.1 Exemptions and exceptions availed:

The applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS as at the transition date, i.e. April 1, 2015 are explained below.

#### a) Estimates:

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after accounting policies), unless there is an objective evidence that those estimates were in error.

Ind AS estimates as at 1 April, 2015 are consistent with the estimates as at same date made in conformity with previous GAAP. The Company made estimates for Impairment of financial assets based on expected credit loss model in accordance with Ind AS at the date of transition as these were not required under previous GAAP.

#### b) Hedge Accounting:

Hedge accounting can only be applied prospectively from the transition date to transactions that satisfy the hedge accounting criteria in Ind AS 109, at that date. Hedging relationships cannot be designated retrospectively, and the supporting documentation cannot be created retrospectively. As a result, only hedging relationships that satisfied the hedge accounting criteria as of 1 April 2015 are reflected as hedges in the Company's results under Ind AS.

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks. Under Indian GAAP, there is no mandatory standard that deals comprehensively with hedge accounting, which has resulted in the adoption of varying practices. The entity has assessed the conditions of qualifying hedging relationship on date of transition to Ind AS and therefore not recognised a hedge relationship that does not qualify for hedge accounting as per Ind AS 109.

#### c) De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from the date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognized as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Company has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

#### d) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS. Accordingly, the classification and the measurement of financial assets is done based on the facts & circumstances as on the date of transition.

#### e) Business combinations

Ind AS 101 provides the option to apply Ind AS 103 prospectively from the transition date or from a specific date prior to the transition date. This provides relief from full retrospective application that would require restatement of all business combinations prior to the transition date. The Company elected to apply Ind AS 103 prospectively to business combinations occurring after its transition date. Business combinations occurring prior to the transition date have not been restated. The Company has applied same exemption for investment in associates and joint ventures.

#### f) Prospective application of Ind AS 21 to business combinations

The Company has not applied Ind AS 21 The Effects of Changes in Foreign Exchange Rates retrospectively to fair value adjustments and goodwill from business combinations that occurred before the date of transition to Ind AS. The Company has elected to apply this exemption.

#### g) Cumulative translation differences

Ind AS 101 permits cumulative translation gains and losses to be reset to zero at the transition date. This provides relief from determining cumulative currency translation differences in accordance with Ind AS 21 from the date subsidiary or equity method investee was formed or acquired. The Company elected to reset all cumulative translation gains and losses to zero by transferring it to opening retained earnings at its transition date.

#### h) Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use

that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets and investment property covered by Ind AS 40 Investment Properties.

Accordingly, The Company has elected to measure all of its property, plant and equipment, intangible assets and investment property at their previous GAAP carrying value.

**i) Fair value measurement of financial assets or financial liabilities**

First-time adopters may apply Ind AS 109 to day one gain or loss provisions prospectively to transactions occurring on or after the date of transition to Ind AS. Therefore, unless a first-time adopter elects to apply Ind AS 109 retrospectively to day one gain or loss transactions, transactions that occurred prior to the date of transition to Ind AS do not need to be retrospectively restated.

Accordingly, The Company has opted for recognizing gain or loss prospectively to transactions occurring on or after the date of transition to Ind AS.

**j) Leases**

Appendix C to Ind AS 17 requires an entity to assess whether a contract or arrangement contains a lease. In accordance with Ind AS 17, this assessment should be carried out at the inception of the contract or arrangement. Ind AS 101 provides an option to make this assessment on the basis of facts and circumstances existing at the date of transition to Ind AS, except where the effect is expected to be not material. The Company has elected to apply this exemption for such contracts/arrangements.



# Notes to the Financial Statements

## Note 3 : SUMMARY STANDALONE STATEMENT OF PROPERTY PLANT AND EQUIPMENT

(Rs. In Million)

| Particulars                     | Tangible Assets |                   |                      |               |                        |                   |              |                          | Assets taken on Finance lease | Total           |
|---------------------------------|-----------------|-------------------|----------------------|---------------|------------------------|-------------------|--------------|--------------------------|-------------------------------|-----------------|
|                                 | Office Building | Plant & Machinery | Furniture & Fixtures | Cables        | Vehicle - Four Wheeler | Office Equipments | Computer     | Electrification fittings |                               |                 |
| <b>GROSS BLOCK (AT COST)</b>    |                 |                   |                      |               |                        |                   |              |                          |                               |                 |
| As at April 01, 2015            | 160.03          | 2,085.55          | 28.43                | 684.68        | 20.70                  | 26.67             | 63.13        | 13.61                    | 2,339.68                      | 5,422.47        |
| Additions                       | 0.72            | 2,138.65          | 1.16                 | 175.19        | -                      | 2.43              | 33.69        | 13.33                    | -                             | 2,365.17        |
| IND AS Adjustment               |                 | (16.05)           |                      |               |                        |                   |              |                          |                               | (16.05)         |
| Disposals                       | -               | -                 | -                    | -             | -                      | -                 | -            | -                        | -                             | -               |
| Deduction for Slump Sale        | -               | (333.37)          | (0.14)               | (339.70)      | -                      | (0.01)            | (70.19)      | (18.11)                  |                               | (761.53)        |
| As at March 31, 2016            | 160.75          | 3,874.77          | 29.45                | 520.17        | 20.70                  | 29.09             | 26.62        | 8.83                     | 2,339.68                      | 7,010.06        |
| Additions                       | 8.80            | 1,429.94          | 13.75                | 10.16         | 17.18                  | 17.39             | 9.23         | 8.34                     |                               | 1,514.79        |
| IND AS Adjustment               |                 | (19.75)           |                      |               |                        |                   |              |                          |                               | (19.75)         |
| Disposals                       |                 |                   |                      |               | 2.50                   |                   |              |                          |                               | 2.50            |
| <b>As at March 31, 2017</b>     | <b>169.55</b>   | <b>5,284.96</b>   | <b>43.20</b>         | <b>530.33</b> | <b>35.38</b>           | <b>46.48</b>      | <b>35.84</b> | <b>17.16</b>             | <b>2,339.68</b>               | <b>8,502.59</b> |
| <b>ACCUMULATED DEPRECIATION</b> |                 |                   |                      |               |                        |                   |              |                          |                               |                 |
| As at April 01, 2015            | 12.82           | 543.43            | 12.02                | 123.01        | 7.40                   | 16.73             | 24.16        | 4.41                     | 723.39                        | 1,467.36        |
| Charge for the year             | 2.53            | 397.18            | 3.65                 | 41.16         | 2.69                   | 3.33              | 18.58        | 2.35                     | 204.52                        | 675.98          |
| Disposals                       | -               | -                 | -                    | -             | -                      | -                 | -            | -                        | -                             | -               |
| IND AS Adjustment               |                 | (2.11)            |                      |               |                        |                   |              |                          |                               | (2.11)          |
| Deduction for Slump Sale        | -               | (43.26)           | (0.00)               | (30.82)       | -                      | (0.01)            | (21.08)      | (1.67)                   | -                             | (96.84)         |
| Adjustments /Reclassification   | -               | -                 | -                    | -             | -                      | -                 | -            | -                        | -                             | -               |
| As at March 31, 2016            | 15.36           | 895.24            | 15.66                | 133.35        | 10.09                  | 20.05             | 21.65        | 5.08                     | 927.91                        | 2,044.39        |
| Charge for the year             | 2.63            | 612.80            | 4.28                 | 28.33         | 3.68                   | 4.14              | 2.67         | 1.28                     | 202.71                        | 862.52          |
| IND AS Adjustment               |                 | (4.72)            |                      |               |                        |                   |              |                          |                               | (4.72)          |
| Disposals                       |                 |                   |                      |               | 1.20                   |                   |              |                          |                               | 1.20            |
| <b>As at March 31, 2017</b>     | <b>17.99</b>    | <b>1,503.32</b>   | <b>19.94</b>         | <b>161.68</b> | <b>12.57</b>           | <b>24.18</b>      | <b>24.32</b> | <b>6.36</b>              | <b>1,130.62</b>               | <b>2,900.99</b> |
| <b>NET BLOCK</b>                |                 |                   |                      |               |                        |                   |              |                          |                               |                 |
| As at April 01, 2015            | 147.21          | 1,542.12          | 16.42                | 561.67        | 13.30                  | 9.94              | 38.97        | 9.20                     | 1,616.29                      | 3,955.11        |
| As at March 31, 2016            | 145.40          | 2,979.53          | 13.79                | 386.82        | 10.61                  | 9.05              | 4.96         | 3.75                     | 1,411.77                      | 4,965.68        |
| <b>As at March 31, 2017</b>     | <b>151.57</b>   | <b>3,781.64</b>   | <b>23.26</b>         | <b>368.65</b> | <b>22.81</b>           | <b>22.30</b>      | <b>11.52</b> | <b>10.81</b>             | <b>1,209.06</b>               | <b>5,601.61</b> |

## Note 3 : SUMMARY STANDALONE STATEMENT OF GOODWILL AND OTHER INTANGIBLE ASSETS

| Particulars                     | Goodwill on Slump Sale | Intangible Assets |               |                | Total         |
|---------------------------------|------------------------|-------------------|---------------|----------------|---------------|
|                                 |                        | Software          | ISP Franchise | CATV franchise |               |
| <b>GROSS BLOCK (AT COST)</b>    |                        |                   |               |                |               |
| As at April 01, 2015            | -                      | 52.29             | 21.07         | 718.34         | 791.70        |
| Additions                       | -                      | 71.65             | 0.12          | 37.03          | 108.80        |
| Deduction for Slump Sale        | -                      | (13.22)           | (21.18)       | -              | (34.41)       |
| Disposals                       | -                      | -                 | -             | 28.07          | 28.07         |
| As at March 31, 2016            | -                      | 110.71            | 0.00          | 727.31         | 838.02        |
| Additions                       | 1.10                   | 15.57             |               | 40.51          | 56.07         |
| Disposals                       | -                      | -                 | -             | -              | -             |
| <b>As at March 31, 2017</b>     | <b>1.10</b>            | <b>126.28</b>     | <b>0.00</b>   | <b>767.82</b>  | <b>894.09</b> |
| <b>ACCUMULATED DEPRECIATION</b> |                        |                   |               |                |               |
| As at April 01, 2015            | -                      | 25.09             | 1.64          | 207.20         | 233.93        |
| Charge for the year             | -                      | 18.66             | 1.06          | 42.31          | 62.03         |
| Disposals                       | -                      | -                 | -             | 5.27           | 5.27          |
| Deduction for Slump Sale        | -                      | (4.42)            | (2.70)        |                | (7.12)        |
| Adjustments /Reclassification   | -                      | -                 | -             | -              | -             |
| As at March 31, 2016            | -                      | 39.33             | 0.00          | 244.24         | 283.57        |
| Charge for the year             | -                      | 23.07             | -             | 52.32          | 75.39         |
| Disposals                       | -                      | -                 | -             | -              | -             |
| Deduction for Slump Sale        | -                      | -                 | -             | -              | -             |
| <b>As at March 31, 2017</b>     | <b>-</b>               | <b>62.40</b>      | <b>0.00</b>   | <b>296.56</b>  | <b>358.96</b> |
| <b>NET BLOCK</b>                |                        |                   |               |                |               |
| As at April 01, 2015            | -                      | 27.20             | 19.42         | 511.15         | 557.77        |
| As at March 31, 2016            | -                      | 71.38             | (0.00)        | 483.07         | 554.45        |
| <b>As at March 31, 2017</b>     | <b>1.10</b>            | <b>63.88</b>      | <b>(0.00)</b> | <b>471.26</b>  | <b>535.13</b> |

# Notes to the Financial Statements (contd.)

## Note 4(a) : SUMMARY STANDALONE STATEMENT OF NON-CURRENT INVESTMENTS

(Rs. in million)

| Particulars  | As at<br>March 31, 2017     |        | As at<br>March 31, 2016     |        | Opening Ind AS<br>1-Apr-15  |        |
|--|-----------------------------|--------|-----------------------------|--------|-----------------------------|--------|
|  | No. of<br>Shares /<br>Units | Amount | No. of<br>Shares /<br>Units | Amount | No. of<br>Shares /<br>Units | Amount |
| <b>(A) INVESTMENT IN EQUITY INSTRUMENTS - SUBSIDIARY COMPANIES</b>                         |                             |        |                             |        |                             |        |
| Unquoted, fully paid up  |                             |        |                             |        |                             |        |
| 1 GTPL Anjali Cable Network Private Limited  | 20,410                      | 41.30  | 12,451                      | 31.75  | 10,410.00                   | 25.50  |
| 2 GTPL Blue Bell Network Private Limited   | 9,200                       | 0.09   | 9,200                       | 0.09   | 9,200.00                    | 0.09   |
| 3 GTPL City Channel Private Limited  | 5,100                       | 28.10  | 5,100                       | 28.10  | 5,100.00                    | 28.10  |
| 4 GTPL Jay Mataji Network Private Limited  | 10,000                      | 9.25   | 10,000                      | 9.25   | 10,000.00                   | 9.25   |
| 5 GTPL Broadband Private Limited<br>(Formerly known as GTPL Kutch Network Private Limited) | 200,310,000                 | 204.00 | 309,900                     | 3.95   | 309,900.00                  | 3.95   |
| 6 GTPL Link Network Private Limited  | 102,000                     | 22.44  | 102,000                     | 22.44  | 102,000.00                  | 22.44  |
| 7 GTPL Shiv Shakti Network Private Limited   | 5,100                       | 0.05   | 5,100                       | 0.05   | 5,100.00                    | 0.05   |
| 8 GTPL SK Network Private Limited  | 10,200                      | 5.10   | 10,200                      | 5.10   | 10,200.00                   | 5.10   |
| 9 GTPL SMC Network Private Limited   | 5,100                       | 4.43   | 5,100                       | 4.43   | 5,100.00                    | 4.43   |
| 10 GTPL Solanki Cable Network Private Limited  | 33,150                      | 21.81  | 33,150                      | 21.81  | 33,150.00                   | 21.81  |
| 11 GTPL Space City Private Limited   | 12,300                      | 11.58  | 10,200                      | 9.60   | 10,200.00                   | 9.60   |
| 12 GTPL Surat Telelink Private Limited   | 5,100                       | 0.05   | 5,100                       | 0.05   | 5,100.00                    | 0.05   |
| 13 GTPL Vidarbha Telelink Private Limited  | 10,500                      | 7.50   | 10,500                      | 7.50   | 10,500.00                   | 7.50   |
| 14 GTPL Video Badshah Private Limited  | 5,100                       | 15.61  | 5,100                       | 15.61  | 5,100.00                    | 15.61  |
| 15 GTPL VVC Network Private Limited  | 102,000                     | 12.65  | 102,000                     | 12.65  | 102,000.00                  | 12.65  |
| 16 GTPL Zigma Vision Private Limited   | 31,317                      | 23.27  | 31,317                      | 23.27  | 24,514.00                   | 23.27  |
| 17 GTPL Insight Channel Network Private Limited  | 30,000                      | 5.60   | 30,000                      | 5.60   | 30,000.00                   | 5.60   |
| 18 GTPL Vision Services Private Limited  | 104,082                     | 178.29 | 129,592                     | 200.79 | 129,592.00                  | 200.79 |
| 19 GTPL Narmada Cyberzone Private Limited  | 799,870                     | 41.52  | 799,870                     | 41.52  | 679,870.00                  | 39.36  |
| 20 GTPL Parshwa Cable Network Private Limited  | 5,732                       | 29.33  | 5,732                       | 29.33  | 5,732.00                    | 29.33  |
| 21 GTPL Sorath Telelink Private Limited  | 75,573                      | 18.67  | 51,000                      | 13.26  | 51,000.00                   | 13.26  |
| 22 GTPL Kolkata Cable & Broadband Pariseva Limited   | 425,700                     | 228.94 | 425,700                     | 228.68 | 425,700.00                  | 227.94 |
| 23 GTPL Dahod Television Network Private Limited   | 10,200                      | 7.70   | 10,200                      | 7.70   | 10,200.00                   | 7.70   |
| 24 GTPL Shiv Network Private Limited   | 10,200                      | 3.90   | 10,200                      | 3.90   | 10,200.00                   | 3.90   |
| 25 GTPL Jay Santoshima Network Private Limited   | 51,000                      | 13.57  | 51,000                      | 13.57  | 51,000.00                   | 13.57  |
| 26 Gujarat Telelink East Africa Limited  | 510                         | 0.03   | 510                         | 0.03   | 510.00                      | 0.03   |
| 27 GTPL Ahmedabad Cable Network Private Limited  | 10,200                      | 7.06   | 10,200                      | 7.06   | 10,200.00                   | 7.06   |
| 28 GTPL Sharda Cable Network Private Limited   | 5,100                       | 0.05   | 5,100                       | 0.05   | 5,100.00                    | 0.05   |
| 29 DL GTPL Cabnet Private Limited  | 31,200                      | 49.80  | 31,200                      | 49.80  | 31,200.00                   | 49.80  |
| 30 GTPL V&S Cable Private Limited  | 28,250                      | 12.00  | 28,250                      | 12.00  | 28,250.00                   | 12.00  |
| 31 Vaji Communications Private Limited   | 3,296,010                   | 32.96  | 3,296,010                   | 32.96  | 2,499,000.00                | 24.99  |
| 32 GTPL Bansidhar Telelink Private Limited   | 10,200                      | 15.30  | 10,200                      | 14.84  | 10,200.00                   | 14.84  |
| 33 GTPL DCPL Private Limited   | 4,255,000                   | 35.67  | 2,170,100                   | 21.70  | 2,170,100.00                | 21.70  |
| 34 GTPL Video Vision Private Limited   | 5,100                       | 0.05   | 5,100                       | 0.05   | 5,100.00                    | 0.05   |
| 35 GTPL Abhilash Communication Private Limited   | 1,275,000                   | 12.75  | 1,275,000                   | 12.75  | -                           | -      |
| 36 GTPL Chelikam Networks (India) Private Limited  | 1,608,000                   | 16.08  | 1,608,000                   | 16.08  | -                           | -      |
| 37 GTPL Junagadh Network Private Limited   | 5,100                       | 3.57   | 5,100                       | 3.57   | -                           | -      |
| 38 Vizianagar Citi Communications Private Limited  | 51,000                      | 13.23  | 50,490                      | 13.23  | -                           | -      |
| 39 GTPL Kaizen Infonet Private Limited   | 10,000                      | 29.03  | 10,000                      | 29.03  | -                           | -      |
| 40 GTPL Deesha Cable Net Private Limited   | 5,100                       | 0.05   | 5,100                       | 0.05   | -                           | -      |
| 41 GTPL Meghana Distributors Private Limited   | 10,000                      | 0.10   | 10,000                      | 0.10   | -                           | -      |

# Notes to the Financial Statements (contd.)

| Particulars                                | As at<br>March 31, 2017     |                 | As at<br>March 31, 2016     |                 | Opening Ind AS<br>1-Apr-15  |               |
|--|-----------------------------|-----------------|-----------------------------|-----------------|-----------------------------|---------------|
|  | No. of<br>Shares /<br>Units | Amount          | No. of<br>Shares /<br>Units | Amount          | No. of<br>Shares /<br>Units | Amount        |
| 42 GTPL TV Tiger Pvt Ltd                   | 5,100                       | 0.05            | -                           | -               | -                           | -             |
| 43 GTPL A. J. Enterprise                   | -                           | 9.53            | -                           | 9.53            | -                           | 9.53          |
| 44 GTPL Atul Cable Network                 | -                           | 0.51            | -                           | 0.51            | -                           | 0.51          |
| 45 GTPL Bariya Television Network          | -                           | 0.54            | -                           | 0.54            | -                           | 0.54          |
| 46 GTPL Bawa Cable                         | -                           | 0.51            | -                           | 0.51            | -                           | 0.51          |
| 47 GTPL Hamidali Cable                     | -                           | 12.00           | -                           | 12.00           | -                           | 12.00         |
| 48 GTPL Jaydeep Cable                      | -                           | 0.52            | -                           | 0.52            | -                           | 0.52          |
| 49 GTPL Kal Cable Network                  | -                           | 4.54            | -                           | 4.54            | -                           | 4.54          |
| 50 GTPL Khambhat Cable Network             | -                           | 2.64            | -                           | 2.64            | -                           | 2.64          |
| 51 GTPL Ma Bhagwati Entertainment Services | -                           | 0.40            | -                           | 0.40            | -                           | 0.41          |
| 52 GTPL Narmada Cable Service              | -                           | 1.45            | -                           | 1.45            | -                           | 1.45          |
| 53 GTPL Renuka Cable Networks              | -                           | 0.52            | -                           | 0.52            | -                           | 0.52          |
| 54 GTPL Shiv Cable                         | -                           | 0.40            | -                           | 0.40            | -                           | 0.40          |
| 55 GTPL Shiv Cable Vision                  | -                           | 2.36            | -                           | 2.36            | -                           | 2.36          |
| 56 GTPL Shree Shani Cable                  | -                           | 0.63            | -                           | 0.63            | -                           | 0.63          |
| 57 GTPL Vraj Cable                         | -                           | 6.78            | -                           | 6.78            | -                           | 6.78          |
| 58 GTPL World View Cable                   | -                           | 1.48            | -                           | 1.48            | -                           | 1.48          |
| 59 GTPL World Vision                       | -                           | 2.38            | -                           | 2.38            | -                           | 2.38          |
| 60 GTPL Star Line Cable Network            | -                           | 2.55            | -                           | 2.55            | -                           | 2.55          |
| 61 GTPL Leo Vision                         | -                           | 2.68            | -                           | 2.68            | -                           | 2.68          |
| 62 GTPL Jyoti Cable                        | -                           | 4.47            | -                           | 4.47            | -                           | 4.47          |
| 63 GTPL Sai Vision                         | -                           | 0.94            | -                           | 0.94            | -                           | 0.94          |
| 64 GTPL Buldhana City Cable Network        | -                           | 2.22            | -                           | 2.22            | -                           | 2.22          |
| 65 GTPL Hariom World Vision                | -                           | 0.89            | -                           | 0.89            | -                           | 0.89          |
| 66 GTPL Henish Cable Vision                | -                           | 1.45            | -                           | 1.45            | -                           | 1.45          |
| 67 GTPL Khushboo Video Channel             | -                           | 0.77            | -                           | 0.77            | -                           | 0.77          |
| 68 GTPL Sanjiv Cable Vision                | -                           | 1.44            | -                           | 1.44            | -                           | 1.44          |
| 69 GTPL Shiv Cable                         | -                           | 1.08            | -                           | 1.08            | -                           | 1.08          |
| 70 GTPL Lucky World Video                  | -                           | 2.40            | -                           | 2.40            | -                           | 2.40          |
| 71 GTPL Chaudhari Vision                   | -                           | 2.47            | -                           | 2.47            | -                           | 2.47          |
| 72 GTPL City Cable                         | -                           | -               | -                           | 5.41            | -                           | 5.41          |
| 73 GTPL Shrinathji Communication           | -                           | 2.70            | -                           | 2.70            | -                           | -             |
| 74 GTPL Crazy Network                      | -                           | 13.75           | -                           | 13.75           | -                           | -             |
| 75 GTPL Modern Video Vision                | -                           | -               | -                           | 0.91            | -                           | -             |
| 76 GTPL Rushi World Vision                 | -                           | -               | -                           | 0.68            | -                           | -             |
| 77 GTPL Sai World Channel                  | -                           | 14.28           | -                           | 14.28           | -                           | -             |
| 78 GTPL Swastik Communication              | -                           | 5.90            | -                           | 5.90            | -                           | -             |
| 79 GTPL Tridev Cable Network               | -                           | 4.50            | -                           | 4.50            | -                           | -             |
| 80 GTPL Wireless Cable Network             | -                           | 1.90            | -                           | 1.90            | -                           | -             |
| 81 GTPL Parth World Vision                 | -                           | 2.89            | -                           | 2.89            | -                           | -             |
| 82 GTPL Shiv Cable Network                 | -                           | 8.25            | -                           | -               | -                           | -             |
| 83 GTPL Media Entertainment                | -                           | 0.73            | -                           | -               | -                           | -             |
| Less : Invsetment held for sale            |                             |                 |                             |                 | -                           | -             |
| GTPL Kaizen Infonet Private Limited        |                             |                 | 10,000                      | (29.03)         | -                           | -             |
| <b>Total</b>                               |                             | <b>1,288.01</b> |                             | <b>1,047.77</b> |                             | <b>937.35</b> |

# Notes to the Financial Statements (contd.)

| Particulars  | As at<br>March 31, 2017     |              | As at<br>March 31, 2016     |        | Opening Ind AS<br>1-Apr-15  |        |
|--|-----------------------------|--------------|-----------------------------|--------|-----------------------------|--------|
|  | No. of<br>Shares /<br>Units | Amount       | No. of<br>Shares /<br>Units | Amount | No. of<br>Shares /<br>Units | Amount |
| <b>(B) INVESTEMENT IN EQUITY INSTRUMENTS - ASSOCIATE COMPANIES</b> |                             |              |                             |        |                             |        |
| Unquoted, fully paid up  |                             |              |                             |        |                             |        |
| 1 GTPL Rajwadi Network Private Limited                             | 5,000                       | 3.15         | 5,000                       | 3.15   | 5,000                       | 3.15   |
| 2 Gujarat Television Private Limited                               | 800,000                     | 54.09        | 800,000                     | 54.09  | 800,000                     | 54.00  |
| Total  |                             | <b>57.24</b> |                             | 57.24  |                             | 57.15  |
| <b>(C) INVESTMENT IN PREFERENCE INSTRUMENTS</b>                    |                             |              |                             |        |                             |        |
| Unquoted, fully paid up  |                             |              |                             |        |                             |        |
| 1 GTPL DCPL Private Limited  | 12,000,000                  | 120.00       | 12,000,000                  | 120.00 | 12,000,000                  | 120.00 |
| 2 GTPL V&S Cable Private Limited                                   | 4,050,200                   | 40.50        | 4,050,200                   | 40.50  | -                           | -      |
| Total  |                             | <b>160.5</b> |                             | 160.50 |                             | 120.00 |
| <b>(D) OTHER TRADE INVESTMENTS</b>                                 |                             |              |                             |        |                             |        |
| Unquoted, fully paid up  |                             |              |                             |        |                             |        |
| 1 N S C (Govt Securities)  |                             | 0.06         | -                           | 0.05   |                             | 0.03   |
| 2 GTPL KCBPL Broadband Private Limited                             | -                           | -            | -                           | -      | 100                         | 0.01   |
| Total  |                             | <b>0.06</b>  |                             | 0.05   |                             | 0.04   |
| <b>(E) INVESTMENTS IN PARTNERSHIP / JOINT VENTURE FIRMS</b>        |                             |              |                             |        |                             |        |
| 1 Airlink Communication  |                             | 4.66         |                             | 4.66   |                             | 4.66   |
| 2 GTPL Anil Cable Services   |                             | 0.69         |                             | 0.69   |                             | 0.69   |
| 3 GTPL Ashok Cable Services  |                             | 0.67         |                             | 0.67   |                             | 0.67   |
| 4 GTPL Ganesh Communication  |                             | 0.92         |                             | 0.92   |                             | 0.92   |
| 5 GTPL G P Marketing   |                             | 3.00         |                             | 3.00   |                             | 3.00   |
| 6 GTPL Gujarat Television Network                                  |                             | 0.61         |                             | 0.61   |                             | 0.61   |
| 7 GTPL H K Cable   |                             | 0.29         |                             | 0.29   |                             | 0.29   |
| 8 GTPL Kim Cable Entertainment                                     |                             | 1.04         |                             | 1.04   |                             | 1.04   |
| 9 GTPL Krishna Cable Network                                       |                             | 1.50         |                             | 1.50   |                             | 1.50   |
| 10 GTPL Krishna Cable Service                                      |                             | 0.70         |                             | 0.70   |                             | 0.70   |
| 11 GTPL Lucky World Vision   |                             | 0.20         |                             | 0.20   |                             | 0.20   |
| 12 GTPL M Channel  |                             | 0.60         |                             | 0.60   |                             | 0.60   |
| 13 GTPL Nawaz Network  |                             | 0.90         |                             | 0.90   |                             | 0.90   |
| 14 GTPL Om Net   |                             | -            |                             | -      |                             | 11.40  |
| 15 GTPL Pearl Communication Network                                |                             | 25.10        |                             | 25.10  |                             | 25.10  |
| 16 GTPL Pooja Cable Services                                       |                             | 8.16         |                             | 8.16   |                             | 8.16   |
| 17 GTPL Rainbow Multi Channel                                      |                             | 0.33         |                             | 0.33   |                             | 0.33   |
| 18 GTPL Rainbow Video Vision                                       |                             | 0.53         |                             | 0.53   |                             | 0.53   |
| 19 GTPL Raj world Vision   |                             | 2.04         |                             | 2.04   |                             | 2.04   |
| 20 GTPL Sab Network  |                             | 0.52         |                             | 0.52   |                             | 0.52   |
| 21 GTPL Sagar Cable Service  |                             | 0.34         |                             | 0.34   |                             | 0.34   |
| 22 GTPL Sai Cable  |                             | 0.46         |                             | 0.46   |                             | 0.46   |
| 23 GTPL Shree Sai Cable Network                                    |                             | 4.76         |                             | 4.76   |                             | 4.76   |
| 24 GTPL Sky World Vision   |                             | 2.94         |                             | 2.94   |                             | 2.94   |
| 25 GTPL SP Enterprise  |                             | 2.80         |                             | 2.80   |                             | 2.81   |
| 26 GTPL Universal Cable Network                                    |                             | 0.62         |                             | 0.62   |                             | 0.62   |
| 27 GTPL Valsad Network   |                             | 4.80         |                             | 4.80   |                             | 4.80   |

# Notes to the Financial Statements (contd.)

| Particulars   | As at<br>March 31, 2017     |                 | As at<br>March 31, 2016     |          | Opening Ind AS<br>1-Apr-15  |          |
|---|-----------------------------|-----------------|-----------------------------|----------|-----------------------------|----------|
|   | No. of<br>Shares /<br>Units | Amount          | No. of<br>Shares /<br>Units | Amount   | No. of<br>Shares /<br>Units | Amount   |
| 28 GTPL Yak Network   |                             | 0.52            |                             | 0.52     |                             | 0.52     |
| 29 GTPL Zubi Video Vision   |                             | 1.38            |                             | 1.38     |                             | 1.38     |
| 30 GTPL Bapu Network  |                             | -               |                             | -        |                             | 1.94     |
| 31 GTPL Pol Star vision   |                             | -               |                             | -        |                             | 1.74     |
| 32 GTPL World Vision  |                             | -               |                             | -        |                             | 2.71     |
| 33 GTPL Sainath World Vision  |                             | 2.69            |                             | 2.69     |                             | 2.69     |
| 34 GTPL Shiv Vision   |                             | -               |                             | -        |                             | 3.75     |
| 35 GTPL Space   |                             | 4.99            |                             | 4.99     |                             | 4.99     |
| 36 GTPL Siddhi Digital Services   |                             | 19.20           |                             | 19.20    |                             | 19.20    |
| 37 Sri Raghav G GTPL  |                             | 21.50           |                             | 21.50    |                             | 21.50    |
| 38 GTPL Akash Cable Vision  |                             | 0.96            |                             | 0.96     |                             | 0.96     |
| 39 GTPL So Lucky Cable Network  |                             | 11.10           |                             | 11.10    |                             | 11.10    |
| 40 GTPL City Channel  |                             | 0.05            |                             | 0.05     |                             | -        |
| 41 GTPL Riddhi Digital Private Limited  |                             | 0.05            |                             | 0.05     |                             | -        |
| 42 GTPL Antriksh Cable Services   |                             | 6.50            |                             | -        |                             | -        |
| 43 GTPL Shiv Network  |                             | 1.53            |                             | 1.53     |                             | 1.53     |
| Less : Balance Contribution Outstanding towards capital to Partnership Firms/Joint Ventures |                             |                 |                             | -        |                             | -        |
| Total   |                             | <b>139.64</b>   |                             | 133.15   |                             | 154.59   |
| Less : Provision for diminution in investments  |                             | (38.25)         |                             | (34.38)  |                             | (9.88)   |
| Net Investment in Partnership Firms   |                             | 101.39          |                             | 98.77    |                             | 144.71   |
| Total   |                             | <b>1,607.20</b> |                             | 1,364.33 |                             | 1,259.25 |



## Notes to the Financial Statements (contd.)

| <b>NOTE - 4 : NON-CURRENT INVESTMENTS</b>  | <b>As at March<br/>31, 2017</b> | As at March<br>31, 2016 | As at April<br>1, 2015 |
|--|---------------------------------|-------------------------|------------------------|
| <b>Trade Investments</b>   |                                 |                         |                        |
| Investment in Equity Instruments - Subsidiary  | 1,288.01                        | 1,047.77                | 937.35                 |
| Investment in Equity Instruments - Associates  | 57.24                           | 57.24                   | 57.15                  |
| Investment in Preference instruments   | 160.50                          | 160.50                  | 120.00                 |
| Other Trade Investments  | 0.06                            | 0.05                    | 0.04                   |
| Investments in Partnership/ Joint Venture Firms  | 139.64                          | 133.15                  | 154.59                 |
|  | <b>1,645.45</b>                 | <b>1,398.71</b>         | <b>1,269.13</b>        |
| Less : Provision for diminution in the value of Investments  | (38.25)                         | (34.38)                 | (9.88)                 |
| <b>Total</b>   | <b>1,607.20</b>                 | <b>1,364.33</b>         | <b>1,259.25</b>        |
| <b>NOTE - 5 : LOANS</b>  | <b>As at March<br/>31, 2017</b> | As at March<br>31, 2016 | As at April<br>1, 2015 |
| <b>Unsecured, considered good</b>  |                                 |                         |                        |
| Security Deposits  | 33.52                           | 18.76                   | 17.59                  |
| <b>Total</b>   | <b>33.52</b>                    | <b>18.76</b>            | <b>17.59</b>           |
| <b>NOTE - 6 : OTHER FINANCIAL ASSETS</b>   | <b>As at March<br/>31, 2017</b> | As at March<br>31, 2016 | As at April<br>1, 2015 |
| Fixed Deposit > 12 Months  | 20.94                           | 23.64                   | 23.64                  |
| <b>Total</b>   | <b>20.94</b>                    | <b>23.64</b>            | <b>23.64</b>           |
| <b>NOTE - 7 : OTHER NON-CURRENT ASSETS</b>   | <b>As at March<br/>31, 2017</b> | As at March<br>31, 2016 | As at April<br>1, 2015 |
| Capital Advances   | 108.67                          | 191.56                  | 27.89                  |
| Balance with Excise/Service Tax Authorities  | 100.02                          | -                       | -                      |
| Balance with Government Authorities  | 5.02                            | 5.08                    | 1.97                   |
| <b>Total</b>   | <b>213.71</b>                   | <b>196.64</b>           | <b>29.86</b>           |
| <b>NOTE - 8 : CURRENT INVESTMENTS</b>  | <b>As at March<br/>31, 2017</b> | As at March<br>31, 2016 | As at April<br>1, 2015 |
| <b>Trade Investments</b>   |                                 |                         |                        |
| Investments in partnership firms   | 27.15                           | 20.26                   | 17.28                  |
| <b>Total</b>   | <b>27.15</b>                    | <b>20.26</b>            | <b>17.28</b>           |
| <b>NOTE - 9 : TRADE RECEIVABLES</b>  | <b>As at March<br/>31, 2017</b> | As at March<br>31, 2016 | As at April<br>1, 2015 |
| <b>Trade receivables outstanding for a period less than six months from the date they are due for payment.</b> |                                 |                         |                        |
| Unsecured, considered good   | 2,396.20                        | 2,053.81                | 1,680.43               |
| <b>Total</b>   | <b>2,396.20</b>                 | <b>2,053.81</b>         | <b>1,680.43</b>        |
| <b>Trade receivables outstanding for a period exceeding six months from the date they are due for payment</b>  |                                 |                         |                        |
| Unsecured, considered good   | 616.89                          | 396.47                  | 216.97                 |
| Unsecured, considered doubtful   | 422.42                          | 349.90                  | 326.98                 |
| Less: Provision for doubtful debts   | (422.42)                        | (349.90)                | (326.98)               |
| <b>Total</b>   | <b>616.89</b>                   | <b>396.47</b>           | <b>216.97</b>          |
| <b>Total</b>   | <b>3,013.09</b>                 | <b>2,450.28</b>         | <b>1,897.40</b>        |

# Notes to the Financial Statements (contd.)

## NOTE - 10 : CASH AND CASH EQUIVALENTS

|   | As at March<br>31, 2017 | As at March<br>31, 2016 | As at April<br>1, 2015 |
|---|-------------------------|-------------------------|------------------------|
| <b>Balances with banks</b>                    |                         |                         |                        |
| This includes:                                |                         |                         |                        |
| In current accounts                           | 135.78                  | 211.70                  | 145.91                 |
| Margin money                                  | 397.91                  | 343.07                  | 160.79                 |
| Fixed Deposits Less than 12 Months Maturities | 34.61                   | 36.21                   | 4.81                   |
| Cheques on hand                               | 228.49                  | 32.23                   | 170.32                 |
| Cash on hand                                  | 30.31                   | 36.88                   | 38.10                  |
| <b>Total</b>                                  | <b>827.10</b>           | <b>660.09</b>           | <b>519.93</b>          |

## NOTE - 11 : LOANS

|  | As at March<br>31, 2017 | As at March<br>31, 2016 | As at April<br>1, 2015 |
|--|-------------------------|-------------------------|------------------------|
| <b>Loans and advances to related parties</b>     |                         |                         |                        |
| Loans to related parties                         |                         |                         |                        |
| Secured, considered good                         |                         |                         |                        |
| <b>Unsecured, considered good</b>                |                         |                         |                        |
| Loans to subsidiaries                            | 77.80                   | 51.45                   | 56.82                  |
| Loans to Joint Ventures                          | 0.02                    | 0.77                    | 0.72                   |
| Loans to Related Parties                         | 24.17                   | 36.31                   | 27.68                  |
| <b>Doubtful</b>                                  |                         |                         |                        |
| Less : Provision for doubtful loans and advances | (7.20)                  | (7.20)                  | (7.20)                 |
| <b>Total</b>                                     | <b>94.79</b>            | <b>81.33</b>            | <b>78.02</b>           |

## NOTE - 12 : OTHER CURRENT ASSETS

|                                   | As at March<br>31, 2017 | As at March<br>31, 2016 | As at April<br>1, 2015 |
|-----------------------------------|-------------------------|-------------------------|------------------------|
| Other Assets                      | 124.01                  | 124.29                  | 135.78                 |
| Advances Recoverable              | 55.24                   | 52.22                   | 51.85                  |
| Advances For Network Acquisitions | 126.55                  | 113.13                  | 126.89                 |
| Advance To Suppliers              | 126.64                  | 77.52                   | 19.55                  |
| Prepaid Expenses                  | 10.00                   | 8.70                    | 13.88                  |
| <b>Total</b>                      | <b>442.44</b>           | <b>375.86</b>           | <b>347.95</b>          |

## NOTE - 13 : SHARE CAPITAL

|                                 | As at March 31, 2017 |               | As at March 31, 2016 |               | Opening Ind AS 1-Apr-15 |              |
|---------------------------------|----------------------|---------------|----------------------|---------------|-------------------------|--------------|
|                                 | Number               | Amount        | Number               | Amount        | Number                  | Amount       |
| <b>Authorised</b>               |                      |               |                      |               |                         |              |
| Equity Shares of Rs.10/- each   | 13,00,00,000         | 1,300.00      | 10,00,00,000         | 1,000.00      | 50,00,000               | 50.00        |
| <b>Issued</b>                   |                      |               |                      |               |                         |              |
| Equity Shares of Rs.10/- each   | 9,83,45,388          | 983.45        | 9,83,45,388          | 983.45        | 20,00,000               | 20.00        |
| <b>Subscribed &amp; Paid up</b> |                      |               |                      |               |                         |              |
| Equity Shares of Rs.10/- each   | 9,83,45,388          | 983.45        | 9,83,45,388          | 983.45        | 20,00,000               | 20.00        |
| <b>Total</b>                    | <b>9,83,45,388</b>   | <b>983.45</b> | <b>9,83,45,388</b>   | <b>983.45</b> | <b>20,00,000</b>        | <b>20.00</b> |

## Notes to the Financial Statements (contd.)

| NOTE - 13.1 :- RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE REPORTING PERIOD | As at March 31, 2017 |               | As at March 31, 2016 |               | Opening Ind AS 1-Apr-15 |              |
|---|----------------------|---------------|----------------------|---------------|-------------------------|--------------|
|   | Number               | Amount        | Number               | Amount        | Number                  | Amount       |
| Shares outstanding at the beginning of the year   | 9,83,45,388          | 983.45        | 20,00,000            | 20.00         | 20,00,000               | 20.00        |
| Shares Issued during the year   | -                    | -             | 3,98,668             | 3.99          |                         |              |
| Bonus shares issued during the year   | -                    | -             | 9,59,46,720          | 959.47        |                         |              |
| <b>Shares outstanding at the end of the year</b>  | <b>9,83,45,388</b>   | <b>983.45</b> | <b>9,83,45,388</b>   | <b>983.45</b> | <b>20,00,000</b>        | <b>20.00</b> |

| NOTE - 13.2 :- SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5 PERCENT SHARES |                    |              |                    |              | Opening Ind AS 1-Apr-15 |              |
|--|--------------------|--------------|--------------------|--------------|-------------------------|--------------|
| NAME OF SHAREHOLDER  | 2016-17            |              | 2015-16            |              | No. of Shares held      | % of Holding |
|  | No. of Shares held | % of Holding | No. of Shares held | % of Holding |                         |              |
| Hathway Cable & Datacom Ltd.   | 4,91,72,694        | 50.00%       | 4,91,72,694        | 50.00%       | 10,00,000               | 50.00%       |
| Gujarat Digicom Pvt. Ltd.  | 2,86,31,694        | 29.11%       | 2,86,31,694        | 29.11%       | 4,99,000                | 24.95%       |
| Shri Anirudhsinh Jadeja  | 1,43,80,650        | 14.62%       | 1,43,80,750        | 14.62%       | 3,50,750                | 17.54%       |
| Shri Kanaksinh Rana  | 51,25,000          | 5.21%        | 51,25,000          | 5.21%        | 1,25,000                | 6.25%        |

**NOTE - 13.3 :-** The Company has allotted 9,59,46,720 fully paid equity shares of face value of Rs. 10 each as bonus shares in March 2016 to the shareholders of the company in the proportion of 40:1 and consequently the number of shares increased from 23,98,668 shares to 9,83,45,388.

**NOTE - 13.4 :-** The Company has only one class of shares referred to as equity shares having a par value of Rs. 10. Each holder of equity shares is entitled to one vote per share.

| NOTE - 14 : OTHER EQUITY  |  | As at March 31, 2017 | As at March 31, 2016 | As at April 1, 2015 |
|---|--|----------------------|----------------------|---------------------|
| <b>Reserves and Surplus</b>   |  |                      |                      |                     |
| <b>a. Securities Premium Account</b>  |  |                      |                      |                     |
| Opening Balance   |  | 1,279.14             | 1,613.85             | 1,613.85            |
| Add : Securities premium credited on Share issue                                      |  | -                    | 624.76               | -                   |
| Less : Premium Utilised for various reasons   |  |                      |                      |                     |
| Premium on Redemption of Debentures   |  | -                    | -                    | -                   |
| For Issuing Bonus Shares  |  | -                    | (959.47)             | -                   |
| <b>Closing Balance</b>  |  | <b>1,279.14</b>      | <b>1,279.14</b>      | <b>1,613.85</b>     |
| <b>b. Retained earnings</b>   |  |                      |                      |                     |
| Opening balance   |  | 1,259.63             | 1,109.11             | 1,015.08            |
| (+) Net Profit/(Net Loss) For the current year  |  | 400.87               | 148.87               | 104.74              |
| (-) Adjustment relating to fixed assets as per Schedule II to the Companies Act, 2013 |  | -                    | -                    | (9.71)              |
| (-) Proposed dividend   |  | (4.80)               | -                    | -                   |
| (-) Dividend tax  |  | (0.98)               | -                    | -                   |
| (-) Transfer to Reserves  |  | -                    | -                    | -                   |
| <b>Closing Balance</b>  |  | <b>1,654.72</b>      | <b>1,257.98</b>      | <b>1,110.11</b>     |
| <b>c. Other items of Other Comprehensive Income (specify nature)</b>                  |  |                      |                      |                     |
| Opening Balance   |  |                      |                      |                     |
| (+) Current Year Transfer   |  | (2.60)               | 1.66                 | (1.00)              |
| (-) Written Back in Current Year  |  | -                    | -                    | -                   |
| <b>Closing Balance</b>  |  | <b>(2.60)</b>        | <b>1.66</b>          | <b>(1.00)</b>       |
| <b>Grand Total</b>  |  | <b>2,931.26</b>      | <b>2,538.78</b>      | <b>2,722.96</b>     |

## Notes to the Financial Statements (contd.)

### NOTE - 15 : LONG-TERM BORROWINGS

|   | As at March<br>31, 2017 | As at March<br>31, 2016 | As at April<br>1, 2015 |
|---|-------------------------|-------------------------|------------------------|
| <b>Secured</b>                                    |                         |                         |                        |
| Term loans - Refer Note 15 (a)                    |                         |                         |                        |
| From Banks - Term Loans                           | 683.13                  | 194.45                  | 455.96                 |
| From Banks - Property Loans                       | -                       | -                       | 11.31                  |
| From Banks - Vehicle Loans                        | 9.60                    | 0.21                    | 1.00                   |
| From Financial Institutions                       | 1,186.16                | 1,202.30                | -                      |
| Buyers Credit - Refer Note 15 (a)                 |                         |                         |                        |
| From Banks  | 1,124.24                | 795.03                  | 401.36                 |
| Long term maturities of finance lease obligations | 5.14                    | 68.67                   | 281.89                 |
| <b>Total</b>                                      | <b>3,008.27</b>         | <b>2,260.66</b>         | <b>1,151.52</b>        |
| <b>Unsecured</b>                                  |                         |                         |                        |
| Loans and advances from Corporate Bodies          | 26.35                   | 24.73                   | 23.11                  |
| Deferred Payment Liabilities                      | -                       | -                       | 100.14                 |
| Loans and advances from Related Parties           | 103.22                  | 67.19                   | 68.64                  |
| <b>Total</b>                                      | <b>129.57</b>           | <b>91.92</b>            | <b>191.89</b>          |
| <b>Total</b>                                      | <b>3,137.84</b>         | <b>2,352.58</b>         | <b>1,343.41</b>        |

### NOTE 15 (A) : STATEMENT OF PRINCIPAL TERMS OF LONG TERM SECURED LOANS OUTSTANDING AS AT MARCH 31, 2017

| Sr. No. | Loan Sanctioning Banks / Particulars | Facility Type / Name of the Bank                   | Rate of Interest / Commission % | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms   | Re-Schedulement / Pre-Payment / Defaults & Penalties  | Security as per Loan agreement   |
|---------|--------------------------------------|--|---------------------------------|----------|-------------------------------|---|---|---|--|
| 1       | Axis Bank Limited                    | TL (Conversion of FCTL into TL of Rs. 140 million) | Applicable Rate 12.05% p.a      | INR      | 140.00                        | 23.73   | Principal Repayable in 16 equal quarterly installments of Rs. 8.75m with 1st installment commencing from 30-Jun-2014. Interest is payable on Monthly basis. | Non payment of interest/installment on the due date will attract penal interest @ 2% p.m. on the overdue interest/ installment. Prepayment on the terms and conditions acceptable to Axis Bank. | First Pari Passu Charge on Entire Movable Fixed Assets of the Company.<br>Second Charge by way of Hypothecation of entire Current Assets belonging to the Company<br>Extention of First Charge on the specific immovable properties of the company of Market Value Rs. 61.63 Millions already charged to existing TLs/Capex LC/SBLC/LER facilities. (Please refer to note 1 for details of the immovable properties comprising the security)<br>Extention of First Charge on Fixed Deposit of Rs. 8.91 million already charged to existing TLs/Capex LC/SBLC/LER Facilities.<br>First charge on immovable property located at office no. 801 to 812, 6th Floor, Sadodaya Plaza, Opp. Mayo Hospital, Nr. Ram Mandir, Central Avenue, CA Road, Nagpur of approx. market value of Rs. 25.00 million owned by the company.<br>Personal Guarantee of Mr. Aniruddhasinhji Jadeja, director of the company and Corporate Guarantee of Hathway Cable and Datacom Limited |

## Notes to the Financial Statements (contd.)

| Sr. No. | Loan Sanctioning Banks / Particulars | Facility Type / Name of the Bank                   | Rate of Interest / Commission % | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms   | Re-Schedulement / Pre-Payment / Defaults & Penalties  | Security as per Loan agreement   |
|---------|--------------------------------------|--|---------------------------------|----------|-------------------------------|---|---|---|--|
| 2       | Axis Bank Limited                    | TL (Conversion of FCTL into TL of Rs. 150 million) | Applicable Rate 12.05% p.a      | USD      | 150.00                        | 65.11   | Principal Repayable in 16 equal quarterly installments of Rs. 9.37m with 1st installment commencing from 05-Jan-2015. Interest is payable on Monthly basis. | Non payment of interest/installment on the due date will attract penal interest @ 2% p.m. on the overdue interest/ installment. Prepayment on the terms and conditions acceptable to Axis Bank. | <p>First Pari Passu Charge on Entire Movable Fixed Assets of the Company.</p> <p>Second Paripassu Charge by way of Hypothecation of entire Current Assets belonging to the Company</p> <p>Extension of First Charge on the specific immovable properties of the company of Market Value Rs. 186.6 Millions already charged to existing TLs/Capex LC/SBLC/LER facilities. (Please refer to note 2 for details of the immovable properties comprising the security)</p> <p>First Charge on Fixed Deposit of Rs 10.81 million</p> <p>Security also includes post dated cheques equal to the amount of sanction limit.</p> <p>Personal Guarantee of Mr. Aniruddhasinhji Jadeja, director of the company and Letter of Comfort from Hathway Cable and Datacom Limited</p> |
| 3       | Axis Bank Limited                    | Buyers' Credit/TL                                  | 1.875 plus applicable taxes     | INR      | 250.00                        | 245.67  | Principal repayment with interest on completion of six months with roll over period of 2 to 3 years from the date of underlying shipment.                   | Non payment of interest/installment on the due date will attract penal interest @ 2% p.m. on the overdue interest/installment   | <p>First Pari Passu Charge on Entire Movable Fixed Assets of the Company.</p> <p>Second Paripassu Charge by way of Hypothecation of entire Current Assets belonging to the Company</p> <p>Extension of first charge on the specific immovable properties of the company of Market Value Rs. 205.00 Millions already charged to existing facilities. (Please refer to note 3 for details of the immovable properties comprising the security)</p> <p>Personal Guarantee of Mr. Aniruddhasinhji Jadeja, Managing director of the company and Letter of Comfort from Hathway Cable and Datacom Limited</p>  |



## Notes to the Financial Statements (contd.)

| Sr. No. | Loan Sanctioning Banks / Particulars | Facility Type / Name of the Bank | Rate of Interest / Commission %           | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms   | Re-Schedulement / Pre-Payment / Defaults & Penalties   | Security as per Loan agreement   |
|---------|--------------------------------------|----------------------------------|---|----------|-------------------------------|---|---|--|--|
| 4       | Axis Bank Limited                    | Buyers' Credit                   | 1.875% p.a plus applicable taxes          | INR      | 150.00                        | 114.23  | Principal repayment within 36 months from date of shipment with interest payable on roll over   | Non payment of interest/installment on the due date will attract penal interest @ 2% p.m.on the overdue interest/installment   | <p>First Pari Passu Charge on Entire Movable Fixed Assets of the Company.</p> <p>Second Paripassu Charge by way of Hypothecation of entire Current Assets (present &amp; future) belonging to the Company</p> <p>Extension of first charge on the specific immovable properties of the company of market value of Rs 205 million (Please refer to note 3 for details of the immovable properties comprising the security)</p> <p>Personal Guarantee of Aniruddhasinhji Jadeja</p> <p>Letter of Comfort from Hathway Cable and Datacom Limited</p>  |
| 5       | Yes Bank Limited                     | Term Loan (TL III)               | Applicable Rate of Interest is 13.00% p.a | INR      | 200.00                        | 54.71   | Principal Repayable in 18 equal quarterly installments of Rs. 11.11 m with 1st installment commencing from February 24, 2014. Interest is payable on Monthly basis. | Non payment of interest/installment on the due date will attract penal interest @ 2% p.m. on the overdue interest/ installment | <p>First pari Passu charge on movable Fixed Assets of the Company,</p> <p>Second Pari Passu Charge on Current Assets of the Company.</p> <p>Letter of Comfort from Hathway Cable and Datacom Limited</p> <p>Personal guarantee of Aniruddhasinhji Jadeja as Managing Director</p> <p>Non Disposal undertaking from Aniruddhasinhji Jadeja as Managing Director &amp; Hathway Cable and Datacom Limited</p> <p>Shortfall undertaking from Director &amp; Hathway Cable and Datacom Limited for repayment of principal and interest.</p> <p>Exclusive Charge on by way of mortgage of property situated in Ahmedabad with minimum market value of Rs. 40 million including the immovable property located at 8/A, Kamal Colony, Navrangpura, Ahmedabad owned by Mr. Aniruddhasinh Jadeja.</p> <p>Pledge of equity shares of 10% of GTPL which are owned /held by Mr. Aniruddhasinhji Jadeja /Mr. Kanaksinh Rana / M/s. Gujarat Digicom Private Limited</p> |

## Notes to the Financial Statements (contd.)

| Sr. No. | Loan Sanctioning Banks / Particulars | Facility Type / Name of the Bank        | Rate of Interest / Commission %                | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms   | Re-Schedule / Pre-Payment / Defaults & Penalties   | Security as per Loan agreement   |
|---------|--------------------------------------|---|--|----------|-------------------------------|---|---|--|--|
| 6       | Yes Bank Limited                     | Term Loan (TL IV)                       | Applicable Rate of Interest is 13.00% p.a      | INR      | 150.00                        | 14.50   | Principal Repayable in 10 equal quarterly installments of Rs. 15.00m with 1st installment commencing from Jan 17, 2015. Interest is payable on Monthly basis. | Non payment of interest/installment on the due date will attract penal interest @ 2% p.m. on the overdue interest/ installment | First pari Passu charge on movable Fixed Assets of the Company.<br>Second Pari Passu Charge on Current Assets of the Company.<br>Personal guarantee of Aniruddhasinhji Jadeja, Managing Director<br>Corporate Guarantee from Hathway Cable and Datacom Limited<br>Security also includes post dated cheques equal to the amount of sanction limit.<br>Post dated Cheque's for principal repayment.<br>Extension of Pledge of equity shares of 10% of GTPL which are owned / held by Mr. Aniruddhasinhji Jadeja / Mr. Kanaksinh Rana / M/s. Gujarat Digicom Private Limited |
| 7       | Yes Bank Limited                     | Term Loan (TL V)                        | Applicable Rate of Interest is 13.00% p.a      | INR      | 200.00                        | 76.07   | Principal Repayable in 12 equal quarterly installments of Rs. 15.6m with 1st installment commencing from June 30, 2015. Interest is payable on Monthly basis. | Non payment of interest/installment on the due date will attract penal interest @ 2% p.m. on the overdue interest/ installment | First pari Passu charge on movable Fixed Assets of the Company.<br>Second Pari Passu Charge on Current Assets of the Company.<br>Personal guarantee of Aniruddhasinhji Jadeja.<br>Post dated Cheque's for principal repayment.<br>Corporate Guarantee from Hathway Cable and Datacom Limited   |
| 8       | Yes Bank Limited                     | Buyers' Credit as sublimit of Term Loan | 1% pa plus tax payable upfront (all inclusive) | INR      | 300.00                        | 307.46  | Principal repayment within 3 years from the date of underlying shipment and interest payment on a half yearly basis.  | Non payment of any amount on respective due date will attract penal interest @ 2% p.m. On the overdue amount                   | First pari pasu charge on movable Fixed Assets of the Company.<br>Second Paripasu charge on Current Assets of the Company.<br>Personal Guarantee of Aniruddhasinhji Jadeja.<br>Extension of Charge on by way of mortgage of property situated in Ahmedabad located at 8/A Kamal Colony, Navrangpura, Ahmedabad owned by Mr. Aniruddhasinhji Jadeja<br>Corporate Guarantee from Hathway Cable and Datacom Limited   |

# Notes to the Financial Statements (contd.)

| Sr. No. | Loan Sanctioning Banks / Particulars          | Facility Type / Name of the Bank                 | Rate of Interest / Commission %                       | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms   | Re-Schedulement / Pre-Payment / Defaults & Penalties   | Security as per Loan agreement  |
|---------|---|--|---|----------|-------------------------------|---|---|--|---|
| 9       | Yes Bank Limited                              | Term Loan  | 1.75% above MCLR. Current Rate of Interest is 11% p.a | INR      | 300.00                        | 148.30  | Principal repayment in 18 equal quarterly installments after moratorium period of 6 months from date of first disbursement. Interest is payable on montly basis |  | First pari pasu charge on movable Fixed Assets of the Company.  |
|         |   | Buyers Credit (Entry for sublimit to entry No.9) | 1.00% p.a plus taxes                                  | INR      |                               | 150.08  | Principal repayment within 3 years from the date of underlying shipment and interest payment on yearly basis.   |  | Second Paripasu charge on Current Assets of the Company.<br>Extension of charge over security in form of pledge of equity share of the Company to extent of 2.5% of its total shareholdings   |
| 9a      |   |  |   |          |                               |   |   |  | Letter of Comfort from Hathway Cable and Datacom Limited<br>Personal Guarantee of Aniruddhasinhji Jadeja.<br>Yes Bank Limited will take undertaking from Company that it shall retain the title documents of property owned by Aniruddhasinhji Jadeja located at 8/A Kamal Colony, Navrangpura, Ahmedabad till the facility is paid off |
| 10      | CISCO Systems Capital (India) Private Limited | Finance Lease Obligation                         | 9.50%   | INR      | 1,654.28                      | 83.71   | Principal with Interest is payable in quarterly instalments over the period of 5 years  | Non payment of interest/installment on the due date will attract penal interest @ 1.5% p.m.on the overdue interest/installment. Our Company is required to provide CISCO Systems Capital (India) Private Limited with 1 month prior notice of the intended prepayment date. CISCO Systems Capital (India) Private Limited may, depending on market conditions, reduce the amount payable to reflect the prepayment and advice Our Company of the balance to be paid. | Secured against Set Top Boxes purchased under lease by the Company and Corporate guarantee of Hathway Cable and Datacom Limited   |

## Notes to the Financial Statements (contd.)

| Sr. No. | Loan Sanctioning Banks / Particulars | Facility Type / Name of the Bank     | Rate of Interest / Commission %             | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms   | Re-Schedulement / Pre-Payment / Defaults & Penalties  | Security as per Loan agreement   |
|---------|--------------------------------------|--------------------------------------|---|----------|-------------------------------|---|---|---|--|
| 11      | IDBI Bank Limited                    | Buyers' Credit                       | Base rate + 3.25%                           | INR      | 100.00                        | 42.65   | Principal repayment with interest on completion of 360 days with roll over period of 3 years for Rs. 100.00 Million loan for balance against 100% margin. | Non payment of interest/installment on the due date will attract penal interest @ 2% p.m. on the overdue interest/ installment        | <p>Paripasu First charge on entire movable Fixed Assets of the company. (Including Assets Created out of TL availed from various Banks)</p> <p>Second Paripasu charge on entire Current Assets of Company.</p> <p>Extension on charge on Office no 202 A to E, 211, 212 and 213 and 903, Sahajanand complex, Shahibaug, Ahmedabad.</p> <p>Exclusive charge of Shop no. 301 &amp; 317, Devraj mall, 3rd floor, Thakkarbapanagar, Cross Road, Bapunagar Ahmedabad.</p> <p>Lien over fixed deposit of Rs. 2.8 MN</p> <p>Personal Guarantee of Mr. Aniruddhasinhji Jadeja, and Mr. Kanaksinh Rana. and Corporate Guarantee of Gujarat Digicom Private Limited</p> <p>Exclusive charge on Rajkot CSW no 8 and CS no 620, P.Of no 401, in Century Centre</p> |
| 12      | IDBI Bank Limited                    | Buyers' Credit (against 100% Margin) | Base rate + 3.25%                           | INR      | Equivalent to margin provided | 81.80   | Not Applicable  |   | Against 100% Margin  |
| 13      | Indostar Capital Finance Limited     | Term Loan                            | Applicable Rate of Interest is Rate 13.30%. | INR      | 700.00                        | 688.95  | Principal Repayable in 24 monthly with 1st installment commencing from September 30, 2018. Interest is payable on Monthly basis.                          | Non payment of interest on the due date will attract penal interest @ 4% p.a. on the entire amount outstanding as on date of default. | <p>Secured by way of first charge on minimum 40% Paid up share of the company on a fully diluted basis</p> <p>Subservient charge on all present and future movable and immovable fixed asset and current assets of the company</p> <p>Subservient charge on insurance policies in relation to all assets over which security interest is created.</p> <p>Demand promissory note from Company for outstanding amount</p> <p>Personal guarantee of Aniruddhasinhji Jadeja as Managing Director, Mr. Amit Shah as Director and Mr. Kanaksinh Rana as Director.</p> <p>Corporate guarantee of Gujarat Digicom Rs. 1200 Millions</p> <p>Letter of Comfort from Hathway Cable and Datacom Limited</p>  |
| 14      | Indostar Capital Finance Limited     | Term Loan                            | Applicable Rate of Interest is Rate 13.30%. | INR      | 500.00                        | 492.31  | Principal Repayable in 24 monthly with 1st installment commencing from November, 2018. Interest is payable on Monthly basis.                              | Non payment of interest on the due date will attract penal interest @ 4% p.a. on the entire amount outstanding as on date of default. | For details of the security please refer to Entry No. 13 above.  |

## Notes to the Financial Statements (contd.)

| Sr. No. | Loan Sanctioning Banks / Particulars         | Facility Type / Name of the Bank | Rate of Interest / Commission %             | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms  | Re-Schedule / Pre-Payment / Defaults & Penalties   | Security as per Loan agreement  |
|---------|--|----------------------------------|---|----------|-------------------------------|---|--|--|---|
| 15      | Tata Capital Financial Services Limited      | Term Loan                        | Applicable Rate of Interest is Rate 13.00%. | INR      | 50.00                         | 16.08   | Principal Repayable in 30 monthly with 1st installment Start from July 15, 2015. Interest and Principal is payable on Monthly basis.             | Non payment of interest/installment on the due date will attract penal interest @ 6% p.a. on the overdue interest/installment. Prepayment penalty at the rate of 2% of prepaid amount. | secured by hypothecation of machinery purchased out of the said fund.<br>Personal guarantee of Mr. Aniruddhasinhji Jadeja.  |
| 16      | HDFC Bank Limited                            | Vehicle loan                     | 11.27%                                      | INR      | 0.30                          | 0.04  | Repayable in 36 monthly installments   | 2% per month on unpaid EMI   | Secured by hypothecation of vehicle purchased utilising the loan.   |
| 17      | ICICI Bank Limited                           |                                  | 11.75%                                      | INR      | 0.54                          | 0.03  | Repayable in 36 monthly installments   | 2% per month on unpaid EMI (Note 4)  | Secured by hypothecation of vehicle purchased utilising the loan.   |
| 18      | Kotak Mahindra Prime Limited                 |                                  | 10.89%                                      | INR      | 0.85                          | 0.13  | Repayable in 36 monthly installments   | 3% per month on unpaid EMI (Note 5)  | Secured by hypothecation of vehicle purchased utilising the loan.   |
| 19      | Kotak Mahindra Prime Limited                 |                                  | 9.51%                                       | INR      | 5.63                          | 5.07  | Repayable in 60 monthly installments   | (Note 6)   | Secured by hypothecation of vehicle purchased utilising the loan.   |
| 20      | BMW India Financial Services Private Limited |                                  | 9.75%                                       | INR      | 2.60                          | 2.11  | Repayable in 60 monthly installments   | 2% per month on unpaid EMI (Note 7)  | Secured by hypothecation of vehicle purchased utilising the loan.   |
| 21      | BMW India Financial Services Private Limited |                                  | 9.50%                                       | INR      | 5.50                          | 4.83  | Repayable in 60 monthly installments   | 2% per month on unpaid EMI (Note 8)  | Secured by hypothecation of vehicle purchased utilising the loan.   |
| 22      | IDBI Bank Limited                            | Term Loan                        | Applicable Rate of Interest is 12.25% p.a   | INR      | 350.00                        | 349.11  | 16 quarterly instalments starting after 12 months from the date of first disbursement. Interest is payable monthly                               | Non-payment of interest/principal will attract penalty as per IDBI guidelines. Prepayment would require prepayment premium in accordance with IDBI guidelines.                         | Pari passu first charge on entire movable fixed assets of the company<br>Second pari passu charge on entire current assets of the company<br>Personal Guarantee of Mr. Aniruddhasinhji Jadeja<br>Personal Guarantee of Mr. Kanaksinh Rana<br>Corporate Guarantee of Hathway Cable and Datacom Limited<br>(Exclusive charge on office 202-A,202-B,202-C,202-D,202-E,211,212,213 and 903 of Shahjanand Complex. Exclusive charge on shop 301 & 317 of Devraj Mall. Exclusive charge on 401,4th floor, century terrace, Rajkot.)<br>(Lien on FD of Rs 2.8 million) |
| 23      | RBL Bank Limited                             | Term Loan                        | Applicable rate of interest is 11.00% p.a   | INR      | 350.00                        | 348.72  | 16 quarterly instalments starting after 12 months moratorium from the date of first disbursement. i.e. (15/6/2016). Interest is payable monthly. | Bank reserves right to charge additional interest @2% on occurrence of events specified in Agreements. Prepayment penalty payable at the rate of 2% of outstanding balance payments.   | First Pari Passu Charge on Entire Movable Fixed Assets of the Company.<br>Second pari passu charge on entire current assets of the company.<br>Irrevocable & unconditional personal guarantee of Mr. Aniruddhasinhji Jadeja and Mr. Kanaksinh Rana.<br>Irrevocable & unconditional Corporate Guarantee of Hathway Cable and Datacom Limited   |



## Notes to the Financial Statements (contd.)

| Sr. No. | Loan Sanctioning Banks / Particulars | Facility Type / Name of the Bank | Rate of Interest / Commission % | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms  | Re-Schedulement / Pre-Payment / Defaults & Penalties   | Security as per Loan agreement  |
|---------|--------------------------------------|----------------------------------|---------------------------------|----------|-------------------------------|---|--|--|---|
| 24      | RBL Bank Limited                     | Buyers Credit                    | 2% p.a plus applicable taxes    | INR      | 250.00                        | 182.35  | 10% Margin by way of FDR undr lien to be taken upfront at time of opening of LC/BC, 13.33% at the end of first year, 13.33% at the end of second year, and 13.33% at the end of third year. At the end of 3 yrs to be converted to term loan and is repaid in 8 equal quaterly instalments | Penal Interest @ 2% for Non-Submission of stock statement/ valid insurance/financial data or any other data/non perfection of security with permitted timelines/ other non-compliance/ irregularity or overdrawn of account. Prepayment charges @2% on outstanding balance | First Pari Passu Charge on Entire Movable Fixed Assets of the Company (excluding leased assets and assets exclusive charge to banks/FI)<br>Second Pari passu charge over the entire current assets of the company<br>Irrevocable & unconditional personal guarantee of Mr. Aniruddhasinhji Jadeja and Mr. Kanaksinh Rana.<br>Letter of Comfort from Hathway Cable and Datacom Limited along with BR |
|         |                                      | Total                            |                                 |          | 5,809.69                      | 3,497.77                                      |  |  |   |

### NOTE - 1 : AXIS BANK LIMITED - 140 MILLION

- Office No. 601 to 608, 6th Floor, Monalisa Complex, Sayajigunj, Vadodara
- Office No. 2/228/289, Kolsawad, Manchhapura, B/h Amisha Hotel, Delhi gate, Suarat
- Unit No. 203 (old No. 205, 206), 204, 2nd floor, Sahajanand complex, Near. Swaminarayan temple, Shahibaug, Ahmedabad
- 2nd and 3rd Floor, Om Shanti Complex, Patel colony, Vikasgruh road, Jamnagar
- Office No. 203, Second floor, Sahajanand complex, opposite Swaminarayan temple, Sahibaug, Ahmedabad
- Terrace at office no. 203, on second floor, Sahajanand complex, opposite, Swaminarayan mandir, Sahibaug, Ahmedabad
- Office No. 202 on Second Floor, Sahjanand complex, opposite Swaminarayan mandir, Sahibagh, Ahmedabad

### NOTE - 2 : AXIS BANK LIMITED - RS. 150 MILLION

- Office No. 601 to 608, 6th Floor, Monalisa Complex, Sayajigunj, Vadodara
- Office No. 2/228/289, Kolsawad, Manchhapura, B/h Amisha Hotel, Delhi gate, Suarat
- Unit No. 203 (old No. 205, 206), 204, 2nd floor, Sahajanand complex, Near. Swaminarayan temple, Shahibaug, Ahmedabad
- 2nd and 3rd Floor, Om Shanti Complex, Patel colony, Vikasgruh road, Jamnagar
- Office No. 203, Second floor, Sahajanand complex, opposite Swaminarayan temple, Sahibaug, Ahmedabad
- Terrace at office no. 203, on second floor, Sahajanand complex, opposite, Swaminarayan mandir, Sahibaug, Ahmedabad
- Office No. 202 on Second Floor, Sahjanand complex, opposite Swaminarayan mandir, Sahibagh, Ahmedabad
- Flat No. A 201 at Chandkheda, Ahmedabad
- Flat No. A 202 at Chandkheda, Ahmedabad
- Bungalow no. 1 at Chandkheda, Ahmedabad
- NA Land located at Survey No. 514/P at Village. Bhagdavada, District: Valsad, Gujarat
- Office No. 801 to 812, 6th Floor, Sadodaya Plaza, opposite Mayo Hospital, Near Ram mandir, Central Avenue, CA Road, Nagpur

### NOTE - 3 : AXIS BANK LIMITED - 250 MILLION (BUYERS CREDIT)

- Office No. 601 to 608, 6th Floor, Monalisa Complex, Sayajigunj, Vadodara
- Office No. 2/228/289, Kolsawad, Manchhapura, B/h Amisha Hotel, Delhi gate, Suarat
- Unit No. 203 (old No. 205, 206), 204, 2nd floor, Sahajanand complex, Near. Swaminarayan temple, Shahibaug, Ahmedabad
- 2nd and 3rd Floor, Om Shanti Complex, Patel colony, Vikasgruh road, Jamnagar
- Office No. 203, Second floor, Sahajanand complex, opposite Swaminarayan temple, Sahibaug, Ahmedabad
- Terrace at office no. 203, on second floor, Sahajanand complex, opposite, Swaminarayan mandir, Sahibaug, Ahmedabad
- Office No. 202 on Second Floor, Sahjanand complex, opposite Swaminarayan mandir, Sahibagh, Ahmedabad
- Flat No. A 201 at Chandkheda, Ahmedabad
- Flat No. A 202 at Chandkheda, Ahmedabad
- Bungalow no. 1 at Chandkheda, Ahmedabad
- NA Land located at Survey No. 514/P at Village. Bhagdavada, District: Valsad, Gujarat
- Office No. 801 to 812, 6th Floor, Sadodaya Plaza, opposite Mayo Hospital, Near Ram mandir, Central Avenue, CA Road, Nagpur

### NOTE -4 :

Penalty for delayed repayment 24% plus applicable taxes. Prepayment charges 5% of the outstanding amount of the facility or any other rates as stipulated by ICICI Bank Limited from time to time

### NOTE-5 :

Delayed Payment/LatePayment/ Additional charge 30% prepayment interest outstanding 5.85%

# Notes to the Financial Statements (contd.)

**NOTE-6 :**

Prepayment penalty 5.21% on outstanding plus service tax. Delayed payment/late payment charge/compensates/additional finance charges 3% (monthly)

**NOTE-7 :**

Late payment 24% per month on unpaid EMI. Part payment charges (a) Within 12 months of activation of loan 3% of part amount (b) after 12 months of activation of loan 2% of part amount

**NOTE-8 :** Same as Note No: 6

| <b>NOTE - 16 : PROVISIONS</b>          | <b>As at March<br/>31, 2017</b> | As at March<br>31, 2016 | As at April<br>1, 2015 |
|--|---------------------------------|-------------------------|------------------------|
| <b>Provision for employee benefits</b> |                                 |                         |                        |
| Gratuity (Funded)                      | 10.97                           | 5.84                    | 7.09                   |
| Leave Encashment (Unfunded)            | 31.27                           | 27.62                   | 21.75                  |
| <b>Total</b>                           | <b>42.24</b>                    | <b>33.46</b>            | <b>28.84</b>           |

| <b>NOTE - 17 : SHORT-TERM BORROWINGS</b> | <b>As at March<br/>31, 2017</b> | As at March<br>31, 2016 | As at April<br>1, 2015 |
|--|---------------------------------|-------------------------|------------------------|
| <b>Secured - Refer Note 17 (a)</b>       |                                 |                         |                        |
| <b>Loans repayable on demand</b>         |                                 |                         |                        |
| From banks - Cash Credit / Overdraft     | 711.83                          | 552.65                  | 527.97                 |
| From banks - Buyer's Credit              | 88.90                           | -                       | -                      |
| From banks - Factoring Facility          | 193.33                          | 31.68                   | -                      |
| <b>Total</b>                             | <b>994.06</b>                   | <b>584.33</b>           | <b>527.97</b>          |
| <b>Unsecured</b>                         |                                 |                         |                        |
| Loans and Advances repayable on demand   |                                 |                         |                        |
| From Other parties                       | 0.02                            | 1.34                    | 0.23                   |
| From Related parties                     | 0.26                            | 0.26                    | 2.13                   |
| <b>Total</b>                             | <b>0.28</b>                     | <b>1.60</b>             | <b>2.36</b>            |
| <b>Total</b>                             | <b>994.34</b>                   | <b>585.93</b>           | <b>530.33</b>          |

| <b>NOTE - 18 : OTHER FINANCIAL LIABILITY</b>       | <b>As at March<br/>31, 2017</b> | As at March<br>31, 2016 | As at April<br>1, 2015 |
|--|---------------------------------|-------------------------|------------------------|
| Current maturities of long-term debt               | 410.89                          | 490.32                  | 281.91                 |
| Current maturities of Deferred Payment Liabilities | 12.52                           | 12.52                   | 93.80                  |
| Current maturities of finance lease obligations    | 78.61                           | 459.46                  | 362.18                 |
| Interest Accrued but not due on Borrowings         | 1.03                            | 9.86                    | 20.52                  |
| Interest Accrued and due on Borrowings             | -                               | 25.84                   | 3.44                   |
| <b>Total</b>                                       | <b>503.05</b>                   | <b>998.00</b>           | <b>761.85</b>          |

## Notes to the Financial Statements (contd.)

### NOTE 17 (A) : STATEMENT OF PRINCIPAL TERMS OF SHORT TERM SECURED LOANS OUTSTANDING AS AT MARCH 31, 2017

| Sr. No. | Loan Sanctioning Banks / Particulars | Facility Type / Name of the Bank | Rate of Interest / Commission %         | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms     | Re-Schedule ment / Pre-Payment / Defaults & Penalties   | Security as per Loan agreement   |
|---------|--------------------------------------|----------------------------------|---|----------|-------------------------------|---|---------------------|---|--|
| 1       | Axis Bank Limited                    | Cash Credit/OD                   | Current Rate of Interest is 10.40% p.a  | INR      | 200.00                        | 206.91  | With yearly renewal | Non payment of interest/ installment on the due date will attract penal interest @ 2% over and above the normal interest.   | Pari Passu First Charge by way of Hypothecation of entire Current Assets the company (Present & Future)<br>Second pari passu charge on the entire movable fixed assets of the company (Present & Future)<br>Extension of first charge on the specific immovable properties of the company of Market Value Rs. 205.00 Millions already charged to existing facilities. (Please refer to Note No: 3 of Annexure XVIIIA)<br>First charge on immovable property located at office no. 801 to 812, 6th Floor, Sadodaya Plaza, Opp. Mayo Hospital, Nr. Ram Mandir, Central Avenue, CA Road, Nagpur of approx. market value of Rs. 40.00 million charged to existing facilities.<br>Second charge on Fixed Deposit of Rs. 10.8 million already charged to existing facilities.<br>Personal Guarantee of Aniruddhasinhji Jadeja, Managing Directors of the Company and Corporate Guarantee of Hathway Cable and Datacom Limited. |
| 2       | IDBI Bank Limited                    | Cash Credit/OD                   | Current Rate of Interest is 12.75% p.a  | INR      | 150.00                        | 144.91  | With yearly renewal | Non payment of interest/ installment on the due date will attract penal interest @ 2% over and above the normal interest.   | Pari Passu First Charge by way of Hypothecation of entire Current Assets of the company<br>Lien on FD of Rs. 2.8 million.<br>Personal Guarantee of Mr. Aniruddhasinhji Jadeja, and Mr. Kanaksinh Rana. Corporate Guarantee of Gujarat Digicom Private Limited<br>(Second pari passu charge on the entire movable fixed assets of the company and exclusive charge on Office No. 202-A, 202-B, 202-C, 202-D, 202-E, 211, 212 and 213) and (903 of Sahjanand complex, Nr. Swaminaryan Temple, Shahibaug, Ahmedabad. Shop no. 301 and 317, 3rd Floor, Devraj Mall, Bapunagar, Ahmedabad) and (exclusive charge on commercial office no. 401, 4th Floor, Century terrace, Rajkot).   |
| 3       | RBL Bank Limited                     | Cash Credit/OD                   | Current Rate if Interest is 11.05%% p.a | INR      | 100.00                        | 100.00  | With yearly renewal | Non payment of interest/ installment on the due date will attract penal interest @ 2% on the overdue interest/ installment. | First pari passu charge on the current assets of the company   |
|         |                                      |                                  | Current Rate if Interest is 10.5%% p.a  |          | 260.00                        | 260.00  |                     |   | Second pari passu charge on the entire movable fixed assets of the company<br>Irrevocable & Unconditional Personal Guarantee of Mr. Aniruddhasinhji Jadeja & Mr. Kanaksinh Rana  |

# Notes to the Financial Statements (contd.)

| Sr. No. | Loan Sanctioning Banks / Particulars | Facility Type / Name of the Bank                           | Rate of Interest / Commission %                                | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms   | Re-Schedule / Pre-Payment / Defaults & Penalties  | Security as per Loan agreement  |
|---------|--------------------------------------|--|--|----------|-------------------------------|---|---|---|---|
| 4       | Axis Bank Limited                    | Factoring Facility   | Current Rate if Interest is 11% p.a                            | INR      | 200.00                        | 193.33  | As per relevant factor due date   | Non payment of interest/ installment on the due date will attract penal interest @ 2% on the overdue interest/ installment.     | Secured by domestic receivable. The sanction limit is Rs. 2,00.00 Millions  |
| 5       | Yes Bank Limited                     | Term Loan (Entry for sublimit to Entry No. 8 in Note 15 a) | 1.25% p.a plus taxes payable                                   | INR      | 100.00                        | 7.82  | Principal repayment within 3 years from the date of underlying shipment and interest payment on a half yearly basis.                                      | Non payment of any amount on respective due date will attract penal interest @ 2% p.m. On the overdue amount                    | For details of the security please refer entry no. 8 in Note 15 (a).  |
| 6       | Axis Bank Limited                    | Buyers' Credit   | Axis Bank Limited's standard rates plus applicable service tax | INR      | 300.00                        | 24.00   | Principal repayment with interest on completion of six months with roll over period of 2 to 3 years from the date of underlying shipment.                 | Non payment of interest/ installment on the due date will attract penal interest @ 2% p.m. on the overdue interest/ installment | <p>First Pari Passu Charge on Entire Movable Fixed Assets of the Company.</p> <p>Second Pari Passu Charge by way of Hypothecation of entire Current Assets belonging to the Company</p> <p>Extension of First Charge on the specific immovable properties of the company of Market Value Rs. 128.48 Millions already charged to existing TLs/Capex LC/ SBLC/LER facilities. (Please refer to note 1 for details of the immovable properties comprising the security)</p> <p>Extension of First Charge on Fixed Deposit of Rs 8.91 million already charged to existing TLs/Capex LC/SBLC/LER Facilities</p> <p>Equitable mortgage on NA land located at Survey No. 514/2 having area of 2561.65 sq. mtrs. VII. Bhagavadada Dist. - Valsad, Gujarat, owned by Mr. Aniruddhasinhji Jadeja market value of the property shall not be less than Rs. 60.00 million.</p> <p>Personal Guarantee of Mr. Aniruddhasinhji Jadeja, director of the company and Corporate Guarantee from Hathway Cable and Datacom Limited</p> |
| 7       | IDBI Bank Limited                    | Buyers' Credit   | Base rate + 3.25% .  | INR      | 100.00                        | 57.07   | Principal repayment with interest on completion of 360 days with roll over period of 3 years for Rs. 100.00 Million loan for balance against 100% margin. | Non payment of interest/ installment on the due date will attract penal interest @ 2% p.m. on the overdue interest/ installment | <p>Pari Passu First charge on entire movable Fixed Assets of the company. (Including Assets Created out of TL availed from various Banks)</p> <p>Second Pari Passu charge on entire Current Assets of Company.</p> <p>Extension on charge on Office no 202 A to E, 211, 212 and 213 and 903, Sahajanand complex, Shahibaug, Ahmedabad.</p> <p>Exclusive charge of Shop no. 301 &amp; 317, Devraj mall, 3rd floor, Thakkarbapanagar, Cross Road, Bapunagar Ahmedabad.</p> <p>Lien over fixed deposit of</p> <p>Personal Guarantee of Mr. Aniruddhasinhji Jadeja, and Mr. Kanaksinh Rana. and Corporate Guarantee of Gujarat Digicom Private Limited</p> <p>Exclusive charge on Rajkot CSW no 8 and CS no 620, P.O. of no 401, in Century Centre</p>  |
|         |                                      | Total  |  |          |                               | 994.06  |   |   |   |

## Notes to the Financial Statements (contd.)

### NOTE - 1 : AXIS BANK LIMITED - 300 MILLION (BUYERS CREDIT)

- Office No. 601 to 608, 6th Floor, Monalisa Complex, Sayajigunj, Vadodara
- Office No. 2/228/289, Kolsawad, Manchhapura, B/h Amisha Hotel, Delhi gate, Suarat
- Unit No. 203 (old No. 205, 206), 204, 2nd floor, Sahajanand complex, Near. Swaminarayan temple, Shahibaugh, Ahmedabad
- 2nd and 3rd Floor, Om Shanti Complex, Patel colony, Vikasgruh road, Jamnagar
- Office No. 203, Second floor, Sahajanand complex, opposite Swaminarayan temple, Sahibaugh, Ahmedabad
- Terrace at office no. 203, on second floor, Sahajanand complex, opposite, Swaminarayan mandir, Sahibaugh, Ahmedabad
- Office No. 202 on Second Floor, Sahjanand complex, opposite Swaminrayan mandir, Sahibagh, Ahmedabad
- Office No. 801 to 812, 6th Floor, Sadodaya Plaza, opposite Mayo Hospital, Near Ram mandir, Central Avenue, CA Road, Nagpur

| <b>NOTE - 19 : OTHER CURRENT LIABILITIES</b>              | <b>As at March<br/>31, 2017</b> | As at March<br>31, 2016 | As at April<br>1, 2015 |
|---|---------------------------------|-------------------------|------------------------|
| Income received in advance                                | 87.17                           | 17.51                   | 231.09                 |
| Other payables  | 178.70                          | 96.62                   | 401.27                 |
| Advances from Customers                                   | 208.72                          | 191.27                  | 94.83                  |
| Other Trade Expenses                                      | 110.44                          | 166.34                  | 153.42                 |
| Payables for Capital Expenditure                          | 588.13                          | 710.18                  | 788.76                 |
| Deposits  | 3.39                            | 3.49                    | 3.14                   |
| Statutory Liabilities                                     | 317.83                          | 112.42                  | 151.35                 |
| Liability towards JV/Partnership firms on account of loss | 81.84                           | 53.04                   | 49.37                  |
| <b>Total</b>  | <b>1,576.22</b>                 | <b>1,350.87</b>         | <b>1,873.23</b>        |

| <b>NOTE - 20 : SHORT-TERM PROVISIONS</b> | <b>As at March<br/>31, 2017</b> | As at March<br>31, 2016 | As at April<br>1, 2015 |
|--|---------------------------------|-------------------------|------------------------|
| Provision for employee benefits          |                                 |                         |                        |
| Salary & Reimbursements                  | 40.71                           | 42.63                   | 34.84                  |
| Contribution to PF / ESIC / PT           | 4.46                            | 6.16                    | 4.23                   |
| Gratuity (Funded)                        | -                               | -                       | 0.58                   |
| Leave Encashment (Unfunded)              | 1.14                            | 0.30                    | 1.06                   |
| <b>Total</b>                             | <b>46.31</b>                    | <b>49.09</b>            | <b>40.71</b>           |

| <b>NOTE - 21 : REVENUE FROM OPERATIONS</b> | <b>Period ended<br/>March 31, 2017</b> | Period ended<br>March 31, 2016 |
|--|--|--------------------------------|
| <b>Sale of Services</b>                    |  |                                |
| Subscription Income                        | 3,179.98                               | 2,133.02                       |
| Placement / Carriage Income                | 2,113.75                               | 2,218.71                       |
| Activation Charges (STB)                   | 594.51                                 | 324.39                         |
| <b>Other Revenues</b>                      |  |                                |
| Consultancy Income                         | 58.65                                  | 56.27                          |
| Equipment Lease & Rent Income              | 20.93                                  | 41.50                          |
| Profit On Sale Of Asset (STB)              | 76.79                                  | 92.62                          |
| Other Operational Income                   | 82.94                                  | 40.86                          |
| <b>Total</b>                               | <b>6,127.55</b>                        | <b>4,907.37</b>                |

| <b>NOTE - 22 : OTHER INCOME</b>      | <b>Period ended<br/>March 31, 2017</b> | Period ended<br>March 31, 2016 |
|--------------------------------------|--|--------------------------------|
| Interest Income                      | 55.16                                  | 21.54                          |
| Net Gain/loss On Sale Of Investments | 6.58                                   | -                              |
| Other Non-operating Income           |  |                                |
| Miscellaneous Income                 | 191.12                                 | 9.40                           |
| <b>Total</b>                         | <b>252.86</b>                          | <b>30.94</b>                   |



# Notes to the Financial Statements (contd.)

| <b>NOTE - 23 : OPERATING EXPENSES</b> | <b>Period ended<br/>March 31, 2017</b> | Period ended<br>March 31, 2016 |
|---------------------------------------|--|--------------------------------|
| Pay Channel Expenses                  | 2,783.15                               | 2,342.52                       |
| Cabling Expenses                      | 17.67                                  | 18.67                          |
| Lease Charges Of Equipments           | 65.99                                  | 64.23                          |
| Bandwidth Expenses                    | 99.59                                  | 49.52                          |
| Programming Expenses                  | 18.48                                  | 3.77                           |
| Placement Expenses                    | 292.75                                 | 330.22                         |
| <b>Total</b>                          | <b>3,277.63</b>                        | <b>2,808.93</b>                |

| <b>NOTE - 24 : EMPLOYEES' REMUNERATION AND BENEFITS</b> | <b>Period ended<br/>March 31, 2017</b> | Period ended<br>March 31, 2016 |
|---|--|--------------------------------|
| Salaries and Incentives (Refer Note - 28)               | 404.35                                 | 329.86                         |
| <b>Contributions To -</b>                               |  |                                |
| (i) Provident Fund                                      | 26.20                                  | 33.05                          |
| (ii) Gratuity Fund Contributions                        | 6.39                                   | 9.06                           |
| Staff Welfare Expenses                                  | 8.22                                   | 8.14                           |
| <b>Total</b>  | <b>445.16</b>                          | <b>380.11</b>                  |

| <b>NOTE - 25 : FINANCIAL CHARGES</b>                                      | <b>Period ended<br/>March 31, 2017</b> | Period ended<br>March 31, 2016 |
|---|--|--------------------------------|
| Interest Expense  | 398.63                                 | 250.56                         |
| Other Borrowing Costs   | 103.70                                 | 64.88                          |
| Applicable Net Gain/loss On Foreign Currency Transactions And Translation | 3.78                                   | 54.36                          |
| <b>Total</b>  | <b>506.11</b>                          | <b>369.80</b>                  |

| <b>NOTE - 26 : OTHER EXPENSES</b>           | <b>Period ended<br/>March 31, 2017</b> | Period ended<br>March 31, 2016 |
|---|--|--------------------------------|
| Power And Fuel                              | 25.82                                  | 25.33                          |
| Rent  | 36.04                                  | 24.58                          |
| Repairs To Buildings & Machinery.           | 22.87                                  | 35.88                          |
| Insurance                                   | 4.93                                   | 4.29                           |
| Rates And Taxes, Excluding, Taxes On Income | 30.75                                  | 9.02                           |
| Charity And Donations (Refer Note 27)       | 7.15                                   | 8.79                           |
| Security Expenses                           | 6.87                                   | 5.51                           |
| Printing And Stationery                     | 3.65                                   | 6.47                           |
| Conveyance, Travelling And Vehicle Expenses | 36.62                                  | 26.78                          |
| Business Promotion Expenses                 | 11.29                                  | 8.31                           |
| Bad & Doubtful Debts                        | 190.98                                 | 219.33                         |
| Communication Expenses                      | 9.01                                   | 9.40                           |
| Legal And Professional Expenses             | 68.38                                  | 59.82                          |
| Commission Expenses                         | 100.09                                 | 56.82                          |
| Interest On Taxes                           | 50.42                                  | 15.07                          |
| Office Exp                                  | 15.38                                  | 11.55                          |
| Loss on Sale of Assets                      | 0.71                                   | -                              |
| Selling & Distribution cost                 | 7.34                                   | 24.60                          |
| <b>Payments To The Auditor As</b>           |  |                                |
| a. Auditor                                  | 4.30                                   | 3.10                           |
| Miscellaneous Expenses                      | 1.12                                   | 3.57                           |
| Loss Receivable From Jv (Net)               | 22.04                                  | 0.53                           |
| <b>Total</b>                                | <b>655.76</b>                          | <b>558.75</b>                  |

**NOTE - 27 :** Expenditure related to Corporate Social Responsibility as per Section 135 of the Companies Act, 2013 read with Schedule VII there of Rs. 7.01 millions

# Notes to the Financial Statements (contd.)

(Rs. in Million)

| NOTE 27: CSR EXPENDITURE                         | Period ended<br>March 31, 2017 | Period ended<br>March 31, 2016 |
|--|--------------------------------|--------------------------------|
| Gross Amount required to be spent by the company | 12.73                          | 8.37                           |
| Amount Spent                                     | 7.01                           | 8.72                           |

| NOTE 28: SUMMARY STANDALONE STATEMENT OF MANAGERIAL REMUNERATION | Period ended<br>March 31, 2017 | Period ended<br>March 31, 2016 |
|--|--------------------------------|--------------------------------|
| Salaries & Incentives  | 19.63                          | 24.51                          |

The company has made provision towards gratuity for all the employees of the company except the directors. No portion of gratuity or deemed value of perquisite is included in the aforementioned disclosure.

## NOTE 29: FAIR VALUE MEASUREMENT

### Additional Disclosure requirement

#### Financial Instrument by Category

| Particulars  | March 31, 2017                           |  |                 | March 31, 2016                           |  |                 | Opening INDAS (01-04-15)                 |  |                 |
|--|--|--|-----------------|--|--|-----------------|--|--|-----------------|
|  | Fair Value through Profit & Loss (FVTPL) | Fair Value through Other Comprehensive Income (FVTOCI) | Amortised Cost  | Fair Value through Profit & Loss (FVTPL) | Fair Value through Other Comprehensive Income (FVTOCI) | Amortised Cost  | Fair Value through Profit & Loss (FVTPL) | Fair Value through Other Comprehensive Income (FVTOCI) | Amortised Cost  |
| <b>Financial Assets</b>                            |  |  |                 |  |  |                 |  |  |                 |
| Investments-Equity                                 | -  | -  | 1,288.01        | -  | -  | 1,047.77        | -  | -  | 937.35          |
| Investment in Equity Instruments - Associates      | -  | -  | 57.24           | -  | -  | 57.24           | -  | -  | 57.15           |
| Investments-Preference                             | -  | -  | 160.50          | -  | -  | 160.50          | -  | -  | 120.00          |
| Other Trade Investments                            | -  | -  | 0.06            | -  | -  | 0.04            | -  | -  | 0.04            |
| Investments-Partnership firms                      | -  | -  | 139.64          | -  | -  | 133.15          | -  | -  | 154.59          |
| Loans  | 0.64                                     | -  | 32.88           | 0.57                                     | -  | 18.19           | 0.51                                     | -  | 17.08           |
| Other financial assets                             | -  | -  | 20.94           | -  | -  | 23.64           | -  | -  | 23.64           |
| Current Investments                                | -  | -  | 27.15           | -  | -  | 20.26           | -  | -  | 17.28           |
| Trade receivables                                  | -  | -  | 3,013.09        | -  | -  | 2,450.28        | -  | -  | 1,897.40        |
| Cash and Cash Equivalents                          | -  | -  | 827.10          | -  | -  | 660.09          | -  | -  | 519.93          |
| Loans  | 94.79                                    | -  | -               | 81.33                                    | -  | -               | 78.02                                    | -  | -               |
| Others (to be specified)                           | 0.47                                     | -  | -               | 0.62                                     | -  | -               | 1.19                                     | -  | -               |
| <b>Total</b>                                       | <b>95.90</b>                             | <b>-</b>   | <b>5,566.61</b> | <b>82.53</b>                             | <b>-</b>   | <b>4,571.16</b> | <b>79.72</b>                             | <b>-</b>   | <b>3,744.46</b> |
| <b>Financial Liabilities</b>                       |  |  |                 |  |  |                 |  |  |                 |
| Borrowings   | -  | -  | 3,137.84        | -  | -  | 2,352.58        | -  | -  | 1,343.41        |
| Other Financial Liabilities-Non Current Maturities | -  | -  | 0.04            | -  | -  | 1.29            | -  | -  | -               |
| Short-term Borrowings                              | -  | -  | 994.34          | -  | -  | 585.93          | -  | -  | 530.33          |
| Trade Payables                                     | -  | -  | 552.60          | -  | -  | 817.75          | -  | -  | 793.11          |
| Other Financial Liability                          | 503.05                                   | -  | -               | 998.00                                   | -  | -               | 761.85                                   | -  | -               |
| <b>Total Financial Liabilities</b>                 | <b>503.05</b>                            | <b>-</b>   | <b>4,684.82</b> | <b>998.00</b>                            | <b>-</b>   | <b>3,757.55</b> | <b>761.85</b>                            | <b>-</b>   | <b>2,666.85</b> |

## FAIR VALUE HIERARCHY

Financial Assets and liabilities measured at fair value - recurring fair value measurements (Sector wise Disclosure)

|                                 | March 31, 2017 |         |         |       | March 31, 2016 |         |         |       | Opening INDAS (01-04-15) |         |         |       |
|---------------------------------|----------------|---------|---------|-------|----------------|---------|---------|-------|--------------------------|---------|---------|-------|
|                                 | Level 1        | Level 2 | Level 3 | Total | Level 1        | Level 2 | Level 3 | Total | Level 1                  | Level 2 | Level 3 | Total |
| <b>Financial Assets</b>         |                |         |         |       |                |         |         |       |                          |         |         |       |
| FVTPL                           |                |         |         |       |                |         |         |       |                          |         |         |       |
| Security Deposit                | NA             | 33.52   | NA      | 33.52 | NA             | 18.76   | NA      | 18.76 | NA                       | 17.59   | NA      | 17.59 |
| MTM Forward Contract            | NA             | NA      | NA      | NA    | NA             | 4.67    | NA      | 4.67  | NA                       | 17.59   | NA      | 17.59 |
| <b>FVTOCI</b>                   |                |         |         |       |                |         |         |       |                          |         |         |       |
| Designated as Hedges            | NA             | NA      | NA      | NA    | NA             | NA      | NA      | NA    | NA                       | NA      | NA      | NA    |
| Not Designated as Hedges        | NA             | NA      | NA      | NA    | NA             | NA      | NA      | NA    | NA                       | NA      | NA      | NA    |
| <b>Financial Liabilities</b>    |                |         |         |       |                |         |         |       |                          |         |         |       |
| Designated as Hedges            | NA             | NA      | NA      | NA    | NA             | NA      | NA      | NA    | NA                       | NA      | NA      | NA    |
| <b>Not Designated as Hedges</b> |                |         |         |       |                |         |         |       |                          |         |         |       |
| Corporate Guarantee             | NA             | 0.04    | NA      | 0.04  | NA             | 1.29    | NA      | 1.29  | NA                       | 3.00    | NA      | 3.00  |

## Notes to the Financial Statements (contd.)

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds, ETFs and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

**Level 2:** The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

There are no transfers between levels 1 and 2 during the year.

### Valuation technique used to determine fair value:

Specific valuation techniques used to value financial instruments include:

- ✓ the use of quoted market prices or dealer quotes for similar instruments
- ✓ the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date
- ✓ the fair value of the remaining financial instruments is determined using discounted cash flow analysis.
- ✓ All of the resulting fair value estimates are included in level 2.

### Valuation Techniques used for fair value measurement

| Particulars           | Fair value as on Mar 31, 2017 | Valuation Technique | Unobservable input | Range |
|-----------------------|-------------------------------|---------------------|--------------------|-------|
| Unquoted Equity       | NA                            | NA                  | NA                 | NA    |
| Debt Securities       | NA                            | NA                  | NA                 | NA    |
| Hedge Funds           | NA                            | NA                  | NA                 | NA    |
| Investment Properties | NA                            | NA                  | NA                 | NA    |
| Corporate Guarantee   | 0.04                          | Market Rate         | NA                 |       |
| Security Deposit      | 33.52                         | Market Rate         | NA                 |       |
| Forward Contract      | -                             | Present Value       | Reports from Bank  | NA    |

### Valuation processes

The finance department of the company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer (CFO) and the audit committee (AC).

Discussions of valuation processes and results are held between the CFO, AC and the valuation team quarterly, in line with the company's quarterly reporting periods.

Changes in level 2 and 3 fair values are analyzed at the end of each reporting period during the quarterly valuation discussion between the CFO, AC and the valuation team. As part of this discussion the team presents a report that explains the reason for the fair value movements.

### Cash flow and fair value interest rate risk

The company's main interest rate risk arises from long-term borrowings with variable rates, which expose the company to cash flow interest rate risk. The company's borrowings at variable rate were mainly denominated in INR & USD.

The company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

#### (a) Interest rate risk exposure

(Rs. in Million)

| Particulars              | March 31, 2017 | March 31, 2016 | Opening Ind AS (01-04-2015) |
|--------------------------|----------------|----------------|-----------------------------|
| Variable Rate borrowings | 4,491.82       | 3,794.77       | 2,323.59                    |
| Fixed Rate Borrowings    | NA             | NA             | NA                          |

At the end of reporting period the Company had the following variable rate borrowings and interest rate swap contracts.

| Particulars            | March 31, 2017        |          |                | March 31, 2016        |          |                | Opening Ind AS (01-04-2015) |          |                |
|------------------------|-----------------------|----------|----------------|-----------------------|----------|----------------|-----------------------------|----------|----------------|
|                        | Average Interest Rate | Balance  | %of Total Loan | Average Interest Rate | Balance  | %of Total Loan | Average Interest Rate       | Balance  | %of Total Loan |
| Bank overdrafts, Loans | 9.62%                 | 4,491.82 | 100%           | 10.14%                | 3,794.77 | 100%           | 9.11%                       | 2,323.59 | 100%           |
| Interest Rate Swaps    | -                     | -        | -              | -                     | -        | -              | -                           | -        | -              |
| Net Exposure           | 9.62%                 | 4,491.82 | 100%           | 10.14%                | 3,794.77 | 100%           | 9.11%                       | 2,323.59 | 100%           |

### SENSITIVITY ANALYSIS

| Particulars                                 | Impact on PAT  |                |
|---|----------------|----------------|
|   | March 31, 2017 | March 31, 2016 |
| Interest Rate – increase by 50 basis points | 1.99           | 1.25           |
| Interest Rate – increase by 50 basis points | (1.99)         | (1.25)         |

# Notes to the Financial Statements (contd.)

(Rs. in Million)

| Particulars                                 | Impact on other components of equity |                |
|---|--------------------------------------|----------------|
|   | March 31, 2017                       | March 31, 2016 |
| Interest Rate – increase by 50 basis points | NA                                   | NA             |
| Interest Rate – increase by 50 basis points | NA                                   | NA             |

## PRICE RISK

The entity do not have any in investments in quoted securities or other equity instruments except for investments in group entities. Thus, the company is not exposed to any price risk.

## NOTE 30: CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and Maintain an optimal capital structure to reduce the cost of capital.

**Consistent with others in the industry, the Company monitors capital on the basis of the following gearing ratio:**

Net debt (total borrowings net of cash and cash equivalents) divided by Total 'equity' (as shown in the balance sheet, including non-controlling interests).

| Particulars       | March 31, 2017 | March 31, 2016 |
|-------------------|----------------|----------------|
| Net Debt          | 3,794.58       | 3,228.20       |
| Total Equity      | 3,914.73       | 3,522.23       |
| Debt Equity Ratio | 0.97           | 0.92           |

## Dividends recognized as distributed to owners

| Particulars        | March 31, 2017 | March 31, 2016 |
|--------------------|----------------|----------------|
| Final Dividend     | 4.80           | -              |
| -Details per share | 0.05           | -              |
| Interim Dividend   | -              | -              |
| -Details per share | -              | -              |

## Income Taxes

| Particulars                                   | March 31, 2017 | March 31, 2016 |
|---|----------------|----------------|
| Current Tax                                   | 98.06          | 265.37         |
| <b>Deferred Tax</b>                           |                |                |
| Increase/(Decrease) in deferred tax asset     | -              | (250.40)       |
| Increase/(Decrease) in deferred tax liability | 62.94          | -              |
| Adjustment in other equity                    | -              | -              |
| Total Income Tax Expenses*                    | <b>161.00</b>  | 14.97          |

# Notes to the Financial Statements (contd.)

## Fair Value of Financial Assets & Liabilities measured at amortized cost

(Rs. in Million)

| Particulars  | March 31, 2017  |                 | March 31, 2016  |                 | Opening INDAS (01.04.15) |                 |
|--|-----------------|-----------------|-----------------|-----------------|--------------------------|-----------------|
|  | Carrying Amount | Fair Value      | Carrying Amount | Fair Value      | Carrying Amount          | Fair Value      |
| <b>Financial Assets</b>                            |                 |                 |                 |                 |                          |                 |
| <b>Investments</b>                                 |                 |                 |                 |                 |                          |                 |
| Investments-Equity                                 | 1,288.01        | 1,288.01        | 1,047.77        | 1,047.77        | 937.35                   | 937.35          |
| Investment in Equity Instruments - Associates      | 57.24           | 57.24           | 57.24           | 57.24           | 57.15                    | 57.15           |
| Investments-Preference                             | 160.50          | 160.50          | 160.50          | 160.50          | 120.00                   | 120.00          |
| Other Trade Investments                            | 0.06            | 0.06            | 0.04            | 0.04            | 0.04                     | 0.04            |
| Investments-Partnership firms                      | 139.64          | 139.64          | 133.15          | 133.15          | 154.59                   | 154.59          |
| Loans  | 33.52           | 33.52           | 18.76           | 18.76           | 17.59                    | 17.59           |
| Other financial assets                             | 20.94           | 20.94           | 23.64           | 23.64           | 23.64                    | 23.64           |
| Current Investments                                | 27.15           | 27.15           | 20.26           | 20.26           | 17.28                    | 17.28           |
| Trade receivables                                  | 3,013.09        | 3,013.09        | 2,450.28        | 2,450.28        | 1,897.40                 | 1,897.40        |
| Cash and Cash Equivalents                          | 827.10          | 827.10          | 660.09          | 660.09          | 519.93                   | 519.93          |
| Loans  | 94.79           | 94.79           | 81.33           | 81.33           | 78.02                    | 78.02           |
| Others (to be specified)                           | 0.47            | 0.47            | 0.62            | 0.62            | 1.19                     | 1.19            |
| <b>Total Financial Assets</b>                      | <b>5,662.51</b> | <b>5,662.51</b> | <b>4,653.69</b> | <b>4,653.69</b> | <b>3,824.18</b>          | <b>3,824.18</b> |
| <b>Financial Liabilities</b>                       |                 |                 |                 |                 |                          |                 |
| Borrowings   | 3,137.84        | 3,137.84        | 2,352.58        | 2,352.58        | 1,343.41                 | 1,343.41        |
| Other Financial Liabilities-Non Current Maturities | 0.04            | 0.04            | 1.29            | 1.29            | -                        | -               |
| Short-term Borrowings                              | 994.34          | 994.34          | 585.93          | 585.93          | 530.33                   | 530.33          |
| Trade Payables                                     | 552.60          | 552.60          | 817.75          | 817.75          | 793.11                   | 793.11          |
| Other Financial Liability                          | 503.05          | 503.05          | 998.00          | 998.00          | 761.85                   | 761.85          |
| <b>Total Financial Liabilities</b>                 | <b>5,187.87</b> | <b>5,187.87</b> | <b>4,755.56</b> | <b>4,755.56</b> | <b>3,428.70</b>          | <b>3,428.70</b> |

The carrying amounts of trade receivables, trade payables, capital creditors and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

The company has not classified any financial asset as hedge instrument and hence, hedge accounting is not applicable.

### NOTE 30: FINANCIAL RISK MANAGEMENT

The company's activities expose it to market risk, liquidity risk and credit risk. In order to minimize any adverse effects on the financial performance of the company, derivative financial instruments, such as foreign exchange forward contracts are entered to hedge certain foreign currency risk exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

| Risk                  | Exposure  | Measurement                | Management   |
|-----------------------|---|----------------------------|--|
| <b>Credit Risk</b>    | Cash and cash equivalents, trade receivables, financial assets measured at amortised cost | Ageing Analysis            | Diversification of bank deposits, credit limits and letter of credit |
| <b>Liquidity Risk</b> | Borrowings and other liabilities  | Rolling cash flow forecast | Availability of committed credit lines and borrowing facilities      |
| <b>Market Risk</b>    |   |                            |  |
| - Forex               | Future commercial transactions  | Sensitivity analysis       | Forward foreign exchange contracts                                   |
| - Interest Rates      | Long term borrowings at variable rates  | Sensitivity analysis       | Interest rate  |

### Credit Risk Management

Credit risk is managed on a group basis. For banks and financial institutions, only high rated banks/institutions are accepted.

For other financial assets, the Company assesses and manages credit risk based on internal credit rating system. The finance function consists of a separate team who assesses and maintains an internal credit rating system. Internal credit rating is performed on a group basis for each class of financial instruments with different characteristics.

|         |              |
|---------|--------------|
| Class 1 | Quality      |
| Class 2 | Standard     |
| Class 3 | Sub Standard |
| Class 4 | Doubtful     |
| Class 5 | Loss         |



## Notes to the Financial Statements (contd.)

### Expected Credit Loss for Trade Receivable Loans & Investments (31.03.2017)

(Rs. in Million)

| Asset Group                       | Rating  | Gross Carrying Amount | Expected Probability | Expected Credit Loss | Net Carrying Amount |
|-----------------------------------|---------|-----------------------|----------------------|----------------------|---------------------|
| <b>Trade Receivables</b>          |         |                       |                      |                      |                     |
| Quality                           | Class 1 | 1,405.59              | 0%                   | -                    | 1,405.59            |
| Standard                          | Class 2 | 641.21                | 0.50%                | 3.21                 | 638.01              |
| Sub Standard                      | Class 3 | 313.77                | 3%                   | 9.41                 | 304.36              |
| Doubtful                          | Class 4 | 372.38                | 20%                  | 74.48                | 297.91              |
| Loss                              | Class 5 | 702.55                | 50%                  | 335.33               | 367.23              |
| <b>Total of Trade Receivables</b> |         | <b>3,435.51</b>       |                      | <b>422.42</b>        | <b>3,013.09</b>     |
| Loans                             | Class 2 | 101.99                | 7%                   | 7.20                 | 94.79               |
| Investments                       | Class 2 | 1,645.45              | 2%                   | 38.25                | 1,607.20            |
| <b>Total</b>                      |         |                       |                      | <b>467.87</b>        |                     |

### Expected Credit Loss for Trade Receivable, Loans & Investments (31.03.2016)

| Asset Group              | Rating  | Gross Carrying Amount | Expected Probability | Expected Credit Loss | Net Carrying Amount |
|--------------------------|---------|-----------------------|----------------------|----------------------|---------------------|
| <b>Trade Receivables</b> |         |                       |                      |                      |                     |
| Quality                  | Class 1 | 705.40                | -                    | -                    | 705.40              |
| Standard                 | Class 2 | 1,026.42              | -                    | -                    | 1,026.42            |
| Sub Standard             | Class 3 | 344.41                | -                    | -                    | 344.41              |
| Doubtful                 | Class 4 | 251.35                | 0.90                 | 226.22               | 25.14               |
| Loss                     | Class 5 | 472.61                | 0.26                 | 122.88               | 349.73              |
| <b>Total</b>             |         | <b>2,800.20</b>       |                      | <b>349.09</b>        | <b>2,450.28</b>     |
| Loans                    | Class 2 | 88.53                 | 0.08                 | 7.2                  | 81.33               |
| Investments              | Class 2 | 1,398.70              | 0.02                 | 34.38                | 1,364.32            |
| <b>Total</b>             |         |                       |                      | <b>390.67</b>        |                     |

### Expected Credit Loss for Trade Receivable Loans & Investments (Opening INDAS (01.04.2015))

| Asset Group                       | Rating  | Gross Carrying Amount | Expected Probability | Expected Credit Loss | Net Carrying Amount |
|-----------------------------------|---------|-----------------------|----------------------|----------------------|---------------------|
| <b>Trade Receivables</b>          |         |                       |                      |                      |                     |
| Quality                           | Class 1 | 413.60                | -                    | -                    | 413.60              |
| Standard                          | Class 2 | 644.27                | -                    | -                    | 644.27              |
| Sub Standard                      | Class 3 | 330.68                | -                    | -                    | 330.68              |
| Doubtful                          | Class 4 | 337.50                | 0.50                 | 168.56               | 168.94              |
| Loss                              | Class 5 | 498.32                | 0.33                 | 158.41               | 339.91              |
| <b>Total of Trade Receivables</b> |         | <b>2,224.37</b>       |                      | <b>326.97</b>        | <b>1,897.40</b>     |
| Loans                             | Class 2 | 85.22                 | 0.08                 | 7.20                 | 78.02               |
| Investments                       | Class 2 | 1,269.13              | 0.01                 | 9.88                 | 1,259.25            |
| <b>Total</b>                      |         |                       |                      | <b>344.06</b>        |                     |

### Reconciliation of loss allowance provision

| Reconciliation of Loss Allowance   | Loss allowance measured at 12 month Expected Losses | Loss allowance measured at Life time Expected Losses<br>Financial asset for which credit risk has increased significantly & credit impaired | Financial asset for which credit risk has increased significantly & not credit impaired |
|--|---|---|---|
| Loss allowance as on 31 March 2016   | 391.48  |   |   |
| - Changes due to purchase of asset   |   | -   | -   |
| Adjustment Against Provisions  | 76.40   |   |   |
| - Modification of contractual cash flow that did not result in derecognition | -   | -   | -   |
| Change in capital advances   | -   | -   | -   |
| - Change from 12 month to life time expected measurement and vice-versa      | -   | -   | -   |
| <b>Loss allowance as on 31 March 2017</b>                                    | <b>467.87</b>                                       | <b>-</b>  | <b>-</b>  |

# Notes to the Financial Statements (contd.)

## Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, group treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. This is generally carried out at local level in the operating companies of the Company in accordance with practice and limits set by the Company. These limits vary by location to take into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

## Financing Arrangements

(Rs. in Million)

| Particulars            | 31-03-2017 | 31-03-2016 | Opening Ind AS<br>01/04/2015 |
|------------------------|------------|------------|------------------------------|
| Floating Rate          |            |            |                              |
| Expiring within 1 year | 1,496.08   | 1,546.62   | 1,265.87                     |
| Expiring beyond 1 year | 3,008.26   | 2,260.66   | 1,151.53                     |

## Maturities of financial liabilities As on 31.03.2017

| Financial Liabilities                      | <12 month | >12 month | Total    |
|--|-----------|-----------|----------|
| <b>Non Derivative</b>                      |           |           |          |
| Short term borrowings                      | 994.05    | -         | 994.05   |
| Current maturities of Long Term Borrowings | -         | -         | -        |
| Trade Payables                             | 552.60    | -         | 552.60   |
| Other Financial Liabilities                | 503.05    | -         | 503.05   |
| Long Term Borrowings                       |           | 3,008.26  | 3,008.26 |
| <b>Derivative</b>                          | NA        | NA        | NA       |

## (As on 31.03.2016)

| Financial Liabilities                      | <12 month | >12 month | Total  |
|--|-----------|-----------|--------|
| <b>Non Derivative</b>                      |           |           |        |
| Short term borrowings                      | 584.33    | -         | 584.33 |
| Current maturities of Long Term Borrowings | -         | -         | -      |
| Trade Payables                             | 817.75    | -         | 817.75 |
| Other Financial Liabilities                | 998.00    | -         | 998.00 |
| Long Term Borrowings                       |           | 2,260.66  |        |
| <b>Derivative</b>                          | NA        | NA        | NA     |

## Opening Ind AS (As on 01.04.2015)

| Financial Liabilities                      | <12 month | >12 month | Total    |
|--|-----------|-----------|----------|
| <b>Non Derivative</b>                      |           |           |          |
| Short term borrowings                      | 527.97    | -         | 527.97   |
| Current maturities of Long Term Borrowings | -         | -         | -        |
| Trade Payables                             | 793.11    | -         | 793.11   |
| Other Financial Liabilities                | 761.85    | -         | 761.85   |
| Long Term Borrowings                       |           | 1,151.53  | 1,151.53 |
| <b>Derivative</b>                          | NA        | NA        | NA       |

## MARKET RISK MANAGEMENT

### Foreign Currency Risk

The company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions and foreign currency loans, primarily with respect to the US\$. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimize the volatility of the INR cash flows of highly probable forecast transactions.

The company uses foreign exchange forward contracts to hedge its exposure in foreign currency risk. The company measures the forward contract a fair value through profit and loss not classified as hedge.

The spot component of forward contracts is determined with reference to relevant spot market exchange rates. The differential between the contracted forward rate and the spot market exchange rate is defined as the forward points.

### (a) Hedge of net investment in foreign entity

## Notes to the Financial Statements (contd.)

### (b) Foreign currency risk exposure

| Particulars           | 31-03-2017 | 31-03-2016 | (In Million)<br>Opening Ind AS<br>(01-04-2015) |
|-----------------------|------------|------------|--|
|                       | USD        | USD        | USD  |
| Financial Assets      | -          | -          | -  |
| Financial Liabilities | 25.21      | 34.02      | 19.26  |
| Net Exposure          | (25.21)    | (34.02)    | (19.26)  |

### (c) Sensitivity

| Particulars     | 31-03-2017                   | 31-03-2016 | Opening Ind AS<br>(01-04-2015) |
|-----------------|------------------------------|------------|--------------------------------|
|                 | Impact on PAT in Rs. Million |            |                                |
| USD Sensitivity | 0.65                         | 0.90       | 0.48                           |

| Particulars     | 31-03-2017                           | 31-03-2016 | Opening Ind AS<br>(01-04-2015) |
|-----------------|--------------------------------------|------------|--------------------------------|
|                 | Impact on other components of equity |            |                                |
| USD Sensitivity | NA                                   | NA         | NA                             |

### NOTE 32: RECONCILIATION

#### Reconciliation of tax expenses and the accounting profit multiplied by Tax Rate

| Particulars  | 31-03-2017      | 31/03/2016    | (Rs. in Million)<br>Opening Ind AS<br>(01-04-2015) |
|--|-----------------|---------------|--|
| Profit Before Tax  | 561.87          | 151.14        | 189.28   |
| Statutory Tax Rate (%)   | 34.61%          | 34.61%        | 33.99%   |
| Tax at statutory tax rate  | 194.45          | 52.31         | 64.34  |
| <b>Permanent Differences :</b>                                       |                 |               |  |
| Donations  | 7.15            | 8.79          | 6.31   |
| Disallowance u/s 37  | -               | 4.73          | 11.87  |
| Interest on TDS, FBT, Income Tax u/s 37(1) - GTPL Books              | 33.77           | -             | -  |
| Expense incurred to earn exempt income (Section 14A Disallowance)    | -               | -             | -  |
| Loss receivable from JV  | 22.02           | 9.94          | 0.54   |
| Profit on Sale of Investments  | (6.58)          | -             | -  |
| Activation Income  | (472.91)        | -             | -  |
| Deduction u/s 36(i)(iii) of I.T.Act, 1961.                           | -               | -             | 4.68   |
| <b>Total Permanent Difference - (B)</b>                              | <b>(416.55)</b> | <b>23.45</b>  | <b>23.41</b>                                       |
| <b>Timing Differences :</b>  |                 |               |  |
| Difference between Depreciation as per Companies Act & I.T.Act, 1961 | 98.06           | 11.34         | 77.50  |
| Deferred Revenue/Expenditure   | -               | 981.77        | 77.94  |
| Sec 43 B Disallowances   | 38.84           | 2.56          | 10.19  |
| Lease payment Charges  | (173.78)        | (380.68)      | (320.81)   |
| Bad debt adjusted against provision for earlier years                | (104.44)        | -             | -  |
| Foreign Exchange Gain/Loss   | 68.19           | 59.22         | 69.91  |
| Lease Payment Interest   | 15.13           | -             | -  |
| Provisions   | 184.46          | -             | -  |
| Disallowance of Unrealized Foreign Exchange Gain u/s 43A             | (69.08)         | -             | -  |
| Allowance under section 43B - Part A of IT Act                       | (3.23)          | -             | -  |
| Other Disallowances  | -               | 45.81         | 89.47  |
| <b>Total Timing Differences - (C)</b>                                | <b>54.15</b>    | <b>720.01</b> | <b>4.21</b>  |
| <b>Profit - (A)+(B)+( C)</b>   | <b>199.47</b>   | <b>894.60</b> | <b>216.90</b>                                      |
| Deductions   | -               | 4.39          | 2.93   |
| <b>Total Taxable Income</b>  | <b>199.47</b>   | <b>890.20</b> | <b>213.97</b>                                      |
| <b>Tax (a)</b>   | <b>59.84</b>    | <b>267.06</b> | <b>64.19</b>                                       |
| Book Profit as per Companies Act,                                    | 595.64          | -             | -  |
| Tax as Per MAT   | 110.19          | -             | -  |
| Tax which ever is higher from (a & b)                                | 110.19          | -             | -  |
| Surcharge  | 13.22           | 32.05         | 7.70   |
| SC & SHEC  | 3.70            | 8.97          | 2.16   |
| MAT Credit Availed   | -               | -             | (10.60)  |
| <b>Total Tax Liability on profit</b>                                 | <b>127.12</b>   | <b>308.08</b> | <b>63.45</b>                                       |

# Notes to the Financial Statements (contd.)

## Current Tax (Asset)/ Liability

(Rs. in Million)

| Particulars   | 31-03-2017      | 31-03-2016  | Opening Ind AS<br>(01-04-2015) |
|---|-----------------|-------------|--------------------------------|
| Income Tax (asset)/liability at the beginning of the reporting period | 6.63            | (96.18)     | -                              |
| Income Tax paid/(net off refund)                                      | (543.91)        | (547.98)    | (491.55)                       |
| Current income tax payable for the year                               | 425.49          | 650.80      | 395.36                         |
| Net Current Income Tax (Asset)/liability at the end of the period     | (111.79)        | 6.63        | (96.18)                        |
| <b>Income Tax (Asset) / Liability</b>                                 | <b>(111.79)</b> | <b>6.63</b> | <b>(96.18)</b>                 |

## Deferred Tax (Assets)/ Liabilities

| Particulars  | 31-03-2017      | 31-03-2016      | Opening Ind AS<br>(01-04-2015) |
|--|-----------------|-----------------|--------------------------------|
| The balances comprises temporary differences attributable to :         |                 |                 |                                |
| <b>Deferred Tax Assets</b>   |                 |                 |                                |
| Due to timing differences and disallowances under Income Tax Act, 1961 | (957.74)        | (803.24)        | (366.12)                       |
| <b>Deferred Tax Liabilities</b>  |                 |                 |                                |
| Depreciation   | 741.96          | 524.51          | 312.31                         |
| <b>Net Deferred Tax (Asset)/liability</b>                              | <b>(215.78)</b> | <b>(278.73)</b> | <b>(53.81)</b>                 |

## Movements in Deferred Tax Assets

| Particulars                       | Property,<br>Plant &<br>Equipment | Financial Assets<br>at Fair Value<br>through P&L | Closing balance<br>of finance lease<br>on fixed assets | Others (All material<br>items to be disclosed<br>separately) | Total           |
|-----------------------------------|-----------------------------------|--|--|--|-----------------|
| Opening Ind As (As at 01.04.2015) | -                                 | -  | -  | (366.12)   | (366.12)        |
| Charged/(credited) to             |                                   |  |  |  |                 |
| - P&L                             | -                                 | -  | -  | (437.12)   | (437.12)        |
| - OCI                             | -                                 | -  | -  | -  | -               |
| - Others                          | -                                 | -  | -  | -  | -               |
| As at 31.03.2016                  | -                                 | -  | -  | (803.24)   | (803.24)        |
| Charged/(credited) to             |                                   |  |  |  |                 |
| - P&L                             | -                                 | -  | -  | (154.50)   | (154.50)        |
| - OCI                             | -                                 | -  | -  | -  | -               |
| - Others                          | -                                 | -  | -  | -  | -               |
| <b>As at 31.03.2017</b>           | <b>-</b>                          | <b>-</b>   | <b>-</b>   | <b>(957.74)</b>  | <b>(957.74)</b> |

# Notes to the Financial Statements (contd.)

## Movements in Deferred Tax Liabilities

(Rs. in Million)

| Particulars                              | Property, Plant & Equipment | Financial Assets at Fair Value through P&L | Others (All material items to be disclosed separately) | Total         |
|--|-----------------------------|--|--|---------------|
| <b>Opening Ind As (As at 01.04.2015)</b> | 312.31                      |  |  | 312.31        |
| Charged/(credited) to                    |                             |  |  |               |
| - P&L                                    | 212.20                      |  |  | 212.20        |
| - OCI                                    |                             |  |  |               |
| - Others                                 |                             |  |  |               |
| <b>As at 31.03.2016</b>                  | 524.51                      |  |  | 524.51        |
| Charged/(credited) to                    |                             |  |  |               |
| - P&L                                    | 217.44                      |  |  | 217.44        |
| - OCI                                    |                             |  |  |               |
| - Others                                 |                             |  |  |               |
| <b>As at 31.03.2017</b>                  | <b>741.96</b>               | <b>-</b>                                   | <b>-</b>   | <b>741.96</b> |

## NOTE 33: DISCONTINUED OPERATION

### (a) Description

During the board meeting held on 31-03-2016, the company had decided to transfer its broadband division to GTPL Kutch Network Private Limited, its wholly owned subsidiary and hence, the company has classified its Broadband division as held for sale as on 31-03-2016.

### (b) Financial Performance

| Particulars  | 31-03-2016 | Opening Ind As (01.04.2015) |
|--|------------|-----------------------------|
| Revenue  | 667.67     | 328.97                      |
| Expenses   | 592.86     | 303.17                      |
| Profit before Income Tax                                     | 74.81      | 25.79                       |
| Income Tax Expense   | 49.76      | 9.57                        |
| Profit after Tax   | 25.05      | 16.22                       |
| Gain on sale of subsidiary (net of tax)                      | -          | -                           |
| Profit from discontinuing operation                          | -          | -                           |
| Exchange difference on translation of discontinued operation | -          | -                           |
| OCI from discontinued operation                              | -          | -                           |
| Net Cash inflow from operating activity                      | (36.40)    | -                           |
| Net Cash flow from investment activity                       | -          | -                           |
| Net Cash flow from financing activities                      | -          | -                           |
| Net increase in cash generated from discontinued operation   | (36.40)    | -                           |



# Notes to the Financial Statements (contd.)

## Carrying amounts of assets & liabilities as at the date of sale

(Rs. in Million)

| Particulars                  | Date of Sale  |
|------------------------------|---------------|
| Property, Plant & Equipment  | 664.69        |
| Capital work-in-progress     | 170.72        |
| Other Intangible assets      | 27.28         |
| Non-Current Investments      | 29.03         |
| Long-term Loans and Advances | 4.24          |
| Cash and Cash Equivalents    | 36.74         |
| Other Non Current Assets     | 19.97         |
| Trade Receivables            | 2.47          |
| Other Current Assets         | 16.30         |
| <b>Total Assets</b>          | <b>971.42</b> |
| Short-term Provisions        | 8.92          |
| Other Current Liabilities    | 579.65        |
| <b>Total liabilities</b>     | <b>588.58</b> |
| <b>Net Assets</b>            | <b>382.84</b> |

## Assets and liabilities of disposal group classified as held for sale

| Particulars   | 31-03-2016 |
|---|------------|
| Assets Classified as held for sale                                      | 971.42     |
| Liabilities directly associated with assets classified as held for sale | 588.58     |

## NOTE 34: RELATED PARTY TRANSACTIONS AS ON MARCH 31, 2017

| SN                                | Company Name  |
|-----------------------------------|---|
| <b>1 (A) Subsidiary Companies</b> |   |
|                                   | GTPL Anjali Cable Network Private Limited   |
|                                   | GTPL Blue Bell Network Private Limited  |
|                                   | GTPL City Channel Private Limited   |
|                                   | GTPL Jay Mataji Network Private Limited   |
|                                   | GTPL Broadband Private Limited (Formerly known as GTPL Kutch Network Private Limited) |
|                                   | GTPL Link Network Private Limited   |
|                                   | GTPL Shivshakti Network Private Limited   |
|                                   | GTPL SK Network Private Limited   |
|                                   | GTPL SMC Network Private Limited  |
|                                   | GTPL Solanki Cable Network Private Limited  |
|                                   | GTPL Space City Private Limited   |
|                                   | GTPL Surat Telelinks Private Limited  |
|                                   | GTPL Vidarbha Telelinks Private Limited   |
|                                   | GTPL Video Badshah Private Limited  |
|                                   | GTPL VVC Network Private Limited  |
|                                   | GTPL Zigma Vision Private Limited   |
|                                   | GTPL Insight Channel Network Private Limited  |
|                                   | GTPL Vision Services Private Limited  |
|                                   | GTPL Narmada Cyberzone Private Limited  |
|                                   | GTPL Parshwa Cable Network Private Limited  |
|                                   | GTPL Sorath Telelink Private Limited  |
|                                   | GTPL Kolkata Cable & Broadband Pariseva Limited                                       |
|                                   | GTPL Dahod Television Network Private Limited   |
|                                   | GTPL Shiv Network Private Limited   |
|                                   | GTPL Jay Shantoshima Network Private Limited  |
|                                   | Gujarat Telelink East Africa Limited  |

## Notes to the Financial Statements (contd.)

| SN | Company Name                                   |
|----|--|
|    | GTPL Ahmedabad Cable Network Private Limited   |
|    | GTPL Sharda Cable Network Private Limited      |
|    | DL GTPL Cabnet Private Limited                 |
|    | GTPL V&S Cable Private Limited                 |
|    | Vaji Communications Private Limited            |
|    | GTPL Bansidhar Telalink Private Limited        |
|    | GTPL DCPL Private Limited                      |
|    | GTPL Video Vision Private Limited              |
|    | GTPL Abhilash Communication Private Limited    |
|    | GTPL Chelikam Networks (India) Private Limited |
|    | GTPL Junagadh Network Private Limited          |
|    | Vizianagar Citi Communications Private Limited |
|    | GTPL Kaizen Infonet Private Limited            |
|    | GTPL Deesha Cable Net Private Limited          |
|    | GTPL TV Tiger Private Limited                  |
|    | GTPL A. J. Enterprise                          |
|    | GTPL Atul Cable Network                        |
|    | GTPL Bariya Television Network                 |
|    | GTPL Bawa Cable                                |
|    | GTPL Buldhana City Cable Network               |
|    | GTPL Chaudhari Vision                          |
|    | GTPL Crazy Network                             |
|    | GTPL Hamidali Cable                            |
|    | GTPL Hariom World Vision                       |
|    | GTPL Henish Cable Vision                       |
|    | GTPL Jaydeep Cable                             |
|    | GTPL Jyoti Cable                               |
|    | GTPL Kal Cable Network                         |
|    | GTPL Khambhat Cable Network                    |
|    | GTPL Khushboo Video Channel                    |
|    | GTPL Leo Vision                                |
|    | GTPL Lucky Video Cable                         |
|    | GTPL Ma Bhagwati Entertainment Services        |
|    | GTPL Narmada Cable Service                     |
|    | GTPL Parth World Vision                        |
|    | GTPL Renuka Cable Networks                     |
|    | GTPL Sai Vision                                |
|    | GTPL Sai World Channel                         |
|    | GTPL Sanjiv Cable Vision                       |
|    | GTPL Shiv Cable                                |
|    | GTPL Shiv Cable Vision                         |
|    | GTPL Shiv Cable                                |
|    | GTPL Shiv Network                              |
|    | GTPL Shree Shani Cable                         |
|    | GTPL Shrinathji Communication                  |
|    | GTPL Star Line Cable Network                   |
|    | GTPL Swastik Communication                     |
|    | GTPL Tridev Cable Network                      |
|    | GTPL Vraj Cable                                |
|    | GTPL Wireless Cable Network                    |
|    | GTPL World View Cable                          |
|    | GTPL World Vision                              |
|    | GTPL Media Entertainment                       |

# Notes to the Financial Statements (contd.)

| SN   | Company Name                           |
|--|--|
| <b>2 (B) Joint Ventures / Partnership Firms</b>  |  |
|  | GTPL Akash Cable Vision                |
|  | GTPL Anil Cable Services               |
|  | GTPL Ashok Cable Services              |
|  | GTPL City Channel                      |
|  | GTPL G P Marketing                     |
|  | GTPL Ganesh Communication              |
|  | GTPL Gujarat Television Network        |
|  | GTPL H K Cable                         |
|  | GTPL Kim Cable Entertainment           |
|  | GTPL Krishna Cable Network             |
|  | GTPL Krishna Cable Services            |
|  | GTPL Lucky World Vision                |
|  | GTPL M Channel                         |
|  | GTPL Nawaz Network                     |
|  | GTPL Pearl Communication Network       |
|  | GTPL Pooja Cable Services              |
|  | GTPL Rainbow Multi Channel             |
|  | GTPL Rainbow Video Vision              |
|  | GTPL Raj World Vision                  |
|  | GTPL Riddhi Digital Private Limited    |
|  | GTPL SP Enterprise                     |
|  | GTPL Sab Network                       |
|  | GTPL Sagar Cable Service               |
|  | GTPL Sai Cable                         |
|  | GTPL Sainath World Vision              |
|  | GTPL Shree Sai Cable Network           |
|  | GTPL Siddhi Digital Services           |
|  | GTPL Sky World Vision                  |
|  | GTPL So Lucky Cable Services           |
|  | GTPL Space                             |
|  | GTPL Universal Cable Network           |
|  | GTPL Valsad Network                    |
|  | GTPL Yak Network                       |
|  | GTPL Zubi Video Vision                 |
|  | Airlink Communication                  |
|  | Sri Raghav G GTPL                      |
|  | GTPL Antriksh Cable Services           |
| <b>3 (C) Associate Companies</b>   |  |
|  | GTPL Rajwadi Network Private Limited   |
|  | Gujarat Television Private Limited     |
|  | Company Name                           |
| <b>4 (D) Key Managerial Personnel</b>  |  |
|  | Mr. Annirudhsinh Jadeja                |
|  | Mr. Amit Shah                          |
|  | Mr. Jayanta Pani                       |
|  | Mr. Tarun Kumar                        |
| <b>5 (E) Relative of Key Managerial Personnel</b>  |  |
|  | Mr. Dalpatsinh Rana                    |
|  | Mrs. Sejal Shah                        |
| <b>6 (F) Holding Company</b>   |  |
|  | Hathway Cable and Datacom Limited      |
| <b>7 (G) Entities where Key Management Personnel (KMP) / Relatives of Key Management Personnel (RKMP) exercise significant influence</b> |  |
|  | Gujarat Digicom Private Limited        |
|  | AMPM Security Services Private Limited |

# Notes to the Financial Statements (contd.)

## Disclosure of Transactions with related parties

| Particulars  | (Rs. in Million) |                |
|--|------------------|----------------|
|  | March 31, 2017   | March 31, 2016 |
| <b>(a) Parent Entities</b>   |                  |                |
| Rent on Equipments paid  | 3.86             | 4.43           |
| Other Expenses   | -                |                |
| Reimbursement of expenses  |                  | 0.01           |
| Contribution to equity   |                  | 314.37         |
| Loans Taken  |                  | 25.63          |
| Repayment of Loans/Advances taken  |                  | 25.63          |
| Trade payables   | 56.89            | 67.14          |
| Unsecured Loan taken   | 66.86            | 66.86          |
| <b>(b) Subsidiaries</b>  |                  |                |
| Revenue from operation   | 630.96           | 333.38         |
| Consultancy Income   | 55.35            | 36.00          |
| Lease/Rent income  | 46.17            | 7.75           |
| Placement charges  | 269.50           | 69.93          |
| Reimbursement of expenses  | 113.26           | 66.69          |
| Loans/Advances given   | 91.97            | 8.29           |
| Repayment of Loans / Advances given  | 91.49            | 10.46          |
| Trade Payables   | 4.87             | 7.73           |
| Trade Receivable   | 464.58           | 701.71         |
| <b>(c) Key Managerial Personnel Compensation</b>                                   |                  |                |
| Short term employee benefits   | 19.63            | 24.51          |
| Long term employee benefits  | -                | -              |
| Post employment benefits   | -                | -              |
| Termination benefits   | -                | -              |
| Share based payments   | -                | -              |
| <b>(d) Transactions with related Parties</b>                                       |                  |                |
| Sale & purchase of goods and services  | 126.51           | 460.95         |
| Other transactions (Income)  | 7.76             | 203.21         |
| Other transactions (Expenses)  | 24.84            |                |
| <b>(e) Outstanding balance arising from sale or purchase of goods and services</b> |                  |                |
| Trade Payables   | -                | 7.73           |
| Trade Receivables  | 158.58           | 701.71         |
| <b>(f) Loans to/from related parties</b>   |                  |                |
| Loans to key managerial personnel  |                  |                |
| Beginning of the year  | -                | -              |
| Loan Advancement   | -                | -              |
| Repayment Received   | -                | -              |
| Interest Charged   | -                | -              |
| Interest Received  | -                | -              |
| Loan to Associates   |                  |                |
| Beginning of the year  | 10.27            | 25.77          |
| Loan Advancement   | 12.43            | 18.95          |
| Repayment Received   | 22.65            | 6.98           |
| Interest Charged   | -                | -              |
| Interest Received  | -                | -              |
| Loan from Associates   |                  |                |
| Beginning of the year  | -                | -              |
| Loan Advancement   | -                | -              |
| Repayment Received   | -                | -              |
| Interest Charged   | -                | -              |
| Interest Received  | -                | -              |

# Notes to the Financial Statements (contd.)

## NOTE 35: CONTINGENT LIABILITIES & CONTINGENT ASSETS:

(Rs. in Million)

| Particulars   | As at<br>March 31, 2017 | As at<br>March 31, 2016 | As at<br>1st April, 2015 |
|---|-------------------------|-------------------------|--------------------------|
| Corporate guarantees have been issued to CISCO Systems Capital (India) Private Limited for finance lease on behalf of subsidiary company "GTPL Kolkata Cable & Broadband Pariseva Limited". Outstanding finance lease in books of subsidiary is : | 143.91                  | 307.97                  | 480.34                   |
| Corporate guarantees have been issued to IDBI Bank Limited for borrowing facility on behalf of Associate company "Gujarat Television Private Limited"   | 22.00                   | 22.00                   | 23.00                    |
| Corporate guarantees have been issued to IDBI Bank Limited on behalf of Associate company "GTPL Kolkata Cable & Broadband Pariseva Limited"   | Nil                     | Nil                     | 37.50                    |
| Bank Guarantees issued to Government for Issue of Licenses  | 24.20                   | 24.20                   | 2.10                     |
| Bank Guarantees issued to Custom Authority  | 12.40                   | -                       | -                        |
| Corporate guarantees have been issued to RBL Bank Limited for borrowing facility on behalf of Subsidiary company "GTPL Broadband Private Limited"   | 40.00                   | -                       | -                        |

- The sales tax officer has raised demand of Rs. 22.29 Millions (including interest of Rs.5.27 Millions) as per West Bengal Value Added Tax Rules, 2005 considering turnover of Rs.126 Millions instead of Rs. 17.50 Millions without considering the facts of the case. The company has already made payment of Rs. 2.36 Millions as tax and interest. So, the disputed tax liability including interest raised by sales tax officer is Rs. 19.93 Millions against which the company has provided security of Rs. 2.99 Millions under protest. The company has also filed appeal to Directorate of commercial tax for the same.
- The additional district collector of Nagpur had raised demand of Rs. 5.90 million towards entertainment tax under Maharashtra Land Revenue Act for April 2013 to June 2013 and Rs. 35.46 million (including interest of Rs. 4.50 million) for July 2013 to October 2014. Against the demand, the company had filed writ petition in the Bombay High Court.
- The Assistant Commissioner of Sales Tax (Investigation), Nagpur issued Demand Notice of Rs. 0.46 Millions (includes Interest of Rs. 0.19 Millions and Penalty of Rs. 0.05 Millions) against which the company has file appeal to Dy. Commissioner of Sales Tax (Appeals), Nagpur. The company has already made payment of Rs. 0.10 Millions under protest.
- The Deputy Commissioner of Income Tax has given order under section 143(3) r.w.s. 147 of the Income Tax Act, 1961 and raised demand of Rs. 21.11 million against which the company has paid Rs. 21.11 million under protest. The company has also filed appeal to Commissioner of Income Tax (Appeal) against the said order.

## Commitments

### (a) Capital Commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

| Particulars       | 31-03-2017 | 31-03-2016 | 01-04-2015 |
|-------------------|------------|------------|------------|
| Intangible Assets | 54.84      | 65.94      | 67.20      |

### (b) Non cancellable operating Lease

There are no transactions outstanding for the period ended 31st March, 2017.

### (c) Repair & Maintenance : Investment Property

There are no capital commitments outstanding towards repair and maintenance investment property.

Events occurring after reporting period: NIL

## NOTE 36: EARNINGS PER SHARE

| Particulars   | March 31, 2017 | March 31, 2016 |
|---|----------------|----------------|
| <b>1 Basic EPS</b>  |                |                |
| From Continuing Operations attributable to equity share holders | 4.05           | 1.45           |
| From Discontinuing Operations                                   | -              | 0.29           |
| <b>Total Basic EPS attributable to equity Shareholders</b>      | <b>4.05</b>    | <b>1.74</b>    |
| <b>2 Diluted EPS</b>  |                |                |
| From Continuing Operations attributable to equity share holders | 4.05           | 1.45           |
| From Discontinuing Operations                                   | -              | 0.29           |
| <b>Total Diluted EPS attributable to equity Shareholders</b>    | <b>4.05</b>    | <b>1.74</b>    |

## Notes to the Financial Statements (contd.)

### Reconciliation of earnings used in calculation of EPS

(Rs. in Million)

| Particulars  | March 31, 2017 | March 31, 2016 |
|--|----------------|----------------|
| <b>Basic EPS</b>   |                |                |
| Profit attributable to equity shareholders used in calculation of Basic EPS  |                |                |
| - from continuing operations   | 398.25         | 123.82         |
| - from discontinued operations   | -              | 25.05          |
| <b>Diluted EPS</b>   |                |                |
| Profit from continuing operations attributable to equity shareholders  | 398.25         | 123.82         |
| Used in calculation of basic EPS   | 398.25         | 123.82         |
| Add/less   | -              | -              |
| Used in calculation of diluted EPS   | 398.25         | 123.82         |
| Profit from discontinued operation   | -              | 25.05          |
| Profit attributable to equity holders of the company used in calculating diluted EPS                                   | 398.25         | 148.87         |
| Weighted Average number of shares as denominator   | 9,83,45,388    | 8,53,74,026    |
| Adjustment for calculation of diluted EPS  | March 31, 2017 | March 31, 2016 |
| Weighted average number of shares used in calculation of Basic EPS   | 9,83,45,388    | 8,53,74,026    |
| Adjustment for calculation of diluted EPS  | -              | -              |
| Options  | -              | -              |
| Convertible Bonds  | -              | -              |
| Weighted average number of equity shares and potential equity shares used as denominator in calculation of Diluted EPS | 9,83,45,388    | 8,53,74,026    |

### NOTE 37: EMPLOYEE BENEFITS

#### Defined Contribution Plan

- (a) Provident Fund : A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions for provident fund and pension as per the provisions of the Provident Fund Act, 1952 to the government. The Company's contribution is recognised as an expense in the Profit and Loss Statement during the period in which the employee renders the related service. The company's obligation is limited to the amounts contributed by it.

#### Contribution by employer

| Particulars                                   | 31-03-2017 | 31-03-2016 |
|---|------------|------------|
| Company's Contribution towards Provident Fund | 21.03      | 33.05      |

#### Defined Benefits Plan

- (a) Gratuity: The Company has a defined benefit gratuity plan. The scheme is funded with an insurance company in the form of a qualifying insurance policy. Every employee who has completed five or more years of service is eligible for gratuity as per the provisions of the Gratuity Act, 1972.

#### Assumptions

| Particulars                     | 31-03-2017                    | 31-03-2016                    | 01-04-2015                    |
|---------------------------------|-------------------------------|-------------------------------|-------------------------------|
| Approach Used                   | Projected Units Credit Method | Projected Units Credit Method | Projected Units Credit Method |
| Increase in compensation levels | 7.50%                         | 7.50%                         | 7.50%                         |
| Discount rate                   | 7.45%                         | 8.00%                         | 8.00%                         |
| Attrition Rate                  | NA                            | NA                            | NA                            |



# Notes to the Financial Statements (contd.)

## Standalone Balance sheet disclosures

### (a) The amounts disclosed in the standalone balance sheet and the movements in the defined benefit obligation over the period:

| (Rs. in Million)                                      |              |              |
|---|--------------|--------------|
| Particulars   | 31-03-2017   | 31-03-2016   |
| Liability at the beginning of the period              | 27.74        | 20.92        |
| Acquisition adjustment                                | (5.61)       |              |
| Interest Costs  | 1.77         | 1.68         |
| Current Service Costs                                 | 7.06         | 8.28         |
| Transfers   |              |              |
| Benefits paid   | (2.60)       | (0.45)       |
| Actuarial (Gain)/Loss on obligations due to change in | 3.77         | (2.69)       |
| - Demography  |              |              |
| - Financials  | 2.27         | (2.69)       |
| - Experience  | 1.50         |              |
| <b>Liability at the end of the period</b>             | <b>32.12</b> | <b>27.74</b> |

### (b) Movements in the fair value of plan assets

| Particulars   | 31-03-2017   | 31-03-2016   |
|---|--------------|--------------|
| Fair value of plan assets at the beginning of the period  | 21.90        | 13.25        |
| Interest Income   |              |              |
| Expected return on plan assets                            | 1.51         | 1.16         |
| Contributions   | -            | 8.06         |
| Transfers   | -            |              |
| Actuarial (Gain)/Loss                                     | -            | (0.13)       |
| Benefits paid   | (2.27)       | (0.45)       |
| <b>Fair value of plan assets at the end of the period</b> | <b>21.15</b> | <b>21.90</b> |

### (c) Net liability disclosed above relates to

| Particulars  | 31-03-2017     | 31-03-2016    |
|--|----------------|---------------|
| Fair value of plan assets at the end of the period | 21.15          | 21.90         |
| Liability as at the end of the period              | 32.12          | 27.74         |
| <b>Net Liability/Asset</b>                         | <b>(10.97)</b> | <b>(5.84)</b> |

### (d) Standalone Balance Sheet Reconciliation

| (Rs. in Million)   |                |                |
|--|----------------|----------------|
| Particulars  | March 31, 2017 | March 31, 2016 |
| Opening Net liability                                    |                |                |
| - Expenses recognised in the statement of standalone P&L | 11.53          | 6.23           |
| - Expenses recognised in the standalone OCI              | -              | -              |
| - Employer's Contribution                                | -              | 8.06           |
| <b>Amount recognised in the Balance Sheet</b>            | <b>11.53</b>   | <b>14.29</b>   |

## Standalone Profit & Loss Disclosures

### (a) Net interest Cost for Current period

| Particulars              | March 31, 2017 | March 31, 2016 |
|--------------------------|----------------|----------------|
| Interest Cost            | 1.77           | 1.68           |
| Interest Income          | -              | -              |
| <b>Net interest Cost</b> | <b>1.77</b>    | <b>1.68</b>    |

## Notes to the Financial Statements (contd.)

### (b) Expenses recognised in the standalone profit & loss

(Rs. in Million)

| Particulars  | March 31, 2017 | March 31, 2016 |
|--|----------------|----------------|
| Net Interest Cost  | 1.77           | 1.68           |
| Current Service Cost   | 7.06           | 8.28           |
| <b>Expenses recognised in the standalone profit &amp; loss</b> | <b>11.53</b>   | <b>6.23</b>    |

### (c) Expenses recognised in the standalone Other Comprehensive Income

| Particulars                                    | March 31, 2017 | March 31, 2016 |
|--|----------------|----------------|
| Re measurement                                 |                |                |
| Expected return on plan assets                 | 0.24           | (2.69)         |
| Actuarial (Gain) or Loss                       | 3.77           | 0.03           |
| <b>Net Income / Expenses recognised in OCI</b> | <b>4.01</b>    | <b>(2.66)</b>  |

### Sensitivity Analysis

| Particulars   | March 31, 2017 | March 31, 2016 |
|---|----------------|----------------|
| Projected Benefit obligation on current assumptions |                |                |
| Data effect of 1% change in Rate of                 |                |                |
| - Discounting                                       | 28.16          | 24.11          |
| - Salary Increase                                   | 36.84          | 32.14          |
| - Employee Turnover                                 | 0.64           | 0.55           |
| Mortality Rate                                      | 32.12          | 27.75          |
| Data effect of (-1%) change in Rate of              |                |                |
| - Discounting                                       | 36.89          | 32.16          |
| - Salary Increase                                   | 28.12          | 24.07          |
| - Employee Turnover                                 | 0.65           | 0.56           |

## NOTE 38: DISCLOSURE FOR COMPANIES THAT HAVE A SINGLE REPORTABLE SEGMENT

### 1. Information about Products and Services

| Product/Service               | Revenues from the product |                 |
|-------------------------------|---------------------------|-----------------|
|                               | March 31, 2017            | March 31, 2016  |
| Subscription Income           | 3,179.98                  | 2,133.02        |
| Placement / Carriage Income   | 2,113.75                  | 2,218.71        |
| Activation Charges (STB)      | 594.51                    | 324.39          |
| Consultancy Income            | 58.65                     | 56.27           |
| Equipment Lease & Rent Income | 20.93                     | 41.50           |
| Profit On Sale of Asset (STB) | 76.79                     | 92.62           |
| Other Operational Income      | 82.94                     | 40.86           |
| <b>Total</b>                  | <b>6,127.54</b>           | <b>4,907.37</b> |

### 2. Information about Geographical Areas

| Geographical Information | Revenues       |                |
|--------------------------|----------------|----------------|
|                          | March 31, 2017 | March 31, 2016 |
| India                    | 6,127.54       | 4,907.37       |

| Geographical Information | Non Current Assets |                |
|--------------------------|--------------------|----------------|
|                          | March 31, 2017     | March 31, 2016 |
| India                    | 8,245.43           | 7,421.76       |

### 3. Information about Major Customers

There is no such customer which falls under the category of major customer.

# Notes to the Financial Statements (contd.)

## NOTE 39: LEASE

The Company has taken Set Top Box and Head-end on finance lease. Following is the summary of future minimum lease rental payments under finance lease arrangement:

| Particulars                                | (Rs. in Million)              |                |
|--|-------------------------------|----------------|
|  | Minimum Lease Payments (MLPs) |                |
|  | March 31, 2017                | March 31, 2016 |
| Not Later than 1 year                      | 78.61                         | 502.05         |
| Later than 1 year & not later than 5 years | 5.14                          | 72.93          |
| Later than 5 years                         | NIL                           | NIL            |
| Total Minimum Lease Commitments            | 83.76                         | 574.98         |
| Less: Future Finance Charges               | 3.21                          | 46.85          |
| Present Value of MLPs                      | 80.55                         | 528.13         |
| Other Financial Liabilities (Current)      | NIL                           | NIL            |
| Other Financial Liabilities (Non Current)  | NIL                           | NIL            |

| Lease Obligations                          | Present Value of Minimum Lease Payments (MLPs) |                |
|--|--|----------------|
|  | March 31, 2017                                 | March 31, 2016 |
| Not Later than 1 year                      | 62.24  | 42.59          |
| Later than 1 year & not later than 5 years | 5.00   | 4.26           |
| Later than 5 years                         | NIL  | NIL            |
| Total Minimum Lease Commitments (PV)       | 67.24  | 46.85          |

## NOTE 40: DETAILS UNDER MSMED ACT, 2006 FOR DUE TO MICRO & SMALL, MEDIUM ENTERPRISE

| Particulars | March 31, 2017 | March 31, 2016 |
|-------------|----------------|----------------|
| Outstanding | 2.03           | 0.13           |

## NOTE 41: INFORMATION CONCERNING CLASSIFICATION OF SECURITIES

### Assets Pledged as security

| Particulars                             | March 31, 2017   | March 31, 2016   |
|---|------------------|------------------|
| <b>Current</b>                          |                  |                  |
| <b>Financial Asset</b>                  |                  |                  |
| - First Charge                          |                  |                  |
| - Floating Charge                       | 3,013.09         | 2,450.28         |
| <b>Non Financial Asset</b>              |                  |                  |
| - First Charge                          |                  |                  |
| - Floating Charge                       |                  |                  |
| <b>Non Current</b>                      |                  |                  |
| First Charge                            | 56,016.07        | 49,656.77        |
| <b>Total assets pledged as security</b> | <b>59,029.16</b> | <b>52,107.05</b> |

## Notes to the Financial Statements (contd.)

### NOTE 42 : RECONCILIATION BETWEEN IGAAP AND IND AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from IGAAP to Ind AS

#### Reconciliation of equity as at March 31, 2016

| Particulars   | As at March<br>31, 2016 | Held For Sale | Ind AS<br>Adjustments | (Rs. in Million)<br>As at March<br>31, 2016 |
|---|-------------------------|---------------|-----------------------|---|
| <b>I. ASSETS</b>  |                         |               |                       |   |
| 1 Non-Current Assets  |                         |               |                       |   |
| Fixed Assets  |                         |               |                       |   |
| (a) Property Plant & Equipments   | 5,645.54                | (664.69)      | (15.18)               | 4,965.68                                    |
| (b) Intangible Assets   | 581.74                  | (27.28)       |                       | 554.45                                      |
| (c) Capital Work-in-Progress  | 190.26                  | (170.72)      |                       | 19.54                                       |
| (d) Financial Assets  |                         |               |                       | -   |
| (i) Investments   | 1,389.52                | (29.03)       | 3.84                  | 1,364.33                                    |
| (ii) Loans  | 23.65                   | (4.24)        | (0.64)                | 18.76                                       |
| (iii) Other Financial assets( non current)                                  | 23.64                   |               |                       | 23.64                                       |
| (e) Deferred tax Assets (Net)   | (299.34)                |               | 578.07                | 278.73                                      |
| (f) Other non-current assets  | 216.60                  | (19.97)       |                       | 196.64                                      |
| 2 Current assets  |                         |               |                       |   |
| (a) Financial Assets  |                         |               |                       |   |
| (i) Investments   | 20.26                   |               |                       | 20.26                                       |
| (ii) Trade receivables  | 2,452.75                | (2.47)        |                       | 2,450.28                                    |
| (iii) Cash and cash equivalents   | 696.83                  | (36.74)       |                       | 660.09                                      |
| (iv) Loans  | 81.33                   |               |                       | 81.33                                       |
| (v) Other Financial Asset   |                         |               | 0.62                  | 0.62  |
| Current tax assets (Net)  | -                       |               |                       | -   |
| (b) Others Current Assets   | 387.49                  | (16.30)       | 4.67                  | 375.86                                      |
| (c) Assets classified as held for sale                                      |                         | 971.42        |                       | 971.42                                      |
| <b>TOTAL</b>  | <b>11,410.25</b>        | <b>0.00</b>   | <b>571.38</b>         | <b>11,981.63</b>                            |
| <b>II. EQUITY AND LIABILITIES</b>   |                         |               |                       |   |
| 1 Equity  |                         |               |                       |   |
| (a) Equity Share capital  | 983.45                  |               |                       | 983.45                                      |
| (b) Other Equity  | 3,602.57                | -             | (1,063.80)            | 2,538.78                                    |
| 2 Non-Current Liabilities   |                         |               |                       |   |
| (a) Financial Liabilities   |                         |               |                       |   |
| (i) Long-Term Borrowings  | 2,388.13                |               | (35.55)               | 2,352.58                                    |
| (ii) Other Financial Liability  |                         |               | 1.29                  | 1.29  |
| (iii) Deferred Tax Liabilities (Net)  |                         |               |                       | -   |
| (b) Provisions  | 33.46                   |               |                       | 33.46                                       |
| (c) Deferred Revenue  |                         |               | 1,203.29              | 1,203.29                                    |
| 3 Current Liabilities   |                         |               |                       |   |
| (a) Financial Liabilities   |                         |               |                       |   |
| (i) Borrowings  | 585.93                  |               |                       | 585.93                                      |
| (ii) Trade payables   | 817.75                  | -             |                       | 817.75                                      |
| (ii) Other financial liabilities  | 998.00                  |               |                       | 998.00                                      |
| (b) Other current liabilities   | 1,930.52                | (579.65)      |                       | 1,350.87                                    |
| (c) Provisions  | 63.79                   | (8.92)        | (5.77)                | 49.09                                       |
| Current Tax Liabilities (Net)   | 6.63                    |               |                       | 6.63  |
| (d) Liabilities directly associated with assets classified as held for sale |                         | 588.58        |                       | 588.58                                      |
| (e) Deferred Revenue  |                         |               | 471.91                | 471.91                                      |
| <b>TOTAL</b>  | <b>11,410.25</b>        | <b>0.00</b>   | <b>571.38</b>         | <b>11,981.63</b>                            |

# Notes to the Financial Statements (contd.)

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from IGAAP to Ind AS

## Reconciliation of equity as at April 01, 2015

(Rs. in Million)

| Particulars  | As at April<br>01, 2015 | Ind AS<br>Adjustments | As at April<br>01, 2015 |
|--|-------------------------|-----------------------|-------------------------|
| <b>I. ASSETS</b>                                   |                         |                       |                         |
| 1 Non-Current Assets                               |                         |                       |                         |
| (a) Fixed Assets                                   |                         |                       |                         |
| (i) Property Plant & Equipments                    | 3,956.35                | (1.24)                | 3,955.11                |
| (ii) Investment Property                           | -                       | -                     | -                       |
| (iii) Goodwill                                     | -                       | -                     | -                       |
| (iv) Other Intangible assets                       | 557.77                  | -                     | 557.77                  |
| (v) Capital Work-in-Progress                       | 15.14                   | -                     | 15.14                   |
| (vi) Intangible Assets under Development           | -                       | -                     | -                       |
| <b>Total Fixed Assets</b>                          | <b>4,529.26</b>         | <b>(1.24)</b>         | <b>4,528.02</b>         |
| (b) Financial assets                               | -                       | -                     | -                       |
| (i) Non-Current Investments                        | 1,256.24                | 3.00                  | 1,259.25                |
| (ii) Loans   | 18.81                   | (1.22)                | 17.59                   |
| (iii) Other financial assets (to be specified)     | 23.64                   | -                     | 23.64                   |
| (c) Deferred tax Assets (Net)                      | (202.88)                | 256.69                | 53.81                   |
| (d) Other Non-Current Assets                       | 29.86                   | -                     | 29.86                   |
| <b>Total non-current assets</b>                    | <b>5,654.94</b>         | <b>257.24</b>         | <b>5,912.17</b>         |
| 2 Current assets                                   |                         |                       |                         |
| (b) Financial assets                               |                         |                       |                         |
| (i) Current Investments                            | 17.28                   | -                     | 17.28                   |
| (ii) Trade Receivables                             | 1,897.40                | -                     | 1,897.40                |
| (iii) Cash and Cash Equivalents                    | 519.93                  | -                     | 519.93                  |
| (iv) Bank balances other than 11 above             | -                       | -                     | -                       |
| (v) Loans  | 78.02                   | -                     | 78.02                   |
| (vi) Others (to be specified)                      | -                       | 1.19                  | 1.19                    |
| (c) Current tax assets (Net)                       | 96.18                   | -                     | 96.18                   |
| (d) Non-current assets classified as held for sale | -                       | -                     | -                       |
| (e) Other Current Assets                           | 347.95                  | -                     | 347.95                  |
| Total current assets                               | 2,956.76                | 1.19                  | 2,957.95                |
| <b>TOTAL</b>                                       | <b>8,611.69</b>         | <b>258.43</b>         | <b>8,870.12</b>         |
| <b>II. EQUITY AND LIABILITIES</b>                  |                         |                       |                         |
| 1 Shareholders' Funds                              |                         |                       |                         |
| (a) Share Capital                                  | 20.00                   | -                     | 20.00                   |
| (b) Other Equity                                   | 3,209.51                | (486.55)              | 2,722.96                |
| 2 Non-Current Liabilities                          |                         |                       |                         |
| (a) Financial Liabilities                          |                         |                       |                         |
| (i) Long-Term Borrowings                           | 1,357.11                | (13.70)               | 1,343.41                |
| (ii) Trade Payables                                | -                       | -                     | -                       |
| (iii) Other Financial Liability                    | -                       | -                     | -                       |
| (b) Provisions                                     | 28.84                   | -                     | 28.84                   |
| (c) Deferred Tax Liabilities (Net)                 | -                       | -                     | -                       |
| (d) Other Non Current Liabilities                  | -                       | -                     | -                       |
| (e) Deferred Revenue                               | -                       | 431.29                | 431.29                  |
| 3 Current Liabilities                              |                         |                       |                         |
| (a) Financial Liabilities                          |                         |                       |                         |
| (i) Short-term Borrowings                          | 530.33                  | -                     | 530.33                  |
| (ii) Trade Payables                                | 793.11                  | -                     | 793.11                  |
| (iii) Other Financial Liability                    | 761.85                  | -                     | 761.85                  |
| (b) Other Current Liabilities                      | 1,870.23                | 3.00                  | 1,873.23                |
| (c) Short-term Provisions                          | 40.71                   | -                     | 40.71                   |
| (d) Current Tax Liabilities (Net)                  | -                       | -                     | -                       |
| (e) Deferred Revenue                               | -                       | 324.39                | 324.39                  |
| <b>TOTAL</b>                                       | <b>8,611.69</b>         | <b>258.43</b>         | <b>8,870.12</b>         |

## Notes to the Financial Statements (contd.)

### NOTE 43 : RECONCILIATION BETWEEN IGAAP AND IND AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from IGAAP to Ind AS

#### Reconciliation of revenue as at March 31, 2016

| (Rs. in Million)   |                                   |                            |                       |                                   |
|--|-----------------------------------|----------------------------|-----------------------|-----------------------------------|
| Particulars  | Period ended<br>March 31,<br>2016 | Discontinued<br>Operations | Ind AS<br>Adjustments | Period ended<br>March 31,<br>2016 |
| <b>INCOME</b>  |                                   |                            |                       |                                   |
| 1 Revenue from Operations  | 6,494.09                          | (667.20)                   | (919.52)              | 4,907.37                          |
| 2 Other Income   | 28.30                             | (0.48)                     | 3.12                  | 30.94                             |
| <b>TOTAL</b>   | <b>6,522.39</b>                   | <b>(667.67)</b>            | <b>(916.41)</b>       | <b>4,938.31</b>                   |
| <b>EXPENDITURE</b>   |                                   |                            |                       |                                   |
| 3 Expenses   |                                   |                            |                       |                                   |
| Operating Expenses   | 3,059.13                          | (250.20)                   |                       | 2,808.93                          |
| Employees' Remuneration and Benefits   | 555.03                            | (177.47)                   | 2.56                  | 380.11                            |
| Financial Charges  | 381.79                            | (1.52)                     | (10.47)               | 369.80                            |
| Depreciation and Amortisation  | 738.01                            | (53.96)                    | (2.11)                | 681.93                            |
| Other Expenses   | 667.89                            | (109.71)                   | 0.57                  | 558.75                            |
| <b>TOTAL</b>   | <b>5,401.83</b>                   | <b>(592.86)</b>            | <b>(9.45)</b>         | <b>4,799.52</b>                   |
| 4 Profit Before Tax  | 1,120.56                          | (74.81)                    | (906.96)              | 138.79                            |
| 5 Taxes Expenses (i+ii+iii)  | 387.02                            | (49.76)                    | (322.29)              | 14.97                             |
| (i) Current Tax  | 290.55                            | (24.27)                    | (0.91)                | 265.37                            |
| (ii) Deferred Tax  | 96.46                             | (25.49)                    | (321.38)              | (250.40)                          |
| (iii) MAT Credit   |                                   |                            |                       |                                   |
| (iii) Prior Period Taxation  |                                   |                            |                       |                                   |
| 6 Net Profit for the year  | 733.54                            | (25.05)                    | (584.67)              | 123.81                            |
| <b>Profit/ Loss from continuing operations</b>                                   |                                   |                            |                       |                                   |
| Profit/ Loss from discontinued operation   |                                   | 74.81                      |                       | 74.81                             |
| Tax Expense of Discontinuing Operation   |                                   | 49.76                      |                       | 49.76                             |
| Profit /Loss From Discontinuing operations after Tax                             |                                   | 25.05                      |                       | 25.05                             |
| <b>Profit for the Year</b>   | <b>733.54</b>                     | <b>-</b>                   | <b>(584.67)</b>       | <b>148.87</b>                     |
| <b>Other Comprehensive Income</b>  |                                   |                            |                       |                                   |
| (i) Items that will not be reclassified to profit or loss                        |                                   |                            |                       |                                   |
| Remeasurement of the net defined benefit liability/asset                         |                                   |                            | 1.65                  | 1.65                              |
| (i) Income tax relating to items that will not be reclassified to profit or loss |                                   |                            |                       |                                   |
| Remeasurement of post-employment benefit obligations                             |                                   |                            |                       |                                   |
| <b>7 Total Comprehensive Income for the year</b>                                 | <b>733.54</b>                     | <b>-</b>                   | <b>(583.02)</b>       | <b>150.52</b>                     |

### NOTE 44: SPECIFIED BANK NOTES (SBN)

"The details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 31, 2016 as provided in the Table below:-

| (Rupees in INR)                       |                 |                             |                 |
|---------------------------------------|-----------------|-----------------------------|-----------------|
| Particulars                           | SBNs            | Other denomination<br>notes | Total           |
| Closing cash in hand as on 8-11-2016  | 20,85,75,500.00 | 72,15,047.76                | 21,57,90,547.76 |
| (+) Permitted receipts                | -               | 8,99,16,351.63              | 8,99,16,351.63  |
| (-) Permitted payments                | -               | 2,82,91,231.34              | 2,82,91,231.34  |
| (-) Amount deposited in Banks         | 20,85,75,500.00 | 5,61,29,307.00              | 26,47,04,807.00 |
| Closing cash in hand as on 31-12-2016 | -               | 1,27,10,861.05              | 1,27,10,861.05  |

As per our attached report of even date.

**For J.B. Shah & Co.**

Chartered Accountants

**Jasmin B. Shah**

Proprietor

Mem. No.: 46238

Firm Reg. No. - 121333W

For and on behalf of Board of Directors of

**GTPL HATHWAY LIMITED**

(Formerly known as GTPL Hathway Private Limited)

**Rajan Gupta**

Chairman

DIN:07603128

**Anniruddhasinhji Jadeja**

Managing Director

DIN:00461390

**Jayanta Kumar Pani**

Chief Financial Officer

**Tarun Kumar**

Company Secretary

Place : Ahmedabad

Date : August 01, 2017



# Independent Auditors' Report

## To the Members of GTPL Hathway Limited

### Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of GTPL Hathway Limited ("the Holding Company") and its subsidiaries (collectively referred to as "the Company" or "the Group"), which comprise the consolidated balance sheet as at March 31, 2017, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of cash flows and the consolidated statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

### Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder. 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; the 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 the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS 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 Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

### Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the consolidated financial position of the Group, as at March 31, 2017 and its consolidated financial performance including other comprehensive income, its consolidated cash flows and the consolidated changes in equity for the year then ended.

### Other Matters

- (a) We did not audit the financial statements of 11 subsidiaries and 38 JV subsidiaries whose financial statements reflect total assets of Rs. 1232.80 Million as at March 31, 2017, total revenues of Rs. 890.73 million and net cash outflows amounting to Rs. 11.55 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint ventures, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and joint ventures, is based solely on the reports of the other auditors.
- (b) We did not audit the financial statements of 29 joint ventures, whose financial statements reflect total net loss of Rs. 22.87 million for the year ended on March 31, 2017, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit of Rs. 40.57 million for the year ended March 31, 2017, as considered in the consolidated financial statements, in respect of 2 associates, whose financial statements have been audited by us and other auditor. The financial statements which are unaudited have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint

ventures, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, joint ventures and associates, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements / financial information are not material to the Group.

- (c) Certain Subsidiaries and Joint Ventures have not been considered for consolidation in the audited Ind AS consolidated financial statements as the criteria of effective control/ joint control as the case may be, could not be fulfilled during the reporting period on account of disputes with and / or delay and / or lack of communication from these Subsidiaries and Joint Ventures. Further, we are of the opinion that given the size of the investment of the Company in these Subsidiaries and Joint Ventures, these Subsidiaries and Joint Ventures does not have a material impact on the Consolidated Financial Statements under Ind AS. As of March 31, 2017, the value of these investments in the Consolidated Financial Statements under Ind-AS were Rs 38.87 million and the management has made a provision of Rs 38.25 million towards the carrying cost of the investments.
- (d) Without qualifying our opinion, we draw attention to Note No. 35 regarding certain joint ventures and associates which have not been consolidated on the grounds that the criteria of effective joint control could not be fulfilled during the reporting period. The same shall be consolidated from the date when the management feels that joint control has been established over these entities and Note No. 35 of those joint ventures and subsidiaries which were consolidated till 31st March, 2017, however as the same are now held for disposal, the same have been shown as investments and have been carried at cost with suitable provision for diminution against the same.

Our report is not qualified in respect of such matters.

#### Report on Other Legal and Regulatory Requirements

1. 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 of the aforesaid consolidated Ind AS financial statements.
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books.
  - (c) The consolidated balance sheet, the consolidated statement of profit and loss, the consolidated statement of cash flows and consolidated statement of changes in equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
  - (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.
  - (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on March 31, 2017 from being appointed as a Director of that company in terms of Section 164(2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
  - (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 consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note 29 to the consolidated Ind AS financial statements;
    - ii. provision has been made in the consolidated Ind AS financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivatives contracts.
    - iii. 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 incorporated in India; and
    - iv. the Company has provided requisite disclosures in its consolidated Ind AS financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 42 to the consolidated Ind AS financial statements.

**For J.B. SHAH & CO**

Chartered Accountants

Firm Registration No: 121333W

**Jasmin B Shah**

Proprietor

M. No.: 046238

Place : Ahmedabad

Date : August 01, 2017

# Annexure - A to the Auditors' Report

## Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2017, we have audited the internal financial controls over financial reporting of GTPL Hathway Limited ("the Holding Company") and its subsidiary companies which are companies incorporated in India, as of that date.

### Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are 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 Companies Act, 2013.

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and 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 issued by the Institute of Chartered Accountants of India. 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, 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 ICAI.

**For J.B. SHAH & CO**

Chartered Accountants

Firm Registration No: 121333W

**Jasmin B Shah**

Proprietor

M. No.: 046238

Place : Ahmedabad

Date : August 01, 2017

# Consolidated Balance Sheet

All amounts in Rupees in Million unless Otherwise stated

| Particulars                                  | Note No. | As at<br>March 31, 2017 | As at<br>March 31, 2016 | As at<br>April 1, 2015 |
|--|----------|-------------------------|-------------------------|------------------------|
| <b>I. ASSETS</b>                             |          |                         |                         |                        |
| <b>1 Non-Current Assets</b>                  |          |                         |                         |                        |
| (a) Fixed Assets                             |          |                         |                         |                        |
| (i) Property Plant & Equipments              | 3        | 9,137.26                | 7,645.58                | 5,612.12               |
| (ii) Goodwill                                |          | 497.91                  | 492.47                  | 450.34                 |
| (iii) Other Intangible assets                |          | 901.30                  | 903.48                  | 772.32                 |
| (iv) Capital Work-in-Progress                |          | 598.94                  | 606.17                  | 107.72                 |
| <b>Total Fixed Assets</b>                    |          | <b>11,135.41</b>        | <b>9,647.70</b>         | <b>6,942.50</b>        |
| (b) Financial assets                         |          |                         |                         |                        |
| (i) Non-Current Investments                  | 4        | 174.81                  | 180.08                  | 226.71                 |
| (ii) Loans                                   | 5        | 90.04                   | 162.22                  | 63.20                  |
| (iii) Other financial assets                 | 6        | 48.68                   | 36.15                   | 24.10                  |
| (c) Deferred tax Assets (Net)                |          | 446.88                  | 419.51                  | 116.42                 |
| (d) Other Non-Current Assets                 | 7        | 233.10                  | 224.32                  | 41.99                  |
| <b>2 Current assets</b>                      |          |                         |                         |                        |
| (a) Financial assets                         |          |                         |                         |                        |
| (i) Current Investments                      | 8        | 10.88                   | 7.41                    | 0.47                   |
| (ii) Trade Receivables                       | 9        | 3,035.27                | 2,455.69                | 2,281.48               |
| (iii) Cash and Cash Equivalents              | 10       | 1,061.95                | 858.29                  | 610.51                 |
| (iv) Loans                                   | 11       | 95.89                   | 72.60                   | 30.05                  |
| (v) Others (to be specified)                 |          | 0.47                    | 0.62                    | 1.19                   |
| (b) Current tax assets (Net)                 |          | 141.76                  | 27.00                   | 114.90                 |
| (c) Other Current Assets                     | 12       | 734.84                  | 721.10                  | 643.28                 |
| <b>TOTAL</b>                                 |          | <b>17,209.98</b>        | <b>14,812.69</b>        | <b>11,096.80</b>       |
| <b>II. EQUITY AND LIABILITIES</b>            |          |                         |                         |                        |
| <b>1 Shareholders' Funds</b>                 |          |                         |                         |                        |
| (a) Share Capital                            | 13       | 983.45                  | 983.45                  | 20.00                  |
| (b) Other Equity                             | 14       | 3,173.56                | 2,816.44                | 3,028.99               |
|  |          | <b>4,157.01</b>         | <b>3,799.89</b>         | <b>3,048.99</b>        |
| Equity attributable to owners of the company |          | 3,872.40                | 3,377.98                | 2,673.86               |
| Non Controlling Interests                    |          | 284.61                  | 421.91                  | 375.13                 |
| <b>2 Non-Current Liabilities</b>             |          |                         |                         |                        |
| (a) Financial Liabilities                    |          |                         |                         |                        |
| (i) Long-Term Borrowings                     | 15       | 3,416.41                | 2,524.61                | 1,672.46               |
| (ii) Other Financial Liability               |          | 0.04                    | 1.29                    | 3.01                   |
| (b) Provisions                               | 16       | 70.54                   | 37.52                   | 32.23                  |
| (c) Deferred Tax Liabilities (Net)           |          | 124.07                  | 68.13                   | 45.61                  |
| (d) Deferred Revenue                         | -        | 1,829.01                | 1,430.00                | 527.10                 |
| <b>3 Current Liabilities</b>                 |          |                         |                         |                        |
| (a) Financial Liabilities                    |          |                         |                         |                        |
| (i) Short-term Borrowings                    | 17       | 1,432.00                | 965.58                  | 709.90                 |
| (ii) Trade Payables                          |          | 1,199.14                | 1,235.95                | 1,277.14               |
| (iii) Other Financial Liability              | 18       | 651.12                  | 1,205.65                | 944.22                 |
| (b) Other Current Liabilities                | 19       | 3,326.73                | 2,868.14                | 2,359.67               |
| (c) Short-term Provisions                    | 20       | 118.03                  | 83.26                   | 58.17                  |
| (d) Current Tax Liabilities (Net)            |          | 67.15                   | 14.34                   | 7.29                   |
| (e) Deferred Revenue                         |          | 818.73                  | 578.33                  | 411.01                 |
| <b>TOTAL</b>                                 |          | <b>17,209.98</b>        | <b>14,812.69</b>        | <b>11,096.80</b>       |

Notes to the financial statements are an integral part of the financial statements.

As per our attached report of even date.

**For J.B. Shah & Co.**

Chartered Accountants

**Jasmin B. Shah**

Proprietor

Mem. No.: 46238

Firm Reg. No. - 121333W

For and on behalf of Board of Directors of

**GTPL HATHWAY LIMITED**

(Formerly known as GTPL Hathway Private Limited)

**Rajan Gupta**

Chairman

DIN:07603128

**Anniruddhasinhji Jadeja**

Managing Director

DIN:00461390

**Jayanta Kumar Pani**

Chief Financial Officer

**Tarun Kumar**

Company Secretary

Place : Ahmedabad

Date : August 01, 2017

# Consolidated Statement of Profit & Loss Account

All amounts in Rupees in Million unless Otherwise stated

| Particulars  | Note No. | Period ended<br>March 31, 2017 | Period ended<br>March 31, 2016 |
|--|----------|--------------------------------|--------------------------------|
| <b>INCOME</b>  |          |                                |                                |
| 1 Revenue from Operations                                | 21       | 9,090.19                       | 7,363.65                       |
| 2 Other Income   | 22       | 327.21                         | 79.19                          |
| <b>TOTAL</b>   |          | <b>9,417.40</b>                | <b>7,442.84</b>                |
| <b>EXPENDITURE</b>                                       |          |                                |                                |
| 3 Expenses   |          |                                |                                |
| Operating Expenses                                       | 23       | 4,714.05                       | 4,125.38                       |
| Employees' Remuneration and Benefits                     | 24       | 1,084.39                       | 808.33                         |
| Financial Charges  | 25       | 579.65                         | 444.63                         |
| Depreciation and Amortisation                            |          | 1,394.44                       | 1,072.78                       |
| Other Expenses   | 26       | 1,214.52                       | 913.20                         |
| <b>TOTAL</b>   |          | <b>8,987.05</b>                | <b>7,364.32</b>                |
| 4 Profit/(Loss) before share of Associate And Tax        |          | 430.35                         | 78.52                          |
| 5 Add(Less): share of Profit/(Loss) of Associate         |          | (22.52)                        | 2.74                           |
| <b>6 Profit Before Tax</b>                               |          | <b>407.83</b>                  | <b>81.28</b>                   |
| 7 Taxes Expenses (i+ii+iii+iv)                           |          | 145.42                         | 44.35                          |
| (i) Current Tax  |          | 181.54                         | 323.80                         |
| (ii) Deferred Tax  |          | (36.12)                        | (279.45)                       |
| 8 Profit/(Loss) for the year (after tax)                 |          | 262.41                         | 36.93                          |
| 9 Other Comprehensive Income                             |          |                                |                                |
| Remeasurement of the net defined benefit liability/asset |          | (4.01)                         | 2.57                           |
| Remeasurement of post-employment benefit obligations     |          | 1.39                           | (0.92)                         |
| 10 Total Comprehensive Income for the year (after tax)   |          | 259.79                         | 38.58                          |
| 11 Profit Attributable to:                               |          |                                |                                |
| Equity holders of the Parent                             |          | 402.85                         | 73.73                          |
| Non Controlling Interest                                 |          | (140.42)                       | (36.81)                        |
| 12 Other Comprehensive Income Attributable to:           |          |                                |                                |
| Equity holders of the Parent                             |          | (2.62)                         | 1.65                           |
| Non Controlling Interest                                 |          | -                              | -                              |
| 13 Total Comprehensive Income Attributable to:           |          |                                |                                |
| Equity holders of the Parent                             |          | 400.23                         | 75.38                          |
| Non Controlling Interest                                 |          | (140.42)                       | (36.81)                        |
| <b>14 Profit/(loss) for the year</b>                     |          | <b>400.23</b>                  | <b>75.38</b>                   |
| 15 Earnings Per Equity Share                             |          |                                |                                |
| Basic & Diluted  |          | 4.10                           | 0.75                           |

As per our attached report of even date.

**For J.B. Shah & Co.**

Chartered Accountants

**Jasmin B. Shah**

Proprietor

Mem. No.: 46238

Firm Reg. No. - 121333W

For and on behalf of Board of Directors of

**GTPL HATHWAY LIMITED**

(Formerly known as GTPL Hathway Private Limited)

**Rajan Gupta**

Chairman

DIN:07603128

**Anniruddhasinhji Jadeja**

Managing Director

DIN:00461390

**Jayanta Kumar Pani**

Chief Financial Officer

**Tarun Kumar**

Company Secretary

Place : Ahmedabad

Date : August 01, 2017



# Consolidated Statement of Change in Equity

## (A) EQUITY SHARE CAPITAL

(in Millions)

| Particulars   | March 31, 2017 | March 31, 2016 | April 1, 2015 |
|---|----------------|----------------|---------------|
| Balance at the Beginning of the reporting Period      | 983.45         | 20.00          | 20.00         |
| Add : Shares issued during the year (A)               |                | 3.99           |               |
| Add : Bonus Share issued during the year(B)           |                | 959.47         |               |
| Changes in Equity Share Capital during the year (A+B) | -              | 963.45         | -             |
| <b>Balance at the end of the reporting Period</b>     | <b>983.45</b>  | <b>983.45</b>  | <b>20.00</b>  |

## (B) OTHER EQUITY

| Particulars                                 | Reserves & Surplus       |                  |                   | Total Other Equity | Non Controlling Interest | Total Other Equity attributable to equity shareholder |
|---|--------------------------|------------------|-------------------|--------------------|--------------------------|---|
|   | Security Premium Reserve | Capital Reserves | Retained Earnings |                    |                          |   |
| <b>Balance as at 01.04.2016</b>             | <b>1,279.14</b>          | <b>-</b>         | <b>1,115.39</b>   | <b>2,394.53</b>    | <b>421.91</b>            | <b>2,816.44</b>                                       |
| Total Comprehensive Income for the period   |                          |                  | 400.23            | 400.23             | (140.42)                 | 259.81  |
| Additions                                   |                          | 5.36             |                   | 5.36               |                          | 5.36  |
| Dividends                                   |                          |                  | (5.77)            | (5.77)             |                          | (5.77)  |
| Adjustment relating to Policy realignment   |                          |                  | 94.60             | 94.60              |                          | 94.60   |
| Transactions with Non Controlling Interests |                          |                  |                   |                    | 3.12                     | 3.12  |
| <b>Balance as at 31.03.2017</b>             | <b>1,279.14</b>          | <b>5.36</b>      | <b>1,604.45</b>   | <b>2,888.95</b>    | <b>284.61</b>            | <b>3,173.56</b>                                       |
| Balance as at 01.04.2015                    | 1,613.85                 | -                | 1,040.01          | 2,653.86           | 375.13                   | 3,028.99  |
| Total Comprehensive Income for the period   |                          |                  | 75.38             | 75.38              | (36.81)                  | 38.57   |
| Additions                                   |                          |                  |                   | -                  |                          | -   |
| Dividends                                   |                          |                  | -                 | -                  |                          | -   |
| Securities premium credited on Share issue  | 624.76                   |                  |                   | 624.76             |                          | 624.76  |
| Utilised for Issuing Bonus Shares           | (959.47)                 |                  |                   | (959.47)           |                          | (959.47)  |
| Transactions with Non Controlling Interests |                          |                  |                   |                    | 83.59                    | 83.59   |
| Balance as at 31.03.2016                    | 1,279.14                 | -                | 1,115.39          | 2,394.53           | 421.91                   | 2,816.44  |

As per our attached report of even date.

**For J.B. Shah & Co.**

Chartered Accountants

**Jasmin B. Shah**

Proprietor

Mem. No.: 46238

Firm Reg. No. - 121333W

For and on behalf of Board of Directors of

**GTPL HATHWAY LIMITED**

(Formerly known as GTPL Hathway Private Limited)

**Rajan Gupta**

Chairman

DIN:07603128

**Anniruddhasinhji Jadeja**

Managing Director

DIN:00461390

**Jayanta Kumar Pani**

Chief Financial Officer

**Tarun Kumar**

Company Secretary

Place : Ahmedabad

Date : August 01, 2017

# Consolidated Cash Flow Statement

All amounts in Rupees in Million unless Otherwise stated

| PARTICULARS  | For the period ended on<br>March 31, 2017 | For the period ended on<br>March 31, 2016 |
|--|---|---|
| <b>A CASH FLOW FROM OPERATING ACTIVITIES</b>                                 |   |   |
| Profit Before Tax  | 407.83                                    | 81.28                                     |
| Adjustment For   |   |   |
| Depreciation   | 1,394.44                                  | 1,072.78                                  |
| Bad and Doubtful Debts   | 307.24                                    | 215.21                                    |
| Provision for diminution in investments                                      | 3.88                                      | 31.00                                     |
| Provision for Gratuity and Leave Encashment                                  | 34.55                                     | 4.01                                      |
| Profit / (Loss) on sale of Fixed Assets                                      | (9.85)                                    | (0.15)                                    |
| Interest Income  | (66.62)                                   | (23.98)                                   |
| Unrealised foreign Exchange loss   | 3.78                                      | 54.53                                     |
| Interest Expenses  | 518.79                                    | 337.62                                    |
| <b>Operating Profit Before Working Capital Adjustments</b>                   | <b>2,594.04</b>                           | <b>1,772.30</b>                           |
| <b>Movements in Working Capital</b>  |   |   |
| Decrease/(Increase) in Sundry Debtors  | (886.82)                                  | (389.42)                                  |
| Decrease/(Increase) in Loans   | 49.01                                     | (141.57)                                  |
| Decrease/(Increase) in Others (to be specified)                              | (12.38)                                   | (11.48)                                   |
| Decrease/(Increase) in Other Current Assets                                  | (164.65)                                  | (475.34)                                  |
| Increase/(Decrease) in Current Liabilities & Provisions                      | 556.84                                    | 470.32                                    |
| Increase/(Decrease) in Deferred Revenue                                      | 639.41                                    | 1,070.22                                  |
| <b>Cash Generated From Operating Activities</b>                              | <b>2,775.45</b>                           | <b>2,295.03</b>                           |
| Direct Taxes Paid (Net)  | (145.42)                                  | (44.35)                                   |
| <b>Net Cash Generated From in Operating Activities</b>                       | <b>2,630.03</b>                           | <b>2,250.68</b>                           |
| <b>B CASH FLOW FROM INVESTING ACTIVITIES</b>                                 |   |   |
| Purchase of Fixed Assets   | (2,777.70)                                | (3,777.83)                                |
| Non Controlling Interest   | 3.13                                      | 83.59                                     |
| Investment in Networks & others  | (2.08)                                    | 8.69                                      |
| Interest Received  | 66.62                                     | 23.98                                     |
| <b>Net Cash Used in Investing Activities</b>                                 | <b>(2,710.02)</b>                         | <b>(3,661.57)</b>                         |
| <b>C CASH FLOW FROM FINANCING ACTIVITIES</b>                                 |   |   |
| Share capital (including premium)  | -   | 628.74                                    |
| Proceeds from Borrowings   | 1,883.81                                  | 1,949.51                                  |
| Repayment of Borrowings  | (1,081.37)                                | (581.97)                                  |
| Interest Paid  | (518.79)                                  | (337.62)                                  |
| <b>Net Cash Generated From in Financing Activities</b>                       | <b>283.65</b>                             | <b>1,658.67</b>                           |
| <b>D NET INCREASE / (DECREASE ) IN CASH &amp; CASH EQUIVALENTS ( A+B+C )</b> | <b>203.66</b>                             | <b>247.78</b>                             |
| Cash and Cash Equivalents at the beginning of the Period                     | 858.29                                    | 610.51                                    |
| <b>Cash and Cash Equivalents at the end of the period</b>                    | <b>1,061.95</b>                           | <b>858.29</b>                             |
| Components of Cash and Cash Equivalents as at the end of the period          |   |   |
| Cash   | 302.32                                    | 117.76                                    |
| With Scheduled Banks   |   |   |
| - in Current Accounts  | 271.89                                    | 336.48                                    |
| - in Term Deposit Accounts   | 487.74                                    | 404.05                                    |
| <b>Net Increase / (Decrease ) in Cash &amp; Cash Equivalents</b>             | <b>203.66</b>                             | <b>247.78</b>                             |

Notes : 1 Previous year figures have been regrouped/reclassified wherever necessary

Notes : 2 The figures in brackets represents cash outflow

As per our attached report of even date.

**For J.B. Shah & Co.**

Chartered Accountants

**Jasmin B. Shah**

Proprietor

Mem. No.: 46238

Firm Reg. No. - 121333W

For and on behalf of Board of Directors of

**GTPL HATHWAY LIMITED**

(Formerly known as GTPL Hathway Private Limited)

**Rajan Gupta**

Chairman

DIN:07603128

**Anniruddhasinhji Jadeja**

Managing Director

DIN:00461390

**Jayanta Kumar Pani**

Chief Financial Officer

**Tarun Kumar**

Company Secretary

Place : Ahmedabad

Date : August 01, 2017

# Notes to the Consolidated Financial Statements

## 1. COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

### 1.1 Background

GTPL Hathway Limited ("the Company" or "the group") is a Public Company Limited by shares. The Company is engaged in distribution of television channels through analog and digital cable distribution network.

The Company is a public limited company incorporated and domiciled in India and incorporated under companies act, 1956. The address of Corporate office is GTPL House , Shree one building , Opp Armieda , Sindhu Bhavan Road , Near Pakwan Cross Road , Bodakdev , Ahmedabad 380059.

## SIGNIFICANT ACCOUNTING POLICIES

### 1.2 Basis of preparation and presentation

The consolidated financial statement complies in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act and rules thereunder.

In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, the Group has presented reconciliation from the presentation of Consolidated Financial Information under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP or Indian GAAP") to Ind AS of Consolidated Shareholders' equity as at March 31, 2016 and of the Consolidated Statement of profit and loss for the year ended March 31, 2016.

#### 1.2.1 Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) measured at fair value;
- defined benefit plans – plan assets measured at fair value; and

### 1.3 Principles of consolidation and equity accounting

#### 1.3.1 Subsidiaries

Subsidiaries are all entities (including structured entities) over which the company has control. The company controls an entity when the company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting under Ind AS is used to account for business combinations by the Group from the date of transition to Ind AS i.e. April 1, 2015. Prior to the date of transition to Ind AS, business acquisition has been accounted based on previous GAAP.

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. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

#### 1.3.2 Associates

Associates are all entities over which the company has significant influence but not control or joint control. Investments in associates are accounted for using the equity method of accounting, after initially being recognized at cost.

#### 1.3.3 Joint arrangements

Under Ind AS 111 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. Interests in joint ventures are accounted for using the equity method, after initially being recognized at cost in the consolidated balance sheet.

#### 1.3.4 Equity method

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in profit and loss, and the company's share of other comprehensive income

of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognized as a reduction in the carrying amount of the investment.

When the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the company does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy.

### 1.3.5 Changes in ownership interests

The group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized within equity.

When the company ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognized in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the company had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognized in other comprehensive income are reclassified to profit or loss where appropriate.

## 1.4 Segment reporting

The Chief Operational Decision Maker monitors the operating results of its business Segments separately for the purpose of making decisions about resources 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.

The operating segments have been identified on the basis of nature of products/service and has two reportable segments Cable Television and Internet service segment.

- Segment revenue includes sales and other income directly attributable with /allocable to segments including inter-segment revenue.
- Expenses that are directly identifiable with /allocable to segments are considered for determining the segment results. Expenses which relate to the Company as a whole and not allocable to segments are included under unallocable expenditure.
- Income which relates to the Company as a whole and not allocable to segments is included in unallocable income.
- Segment results includes margins on inter-segment and sales which are reduced in arriving at the profit before tax of the company.
- Segment assets & liability include those directly identifiable with the respective segments. Unallocable assets and liability represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment.

## 1.5 Foreign Currency Translation:

### 1.5.1 Functional and presentation currency

The Group's consolidated financial statements are prepared in Indian Rupees, which is also the Company's functional and presentation currency.

### 1.5.2 Transactions and balances

#### Monetary items

Foreign currency transactions are recorded at the exchange rate prevailing at the date of transactions. Exchange difference arising on settlement of transactions is recognized as income or expense in the year in which they arise.

Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are restated at the year-end rate and difference in translations and unrealised gains / (losses) on foreign currency transactions are recognized in the statement of profit & loss.

#### Non – Monetary items

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.

## 1.6 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be measured reliably, regardless of when the payment is being made. 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.

### 1.6.1 Revenue from Operation

- Subscription income includes subscription from Subscribers / Cable Operators relating to cable TV, Internet. Revenue from Operations in DAS notified area is recognized on accrual basis based on underlying subscription plan or agreements with the concerned subscribers / parties. Whereas, Subscription Income from Cable TV Operators in Non-DAS area, is accrued monthly based on number of connections declared by the said operators to the Company. In cases where revision of number of connections and / or rate is under negotiations at the time of recognition of revenue, the Company recognizes revenue as per invoice raised. Adjustments for the year, if any, arising on settlement is adjusted against the Revenue. Other cases are reviewed by the management periodically.
- Activation fee, which in substance is an advance payment for future services or the ongoing services being provided are essential to the subscribers receiving the expected benefit of the upfront payment of activation fee. Accordingly revenue from activation fees shall be amortized over expected customer retention period.
- Carriage / Placement income is recognized on accrual basis based on agreements with the concerned subscribers / parties on a monthly / yearly basis.
- Revenue from prepaid Internet Service plans, which are active at the end of accounting period, is recognized on time proportion basis. In other cases of Internet Service plans, entire revenue is recognized in the period of sale.
- The Company collects service tax and entertainment tax on behalf of the government and, therefore, it is not an economic benefit flowing to the Company. Hence, it is excluded from revenue.

### 1.6.2 Other Revenues

Other Income comprises of profit received on sale of Set Top Boxes and fees received for Lease & Rent of Equipment, advertisement and consultancy services. Income from such services is recognized as per the terms of underlying agreements/arrangements with the concerned parties. Income from profit from set top box is arrived at by netting off the cost of purchases of set top boxes with its sale.

Other Operating Income comprises of fees for advertisement and consultancy services. Income from such services is recognized as per the terms of underlying agreements/arrangements with the concerned parties.

### 1.6.3 Interest Income

Interest income from debt instruments is recognized 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.

### 1.6.4 Share of profit/loss from Joint Ventures / Partnership Firms

Share of Profit / Loss from Partnership Firms / Joint Ventures is accounted in respect of the financial year of the firm / venture, ending on or before the balance sheet date, on the basis of their audited accounts.

## 1.7 Income tax

### 1.7.1 Current Tax

Tax on income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals.

Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

### 1.7.2 Deferred tax

Deferred taxes are computed for all temporary differences between the accounting base and the tax base of assets and liabilities.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized 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.

## 1.8 Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date, whether fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

### 1.8.1 As a 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 lease's inception 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 the 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.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

### 1.8.2 As a lessor

Lease income from operating leases where the company is a lessor is recognized in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

Lease is recognized as finance lease or operating lease as per the definition and classification criteria. An important consideration in such determination is that land has indefinite economic life. Based on contractual & other arrangement, Land can either be classified as financial lease or operating lease.

## 1.9 Business combinations

Business combinations are accounted for using the acquisition method. At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at fair value on acquisition date.

Business combinations involving entities or businesses under common control shall be accounted for using the pooling of interest method. Under pooling of interest method, the assets and liabilities of the combining entities are reflected at their carrying amounts, the only adjustments that are made are to harmonise accounting policies.

The acquisition method of accounting under Ind AS is used to account for business combinations by the Group from the date of transition to Ind AS i.e. April 1, 2015. Prior to the date of transition to Ind AS, business acquisition has been accounted based on previous GAAP.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

### 1.10 Impairment of assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the assets carrying amount exceeds its recoverable amount. The recoverable amount is higher of an assets fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

### 1.11 Cash and cash equivalents

Cash and cash equivalents comprise cash and cash-on-deposit with banks and financial institutions. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of twelve months or less and that are readily convertible to known amounts of cash to be cash equivalents.

### 1.12 Non-current assets held for sale and discontinued operations

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell.

An impairment loss is recognized for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognized for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset is recognized at the date of de-recognition.



Non-current assets are not depreciated or amortised while they are classified as held for sale. Non-current assets classified as held for sale are presented separately from the other assets in the balance sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit and loss.

## 1.13 Investments and other financial assets

### 1.13.1 Classification

The company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

### 1.13.2 Measurement

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

### 1.12.3 Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- 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 and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognized in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

Debt instruments included within the fair value through profit and loss (FVTPL) category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

### 1.13.4 Equity instruments

The company subsequently measures all equity investments at fair value. Where the company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognized in profit or loss as other income when the company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognized in other gain/ (losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

#### (i) Impairment of financial assets

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

#### (ii) De-recognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (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 or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; 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.

## 1.14 Financial Liabilities, Derivatives and hedging activities:

### 1.14.1 Financial liabilities

#### (i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, financial guarantee contracts or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized 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 including bank overdrafts, financial guarantee contracts and derivative financial instruments.

#### (ii) Subsequent measurement

All financial liabilities are subsequently measured at amortised cost using effective interest method or at FVTPL. The subsequent measurement of financial liabilities depends on their classification, as described below:

##### Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships and effective as defined by Ind-AS 109. Gains or losses on liabilities held for trading are recognized in the profit or loss.

Financial liabilities can be designated upon initial recognition at fair value through profit or only if such election so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch') as stated in Ind-AS 109. For non – held for trading liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI, unless such recognition in OCI would create or enlarge an accounting mismatch in profit or loss, in which case these effects in credit risk are recognized in P & L. These gains/ loss are not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The company has not designated any financial liability as at fair value through profit and loss.

##### Financial guarantee contracts

Financial guarantee contracts issued by the company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognized less cumulative amortisation.

### 1.14.2 Derivative financial instruments and hedge accounting

#### (i) Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts, and interest rate swaps, to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The purchase contracts that meet the definition of a derivative under Ind-AS 109 are recognized in the statement of profit and loss.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

#### (ii) De-recognition

A financial liability is derecognized 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 de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

## 1.15 Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognized in Other Income.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognized in profit or loss.

### 1.16 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.

### 1.17 Property, plant and equipment

Property, plant and equipment is stated at cost, less accumulated depreciation and accumulated impairment losses. The initial cost of an asset comprises its purchase price, any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any. The purchase price is the aggregate amount paid and the fair value of any other consideration given to acquire the asset.

Subsequent costs are included in the asset's carrying amount or recognized 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 derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Set Top Boxes (STBs) and Internet Access devices on hand at the year-end are included in Capital Work in Progress. On installation, such devices are capitalized or treated as sale, as the case may be.

An item of property, plant and equipment is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

Stores & Spares which meet the definition of property plant and equipment and satisfy the recognition criteria of Ind AS 16 are capitalized as property, plant and equipment.

#### 1.17.1 Depreciation on Property, plant and equipment

The depreciation on tangible fixed assets was provided using Straight Line Method at rates specified and in the manner prescribed by Schedule XIV to the Companies Act, 1956 upto March 31, 2014 except for the Set Top Boxes as mentioned below.

With effect from April 1, 2014, Depreciation on tangible fixed assets is provided using the Straight-Line Method based on the useful life of the assets as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Companies Act, 2013. The estimate of the useful life of the assets has been assessed based on technical advice which considered the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support, etc

Depreciation on Set Top Boxes are provided under Straight Line Method over the estimated useful life of eight years as per technical evaluation.

In case of additions or deletions during the year, depreciation is computed from the month in which such assets are put to use and up to previous month of sale, disposal or held for sale as the case may be. In case of impairment, depreciation is provided on the revised carrying amount over its remaining useful life.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

### 1.18 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

### 1.19 Intangible Assets

#### 1.19.1 Intangible Assets acquired separately

Intangible assets comprise of Cable Television Franchise, Movie & Serial Rights, Bandwidth Rights, Goodwill and Software. Cable Television Franchisee represents purchase consideration of a network that mainly attributable to acquisition of subscribers and other rights, permission etc. attached to a network. The useful lives of intangible assets are assessed as either finite or indefinite.

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. Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

### 1.19.2 De-recognition of intangible assets

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in profit or loss when the asset is de-recognized.

### 1.19.3 Amortization of intangible assets

The intangible assets are amortized on a straight line basis over their expected useful lives as follows:

- Cable Television Franchise is amortized over a period of 5 to 20 years
- ISP Franchise is amortised over a period of twenty years
- Softwares are amortized over the license period and in absence of such tenor, over five years.

The estimated useful lives, residual values, amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

## 1.20 Borrowing costs

Borrowing costs that are 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 the company 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.

## 1.21 Provisions, Contingent liabilities and Contingent Assets

Provisions are recognized when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Provisions for restructuring are recognized by the company when it has developed a detailed formal plan for restructuring and has raised a valid expectation in those affected that the company will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it.

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 recognized as a finance cost.

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

## 1.22 Retirement and other Employee benefits

### 1.22.1 Short-term obligations

Short term employee benefits are recognized as an expense at an undiscounted amount in the Statement of profit & loss of the year in which the related services are rendered.

#### a) Post-employment obligations

The Company operates the following post-employment schemes:

- defined benefit plans such as gratuity; and
- defined contribution plans such as provident fund.

#### Gratuity obligations

The liability or asset recognized 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 actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR 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 recognized 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 recognized immediately in profit or loss as past service cost.

### Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions for provident fund and pension as per the provisions of the Provident Fund Act, 1952 to the government. The Company's contribution is recognized as an expense in the Profit and Loss Statement during the period in which the employee renders the related service. The company's obligation is limited to the amounts contributed by it.

#### 1.22.2 Other long-term employee benefit obligations

The liabilities for 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 that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

#### 1.23 Earnings Per Share (EPS)

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends, if any, and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

#### 1.24 Rounding of amounts

All amounts disclosed in the financial statement and notes have been rounded off to the nearest million, except where otherwise indicated.

## 2. NOTES OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

### 2.1 First-time adoption of Ind AS

These consolidated financial statements, for the year ended March 31, 2017, are the group's first consolidated financial statements prepared in accordance with Ind AS.

The accounting policies set out in the notes have been applied in preparing the Consolidated Financial statements for the year ended March 31, 2017 and for the year ended March 31, 2016. The Group has followed the same accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on transition date i.e. April 1, 2015 while preparing Consolidated Financial Statement for the year.

An explanation of how the transition from Indian GAAP to Ind AS has affected the Group's Consolidated Financial Statement is set out in the following tables and notes.

#### 2.1.1 Exemptions and exceptions availed:

The applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS as at the transition date, i.e. April 1, 2015 are explained below.

- a) Estimates: An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after accounting policies), unless there is an objective evidence that those estimates were in error.

Ind AS estimates as at April 1, 2015 are consistent with the estimates as at same date made in conformity with previous GAAP. The group made estimates for Impairment of financial assets based on expected credit loss model in accordance with Ind AS at the date of transition as these were not required under previous GAAP.

- b) Hedge Accounting:

Hedge accounting can only be applied prospectively from the transition date to transactions that satisfy the hedge accounting criteria in Ind AS 109, at that date. Hedging relationships cannot be designated retrospectively, and the supporting documentation cannot be created retrospectively. As a result, only hedging relationships that satisfied the hedge accounting criteria as of April 1, 2015 are reflected as hedges in the group's results under Ind AS.

The Group uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks. Under Indian GAAP, there is no mandatory standard that deals comprehensively with hedge accounting, which has resulted in the adoption of varying practices. The entity has assessed the conditions of qualifying hedging relationship on date of transition to Ind AS and therefore not recognized a hedge relationship that does not qualify for hedge accounting as per Ind AS 109.

- c) Non-controlling interests

Ind AS 110 requires entities to attribute the profit or loss and each component of other comprehensive income to the owners of the parent and to the non-controlling interests. This requirement needs to be followed even if this results in the non-controlling interests having a deficit balance. Ind AS 101 requires the above requirement to be followed prospectively from the date of transition. Consequently, the group has applied the above requirement prospectively.

- d) De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition

requirements in Ind AS 109 retrospectively from the date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognized as a result of past transactions was obtained at the time of initially accounting for those transactions.

The group has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

e) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS. Accordingly, the classification and the measurement of financial assets is done based on the facts & circumstances as on the date of transition.

f) Business combinations

Ind AS 101 provides the option to apply Ind AS 103 prospectively from the transition date or from a specific date prior to the transition date. This provides relief from full retrospective application that would require restatement of all business combinations prior to the transition date. The group elected to apply Ind AS 103 prospectively to business combinations occurring after its transition date. Business combinations occurring prior to the transition date have not been restated. The group has applied same exemption for investment in associates and joint ventures.

g) Prospective application of Ind AS 21 to business combinations

The Group has not applied Ind AS 21 The Effects of Changes in Foreign Exchange Rates retrospectively to fair value adjustments and goodwill from business combinations that occurred before the date of transition to Ind AS. The group has elected to apply this exemption.

h) Cumulative translation differences

Ind AS 101 permits cumulative translation gains and losses to be reset to zero at the transition date. This provides relief from determining cumulative currency translation differences in accordance with Ind AS 21 from the date subsidiary or equity method investee was formed or acquired. The group elected to reset all cumulative translation gains and losses to zero by transferring it to opening retained earnings at its transition date.

i) Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets and investment property covered by Ind AS 40 Investment Properties.

Accordingly, the group has elected to measure all of its property, plant and equipment, intangible assets and investment property at their previous GAAP carrying value.

j) Fair value measurement of financial assets or financial liabilities

First-time adopters may apply Ind AS 109 to day one gain or loss provisions prospectively to transactions occurring on or after the date of transition to Ind AS. Therefore, unless a first-time adopter elects to apply Ind AS 109 retrospectively to day one gain or loss transactions, transactions that occurred prior to the date of transition to Ind AS do not need to be retrospectively restated.

Accordingly, the group has opted for recognizing gain or loss prospectively to transactions occurring on or after the date of transition to Ind AS.

k) Leases

Appendix C to Ind AS 17 requires an entity to assess whether a contract or arrangement contains a lease. In accordance with Ind AS 17, this assessment should be carried out at the inception of the contract or arrangement. Ind AS 101 provides an option to make this assessment on the basis of facts and circumstances existing at the date of transition to Ind AS, except where the effect is expected to be not material.

The group has elected to apply this exemption for such contracts/arrangements.

l) Joint ventures

Ind AS 101 provides an exemption for changing from proportionate consolidation to the equity method. As per the exemption, when changing from proportionate consolidation to the equity method, an entity should recognise its investment in the joint venture at transition date to Ind AS. That initial investment should be measured as the aggregate of the carrying amounts of the assets and liabilities that the entity had previously proportionately consolidated, including any goodwill arising from acquisition. The balance of the investment in joint venture at the date of transition to Ind AS, determined in accordance with the above is regarded as the deemed cost of the investment at initial recognition. The group has elected to apply this exemption for its joint venture.



# Notes to the Consolidated Financial Statements (contd.)

## NOTE 3: CONSOLIDATED NON CURRENT ASSETS - PROPERTY, PLANT AND EQUIPMENTS

(Rs. In Million)

| Particulars              | Tangible Assets |                   |                      |                        |                   |          |                          |                       |      | Total     |
|--------------------------|-----------------|-------------------|----------------------|------------------------|-------------------|----------|--------------------------|-----------------------|------|-----------|
|                          | Office Building | Plant & Machinery | Furniture & Fixtures | Vehicle - Four Wheeler | Office Equipments | Computer | Electrification fittings | Assets taken on lease | Land |           |
| GROSS BLOCK (AT COST)    |                 |                   |                      |                        |                   |          |                          |                       |      |           |
| As at April 1, 2015      | 188.04          | 4,646.40          | 69.06                | 48.89                  | 46.58             | 85.32    | 16.30                    | 2,647.89              | 0.15 | 7,748.63  |
| Additions                | 11.17           | 2,914.33          | 21.27                | 9.40                   | 17.61             | 45.00    | 20.40                    | -                     | -    | 3,039.18  |
| Disposals/Adjustment     | 1.19            | 7.60              | 0.05                 | 2.63                   | 0.13              | 0.13     | -                        | -                     | -    | 11.73     |
| As at March 31, 2016     | 198.01          | 7,553.13          | 90.28                | 55.66                  | 64.06             | 130.19   | 36.71                    | 2,647.89              | 0.15 | 10,776.09 |
| Additions                | 10.92           | 3,113.43          | 21.34                | 24.94                  | 30.90             | 85.68    | 33.29                    | -                     | -    | 3,320.49  |
| Disposals/Adjustment     | -               | 679.02            | 0.24                 | 2.50                   | 2.05              | 70.24    | 18.11                    | -                     | -    | 772.16    |
| As at March 31, 2017     | 208.93          | 9,987.54          | 111.39               | 78.09                  | 92.92             | 145.64   | 51.88                    | 2,647.89              | 0.15 | 13,324.42 |
| ACCUMULATED DEPRECIATION |                 |                   |                      |                        |                   |          |                          |                       |      |           |
| As at April 1, 2015      | 13.85           | 1,249.29          | 29.27                | 22.49                  | 29.67             | 41.60    | 4.90                     | 745.45                | -    | 2,136.51  |
| Charge for the year      | 4.06            | 750.31            | 10.44                | 7.92                   | 8.16              | 23.59    | 2.97                     | 334.30                | -    | 1,141.77  |
| Disposals/Adjustment     | 1.33            | 129.86            | 5.74                 | 6.58                   | 2.65              | 1.28     | 0.34                     | -                     | -    | 147.78    |
| As at March 31, 2016     | 16.58           | 1,869.74          | 33.98                | 23.83                  | 35.18             | 63.91    | 7.53                     | 1,079.75              | -    | 3,130.50  |
| Charge for the year      | 2.11            | 779.63            | 4.90                 | 4.15                   | 13.71             | 27.60    | 4.33                     | 320.67                | -    | 1,157.11  |
| Disposals/Adjustment     | -               | 75.35             | 0.02                 | 1.20                   | 1.04              | 21.16    | 1.67                     | -                     | -    | 100.44    |
| As at March 31, 2017     | 18.69           | 2,574.02          | 38.86                | 26.78                  | 47.85             | 70.35    | 10.19                    | 1,400.42              | -    | 4,187.16  |
| NET BLOCK                |                 |                   |                      |                        |                   |          |                          |                       |      |           |
| As at April 1, 2015      | 174.19          | 3,397.11          | 39.78                | 26.40                  | 16.91             | 43.72    | 11.41                    | 1,902.45              | 0.15 | 5,612.12  |
| As at March 31, 2016     | 181.43          | 5,683.39          | 56.30                | 31.83                  | 28.88             | 66.28    | 29.18                    | 1,568.14              | 0.15 | 7,645.58  |
| As at March 31, 2017     | 190.24          | 7,413.52          | 72.52                | 51.31                  | 45.06             | 75.28    | 41.69                    | 1,247.47              | 0.15 | 9,137.26  |

## NOTE 3 : CONSOLIDATED NON CURRENT ASSETS - GOODWILL AND OTHER INTANGIBLE ASSETS

(Rs. In Million)

| Particulars                     | Goodwill      | Intangible Assets |             |                 | Total           |
|---------------------------------|---------------|-------------------|-------------|-----------------|-----------------|
|                                 |               | Software          | Copy Right  | CATV franchise  |                 |
| <b>GROSS BLOCK (AT COST)</b>    |               |                   |             |                 |                 |
| As at March 31, 2015            | 450.34        | 58.64             | 0.05        | 1,021.07        | 1,079.76        |
| Additions                       | 42.14         | 72.46             | 0.84        | 174.05          | 247.35          |
| Disposals / Adjustment          | -             | 0.39              | -           | 28.40           | 28.79           |
| As at March 31, 2016            | 492.47        | 130.71            | 0.89        | 1,166.72        | 1,298.32        |
| Additions                       | 5.44          | 30.94             | 0.80        | 104.44          | 136.18          |
| Disposals / Adjustment          | -             | 13.29             | -           | 29.21           | 42.50           |
| <b>As at March 31 , 2017</b>    | <b>497.91</b> | <b>148.36</b>     | <b>1.69</b> | <b>1,241.95</b> | <b>1,392.00</b> |
| <b>ACCUMULATED DEPRECIATION</b> |               |                   |             |                 |                 |
| As at March 31, 2015            | -             | 26.98             | 0.03        | 280.43          | 307.44          |
| Charge for the year             | -             | 20.52             | 0.01        | 72.14           | 92.67           |
| Disposals / Adjustment          | -             | -                 | -           | 5.27            | 5.27            |
| As at March 31, 2016            | -             | 47.49             | 0.04        | 347.31          | 394.84          |
| Charge for the year             | -             | 28.54             | 0.12        | 74.89           | 103.56          |
| Disposals / Adjustment          | -             | 4.42              | -           | 3.27            | 7.69            |
| <b>As at March 31, 2017</b>     | <b>-</b>      | <b>71.61</b>      | <b>0.16</b> | <b>418.93</b>   | <b>490.70</b>   |
| <b>NET BLOCK</b>                |               |                   |             |                 |                 |
| As at April 1, 2015             | 450.34        | 31.67             | 0.02        | 740.64          | 772.32          |
| As at March 31, 2016            | 492.47        | 83.22             | 0.85        | 819.41          | 903.48          |
| <b>As at March 31, 2017</b>     | <b>497.91</b> | <b>76.76</b>      | <b>1.53</b> | <b>823.01</b>   | <b>901.30</b>   |

# Notes to the Consolidated Financial Statements (contd.)

(Rs. in million)

| NOTE - 4 : NON-CURRENT INVESTMENTS                          | As at March<br>31, 2017 | As at March<br>31, 2016 | As at April<br>1, 2015 |
|---|-------------------------|-------------------------|------------------------|
| <b>(A) Trade Investments (Refer A below)</b>                |                         |                         |                        |
| (a) Investment in Equity instruments of Associate           | 59.43                   | 62.50                   | 52.77                  |
| (b) Investment in Equity instruments of Subsidiary          | 9.25                    | 9.25                    | -                      |
| (c) Investments in Government or Trust securities           | 0.12                    | 0.05                    | 0.04                   |
| (d) Investments in partnership firms                        | 144.26                  | 142.65                  | 183.77                 |
| <b>Total (A)</b>  | <b>213.06</b>           | <b>214.45</b>           | <b>236.59</b>          |
| <b>(B) Other Investments (Refer B below)</b>                |                         |                         |                        |
| (a) Investment in Equity instruments                        | -                       | 0.01                    | 0.01                   |
| <b>Total (B)</b>  | <b>-</b>                | <b>0.01</b>             | <b>0.01</b>            |
| <b>Grand Total (A + B)</b>                                  | <b>213.06</b>           | <b>214.46</b>           | <b>236.59</b>          |
| Less : Provision for diminution in the value of Investments | 38.25                   | 34.38                   | 9.88                   |
| <b>Total</b>  | <b>174.81</b>           | <b>180.08</b>           | <b>226.71</b>          |

## Note 4(a) : CONSOLIDATED STATEMENT OF NON-CURRENT INVESTMENTS

| Particulars  | As at<br>March 31, 2017     |              | As at<br>March 31, 2016     |              | Opening Ind AS<br>1-Apr-15  |              |
|--|-----------------------------|--------------|-----------------------------|--------------|-----------------------------|--------------|
|  | No. of<br>Shares /<br>Units | Amount       | No. of<br>Shares /<br>Units | Amount       | No. of<br>Shares /<br>Units | Amount       |
| <b>(A) INVESTMENT IN EQUITY INSTRUMENTS - ASSOCIATE COMPANIES</b>  |                             |              |                             |              |                             |              |
| Unquoted, fully paid up  |                             |              |                             |              |                             |              |
| 1 GTPL Rajwadi Network Private Limited                             | 5,000                       | 1.94         | 5,000                       | 5.19         | 5,000                       | 5.19         |
| 2 Gujarat Television Private Limited                               | 8,00,000                    | 57.49        | 8,00,000                    | 57.31        | 8,00,000                    | 47.59        |
| <b>Total</b>   |                             | <b>59.43</b> |                             | <b>62.50</b> |                             | <b>52.77</b> |
| <b>(B) INVESTMENT IN EQUITY INSTRUMENTS - SUBSIDIARY COMPANIES</b> |                             |              |                             |              |                             |              |
| Unquoted, fully paid up  |                             |              |                             |              |                             |              |
| 1 GTPL Jay Mataji Network Private Limited                          | 10,000                      | 9.25         | 10,000                      | 9.25         | -                           | -            |
| <b>Total</b>   |                             | <b>9.25</b>  |                             | <b>9.25</b>  |                             | <b>-</b>     |
| <b>(C) OTHER INVESTMENTS</b>                                       |                             |              |                             |              |                             |              |
| Unquoted, fully paid up  |                             |              |                             |              |                             |              |
| 1 N S C (Govt Securities)  |                             | 0.12         | -                           | 0.05         | -                           | 0.04         |
| <b>Total</b>   |                             | <b>0.12</b>  |                             | <b>0.05</b>  |                             | <b>0.04</b>  |
| <b>(E) INVESTMENTS IN PARTNERSHIP / JOINT VENTURE FIRMS</b>        |                             |              |                             |              |                             |              |
| 1 Airlink Communication  |                             | 4.66         |                             | 4.66         |                             | 4.66         |
| 2 GTPL Anil Cable Services   |                             | 0.69         |                             | 0.69         |                             | 0.69         |
| 3 GTPL Ashok Cable Services  |                             | 0.67         |                             | 0.67         |                             | 0.67         |
| 4 GTPL Ganesh Communication  |                             | 0.92         |                             | 0.92         |                             | 0.92         |
| 5 GTPL G P Marketing   |                             | 3.00         |                             | 3.00         |                             | 3.00         |
| 6 GTPL Gujarat Television Network                                  |                             | 0.61         |                             | 0.61         |                             | 0.61         |
| 7 GTPL Hamidali Cable  |                             | -            |                             | -            |                             | 12.00        |
| 8 GTPL H K Cable   |                             | 0.29         |                             | 0.29         |                             | 0.29         |
| 9 GTPL Kim Cable Entertainment                                     |                             | 1.04         |                             | 1.04         |                             | 1.04         |
| 10 GTPL Krishna Cable Network                                      |                             | 1.50         |                             | 1.50         |                             | 1.50         |
| 11 GTPL Krishna Cable Service                                      |                             | 0.70         |                             | 0.70         |                             | 0.70         |
| 12 GTPL Lucky World Vision   |                             | 0.20         |                             | 0.20         |                             | 0.20         |
| 13 GTPL M Channel  |                             | 0.60         |                             | 0.60         |                             | 0.60         |

# Notes to the Consolidated Financial Statements (contd.)

| Particulars                                    | As at<br>March 31, 2017     |               | As at<br>March 31, 2016     |               | Opening Ind AS<br>1-Apr-15  |               |
|--|-----------------------------|---------------|-----------------------------|---------------|-----------------------------|---------------|
|  | No. of<br>Shares /<br>Units | Amount        | No. of<br>Shares /<br>Units | Amount        | No. of<br>Shares /<br>Units | Amount        |
| 14 GTPL Nawaz Network                          |                             | 0.90          |                             | 0.90          |                             | 0.90          |
| 15 GTPL Om Net                                 |                             | -             |                             | -             |                             | 11.40         |
| 16 GTPL Pearl Communication Network            |                             | 25.10         |                             | 25.10         |                             | 25.10         |
| 17 GTPL Pooja Cable Services                   |                             | 8.16          |                             | 8.16          |                             | 8.16          |
| 18 GTPL Rainbow Multi Channel                  |                             | 0.33          |                             | 0.33          |                             | 0.33          |
| 19 GTPL Rainbow Video Vision                   |                             | 0.53          |                             | 0.53          |                             | 0.53          |
| 20 GTPL Raj world Vision                       |                             | 2.04          |                             | 2.04          |                             | 2.04          |
| 21 GTPL Sab Network                            |                             | 0.52          |                             | 0.52          |                             | 0.52          |
| 22 GTPL Sagar Cable Service                    |                             | 0.34          |                             | 0.34          |                             | 0.34          |
| 23 GTPL Sai Cable                              |                             | 0.46          |                             | 0.46          |                             | 0.46          |
| 24 GTPL Shiv Network                           |                             | 1.53          |                             | 1.53          |                             | 1.53          |
| 25 GTPL Shree Sai Cable Network                |                             | 4.76          |                             | 4.76          |                             | 4.76          |
| 26 GTPL Sky World Vision                       |                             | 2.94          |                             | 2.94          |                             | 2.94          |
| 27 GTPL SP Enterprise                          |                             | 2.80          |                             | 2.80          |                             | 2.80          |
| 28 GTPL Universal Cable Network                |                             | 0.62          |                             | 0.62          |                             | 0.62          |
| 29 GTPL Valsad Network                         |                             | 4.80          |                             | 4.80          |                             | 4.80          |
| 30 GTPL Yak Network                            |                             | 0.52          |                             | 0.52          |                             | 0.52          |
| 31 GTPL Zubi Video Vision                      |                             | 1.38          |                             | 1.38          |                             | 1.38          |
| 32 GTPL Bapu Network                           |                             | -             |                             | -             |                             | 1.94          |
| 33 GTPL Pol Star vision                        |                             | -             |                             | -             |                             | 1.74          |
| 34 GTPL World Vision                           |                             | -             |                             | -             |                             | 2.71          |
| 35 GTPL Sainath World Vision                   |                             | 2.69          |                             | 2.69          |                             | 2.69          |
| 36 GTPL Shiv Vision                            |                             | -             |                             | -             |                             | 3.75          |
| 37 GTPL Space                                  |                             | 4.99          |                             | 4.99          |                             | 4.99          |
| 38 GTPL Lucky World Video                      |                             | -             |                             | -             |                             | 2.40          |
| 39 GTPL Siddhi Digital Services                |                             | 19.20         |                             | 19.20         |                             | 19.20         |
| 40 Sri Raghav G GTPL                           |                             | 21.50         |                             | 21.50         |                             | 21.50         |
| 41 GTPL City Cable                             |                             | -             |                             | 5.41          |                             | 5.41          |
| 42 GTPL Akash Cable Vision                     |                             | 0.96          |                             | 0.96          |                             | 0.96          |
| 43 GTPL So Lucky Cable Network                 |                             | 11.10         |                             | 11.10         |                             | 11.10         |
| 44 GTPL City Channel                           |                             | 0.05          |                             | 0.05          |                             | -             |
| 45 GTPL Riddhi Digital Private Limited         |                             | 0.05          |                             | 0.05          |                             | -             |
| 46 GTPL Antriksh Cable Services                |                             | 6.50          |                             | -             |                             | -             |
| 47 M/s GTPL Parshwa Shivani Vision             |                             | -             |                             | -             |                             | 2.73          |
| 48 M/s GTPL Parshwa Shivshakti World           |                             | -             |                             | -             |                             | 2.72          |
| 49 M/s Unity Cable Network                     |                             | 1.29          |                             | 1.29          |                             | 1.29          |
| 50 M/s DL Digital Cable Vision - Dhule         |                             | 2.42          |                             | 2.03          |                             | 1.92          |
| 51 M/s DL Sai sanket - Dondaicha               |                             | 0.17          |                             | 0.35          |                             | 0.41          |
| 52 M/s Sai DL Vision                           |                             | 0.47          |                             | 0.43          |                             | 0.31          |
| 53 M/s Krishna DL Vision                       |                             | 0.14          |                             | -             |                             | -             |
| 54 M/s Radhe DL Vision                         |                             | 0.12          |                             | -             |                             | -             |
| <b>Total</b>                                   |                             | <b>144.26</b> |                             | <b>142.65</b> |                             | <b>183.77</b> |
| <b>(B) Investment in Equity Instruments</b>    |                             |               |                             |               |                             |               |
| The Varacha Co. Operative Bank Ltd.            |                             | -             |                             | 0.01          |                             | 0.01          |
| <b>Total</b>                                   |                             | <b>-</b>      |                             | <b>0.01</b>   |                             | <b>0.01</b>   |
| Less : Provision for diminution in investments |                             | (38.25)       |                             | (34.38)       |                             | (9.88)        |
| <b>Grand Total</b>                             |                             | <b>174.81</b> |                             | <b>180.08</b> |                             | <b>226.71</b> |

# Notes to the Consolidated Financial Statements (contd.)

| NOTE - 5 : LOANS            | As at March<br>31, 2017 | As at March<br>31, 2016 | As at April<br>1, 2015 |
|-----------------------------|-------------------------|-------------------------|------------------------|
| <b>a. Security Deposits</b> |                         |                         |                        |
| Unsecured, considered good  | 90.04                   | 51.73                   | 23.17                  |
| <b>b. Other Loans</b>       |                         |                         |                        |
| Unsecured, considered good  | -                       | 110.49                  | 40.03                  |
| <b>Total</b>                | <b>90.04</b>            | <b>162.22</b>           | <b>63.20</b>           |

| NOTE - 6 : OTHER FINANCIAL ASSETS | As at March<br>31, 2017 | As at March<br>31, 2016 | As at April<br>1, 2015 |
|-----------------------------------|-------------------------|-------------------------|------------------------|
| Fixed Deposit > 12 Months         | 48.68                   | 36.15                   | 24.10                  |
| <b>Total</b>                      | <b>48.68</b>            | <b>36.15</b>            | <b>24.10</b>           |

| NOTE - 7 : OTHER NON-CURRENT ASSETS | As at March<br>31, 2017 | As at March<br>31, 2016 | As at April<br>1, 2015 |
|-------------------------------------|-------------------------|-------------------------|------------------------|
| <b>a. Capital Advances</b>          |                         |                         |                        |
| Unsecured, considered good          | 117.54                  | 219.15                  | 27.99                  |
| Advances For Capital Goods          | 117.54                  | 219.15                  | 27.99                  |
| <b>b. Others</b>                    |                         |                         |                        |
| Secured, considered good            |                         |                         |                        |
| Balance with Excise Authorities     | -                       | -                       | 11.96                  |
| Balance with Government Authorities | 115.56                  | 5.17                    | 2.04                   |
| <b>Total</b>                        | <b>233.10</b>           | <b>224.32</b>           | <b>41.99</b>           |

| NOTE - 8 : CURRENT INVESTMENTS               | As at March<br>31, 2017 | As at March<br>31, 2016 | As at April<br>1, 2015 |
|--|-------------------------|-------------------------|------------------------|
| <b>(A) Trade Investments (Refer A below)</b> |                         |                         |                        |
| (a) Investments in partnership firms         | 10.88                   | 7.41                    | 0.47                   |
| <b>Total</b>                                 | <b>10.88</b>            | <b>7.41</b>             | <b>0.47</b>            |

# Notes to the Consolidated Financial Statements (contd.)

| NOTE - 9 : TRADE RECEIVABLES   | As at March<br>31, 2017 | As at March<br>31, 2016 | As at April<br>1, 2015 |
|--|-------------------------|-------------------------|------------------------|
| <b>Trade receivables outstanding for a period less than six months from the date they are due for payment.</b> |                         |                         |                        |
| Unsecured, considered good   | 2,058.96                | 1,556.91                | 1,600.32               |
| <b>Total</b>   | <b>2,058.96</b>         | <b>1,556.91</b>         | <b>1,600.32</b>        |
| <b>Trade receivables outstanding for a period exceeding six months from the date they are due for payment</b>  |                         |                         |                        |
| Unsecured, considered good   | 976.31                  | 885.71                  | 680.93                 |
| Unsecured, considered doubtful   | 580.98                  | 412.02                  | 353.24                 |
| Less: Provision for doubtful debts   | 580.98                  | 398.96                  | 353.02                 |
| <b>Total</b>   | <b>976.31</b>           | <b>898.78</b>           | <b>681.15</b>          |
| <b>Total</b>   | <b>3,035.27</b>         | <b>2,455.69</b>         | <b>2,281.48</b>        |

| NOTE - 10 : CASH AND CASH EQUIVALENTS         | As at March<br>31, 2017 | As at March<br>31, 2016 | As at April<br>1, 2015 |
|---|-------------------------|-------------------------|------------------------|
| <b>a. Balances with banks</b>                 | <b>759.64</b>           | <b>740.53</b>           | <b>341.27</b>          |
| This includes:                                |                         |                         |                        |
| Balances with banks                           | 271.89                  | 336.48                  | 197.64                 |
| Margin money                                  | 397.91                  | 343.07                  | 136.96                 |
| Fixed Deposits Less than 12 Months Maturities | 89.83                   | 60.99                   | 6.67                   |
| <b>b. Cheques, drafts on hand</b>             | <b>228.49</b>           | <b>32.23</b>            | <b>176.09</b>          |
| <b>c. Cash on hand</b>                        | <b>73.82</b>            | <b>85.53</b>            | <b>93.16</b>           |
| <b>Total</b>                                  | <b>1,061.95</b>         | <b>858.29</b>           | <b>610.51</b>          |

| NOTE - 11 : LOANS                  | As at March<br>31, 2017 | As at March<br>31, 2016 | As at April<br>1, 2015 |
|------------------------------------|-------------------------|-------------------------|------------------------|
| <b>a. Loans to related parties</b> |                         |                         |                        |
| Secured, considered good           |                         |                         |                        |
| Unsecured, considered good         | 103.09                  | 79.80                   | 37.24                  |
| Loans to subsidiaries              | 0.03                    | 2.38                    | -                      |
| Loans to Joint Ventures            | -                       | 1.53                    | 0.26                   |
| Loans to Related Parties           | 103.07                  | 75.90                   | 36.99                  |
| Doubtful                           |                         |                         |                        |
| Less: Provision for doubtful loans | (7.20)                  | (7.20)                  | (7.20)                 |
|                                    | <b>95.89</b>            | <b>72.60</b>            | <b>30.05</b>           |

| NOTE - 12 : OTHER CURRENT ASSETS  | As at March<br>31, 2017 | As at March<br>31, 2016 | As at April<br>1, 2015 |
|-----------------------------------|-------------------------|-------------------------|------------------------|
| Other Assets                      | 192.94                  | 216.37                  | 345.89                 |
| Advances Recoverable              | 71.14                   | 78.06                   | 70.38                  |
| Advances For Network Acquisitions | 130.67                  | 119.74                  | 142.65                 |
| Advance To Suppliers              | 268.35                  | 113.51                  | 36.48                  |
| Cenvat Credit Receivable          | 40.55                   | 157.58                  | 27.41                  |
| Prepaid Expenses                  | 31.19                   | 35.84                   | 20.47                  |
| <b>Total</b>                      | <b>734.84</b>           | <b>721.10</b>           | <b>643.28</b>          |

## Notes to the Consolidated Financial Statements (contd.)

| NOTE - 13 : SHARE CAPITAL       | As at March 31, 2017 |               | As at March 31, 2016 |               | Opening Ind AS 1-Apr-15 |              |
|---------------------------------|----------------------|---------------|----------------------|---------------|-------------------------|--------------|
|                                 | Number               | Amount        | Number               | Amount        | Number                  | Amount       |
| <b>Authorised</b>               |                      |               |                      |               |                         |              |
| Equity Shares of Rs.10/- each   | 13,00,00,000         | 1,300.00      | 10,00,00,000         | 1,000.00      | 50,00,000               | 50.00        |
| <b>Issued</b>                   |                      |               |                      |               |                         |              |
| Equity Shares of Rs.10/- each   | 9,83,45,388          | 983.45        | 9,83,45,388          | 983.45        | 20,00,000               | 20.00        |
| <b>Subscribed &amp; Paid up</b> |                      |               |                      |               |                         |              |
| Equity Shares of Rs.10/- each   | 9,83,45,388          | 983.45        | 9,83,45,388          | 983.45        | 20,00,000               | 20.00        |
| <b>Total</b>                    | <b>9,83,45,388</b>   | <b>983.45</b> | <b>9,83,45,388</b>   | <b>983.45</b> | <b>20,00,000</b>        | <b>20.00</b> |

| NOTE - 13.1 :- RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE REPORTING PERIOD | As at March 31, 2017 |               | As at March 31, 2016 |               | Opening Ind AS 1-Apr-15 |              |
|---|----------------------|---------------|----------------------|---------------|-------------------------|--------------|
|   | Number               | Amount        | Number               | Amount        | Number                  | Amount       |
| Shares outstanding at the beginning of the year   | 9,83,45,388          | 983.45        | 20,00,000            | 20.00         | 20,00,000               | 20.00        |
| Shares Issued during the year   | -                    | -             | 3,98,668             | 3.99          |                         |              |
| Bonus shares issued during the year   | -                    | -             | 9,59,46,720          | 959.47        |                         |              |
| <b>Shares outstanding at the end of the year</b>  | <b>9,83,45,388</b>   | <b>983.45</b> | <b>9,83,45,388</b>   | <b>983.45</b> | <b>20,00,000</b>        | <b>20.00</b> |

| NOTE - 13.2 :- SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5 PERCENT SHARES |                    |              |                    |              | Opening Ind AS 1-Apr-15 |              |
|--|--------------------|--------------|--------------------|--------------|-------------------------|--------------|
| NAME OF SHAREHOLDER  | 2016-17            |              | 2015-16            |              |                         |              |
|  | No. of Shares held | % of Holding | No. of Shares held | % of Holding | No. of Shares held      | % of Holding |
| Hathway Cable & Datacom Ltd.   | 4,91,72,694        | 50.00%       | 4,91,72,694        | 50.00%       | 10,00,000               | 50.00%       |
| Gujarat Digicom Pvt. Ltd.  | 2,86,31,694        | 29.11%       | 2,86,31,694        | 29.11%       | 4,99,000                | 24.95%       |
| Shri Anirudhsinh Jadeja  | 1,43,80,650        | 14.62%       | 1,43,80,750        | 14.62%       | 3,50,750                | 17.54%       |
| Shri Kanaksinh Rana  | 51,25,000          | 5.21%        | 51,25,000          | 5.21%        | 1,25,000                | 6.25%        |

**NOTE - 13.3 :-** The Company has allotted 9,59,46,720 fully paid equity shares of face value of Rs. 10 each as bonus shares in March 2016 to the shareholders of the company in the proportion of 40:1 and consequently the number of shares increased from 23,98,668 shares to 9,83,45,388.

**NOTE - 13.4 :-** The Company has only one class of shares referred to as equity shares having a par value of Rs. 10. Each holder of equity shares is entitled to one vote per share.

| NOTE - 14 : OTHER EQUITY   |  | As at March 31, 2017 | As at March 31, 2016 | As at April 1, 2015 |
|--|--|----------------------|----------------------|---------------------|
| <b>Reserves and Surplus</b>  |  |                      |                      |                     |
| <b>a. Capital Reserves</b>   |  | 5.36                 | -                    | -                   |
| <b>b. Securities Premium Account</b>                                 |  |                      |                      |                     |
| Opening Balance  |  | 1,279.14             | 1,613.85             | 1,613.85            |
| Add : Securities premium credited on Share issue                     |  | -                    | 624.76               | -                   |
| Less : Premium Utilised for various reasons                          |  |                      |                      |                     |
| For Issuing Bonus Shares   |  | -                    | (959.47)             | -                   |
| <b>Closing Balance</b>   |  | <b>1,279.14</b>      | <b>1,279.14</b>      | <b>1,613.85</b>     |
| <b>c. Surplus</b>  |  |                      |                      |                     |
| Opening balance  |  | 1,115.38             | 1,040.01             | 965.19              |
| (+) Net Profit/(Net Loss) For the current year                       |  | 402.85               | 73.73                | 90.71               |
| (-) Retained Earning Effect of Depreciation                          |  | (94.60)              | -                    | 14.89               |
| (-) Proposed dividend  |  | 4.80                 | -                    | -                   |
| (-) Dividend tax   |  | 0.98                 | -                    | -                   |
| <b>Closing Balance</b>   |  | <b>1,607.06</b>      | <b>1,113.73</b>      | <b>1,041.01</b>     |
| <b>d. Other items of Other Comprehensive Income (specify nature)</b> |  | (2.62)               | 1.65                 | (1.00)              |
| <b>e. Non Controlling Interest</b>                                   |  | 284.61               | 421.91               | 375.13              |
| <b>Total</b>   |  | <b>3,173.56</b>      | <b>2,816.44</b>      | <b>3,028.99</b>     |



# Notes to the Consolidated Financial Statements (contd.)

## NOTE - 15 : LONG-TERM BORROWINGS

|   | As at March<br>31, 2017 | As at March<br>31, 2016 | As at April<br>1, 2015 |
|---|-------------------------|-------------------------|------------------------|
| <b>Secured</b>  |                         |                         |                        |
| (a) Term loans  |                         |                         |                        |
| From Banks - Term Loans                               | 683.13                  | 194.49                  | 458.21                 |
| From Banks - Property Loans                           | -                       | -                       | 11.31                  |
| From Banks - Vehicle Loans                            | 13.83                   | 5.01                    | 5.42                   |
| From Financial Institutions                           | 1,187.79                | 1,205.14                | 3.89                   |
| (b) Buyers Credit                                     |                         |                         |                        |
| From Banks  | 1,314.30                | 830.71                  | 401.36                 |
| (c) Long term maturities of finance lease obligations | 5.14                    | 171.79                  | 584.01                 |
| <b>Total</b>  | <b>3,204.19</b>         | <b>2,407.14</b>         | <b>1,464.21</b>        |
| <b>Unsecured</b>                                      |                         |                         |                        |
| (a) Loans and advances from Corporate Bodies          | 99.85                   | 24.73                   | 23.11                  |
| (b) Deferred Payment Liabilities                      | -                       | -                       | 100.14                 |
| (c) Loans and advances from Related Parties           | 111.50                  | 80.06                   | 72.07                  |
| (d) Loans from Banks                                  | 0.88                    | 12.69                   | 12.93                  |
| <b>Total</b>  | <b>212.23</b>           | <b>117.47</b>           | <b>208.26</b>          |
| <b>Total</b>  | <b>3,416.41</b>         | <b>2,524.61</b>         | <b>1,672.46</b>        |

## NOTE 15 (A) : STATEMENT OF PRINCIPAL TERMS OF LONG TERM SECURED LOANS OUTSTANDING AS AT MARCH 31, 2017

| Sr. No. | Loan Sanctioning Banks / Particulars | Facility Type / Name of the Bank                   | Rate of Interest / Commission % | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms   | Re-Schedulement / Pre-Payment / Defaults & Penalties  | Security as per Loan agreement  |
|---------|--------------------------------------|--|---------------------------------|----------|-------------------------------|---|---|---|---|
| 1       | Axis Bank Limited                    | TL (Conversion of FCTL into TL of Rs. 140 million) | Applicable Rate 12.05% p.a      | INR      | 140.00                        | 23.73   | Principal Repayable in 16 equal quarterly installments of Rs. 8.75m with 1st installment commencing from 30-Jun-2014. Interest is payable on Monthly basis. | Non payment of interest/installment on the due date will attract penal interest @ 2% p.m. on the overdue interest/ installment. Prepayment on the terms and conditions acceptable to Axis Bank. | <p>First Pari Passu Charge on Entire Movable Fixed Assets of the Company.</p> <p>Second Charge by way of Hypothecation of entire Current Assets belonging to the Company</p> <p>Extension of First Charge on the specific immovable properties of the company of Market Value Rs. 61.63 Millions already charged to existing TLs/Capex LC/SBLC/LER facilities. (Please refer to note 1 for details of the immovable properties comprising the security)</p> <p>Extension of First Charge on Fixed Deposit of Rs. 8.91 million already charged to existing TLs/Capex LC/SBLC/LER Facilities.</p> <p>First charge on immovable property located at office no. 801 to 812, 6th Floor, Sadodaya Plaza, Opp. Mayo Hospital, Nr. Ram Mandir, Central Avenue, CA Road, Nagpur of approx. market value of Rs. 25.00 million owned by the company.</p> <p>Personal Guarantee of Mr. Aniruddhasinhji Jadeja, director of the company and Corporate Guarantee of Hathway Cable and Datacom Limited</p> |

## Notes to the Consolidated Financial Statements (contd.)

| Sr. No. | Loan Sanctioning Banks / Particulars | Facility Type / Name of the Bank                   | Rate of Interest / Commission % | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms   | Re-Schedulement / Pre-Payment / Defaults & Penalties  | Security as per Loan agreement   |
|---------|--------------------------------------|--|---------------------------------|----------|-------------------------------|---|---|---|--|
| 2       | Axis Bank Limited                    | TL (Conversion of FCTL into TL of Rs. 150 million) | Applicable Rate 12.05% p.a      | INR      | 150.00                        | 65.11   | Principal Repayable in 16 equal quarterly installments of Rs. 9.37m with 1st installment commencing from 05-Jan-2015. Interest is payable on Monthly basis. | Non payment of interest/installment on the due date will attract penal interest @ 2% p.m. on the overdue interest/ installment. Prepayment on the terms and conditions acceptable to Axis Bank. | <p>First Pari Passu Charge on Entire Movable Fixed Assets of the Company.</p> <p>Second Paripassu Charge by way of Hypothecation of entire Current Assets belonging to the Company</p> <p>Extension of First Charge on the specific immovable properties of the company of Market Value Rs. 186.6 Millions already charged to existing TLs/Capex LC/SBLC/LER facilities. (Please refer to note 2 for details of the immovable properties comprising the security)</p> <p>First Charge on Fixed Deposit of Rs 10.81 million</p> <p>Security also includes post dated cheques equal to the amount of sanction limit.</p> <p>Personal Guarantee of Mr. Aniruddhasinhji Jadeja, director of the company and Letter of Comfort from Hathway Cable and Datacom Limited</p> |
| 3       | Axis Bank Limited                    | Buyers' Credit/TL                                  | 1.875 plus applicable taxes     | INR      | 250.00                        | 245.67  | Principal repayment with interest on completion of six months with roll over period of 2 to 3 years from the date of underlying shipment.                   | Non payment of interest/installment on the due date will attract penal interest @ 2% p.m. on the overdue interest/installment   | <p>First Pari Passu Charge on Entire Movable Fixed Assets of the Company.</p> <p>Second Paripassu Charge by way of Hypothecation of entire Current Assets belonging to the Company</p> <p>Extension of first charge on the specific immovable properties of the company of Market Value Rs. 205.00 Millions already charged to existing facilities. (Please refer to note 3 for details of the immovable properties comprising the security)</p> <p>Personal Guarantee of Mr. Aniruddhasinhji Jadeja, Managing director of the company and Letter of Comfort from Hathway Cable and Datacom Limited</p>  |

# Notes to the Consolidated Financial Statements (contd.)

| Sr. No. | Loan Sanctioning Banks / Particulars | Facility Type / Name of the Bank | Rate of Interest / Commission %           | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms  | Re-Schedulement / Pre-Payment / Defaults & Penalties   | Security as per Loan agreement   |
|---------|--------------------------------------|----------------------------------|---|----------|-------------------------------|---|--|--|--|
| 4       | Axis Bank Limited                    | Buyers' Credit                   | 1.875% p.a plus applicable taxes          | INR      | 150.00                        | 114.23  | Principal repayment within 36 months from date of shipment with interest payable on roll over  | Non payment of interest/installment on the due date will attract penal interest @ 2% p.m.on the overdue interest/installment   | <p>First Pari Passu Charge on Entire Movable Fixed Assets of the Company.</p> <p>Second Pari Passu Charge by way of Hypothecation of entire Current Assets (present &amp; future) belonging to the Company</p> <p>Extension of first charge on the specific immovable properties of the company of market value of Rs 205 million (Please refer to note 3 for details of the immovable properties comprising the security)</p> <p>Personal Guarantee of Aniruddhasinhji Jadeja</p> <p>Letter of Comfort from Hathway Cable and Datacom Limited</p>   |
| 5       | Yes Bank Limited                     | Term Loan                        | Applicable Rate of Interest is 13.50% p.a | INR      | 200.00                        | 54.71   | Principal Repayable in 18 equal quarterly installments of Rs. 11.11m with 1st installment commencing from February 24, 2014. Interest is payable on Monthly basis. | Non payment of interest/installment on the due date will attract penal interest @ 2% p.m. on the overdue interest/ installment | <p>First pari Passu charge on movable Fixed Assets of the Company,</p> <p>Second Pari Passu Charge on Current Assets of the Company.</p> <p>Letter of Comfort from Hathway Cable and Datacom Ltd.</p> <p>Personal guarantee of Aniruddhasinhji Jadeja as Managing Director</p> <p>Non Disposal undertaking from Aniruddhasinhji Jadeja as Managing Director &amp; Hathway Cable and Datacom Ltd.</p> <p>Shortfall undertaking from Director &amp; Hathway Cable and Datacom Ltd for repayment of principal and interest.</p> <p>Exclusive Charge on by way of mortgage of property situated in Ahmedabad with minimum market value of Rs. 40 million including the immovable property located at 8/A, Kamal Colony, Navrangpura, Ahmedabad owned by Mr. Aniruddhasinh Jadeja.</p> <p>Pledge of equity shares of 10% of GTPL which are owned /held by Mr. Aniruddhasinhji Jadeja /Mr. Kanaksinh Rana / M/s. Gujarat Digicom Private Limited</p> |

## Notes to the Consolidated Financial Statements (contd.)

| Sr. No. | Loan Sanctioning Banks / Particulars | Facility Type / Name of the Bank        | Rate of Interest / Commission %                | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms   | Re-Schedule / Pre-Payment / Defaults & Penalties   | Security as per Loan agreement   |
|---------|--------------------------------------|---|--|----------|-------------------------------|---|---|--|--|
| 6       | Yes Bank Limited                     | Term Loan                               | Applicable Rate of Interest is 13.25% p.a      | INR      | 150.00                        | 14.50   | Principal Repayable in 10 equal quarterly installments of Rs. 15.00m with 1st installment commencing from Jan 17, 2015. Interest is payable on Monthly basis. | Non payment of interest/installment on the due date will attract penal interest @ 2% p.m. on the overdue interest/ installment | First pari Passu charge on movable Fixed Assets of the Company.<br>Second Pari Passu Charge on Current Assets of the Company.<br>Personal guarantee of Aniruddhasinhji Jadeja, Managing Director<br>Corporate Guarantee from Hathway Cable and Datacom Limited<br>Security also includes post dated cheques equal to the amount of sanction limit.<br>Post dated Cheque's for principal repayment.<br>Extension of Pledge of equity shares of 10% of GTPL which are owned / held by Mr. Aniruddhasinhji Jadeja / Mr. Kanaksinh Rana / M/s. Gujarat Digicom Pvt. Ltd. |
| 7       | Yes Bank Limited                     | Term Loan                               | Applicable Rate of Interest is 12.25% p.a      | INR      | 200.00                        | 76.07   | Principal Repayable in 12 equal quarterly installments of Rs. 15.6m with 1st installment commencing from June 30, 2015. Interest is payable on Monthly basis. | Non payment of interest/installment on the due date will attract penal interest @ 2% p.m. on the overdue interest/ installment | First pari Passu charge on movable Fixed Assets of the Company.<br>Second Pari Passu Charge on Current Assets of the Company.<br>Personal guarantee of Aniruddhasinhji Jadeja.<br>Post dated Cheque's for principal repayment.<br>Corporate Guarantee from Hathway Cable and Datacom Limited.  |
| 8       | Yes Bank Limited                     | Buyers' Credit as sublimit of Term Loan | 1% pa plus tax payable upfront (all inclusive) | INR      | 300.00                        | 307.46  | Principal repayment within 3 years from the date of underlying shipment and interest payment on a half yearly basis.  | Non payment of any amount on respective due date will attract penal interest @ 2% p.m. On the overdue amount                   | First pari pasu charge on movable Fixed Assets of the Company.<br>Second Paripasu charge on Current Assets of the Company.<br>Personal Guarantee of Aniruddhasinhji Jadeja.<br>Extension of Charge on by way of mortgage of property situated in Ahmedabad located at 8/A Kamal Colony, Navrangpura, Ahmedabad owned by Mr. Aniruddhasinhji Jadeja<br>Corporate Guarantee from Hathway Cable and Datacom Limited.  |

# Notes to the Consolidated Financial Statements (contd.)

| Sr. No. | Loan Sanctioning Banks / Particulars          | Facility Type / Name of the Bank | Rate of Interest / Commission %           | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms  | Re-Schedulement / Pre-Payment / Defaults & Penalties   | Security as per Loan agreement  |
|---------|---|----------------------------------|---|----------|-------------------------------|---|--|--|---|
| 9       | Yes Bank Limited                              | Term Loan                        | Applicable rate of interest is 11.00% p.a | INR      | 150.00                        | 148.30  | Principal repayment in 18 equal quarterly installments after moratorium period of 6 months from date of first disbursement. Interest is payable on monthly basis |  | First pari passu charge on movable Fixed Assets of the Company.   |
|         |   | Buyers Credit                    | 1.00% p.a plus taxes                      | INR      | 150.00                        | 150.08  | Principal repayment within 3 years from the date of underlying shipment and interest payment on yearly basis.  |  | Second Paripasu charge on Current Assets of the Company.  |
|         |   |                                  |   |          |                               |   |  |  | Extension of charge over security in form of pledge of equity share of GTPL to extent of 2.5% of its total shareholdings            |
| 9a      |   |                                  |   |          |                               |   |  |  | Letter of Comfort from Hathway Cable and Datacom Limited  |
|         |   |                                  |   |          |                               |   |  |  | Personal Guarantee of Aniruddhasinhji Jadeja.   |
|         |   |                                  |   |          |                               |   |  |  | Bank shall retain the title documents of property located at 8/A Kamal Colony, Navrangpura, Ahmedabad till the facility is paid off |
| 10      | CISCO Systems Capital (India) Private Limited | Finance Lease Obligation         | 9.50%                                     | INR      | 1,654.28                      | 83.71   | Principal with Interest is payable in quarterly instalments over the period of 5 years   | Non payment of interest/installment on the due date will attract penal interest @ 1.5% p.m.on the overdue interest/installment. Our Company is required to provide CISCO Systems Capital (India) Private Limited with 1 month prior notice of the intended prepayment date. CISCO Systems Capital (India) Private Limited may, depending on market conditions, reduce the amount payable to reflect the prepayment and advice our Company of the balance to be paid. | Secured against Set Top Boxes purchased under lease by the Company and Corporate guarantee of Hathway Cable and Datacom Ltd.        |

## Notes to the Consolidated Financial Statements (contd.)

| Sr. No. | Loan Sanctioning Banks / Particulars | Facility Type / Name of the Bank     | Rate of Interest / Commission %             | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms   | Re-Schedulement / Pre-Payment / Defaults & Penalties  | Security as per Loan agreement  |
|---------|--------------------------------------|--------------------------------------|---|----------|-------------------------------|---|---|---|---|
| 11      | IDBI Bank Limited                    | Buyers' Credit                       | Base rate + 3.25%                           | INR      | 100.00                        | 42.65   | Principal repayment with interest on completion of 360 days with roll over period of 3 years for Rs. 100.00 Million loan for balance against 100% margin. | Non payment of interest/installment on the due date will attract penal interest @ 2% p.m. on the overdue interest/ installment        | <p>Paripasu First charge on entire movable Fixed Assets of the company. (Including Assets Created out of TL availed from various Banks)</p> <p>Second Paripasu charge on entire Current Assets of Company.</p> <p>Extension on charge on Office no 202 A to E, 211, 212 and 213 and 903, Sahajanand complex, Shahibaug, Ahmedabad.</p> <p>Exclusive charge of Shop no. 301 &amp; 317, Devraj mall, 3rd floor, Thakkarbapanagar, Cross Road, Bapunagar Ahmedabad.</p> <p>Lien over fixed deposit of Rs. 2.8 MN</p> <p>Personal Guarantee of Mr. Aniruddhasinhji Jadeja, and Mr. Kanaksinh Rana. and Corporate Guarantee of Gujarat Digicom Private Limited.</p> <p>Exclusive charge on Rajkot CSW no 8 and CS no 620, P.O. no 401, in Century Centre</p> |
| 12      | IDBI Bank Limited                    | Buyers' Credit (against 100% Margin) | Base rate + 3.25%                           | INR      | Equivalent to margin provided | 81.80   | Not Applicable  |   | Against 100% Margin   |
| 13      | Indostar Capital Finance Limited     | Term Loan                            | Applicable Rate of Interest is Rate 13.35%. | INR      | 700.00                        | 688.95  | Principal Repayable in 24 monthly with 1st installment commencing from September 30, 2018. Interest is payable on Monthly basis.                          | Non payment of interest on the due date will attract penal interest @ 4% p.a. on the entire amount outstanding as on date of default. | <p>Secured by way of first charge on minimum 40% Paid up share of the company on a fully diluted basis</p> <p>Subservient charge. on all present and future movable and immovable fixed asset and current assets of the company</p> <p>Subservient charge on insurance policies in relation to all assets over which security interest is created.</p> <p>Demand promissory note from Company for outstanding amount</p> <p>Personal guarantee of Aniruddhasinhji Jadeja as Managing Director; Mr. Amit Shah as Director and Mr. Kanaksinh Rana as Director.</p> <p>Corporate guarantee of Gujarat Digicom Rs. 1200 Millions</p> <p>Letter of Comfort from Hathway Cable and Datacom Ltd.</p>   |



## Notes to the Consolidated Financial Statements (contd.)

| Sr. No. | Loan Sanctioning Banks / Particulars    | Facility Type / Name of the Bank | Rate of Interest / Commission %             | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms  | Re-Schedulement / Pre-Payment / Defaults & Penalties   | Security as per Loan agreement   |
|---------|---|----------------------------------|---|----------|-------------------------------|---|--|--|--|
| 14      | Indostar Capital Finance Limited        | Term Loan                        | Applicable Rate of Interest is Rate 13.35%. | INR      | 500.00                        | 492.31  | Principal Repayable in 24 monthly with 1st installment commencing from November, 2018. Interest is payable on Monthly basis.         | Non payment of interest on the due date will attract penal interest @ 4% p.a. on the entire amount outstanding as on date of default.  | For details of the security please refer to Entry No. 13 above.  |
| 15      | Tata Capital Financial Services Limited | Term Loan                        | Applicable Rate of Interest is Rate 13.00%. | INR      | 50.00                         | 16.08   | Principal Repayable in 30 monthly with 1st installment Start from July 15, 2015. Interest and Principal is payable on Monthly basis. | Non payment of interest/installment on the due date will attract penal interest @ 6% p.a. on the overdue interest/installment. Prepayment penalty at the rate of 2% of prepaid amount. | secured by hypothecation of machinery purchased out of the said fund.<br>Personal guarantee of Mr. Aniruddhasinhji Jadeja. |

## Notes to the Consolidated Financial Statements (contd.)

| Sr. No. | Loan Sanctioning Banks / Particulars         | Facility Type / Name of the Bank | Rate of Interest / Commission % | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms                      | Re-Schedule ment / Pre-Payment / Defaults & Penalties   | Security as per Loan agreement                                    |
|---------|--|----------------------------------|---------------------------------|----------|-------------------------------|---|--------------------------------------|---|---|
| 16      | HDFC Bank Limited                            | Vehicle loan                     | 11.27%                          | INR      | 0.30                          | 0.04  | Repayable in 36 monthly installments | 2% per month on unpaid EMI  | Secured by hypothecation of vehicle purchased utilising the loan. |
| 17      | ICICI Bank Limited                           |                                  | 11.75%                          | INR      | 0.54                          | 0.03  | Repayable in 36 monthly installments | Penalty for delayed repayment - 24% plus applicable taxes; Prepayment charges- 5% of the outstanding amount or the total interest amount outstanding as on the date of prepayment | Secured by hypothecation of vehicle purchased utilising the loan. |
| 18      | Kotak Mahindra Prime Limited                 |                                  | 10.89%                          | INR      | 0.85                          | 0.13  | Repayable in 36 monthly installments | Delayed Payment/ Late Payment/ Additional Charges- 3%; - Prepayment Interest Outstanding - 5.85%  | Secured by hypothecation of vehicle purchased utilising the loan. |
| 19      | Kotak Mahindra Prime Limited                 |                                  | 9.51%                           | INR      | 5.63                          | 5.07  | Repayable in 60 monthly installments |   | Secured by hypothecation of vehicle purchased utilising the loan. |
| 20      | BMW India Financial Services Private Limited |                                  | 9.75%                           | INR      | 2.60                          | 2.11  | Repayable in 60 monthly installments | Late Payment: 24% per month on unpaid EMI; Loan prepayment- Within 12 months of loan- 3% of principal outstanding and after 12 months of loan- 2% of principal outstanding        | Secured by hypothecation of vehicle purchased utilising the loan. |
| 21      | BMW India Financial Services Private Limited |                                  | 9.50%                           | INR      | 5.50                          | 4.83  | Repayable in 60 monthly installments | Late Payment: 24% per month on unpaid EMI; Loan prepayment- Within 12 months of loan- 3% of principal outstanding and after 12 months of loan- 2% of principal outstanding        | Secured by hypothecation of vehicle purchased utilising the loan. |
| 22      | HDFC Bank Limited                            |                                  | 10.25%                          | INR      | 0.85                          | 0.08  | Repayable in 36 monthly installments | 2% per month on unpaid EMI  | Secured by hypothecation of vehicle purchased utilising the loan. |
| 23      | HDFC Bank Limited                            |                                  | 10.25%                          | INR      | 0.68                          | 0.06  | Repayable in 36 monthly installments | 2% per month on unpaid EMI  | Secured by hypothecation of vehicle purchased utilising the loan. |
| 24      | HDFC Bank Limited                            |                                  | 10.00%                          | INR      | 3.00                          | 1.19  | Repayable in 36 monthly installments | 2% per month on unpaid EMI  | Secured by hypothecation of vehicle purchased utilising the loan. |
| 25      | HDFC Bank Limited                            |                                  | 9.86%                           | INR      | 1.34                          | 0.90  | Repayable in 36 monthly installments | 2% per month on unpaid EMI  | Secured by hypothecation of vehicle purchased utilising the loan. |
| 26      | HDFC Bank Limited                            |                                  | 9.51%                           | INR      | 1.04                          | 0.59  | Repayable in 36 monthly installments | 2% per month on unpaid EMI  | Secured by hypothecation of vehicle purchased utilising the loan. |
| 27      | HDFC Bank Limited                            |                                  | 13.33%                          | INR      | 1.57                          | 0.26  | Repayable in 36 monthly installments | 2% per month on unpaid EMI  | Secured by hypothecation of vehicle purchased utilising the loan. |
| 28      | ICICI Bank Limited                           |                                  | 9.40%                           | INR      | 5.15                          | 4.21  | Repayable in 36 monthly installments | 2% per month on unpaid EMI  | Secured by hypothecation of vehicle purchased utilising the loan. |
| 29      | IndusInd Bank Ltd.                           |                                  | 8.04%                           | INR      | 0.03                          | 0.02  | Repayable in 18 monthly installments | 2% per month on unpaid EMI  | Secured by hypothecation of vehicle purchased utilising the loan. |
| 30      | IndusInd Bank Ltd.                           |                                  | 8.04%                           | INR      | 0.24                          | 0.15  | Repayable in 24 monthly installments | 2% per month on unpaid EMI  | Secured by hypothecation of vehicle purchased utilising the loan. |
| 31      | State Bank of India                          |                                  | 10.25%                          | INR      | 0.30                          | 0.12  | Repayable in 36 monthly installments | 2% per month on unpaid EMI  | Secured by hypothecation of vehicle purchased utilising the loan. |

## Notes to the Consolidated Financial Statements (contd.)

| Sr. No. | Loan Sanctioning Banks / Particulars          | Facility Type / Name of the Bank | Rate of Interest / Commission % | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms  | Re-Schedule / Pre-Payment / Defaults & Penalties   | Security as per Loan agreement  |
|---------|---|----------------------------------|---------------------------------|----------|-------------------------------|---|--|--|---|
| 32      | CISCO Systems Capital (India) Private Limited | Finance Lease Obligation         | 9.58%                           | INR      | 1,040.00                      | 143.91  | Principal with Interest is payable in quarterly instalments over the period of 5 years | Non payment of interest/installment on the due date will attract penal interest @ 1.5% p.m.on the overdue interest/installment. GTPL Kolkata Cable & Broadband Pariseva Limited is required to provide CISCO Systems Capital (India) Private Limited with 1 month prior notice of the intended prepayment date. CISCO Systems Capital (India) Private Limited may, depending on market conditions, reduce the amount payable to reflect the prepayment and advice GTPL Kolkata Broadband Pariseva Limited of the balance to be paid. | Secured against Set Top Boxes purchased under lease by the Company and Corporate guarantee of GTPL Hathway Private Limited. |

## Notes to the Consolidated Financial Statements (contd.)

| Sr. No. | Loan Sanctioning Banks / Particulars | Facility Type / Name of the Bank | Rate of Interest / Commission %        | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms  | Re-Schedulement / Pre-Payment / Defaults & Penalties   | Security as per Loan agreement   |
|---------|--------------------------------------|----------------------------------|--|----------|-------------------------------|---|--|--|--|
| 33      | Yes Bank Limited                     | Buyers' Credit                   | 6 months/12 months LIBOR + Spread rate | INR      | 30.00                         | 61.89   | Principal repayment within 3 years from the date of underlying shipment and interest payment on a half yearly basis. | Non payment of any amount on respective due date will attract penal interest @ 2% p.m. On the overdue amount | <p>Exclusive charge on Current Assets and Movable Fixed Assets both present and future and Set Top Boxes to be purchase under TL.</p> <p>Equitable mortgage of property located at Shop No. 323 to 328, 1st Floor, Intercity Shopping Centre, Constructed on land bearing Rev. S. No. 40/1, Block No. 46, Village, Dumbhal Taluka : Choyasi, Surat.</p> <p>Equitable mortgage of property located at Shop No. 417 to 431, 2nd Floor, Intercity Shopping Centre, Constructed on land bearing Rev. S. No. 40/1, Block No. 46, Village, Dumbhal Taluka : Choyasi, Surat.</p> <p>Equitable mortgage of property located at Plot No. A-70, 71 &amp; 7, Galaxy Bungalow Bhayli, Ta. Dist. Vadodara.</p> <p>Equitable mortgage of property located at Shop No. 320 to 322, 1st Floor, Intercity Shopping Centre, Constructed on land bearing Rev. S. No. 40/1, Block No. 46, Village, Dumbhal Taluka : Choyasi, Surat.</p> <p>Unconditional &amp; irrevocable Personal Gurantee of - Mr. Vipulkumar P Malavia; Mr. Manishabhai B Savani; Mr. Narendrabhai Gobarbhai Ribadia; Mr. Lalitkumar Natvarbhai Patel; Mr. Mukeshbhai Bhikhabhai Shavani; Mrs. Karunaben Vipulbhai Malavia; Mrs. Mamataben Jayeshkumar Malavia; Mrs. Rekhaben Ribadia; Mrs. Bhavnaben Lalitkumar Patel; Mr. Jayeshkumar Parsottambhai Malavia till the end of tenor of facility.</p> |
| 34      | Yes Bank Limited                     | Buyers' Credit                   | 6 months/12 months LIBOR + Spread rate | INR      | 35.00                         |   | Principal repayment within 3 years from the date of underlying shipment and interest payment on a half yearly basis. | Non payment of any amount on respective due date will attract penal interest @ 2% p.m. On the overdue amount | <p>Exclusive charge on Current Assets and Movable Fixed Assets both present and future and Set Top Boxes to be purchase under TL.</p> <p>Equitable mortgage of property located at Shop No. 417 to 431, 2nd Floor, Intercity Shopping Centre, Constructed on land bearing Rev. S. No. 40/1, Block No. 46, Village, Dumbhal Taluka : Choyasi, Surat.</p>  |

# Notes to the Consolidated Financial Statements (contd.)

| Sr. No. | Loan Sanctioning Banks / Particulars | Facility Type / Name of the Bank | Rate of Interest / Commission %          | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms   | Re-Schedule / Pre-Payment / Defaults & Penalties  | Security as per Loan agreement  |
|---------|--------------------------------------|----------------------------------|--|----------|-------------------------------|---|---|---|---|
| 35      | HDB Financial Services Limited       | Term Loan                        | Applicable Rate of Interest is 13.50%    | INR      | 5.50                          | 1.63  | Principal Repayable in 60 monthly instalments gradually increasing from ` 0.01 with 1st installment commencing from June 04, 2013.  | Non payment of interest/installment on the due date will attract penal interest as prescribed in the agreement on the overdue interest/ installment   | Exclusive first Charge on by way of mortgage of property situated at Vizag of Vaji Communication Private Limited  |
| 36      | IDBI Bank Limited                    | Term Loan                        | Applicable Rate of Interest is 12.25% pa | INR      | 350.00                        | 349.11  | 16 quarterly instalments starting after 12 months from the date of first disbursement. Interest is payable monthly  | Non-payment of interest/principal will attract penalty as per IDBI guidelines. Prepayment would require prepayment premium in accordance with IDBI guidelines.  | <div>Pari passu first charge on entire movable fixed assets of the company</div> <div>Second pari passu charge on entire current assets of the company</div> <div>Personal Guarantee of Mr. Aniruddhasinhji Jadeja</div> <div>Personal Guarantee of Mr. Kanaksinh Rana</div> <div>Corporate Guarantee of Hathway Cable and Datacom Limited</div> <div>(Exclusive charge on office 202-A,202-B,202-C,202-D,202-E,211,212,213 and 903 of Shahjanand Complex. Exclusive charge on shop 301 &amp; 317 of Devraj Mall. Exclusive charge on 401,4th floor, century terrace, Rajkot.) (Lien on FD of Rs 2.8 million)</div> |
| 37      | RBL Bank Limited                     | Term Loan                        | Applicable rate of interest is 11.00% pa | INR      | 350.00                        | 348.72  | 16 quarterly instalments starting after 12 months moratorium from the date of first disbursement. i.e. (15/6/2016). Interest is payable monthly.  | Bank reserves right to charge additional interest @2% on occurrence of events specified in Agreements. Prepayment penalty payable at the rate of 2% of outstanding balance payments.  | <div>First Pari Passu Charge on Entire Movable Fixed Assets of the Company.</div> <div>Second pari passu charge on entire current assets of the company.</div> <div>Irrevocable &amp; unconditional personal guarantee of Mr. Aniruddhasinhji Jadeja and Mr. Kanaksinh Rana.</div> <div>Irrevocable &amp; unconditional Corporate Guarantee of Hathway Cable and Datacom Limited</div>  |
| 38      | RBL Bank Limited                     | Buyers Credit                    | 2% p.a plus applicable taxes             | INR      | 250.00                        | 182.35  | 10% Margin by way of FDR undr lien to be taken upfront at time of opening of LC/BC, 13.33% at the end of first year, 13.33% at the end of second year, and 13.33% at the end of third year. At the end of 3 yrs to be converted to term loan and is repaid in 8 equal quarterly instalments | Penal Interest @ 2% for Non-Submission of stock statement/ valid insurance/financial data or any other data/non perfection of security with permitted timelines/ other non-compliance/ irregularly or overdrawn of account. Prepayment charges @2% on outstanding balance | <div>First Pari Passu Charge on Entire Movable Fixed Assets of the Company (excluding leased assets and assets exclusive charge to banks/FI)</div> <div>Second Pari passu charge over the entire current assets of the company</div> <div>Irrevocable &amp; unconditional personal guarantee of Mr. Aniruddhasinhji Jadeja and Mr. Kanaksinh Rana.</div> <div>Letter of Comfort from Hathway Cable and Datacom Limited along with BR</div>  |

## Notes to the Consolidated Financial Statements (contd.)

| Sr. No. | Loan Sanctioning Banks / Particulars | Facility Type / Name of the Bank | Rate of Interest / Commission % | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms     | Re-Schedulement / Pre-Payment / Defaults & Penalties   | Security as per Loan agreement  |
|---------|--------------------------------------|----------------------------------|---------------------------------|----------|-------------------------------|---|---------------------|--|---|
| 39      | Axis Bank Limited                    | Buyers' Credit                   | 11.95%                          | INR      | 137.50                        | 129.01  | With yearly renewal | Non payment of interest/installment on the due date will attract penal interest @ 2% on the overdue interest/ installment. | Pari Passu First Charge by way of Hypothecation of entire Current Assets of GTPL Kolkata Cable and Broadband Pariseva Limited.<br><br>Second pari passu charge on the entire movable fixed assets of GTPL Kolkata Cable and Broadband Pariseva Limited. |
|         |                                      | Total                            |                                 |          | 7,372.39                      | 3,841.77                                      |                     |  |   |

### NOTE - 1 : AXIS BANK LIMITED - 140 MILLION

- Office No. 601 to 608, 6th Floor, Monalisa Complex, Sayajigunj, Vadodara
- Office No. 2/228/289, Kolsawad, Manchhapura, B/h Amisha Hotel, Delhi gate, Suarat
- Unit No. 203 (old No. 205, 206), 204, 2nd floor, Sahajanand complex, Near. Swaminarayan temple, Shahibaug, Ahmedabad
- 2nd and 3rd Floor, Om Shanti Complex, Patel colony, Vikasgruh road, Jamnagar
- Office No. 203, Second floor, Sahajanand complex, opposite Swaminarayan temple, Sahibaug, Ahmedabad
- Terrace at office no. 203, on second floor, Sahajanand complex, opposite, Swaminarayan mandir, Sahibaug, Ahmedabad
- Office No. 202 on Second Floor, Sahjanand complex, opposite Swaminarayan mandir, Sahibagh, Ahmedabad

### NOTE - 2 : AXIS BANK LIMITED - RS. 150 MILLION

- Office No. 601 to 608, 6th Floor, Monalisa Complex, Sayajigunj, Vadodara
- Office No. 2/228/289, Kolsawad, Manchhapura, B/h Amisha Hotel, Delhi gate, Suarat
- Unit No. 203 (old No. 205, 206), 204, 2nd floor, Sahajanand complex, Near. Swaminarayan temple, Shahibaug, Ahmedabad
- 2nd and 3rd Floor, Om Shanti Complex, Patel colony, Vikasgruh road, Jamnagar
- Office No. 203, Second floor, Sahajanand complex, opposite Swaminarayan temple, Sahibaug, Ahmedabad
- Terrace at office no. 203, on second floor, Sahajanand complex, opposite, Swaminarayan mandir, Sahibaug, Ahmedabad
- Office No. 202 on Second Floor, Sahjanand complex, opposite Swaminarayan mandir, Sahibagh, Ahmedabad
- Flat No. A 201 at Chandkheda, Ahmedabad
- Flat No. A 202 at Chandkheda, Ahmedabad
- Bungalow no. 1 at Chandkheda, Ahmedabad
- NA Land located at Survey No. 514/P at Village. Bhagdavada, District: Valsad, Gujarat
- Office No. 801 to 812, 6th Floor, Sadodaya Plaza, opposite Mayo Hospital, Near Ram mandir, Central Avenue, CA Road, Nagpur

### NOTE - 3 : AXIS BANK LIMITED - 250 MILLION (BUYERS CREDIT)

- Office No. 601 to 608, 6th Floor, Monalisa Complex, Sayajigunj, Vadodara
- Office No. 2/228/289, Kolsawad, Manchhapura, B/h Amisha Hotel, Delhi gate, Suarat
- Unit No. 203 (old No. 205, 206), 204, 2nd floor, Sahajanand complex, Near. Swaminarayan temple, Shahibaug, Ahmedabad
- 2nd and 3rd Floor, Om Shanti Complex, Patel colony, Vikasgruh road, Jamnagar
- Office No. 203, Second floor, Sahajanand complex, opposite Swaminarayan temple, Sahibaug, Ahmedabad
- Terrace at office no. 203, on second floor, Sahajanand complex, opposite, Swaminarayan mandir, Sahibaug, Ahmedabad
- Office No. 202 on Second Floor, Sahjanand complex, opposite Swaminarayan mandir, Sahibagh, Ahmedabad
- Flat No. A 201 at Chandkheda, Ahmedabad
- Flat No. A 202 at Chandkheda, Ahmedabad
- Bungalow no. 1 at Chandkheda, Ahmedabad
- NA Land located at Survey No. 514/P at Village. Bhagdavada, District: Valsad, Gujarat
- Office No. 801 to 812, 6th Floor, Sadodaya Plaza, opposite Mayo Hospital, Near Ram mandir, Central Avenue, CA Road, Nagpur



# Notes to the Consolidated Financial Statements (contd.)

| NOTE - 16 : PROVISIONS                 | As at March<br>31, 2017 | As at March<br>31, 2016 | As at April<br>1, 2015 |
|--|-------------------------|-------------------------|------------------------|
| <b>Provision for employee benefits</b> |                         |                         |                        |
| Gratuity (Funded)                      | 25.77                   | 8.83                    | 9.16                   |
| Leave Encashment (Unfunded)            | 44.77                   | 28.69                   | 23.07                  |
| <b>Total</b>                           | <b>70.54</b>            | <b>37.52</b>            | <b>32.23</b>           |

| NOTE - 17 : SHORT-TERM BORROWINGS      | As at March<br>31, 2017 | As at March<br>31, 2016 | As at April<br>1, 2015 |
|--|-------------------------|-------------------------|------------------------|
| <b>Secured - Refer Note 17 (a)</b>     |                         |                         |                        |
| <b>Loans repayable on demand</b>       |                         |                         |                        |
| From banks - Cash Credit / Overdraft   | 840.23                  | 623.29                  | 556.06                 |
| From banks - Buyer's Credit            | 88.90                   | 57.15                   | -                      |
| From banks - Factoring Facility        | 193.33                  | 31.68                   | -                      |
| <b>Total</b>                           | <b>1,122.45</b>         | <b>712.12</b>           | <b>556.06</b>          |
| <b>Unsecured</b>                       |                         |                         |                        |
| Loans and Advances repayable on demand |                         |                         |                        |
| From Other parties                     | 301.26                  | 252.85                  | 152.22                 |
| From Related parties                   | 8.28                    | 0.61                    | 1.62                   |
| <b>Total</b>                           | <b>309.54</b>           | <b>253.46</b>           | <b>153.83</b>          |
| <b>Total</b>                           | <b>1,432.00</b>         | <b>965.58</b>           | <b>709.90</b>          |

## NOTE 17 (A) : STATEMENT OF PRINCIPAL TERMS OF SHORT TERM SECURED LOANS OUTSTANDING AS AT MARCH 31, 2017

| Sr. No. | Loan Sanctioning Banks / Particulars | Facility Type / Name of the Bank | Rate of Interest / Commission %        | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms     | Re-Schedulement / Pre-Payment / Defaults & Penalties  | Security as per Loan agreement   |
|---------|--------------------------------------|----------------------------------|--|----------|-------------------------------|---|---------------------|---|--|
| 1       | Axis Bank Limited                    | Cash Credit/OD                   | Current Rate of Interest is 10.40% p.a | INR      | 200.00                        | 206.91  | With yearly renewal | Non payment of interest/ installment on the due date will attract penal interest @ 2% over and above the normal interest. | Pari Passu First Charge by way of Hypothecation of entire Current Assets the company<br>Second pari passu charge on the entire movable fixed assets of the company<br>Extension of first charge on the specific immovable properties of the company of Market Value Rs. 205.00 Millions already charged to existing facilities.<br>First charge on immovable property located at office no. 801 to 812, 6th Floor, Sadodaya Plaza, Opp. Mayo Hospital, Nr. Ram Mandir, Central Avenue, CA Road, Nagpur of approx. market value of Rs. 40.00 million charged to existing facilities.<br>Second charge on Fixed Deposit of Rs. 10.8 million already charged to existing facilities.<br>Personal Guarantee of Anirushdin Jadeja Managing Directors of the Company and Corporate Guarantee of Hathway Cable and Datacom Limited. |

## Notes to the Consolidated Financial Statements (contd.)

| Sr. No. | Loan Sanctioning Banks / Particulars | Facility Type / Name of the Bank | Rate of Interest / Commission %   | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms  | Re-Schedule ment / Pre-Payment / Defaults & Penalties   | Security as per Loan agreement  |
|---------|--------------------------------------|----------------------------------|---|----------|-------------------------------|---|--|---|---|
| 2       | IDBI Bank Limited                    | Cash Credit/OD                   | Current Rate of Interest is 12.75% pa   | INR      | 150.00                        | 144.91  | With yearly renewal  | Non payment of interest/ installment on the due date will attract penal interest @ 2% over and above the normal interest.   | Pari Passu First Charge by way of Hypothecation of entire Current Assets of the company<br>Lien on FD of Rs. 28 million.<br>Personal Guarantee of Mr. Anirudhsinh Jadeja, and Mr. Kanaksinh Rana. Corporate Guarantee of Gujarat Digicom Private Limited<br>(Second pari passu charge on the entire movable fixed assets of the company and exclusive charge on Office No. 202-A, 202-B, 202-C, 202-D, 202-E, 211, 212 and 213) and (903 of Sahjanand complex, Nr. Swaminaryan Temple, Shahibaug, Ahmedabad. Shop no. 301 and 317, 3rd Floor, Devraj Mall, Bapunagar, Ahmedabad) and (exclusive charge on commercial office no. 401, 4th Floor, Century terrace, Rajkot). |
| 3       | RBL Bank Limited                     | Cash Credit/OD                   | Current Rate if Interest is 11.05% pa<br>Current Rate if Interest is 10.5% pa | INR      | 100.00                        | 100.00  | With yearly renewal  | Non payment of interest/ installment on the due date will attract penal interest @ 2% on the overdue interest/ installment. | First pari passu charge on the current assets of the company  |
|         |                                      |                                  |   |          | 260.00                        | 260.00  |  |   | Second pari passu charge on the entire movable fixed assets of the company<br>Irrevocable & Unconditional Personal Guarantee of Mr. Aniruddhasinhji Jadeja & Mr. Kanaksinh Rana   |
| 4       | Axis Bank Limited                    | Factoring Facility               | Current Rate if Interest is 11% pa  | INR      | 200.00                        | 193.33  | As per relevant factor due date  | Non payment of interest/ installment on the due date will attract penal interest @ 2% on the overdue interest/ installment. | Secured by domestic receivable. The sanction limit is Rs. 2,00.00 Millions  |
| 5       | Yes Bank Limited                     | Term Loan                        | 1.25% pa plus taxes payable   | INR      | 100.00                        | 7.82  | Principal repayment within 3 years from the date of underlying shipment and interest payment on a half yearly basis. | Non payment of any amount on respective due date will attract penal interest @ 2% p.m. On the overdue amount                | First pari Passu charge on movable Fixed Assets of the Company.<br>Second Pari Passu Charge on Current Assets of the Company.<br>Personal guarantee of Aniruddhasinhji Jadeja.<br>Post dated Cheque's for principal repayment.<br>Corporate Guarantee from Hathway Cable and Datacom Limited.   |

# Notes to the Consolidated Financial Statements (contd.)

| Sr. No. | Loan Sanctioning Banks / Particulars | Facility Type / Name of the Bank | Rate of Interest / Commission %                                | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms   | Re-Schedule / Pre-Payment / Defaults & Penalties   | Security as per Loan agreement   |
|---------|--------------------------------------|----------------------------------|--|----------|-------------------------------|---|---|--|--|
| 6       | Axis Bank Limited                    | Buyers' Credit                   | Axis Bank Limited's standard rates plus applicable service tax | INR      | 300.00                        | 24.00   | Principal repayment with interest on completion of six months with roll over period of 2 to 3 years from the date of underlying shipment.                 | Non payment of interest/ installment on the due date will attract penal interest @ 2% p.m. on the overdue interest/installment | <p>First Pari Passu Charge on Entire Movable Fixed Assets of the Company.</p> <p>Second Pari Passu Charge by way of Hypothecation of entire Current Assets belonging to the Company</p> <p>Extension of First Charge on the specific immovable properties of the company of Market Value Rs. 128.48 Millions already charged to existing TLs/Capex LC/ SBLC/LER facilities. (Please refer to note 1 for details of the immovable properties comprising the security)</p> <p>Extension of First Charge on Fixed Deposit of Rs 8.91 million already charged to existing TLs/Capex LC/SBLC/LER Facilities</p> <p>Equitable mortgage on NA land located at Survey No. 514/2 having area of 2561.65 sq. mtrs. Vil. Bhagdavada Dist. - Valsad, Gujarat, owned by Mr. Aniruddhasinhji Jadeja market value of the property shall not be less than Rs. 60.00 million.</p> <p>Personal Guarantee of Mr. Aniruddhasinhji Jadeja, director of the company and Corporate Guarantee from Hathway Cable and Datacom Limited</p> |
| 7       | IDBI Bank Limited                    | Buyers' Credit                   | Base rate + 3.25%.   | INR      | 100.00                        | 57.07   | Principal repayment with interest on completion of 360 days with roll over period of 3 years for Rs. 100.00 Million loan for balance against 100% margin. | Non payment of interest/ installment on the due date will attract penal interest @ 2% p.m. on the overdue interest/installment | <p>Paripasu First charge on entire movable Fixed Assets of the company. (Including Assets Created out of TL availed from various Banks)</p> <p>Second Paripasu charge on entire Current Assets of Company.</p> <p>Extension on charge on Office no 202 A to E211, 212 and 213 and 903, Sahajanand complex, Shahibaug, Ahmedabad.</p> <p>Exclusive charge of Shop no. 301 &amp; 317, Devraj mall, 3rd floor, Thakkarbapanagar, Cross Road, Bapunagar Ahmedabad.</p> <p>Lien over fixed deposit of</p> <p>Personal Guarantee of Mr. Aniruddhasinhji Jadeja, and Mr. Kanaksinh Rana and Corporate Guarantee of Gujarat Digicom Private Limited</p> <p>Exclusive charge on Rajkot CSW no 8 and CS no 620, P.O. of no 401, in Century Centre</p>  |
| 8       | Axis Bank Limited                    | Cash Credit/OD                   | 11.65%   | INR      | 50.00                         | 49.78   | With yearly renewal   | Non payment of interest/ installment on the due date will attract penal interest @ 2% on the overdue interest/ installment.    | <p>Pari Passu First Charge by way of Hypothecation of entire Current Assets of GTPL Kolkata Cable and Broadband Pariseva Limited.</p> <p>Second paripassu charge on the entire movable fixed assets of GTPL Kolkata Cable and Broadband Pariseva Limited.</p>  |

## Notes to the Consolidated Financial Statements (contd.)

| Sr. No. | Loan Sanctioning Banks / Particulars | Facility Type / Name of the Bank | Rate of Interest / Commission %        | Currency | Sanction amount Rs in Million | Outstanding as on Mar 31, 2017 in Rs. Million | Repayment terms     | Re-Schedule / Pre-Payment / Defaults & Penalties  | Security as per Loan agreement   |
|---------|--------------------------------------|----------------------------------|--|----------|-------------------------------|---|---------------------|---|--|
| 9       | Yes Bank Limited                     | Cash Credit/OD                   | Base rate +2% (Currently 12.5%)        | INR      | 25.00                         | 48.39   | With yearly renewal | Non payment of interest/ installment on the due date will attract penal interest @ 2% on the overdue interest/ installment. | <p>Exclusive charge on Current Assets and Movable Fixed Assets both present and future and Set Top Boxes to be purchase under TL.</p> <p>Equitable mortgage of property located at Shop No. 323 to 328, 1st Floor, Intercity Shopping Centre, Constructed on land bearing Rev. S. No. 40/1, Block No. 46, Village, Dumbhal Taluka : Choyasi, Surat.</p> <p>Equitable mortgage of property located at Shop No. 417 to 431, 2nd Floor, Intercity Shopping Centre, Constructed on land bearing Rev. S. No. 40/1, Block No. 46, Village, Dumbhal Taluka : Choyasi, Surat.</p> <p>Equitable mortgage of property located at Plot No. A-70, 71 &amp; 7, Galaxy Bunglow Bhayli, Ta Dist. Vadodara.</p> <p>Unconditional &amp; irrevocable Personal Gurantee of - Mr. Vipulkumar P Malavia; Mr. Manishabbhai B Savani; Mr. Narendrabhai Gobarbhay Ribadia; Mr. Lalitkumar Natvarbhay Patel; Mr. Mukeshbbhai Bhikhabhai Shavani; Mrs. Karunaben Vipulbhay Malavia; Mrs. Mamataben Jayeshkumar Malavia; Mrs. Rekhaben Ribadia; Mrs. Bhavnaben Lalitkumar Patel; Mr. Jayeshkumar Parsottambhai Malavia till the end of tenor of facility.</p> |
| 10      | State Bank Of India                  | Cash Credit/OD                   | 12.50%                                 | INR      | 2.50                          | 2.35  | With yearly renewal | Non payment of interest/ installment on the due date will attract penal interest @ 2% on the overdue interest/ installment. | <p>Pari Passu First Charge by way of Hypothecation of entire Current Assets of GTPL V&amp;S Cable Private Limited</p> <p>Personal Guarantee of one of the Directors of GTPL V&amp;S Cable Private Limited</p>  |
| 11      | RBL Bank Limited                     | Cash Credit/OD                   | Current Rate if Interest is 11.60% p.a | INR      | 20.00                         | 4.22  | With yearly renewal | Non payment of interest/ installment on the due date will attract penal interest @ 2% on the overdue interest/ installment. | <p>Exclusive charge on Current Assets of the Company.</p> <p>Exclusive charge on Commercial Office No.9 admeasuring 143,49.44 sq mtr, 4th floor, Mangalmurti City Serve, Block No. 16 and City serve No. 696/3, Junagadh.</p> <p>Unconditional irrevocable personal guarantee of Mr. Anniruddhsinh Jadeja and Mr. Kanaksinh Rana.</p> <p>"Unconditional irrevocable corporate guarantee of GTPL Hathway Limited."</p>  |
| Total   |                                      |                                  |  |          |                               | 1,098.80                                      |                     |   |  |

# Notes to the Consolidated Financial Statements (contd.)

## NOTE - 1 : AXIS BANK LIMITED – 300 MILLION (BUYERS CREDIT)

1. Office No. 601 to 608, 6th Floor, Monalisa Complex, Sayajigunj, Vadodara
2. Office No. 2/228/289, Kolsawad, Manchhapura, B/h Amisha Hotel, Delhi gate, Surat
3. Unit No. 203 (old No. 205, 206), 204, 2nd floor, Sahajanand complex, Near. Swaminarayan temple, Shahibaug, Ahmedabad
4. 2nd and 3rd Floor, Om Shanti Complex, Patel colony, Vikasgruh road, Jamnagar
5. Office No. 203, Second floor, Sahajanand complex, opposite Swaminarayan temple, Sahibaug, Ahmedabad
6. Terrace at office no. 203, on second floor, Sahajanand complex, opposite, Swaminarayan mandir, Sahibaug, Ahmedabad
7. Office No. 202 on Second Floor, Sahjanand complex, opposite Swaminarayan mandir, Sahibagh, Ahmedabad
8. Office No. 801 to 812, 6th Floor, Sadodaya Plaza, opposite Mayo Hospital, Near Ram mandir, Central Avenue, CA Road, Nagpur

| NOTE - 18 : OTHER FINANCIAL LIABILITY                | As at March<br>31, 2017 | As at March<br>31, 2016 | As at April<br>1, 2015 |
|--|-------------------------|-------------------------|------------------------|
| (a) Current maturities of long-term debt             | 415.06                  | 493.12                  | 283.37                 |
| (b) Current maturities of Deferred Payment Liability | 12.52                   | 12.52                   | 93.80                  |
| (c) Current maturities of finance lease obligations  | 222.52                  | 664.31                  | 543.10                 |
| (d) Interest Accrued but not due on Borrowings       | 1.02                    | 9.87                    | 20.52                  |
| (e) Interest Accrued and due on Borrowings           | -                       | 25.84                   | 3.44                   |
| <b>Total</b>   | <b>651.12</b>           | <b>1,205.65</b>         | <b>944.22</b>          |

| NOTE - 19 : OTHER CURRENT LIABILITIES | As at March<br>31, 2017 | As at March<br>31, 2016 | As at April<br>1, 2015 |
|---------------------------------------|-------------------------|-------------------------|------------------------|
| (a) Income received in advance        | 670.91                  | 501.22                  | 232.41                 |
| (b) Other Payables                    | 268.93                  | 171.98                  | 456.71                 |
| (c) Advances from Customers           | 443.39                  | 390.15                  | 119.79                 |
| (d) Other Trade Expenses              | 257.64                  | 383.65                  | 253.95                 |
| (e) Payables for Capital Expenditure  | 741.52                  | 798.51                  | 788.86                 |
| (f) Deposits                          | 427.56                  | 241.85                  | 214.39                 |
| (g) Statutory Liabilities             | 516.78                  | 380.78                  | 293.55                 |
| <b>Total</b>                          | <b>3,326.73</b>         | <b>2,868.14</b>         | <b>2,359.67</b>        |

| NOTE - 20 : SHORT-TERM PROVISIONS   | As at March<br>31, 2017 | As at March<br>31, 2016 | As at April<br>1, 2015 |
|-------------------------------------|-------------------------|-------------------------|------------------------|
| (a) Provision for employee benefits |                         |                         |                        |
| Salary & Reimbursements             | 103.20                  | 75.58                   | 51.46                  |
| Contribution to PF / ESIC / PT      | 12.75                   | 7.12                    | 4.87                   |
| Gratuity (Funded)                   | 0.30                    | 0.16                    | 0.65                   |
| Leave Encashment (Funded)           | 1.78                    | 0.39                    | 1.19                   |
| <b>Total</b>                        | <b>118.03</b>           | <b>83.26</b>            | <b>58.17</b>           |

| NOTE - 21 : REVENUE FROM OPERATIONS | Period ended<br>March 31, 2017 | Period ended<br>March 31, 2016 |
|-------------------------------------|--------------------------------|--------------------------------|
| <b>Sale of Services</b>             |                                |                                |
| Subscription Income                 | 4,493.60                       | 3,378.10                       |
| ISP Access Revenue                  | 1,288.50                       | 729.93                         |
| Placement / Carriage Income         | 2,375.08                       | 2,667.90                       |
| Activation Charges (STB)            | 750.89                         | 408.65                         |
| <b>Other Operating Revenues</b>     |                                |                                |
| Consultancy Income                  | 4.42                           | 20.15                          |
| Equipment Lease Income              | 30.40                          | 35.73                          |
| Advertisement Income                | 104.64                         | 65.23                          |
| Profit On Sale Of Assets (STB)      | 21.37                          | 32.72                          |
| Other Operational Income            | 21.29                          | 25.24                          |
| <b>Total</b>                        | <b>9,090.19</b>                | <b>7,363.65</b>                |

## Notes to the Consolidated Financial Statements (contd.)

| <b>NOTE - 22 : OTHER INCOME</b>      | <b>Period ended<br/>March 31, 2017</b> | Period ended<br>March 31, 2016 |
|--------------------------------------|--|--------------------------------|
| Interest Income                      | 61.46                                  | 23.90                          |
| Net Gain/loss On Sale Of Investments | 6.58                                   | -                              |
| Profit Receivable From Jv            | 0.40                                   | 1.36                           |
| Miscellaneous Income                 | 253.44                                 | 52.96                          |
| Foreign Exhchange Gain / Loss        | 5.34                                   | 0.98                           |
| <b>Total</b>                         | <b>327.21</b>                          | <b>79.19</b>                   |

| <b>NOTE - 23 : OPERATING EXPENSES</b> | <b>Period ended<br/>March 31, 2017</b> | Period ended<br>March 31, 2016 |
|---------------------------------------|--|--------------------------------|
| Pay Channel Expenses                  | 3,821.20                               | 3,276.52                       |
| Cabling Expenses                      | 268.87                                 | 240.19                         |
| Lease Charges Of Equipments           | 142.52                                 | 96.07                          |
| Bandwidth Expenses                    | 422.28                                 | 237.08                         |
| Programming Expenses                  | 31.62                                  | 10.79                          |
| Placement Expenses                    | 27.55                                  | 264.74                         |
| <b>Total</b>                          | <b>4,714.05</b>                        | <b>4,125.38</b>                |

| <b>NOTE - 24 : EMPLOYEES' REMUNERATION AND BENEFITS</b> | <b>Period ended<br/>March 31, 2017</b> | Period ended<br>March 31, 2016 |
|---|--|--------------------------------|
| Salaries And Incentives (Refer Note 28)                 | 992.69                                 | 743.12                         |
| <b>Contributions To -</b>                               |  |                                |
| (i) Provident Fund                                      | 58.90                                  | 38.50                          |
| (ii) Gratuity Fund Contributions                        | 12.80                                  | 10.08                          |
| Staff Welfare Expenses                                  | 20.00                                  | 16.63                          |
| <b>Total</b>  | <b>1,084.39</b>                        | <b>808.33</b>                  |

| <b>NOTE - 25 : FINANCIAL CHARGES</b>                                      | <b>Period ended<br/>March 31, 2017</b> | Period ended<br>March 31, 2016 |
|---|--|--------------------------------|
| Interest Expense  | 463.00                                 | 316.93                         |
| Other Borrowing Costs   | 112.87                                 | 73.14                          |
| Applicable Net Gain/loss On Foreign Currency Transactions And Translation | 3.78                                   | 54.55                          |
| <b>Total</b>  | <b>579.65</b>                          | <b>444.63</b>                  |

| <b>NOTE - 26 : OTHER EXPENSES</b>           | <b>Period ended<br/>March 31, 2017</b> | Period ended<br>March 31, 2016 |
|---|--|--------------------------------|
| Power And Fuel                              | 58.98                                  | 51.71                          |
| Rent  | 71.92                                  | 62.87                          |
| Repairs To Buildings & Machinery            | 65.54                                  | 68.02                          |
| Insurance                                   | 9.17                                   | 5.55                           |
| Rates And Taxes, Excluding, Taxes On Income | 55.44                                  | 28.32                          |
| Charity And Donations (Refer Note 27)       | 8.11                                   | 8.87                           |
| Security Expenses                           | 8.33                                   | 6.61                           |
| Printing And Stationery                     | 11.86                                  | 13.65                          |
| Conveyance, Travelling And Vehicle Expenses | 73.96                                  | 54.32                          |
| Business Promotion Expenses                 | 36.30                                  | 16.94                          |
| Bad & Doubtful Debts                        | 355.68                                 | 215.21                         |
| Provision for diminution in investments     | 3.88                                   | 31.00                          |
| Communication Expenses                      | 24.36                                  | 24.44                          |
| Legal And Professional Expenses             | 79.52                                  | 84.06                          |
| Commission Expenses                         | 185.21                                 | 136.59                         |
| Interest On Taxes                           | 55.79                                  | 20.69                          |
| Office Exp                                  | 30.74                                  | 30.06                          |
| Loss on Sale of Assets                      | 9.85                                   | 0.15                           |
| Selling & Distribution cost                 | 23.82                                  | 34.58                          |
| <b>Payments To The Auditor As</b>           |  |                                |
| (i) Auditor                                 | 5.67                                   | 4.14                           |
| Miscellaneous Expenses                      | 18.26                                  | 14.82                          |
| Loss Receivable From Jv (Net)               | 22.02                                  | 0.54                           |
| Preliminary Expenses                        | 0.12                                   | 0.06                           |
| <b>Total</b>                                | <b>1,214.52</b>                        | <b>913.20</b>                  |



# Notes to the Consolidated Financial Statements (contd.)

**NOTE - 27 :** Expenditure related to Corporate Social Responsibility as per Section 135 of the Companies Act, 2013 read with Schedule VII there of Rs. 7.01 millions

|  |  | (Rs. in Million)               |
|--|--|--------------------------------|
| <b>NOTE 27: CSR EXPENDITURE</b>                  | <b>Period ended<br/>March 31, 2017</b> | Period ended<br>March 31, 2016 |
| Gross Amount required to be spent by the company | 13.51                                  | 8.97                           |
| Amount Spent                                     | 7.01                                   | 8.72                           |

| <b>NOTE 28: SUMMARY STANDALONE STATEMENT OF MANAGERIAL REMUNERATION</b> | <b>Period ended<br/>March 31, 2017</b> | Period ended<br>March 31, 2016 |
|---|--|--------------------------------|
| Salaries & Incentives   | 23.83                                  | 24.51                          |

The Group has made provision towards gratuity for all the employees of the company except the directors. No portion of gratuity or deemed value of perquisite is included in the aforementioned disclosure.

## NOTE 29 : STATEMENT OF CONSOLIDATED PROVISIONS AND CONTINGENT LIABILITY

### a) Corporate / Bank Gurantees :

| Particulars   | As at<br>March 31, 2017 | As at<br>March 31, 2016 | As at<br>1st April, 2015 |
|---|-------------------------|-------------------------|--------------------------|
| Corporate guarantees to CISCO Systems Capital (India) Private Limited for finance lease on behalf of subsidiary company "GTPL Kolkata Cable & Broadband Pariseva Limited" | 143.91                  | 307.97                  | 480.34                   |
| Bank Guarantee to IDBI Bank Limited for borrowing facilities from bank on behalf of associate company "Gujarat Television Private Limited"                                | 22.00                   | 22.00                   | 23.00                    |
| Corporate Guarantee to IDBI Bank Limited on behalf of subsidiary company "GTPL Kolkata Cable & Broadband Pariseva Limited"  | -                       | -                       | 37.50                    |
| GTPL Broadband Private Limited (Sybsidiary company) has given bank guarantee to government for Issuance of License  | 21.00                   | -                       | -                        |
| The Company has given Bank Guarantee to Government for Issue of License   | 24.20                   | 24.20                   | 2.10                     |
| Bank Gaurantee issued to Custom Authorities   | 12.40                   | -                       | -                        |
| Corporate guarantees have been issued to RBL Bank Limited for borrowing facility on behalf of Subsidiary company "GTPL Broadband Private Limited"                         | 40.00                   | -                       | -                        |

- b) The sales tax officer has raised demand of Rs. 22.29 million (including interest of Rs.5.27 million) as per West Bengal Value Added Tax Rules, 2005 considering turnover of Rs.126.00 million instead of Rs. 17.49 million without considering the facts of the case. The company has already made payment of Rs. 2.36 million as tax and interest. So, the disputed tax liability including interest raised by sales tax officer is Rs. 19.93 million against which the company has provided security of Rs. 2.99 million under protest. The company has also filed appeal to Directorate of commercial tax for the same.
- c) The Assistant Commissioner of Sales Tax (Investigation), Nagpur issued Demand Notice of Rs. 0.45 million (includes Interest of Rs. 0.18 million and Penalty of Rs. 0.05 million) against which the company has file appeal to Dy. Commissioner of Sales Tax (Appeals), Nagpur. The company has already made payment of Rs. 0.10 million under protest.
- d) The additional district collector of Nagpur had raised demand of Rs. 5.90 million towanrds entertainment tax under Maharashtra Land Revenue Act for April 2013 to June 2013 and Rs. 35.46 million (including interest of Rs. 4.50 million) for July 2013 to October 2014. Against the demand, the company had filed writ petition in the Bomaby High Court.
- e) The Deputy Commissioner of Income Tax has given order under section 143(3) r.w.s. 147 of the Income Tax Act, 1961 and raised demand of Rs. 21.11 million against which the company has paid Rs. 21.11 million under protest. The company has also filed appeal to Commissioner of Income Tax (Appeal) against the said order.
- f) GTPL Kolkata cable & Broadband Pariseva Ltd one of our Subsidiary Company has disputed sales tax demand (Appeal filed with Additional Commissioner, Commercial Taxes) Rs. 31.53 million
- g) GTPL Kolkata cable & Broadband Pariseva Ltd one of our Subsidiary Company has disputed sales tax demand for Set Top Boxes (Appeal filed with West Bangal Taxation Tribunal) Rs. 3.97 million against which the company has paid Rs. 1.40 million under protest.
- h) The Agricultural Income tax officer had assessed amusement tax liability of Rs. 65.96 million for GTPL Kolkata cable & Broadband Pariseva Ltd one of our Subsidiary Company against which the company has filed appeal with Assisstant Commissioner of Agricultural Income Tax for disputed tax liability of Rs. 4.28 million along with penalty of Rs. 0.18 million and Interest of Rs.7.69 million.
- i) GTPL Broadband Private Limited (GBPL), one of our subsidiary Company, has been granted Unified License from Ministry of Communications & IT, under Government of India, under which GBPL is required to pay an annual license fee at the rate of 8% of the its adjusted gross revenue. Hathway Cable and Datacom Limited (Hathway), the Company's Holding Company, along with others has filed a petition (petition no. 655 of 2015) under sections 14 and 14A of the TRAI Act against the DoT before the Telecom Dispute Settlement Appellate Tribunal (TDSAT). It was averred that the unified ISP license policy arbitrarily distinguished between existing ISP licenses required to be renewed and existing ISP licenses not requiring renewal for the near future. Further, it was averred that the inclusion of revenue from 'pure internet services' in the adjusted gross revenue for the computation of license fees under DoT's new unified ISP license policy was contrary to the order dated October 12, 2012 of the TDSAT (in petition No. 429 of 2012). TDSAT vide its order dated December 10, 2015 (TDSAT Order) has granted stay with respect to the matter filed by Hathway. Further, GBPL is in the process of filing a petition with the TDSAT on similar grounds. The license fee for the year ended March 31, 2017 works out to Rs.96.04 million (8% of Rs. 1200.46 million adjusted gross revenue). On the basis of the TDSAT Order, the license fee of Rs. 96.04 million has been considered to be contingent in nature.
- j) A shareholder of GTPL Kolkata Cable & Broadband Pariseva Limited ( one of our subsidiary company ) offered to sale his 30,000 share to company (buy back), price offered by company was not accepted by him. Matter was then referred to Company Law Board, whereby Board appointed valuer . Valuation

## Notes to the Consolidated Financial Statements (contd.)

finalized by Company Law Board was not accepted by company, hence, petition was filed with High Court against Board's order. Value was finalized by valuer of High Court at Rs. 24 million (Rs. 800/- per share). Hence, petition was filed in Supreme Court against order passed by high court.

Supreme Court agreed to hear petition on a condition that "Company to deposit 2 Crore in cash & Rs. 0.47 million as bank guarantee with registrar of court". Hence, company has paid Rs. 24.75 million as guarantee with Registrar and petition is yet to be heard in Supreme Court.

- (k) Appeal with CESTAT against Order of Commissioner Audit, Service Tax for the service tax liability and interest and penalty of Rs.193.88 million thereon for the period from FY 2008-09 to 2012-13.
- (l) The assistant commissioner of commercial tax, patna had assessed entertainment tax liability of Rs. 15.65 million for FY. 2014-15 and Rs.13.57 million for FY 2015-16 of GTPL DCPL Private Limited one of our Subsidiary Company against which the company has filed appeal with Joint Commissioner of Commercial Tax (Appeal).

### NOTE 30: STATEMENT OF CONSOLIDATED CAPITAL AND OTHER COMMITMENTS

(Rs in Million)

| Particulars   | As at<br>March 31, 2017 | As at<br>March 31, 2016 | As at<br>1st April, 2015 |
|---|-------------------------|-------------------------|--------------------------|
| Estimated amount of contracts remaining to be executed on capital account including commitment towards investments in subsidiaries and joint ventures / partnership firms net of advances | 54.84                   | 65.94                   | 67.20                    |

### NOTE 31: FAIR VALUE MEASUREMENT

#### (A) Additional Disclosure requirement

##### Financial Instrument by Category

(Rs. in Million)

| Particulars  | March 31, 2017                           |  |                | March 31, 2016                           |  |                | April 1, 2015                            |  |                |
|--|--|--|----------------|--|--|----------------|--|--|----------------|
|  | Fair Value through Profit & Loss (FVTPL) | Fair Value through Other Comprehensive Income (FVTOCI) | Amortised Cost | Fair Value through Profit & Loss (FVTPL) | Fair Value through Other Comprehensive Income (FVTOCI) | Amortised Cost | Fair Value through Profit & Loss (FVTPL) | Fair Value through Other Comprehensive Income (FVTOCI) | Amortised Cost |
| <b>Financial Asset</b>                             |  |  |                |  |  |                |  |  |                |
| <b>Non - current Assets</b>                        |  |  |                |  |  |                |  |  |                |
| <b>Investments</b>                                 |  |  |                |  |  |                |  |  |                |
| Investment in Equity Instruments - Associates      | -  | -  | 59.43          | -  | -  | 62.50          | -  | -  | 52.77          |
| Investment in Equity instruments of Subsidiary     | -  | -  | 9.25           | -  | -  | 9.25           | -  | -  | -              |
| Investment in Government or Trust Securities       | -  | -  | 0.12           | -  | -  | 0.05           | -  | -  | 0.04           |
| Investments in Partnership Firms                   | -  | -  | 144.26         | -  | -  | 142.65         | -  | -  | 183.77         |
| Investment in Equity instruments                   | -  | -  | -              | -  | -  | 0.01           | -  | -  | 0.01           |
| Loans  | -  | -  | -              | -  | -  | 110.49         | -  | -  | 40.03          |
| Security Deposit                                   | 90.04                                    | -  | -              | 51.73                                    | -  | -              | 23.17                                    | -  | -              |
| Fixed Deposits                                     | -  | -  | 48.68          | -  | -  | 36.15          | -  | -  | 24.10          |
| <b>Current Assets</b>                              |  |  |                |  |  |                |  |  |                |
| Investments in Partnership Firm                    | -  | -  | 10.88          | -  | -  | 7.41           | -  | -  | 0.47           |
| Trade receivables                                  | -  | -  | 3,035.27       | -  | -  | 2,455.69       | -  | -  | 2,281.48       |
| Cash and cash equivalents                          | -  | -  | 1,061.95       | -  | -  | 858.29         | -  | -  | 610.51         |
| Loans  | -  | -  | 95.89          | -  | -  | 72.60          | -  | -  | 30.05          |
| Forward Contract                                   | 0.47                                     | -  | -              | 0.62                                     | -  | -              | 1.19                                     | -  | -              |
| <b>Financial Liabilities</b>                       |  |  |                |  |  |                |  |  |                |
| <b>Non-Current Liabilities</b>                     |  |  |                |  |  |                |  |  |                |
| Borrowings   | -  | -  | 3,416.41       | -  | -  | 2,524.61       | -  | -  | 1,672.46       |
| Corporate Guarantee                                | 0.04                                     | -  | -              | 1.29                                     | -  | -              | 3.01                                     | -  | -              |
| <b>Current Liabilities</b>                         |  |  |                |  |  |                |  |  |                |
| Borrowings   | -  | -  | 1,432.00       | -  | -  | 965.58         | -  | -  | 709.90         |
| Trade payables                                     | -  | -  | 1,199.14       | -  | -  | 1,235.95       | -  | -  | 1,277.14       |
| <b>Other financial liabilities:</b>                |  |  |                |  |  |                |  |  |                |
| Current maturities of long-term debt               | -  | -  | 415.06         | -  | -  | 493.12         | -  | -  | 283.37         |
| Current maturities of Deferred Payment Liabilities | -  | -  | 12.52          | -  | -  | 12.52          | -  | -  | 93.80          |
| Current maturities of finance lease obligations    | -  | -  | 222.52         | -  | -  | 664.31         | -  | -  | 543.10         |

# Notes to the Consolidated Financial Statements (contd.)

## FAIR VALUE HIERARCHY

### Financial Assets and liabilities measured at fair value – recurring fair value measurements (Sector wise Disclosure)

(Rs.in Millions)

|                          | Level 1 | Level 2 | Level 3 | Total |
|--------------------------|---------|---------|---------|-------|
| <b>As At 31.03.2017</b>  |         |         |         |       |
| Financial Assets         |         |         |         |       |
| FVTPL                    | -       | -       | -       | -     |
| Forward Contract         | -       | 0.47    | -       | 0.47  |
| Security Deposit         | -       | 90.04   | -       | 90.04 |
| FVTOCI                   | -       | -       | -       | -     |
| Designated as Hedges     | -       | -       | -       | -     |
| Not Designated as Hedges | -       | -       | -       | -     |
| Financial Liabilities    |         |         |         |       |
| Designated as Hedges     | -       | -       | -       | -     |
| Not Designated as Hedges | -       | 0.04    | -       | 0.04  |
| <b>As At 31.03.2016</b>  |         |         |         |       |
| Financial Assets         |         |         |         |       |
| FVTPL                    | -       | -       | -       | -     |
| Forward Contract         | -       | 0.62    | -       | 0.62  |
| Security Deposit         | -       | 51.73   | -       | 51.73 |
| FVTOCI                   | -       | -       | -       | -     |
| Designated as Hedges     | -       | -       | -       | -     |
| Not Designated as Hedges | -       | -       | -       | -     |
| Financial Liabilities    |         |         |         |       |
| Designated as Hedges     | -       | -       | -       | -     |
| Not Designated as Hedges | -       | 1.29    | -       | 1.29  |
| <b>As At 01.04.2015</b>  |         |         |         |       |
| Financial Assets         |         |         |         |       |
| FVTPL                    | -       | -       | -       | -     |
| Forward Contract         | -       | 1.19    | -       | 1.19  |
| Security Deposit         | -       | 23.17   | -       | 23.17 |
| FVTOCI                   | -       | -       | -       | -     |
| Designated as Hedges     | -       | -       | -       | -     |
| Not Designated as Hedges | -       | -       | -       | -     |
| Financial Liabilities    |         |         |         |       |
| Designated as Hedges     | -       | -       | -       | -     |
| Not Designated as Hedges | -       | 3.01    | -       | 3.01  |

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds, ETFs and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

**Level 2:** The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

There are no transfers between levels 1 and 2 during the year.

### Valuation technique used to determine fair value:

Specific valuation techniques used to value financial instruments include:

- ✓ the use of quoted market prices or dealer quotes for similar instruments
- ✓ the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date
- ✓ the fair value of the remaining financial instruments is determined using discounted cash flow analysis.
- ✓ All of the resulting fair value estimates are included in level 2.

# Notes to the Consolidated Financial Statements (contd.)

## Valuation Techniques used for fair value measurement

| Particulars         | Fair value | Valuation Technique | Unobservable input | Range |
|---------------------|------------|---------------------|--------------------|-------|
| Forward Contract    | 0.47       | Present Value       | Bank Report        | NA    |
| Corporate Guarantee | 0.04       | Present Value       | Market Range       | NA    |
| Security Deposit    | 90.04      | Present Value       | Market Range       | NA    |

## Valuation processes

1. The finance department of the group includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer (CFO) and the audit committee (AC).
2. Discussions of valuation processes and results are held between the CFO, AC and the valuation team quarterly, in line with the group's quarterly reporting periods.

Changes in level 2 and 3 fair values are analyzed at the end of each reporting period during the quarterly valuation discussion between the CFO, AC and the valuation team. As part of this discussion the team presents a report that explains the reason for the fair value movements.

## Fair Value of Financial Assets & Liabilities measured at amortized cost

(Rs.in Millions)

| Particulars                                   | March 31, 2017  |            | March 31, 2016  |            | April 1, 2015   |            |
|---|-----------------|------------|-----------------|------------|-----------------|------------|
|   | Carrying Amount | Fair Value | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| <b>FINANCIAL ASSET</b>                        |                 |            |                 |            |                 |            |
| <b>Non - current Assets</b>                   |                 |            |                 |            |                 |            |
| <b>Investments</b>                            |                 |            |                 |            |                 |            |
| Investment in Equity Instruments - Associates | 59.43           | 59.43      | 62.50           | 62.50      | 52.77           | 52.77      |
| Investment in Equity Instruments - Subsidiary | 9.25            | 9.25       | 9.25            | 9.25       | -               | -          |
| Investment in Government or Trust Securities  | 0.12            | 0.12       | 0.05            | 0.05       | 0.04            | 0.04       |
| Investments in Partnership Firms              | 144.26          | 144.26     | 142.65          | 142.65     | 183.77          | 183.77     |
| Investment in Equity instruments              | -               | -          | 0.01            | 0.01       | 0.01            | 0.01       |
| Loans   | 90.04           | 90.04      | 162.22          | 162.22     | 63.20           | 63.20      |
| Fixed Deposits                                | 48.68           | 48.68      | 36.15           | 36.15      | 24.10           | 24.10      |
| <b>Current Assets</b>                         |                 |            |                 |            |                 |            |
| Investments in Partnership Firm               | 10.88           | 10.88      | 7.41            | 7.41       | 0.47            | 0.47       |
| Trade receivables                             | 3,035.27        | 3,035.27   | 2,455.69        | 2,455.69   | 2,281.48        | 2,281.48   |
| Cash and cash equivalents                     | 1,061.95        | 1,061.95   | 858.29          | 858.29     | 610.51          | 610.51     |
| Loans   | 95.89           | 95.89      | 72.60           | 72.60      | 30.05           | 30.05      |

## FINANCIAL LIABILITIES

### Non-Current Liabilities

|                            |          |          |          |          |          |          |
|----------------------------|----------|----------|----------|----------|----------|----------|
| Borrowings                 | 3,416.41 | 3,416.41 | 2,524.61 | 2,524.61 | 1,672.46 | 1,672.46 |
| <b>Current Liabilities</b> |          |          |          |          |          |          |
| Borrowings                 | 1,432.00 | 1,432.00 | 965.58   | 965.58   | 709.90   | 709.90   |
| Trade payables             | 1,199.14 | 1,199.14 | 1,235.95 | 1,235.95 | 1,277.14 | 1,277.14 |

### Other financial liabilities:

|  |        |        |        |        |        |        |
|--|--------|--------|--------|--------|--------|--------|
| Current maturities of long-term debt               | 415.06 | 415.06 | 493.12 | 493.12 | 283.37 | 283.37 |
| Current maturities of Deferred Payment Liabilities | 12.52  | 12.52  | 12.52  | 12.52  | 93.80  | 93.80  |
| Current maturities of finance lease obligations    | 222.52 | 222.52 | 664.31 | 664.31 | 543.10 | 543.10 |

- ✓ The carrying amounts of trade receivables, trade payables, capital creditors and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.
- ✓ For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.
- ✓ The group has not classified any financial assets as hedge instruments and hence hedge accounting is not applicable

# Notes to the Consolidated Financial Statements (contd.)

## NOTE 32 : FINANCIAL RISK MANAGEMENT

The group's activities expose it to market risk, liquidity risk and credit risk. In order to minimize any adverse effects on the financial performance of the group, derivative financial instruments, such as foreign exchange forward contracts, are entered to hedge certain foreign currency risk exposures to hedge variable interest rate exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

| Risk              | Exposure   | Measurement                | Management   |
|-------------------|--|----------------------------|--|
| A) Credit Risk    | Cash and cash equivalents, trade receivables, financial assets measured at amortised cost  | Ageing Analysis            | Diversification of bank deposits, credit limits and letter of credit |
| B) Liquidity Risk | Borrowings and other liabilities   | Rolling cash flow forecast | Availability of committed credit lines and borrowing facilities      |
| C) Market Risk    |  |                            |  |
| - Forex           | Future commercial transactions   | Sensitivity analysis       | Forward foreign exchange contracts                                   |
| - Interest Rates  | Long term borrowings at variable rates   | Sensitivity analysis       | Interest rate  |
| D) Price Risk     | The entity do not have any investment in quoted securities or other equity instruments excepts for investment in group entities. Thus, the company is not exposed to any risk. |                            |  |

### A) Credit Risk Management

Credit risk is managed on a group basis. For banks and financial institutions, only high rated banks/institutions are accepted.

For other financial assets, the group assesses and manages credit risk based on internal credit rating system. The finance function consists of a separate team who assesses and maintains an internal credit rating system. Internal credit rating is performed on a group basis for each class of financial instruments with different characteristics.

Category Description Basis of Recognition of expected credit loss provision

|         |              |
|---------|--------------|
| Class 1 | Quality      |
| Class 2 | Standard     |
| Class 3 | Sub Standard |
| Class 4 | Doubtful     |
| Class 5 | Loss         |

| (Rs.in Millions)   |                      |                       |                      |                      |                     |
|--|----------------------|-----------------------|----------------------|----------------------|---------------------|
| Asset Group  | Rating               | Gross Carrying Amount | Expected Probability | Expected Credit Loss | Net Carrying Amount |
| <b>Expected Credit Loss for Loans, Security Deposit &amp; Investments (31.03.2017)</b> |                      |                       |                      |                      |                     |
| <b>Loans</b>   |                      |                       |                      |                      |                     |
| Advances to Subsidiaries & JVs   | Class 2 Standard     | 103.09                | 6.98%                | 7.20                 | 95.89               |
| <b>Investments</b>   |                      |                       |                      |                      |                     |
| Investment in Subsidiaries & Partnership Firm  | Class 2 Standard     | 213.06                | 17.95%               | 38.25                | 174.81              |
| <b>Trade Receivable</b>  |                      |                       |                      |                      |                     |
|  | Class 1 Quality      | 1,082.43              | -                    | -                    | 1,082.43            |
|  | Class 2 Standard     | 1,446.98              | -                    | -                    | 1,446.98            |
|  | Class 3 Sub Standard | 505.87                | -                    | -                    | 505.87              |
|  | Class 4 Doubtful     | 580.98                | 100.00%              | 580.98               | -                   |
|  | Class 5 Loss         | -                     | -                    | -                    | -                   |
| <b>Expected Credit Loss for Loans, Security Deposit &amp; Investments (31.03.2016)</b> |                      |                       |                      |                      |                     |
| <b>Loans</b>   |                      |                       |                      |                      |                     |
| Advances to Subsidiaries & JVs   | Class 2 Standard     | 79.80                 | 9.02%                | 7.20                 | 72.60               |
| <b>Security Deposit</b>  |                      |                       |                      |                      |                     |
| <b>Investments</b>   |                      |                       |                      |                      |                     |
| Investment in Subsidiaries & Partnership Firm  | Class 2 Standard     | 214.46                | 16.03%               | 34.38                | 180.08              |
| <b>Trade Receivable</b>  |                      |                       |                      |                      |                     |
|  | Class 1 Quality      | 1,036.70              | -                    | -                    | 1,036.70            |
|  | Class 2 Standard     | 1,015.15              | -                    | -                    | 1,015.15            |
|  | Class 3 Sub Standard | 403.84                | -                    | -                    | 403.84              |
|  | Class 4 Doubtful     | 398.96                | 100.00%              | 398.96               | -                   |
|  | Class 5 Loss         | -                     | -                    | -                    | -                   |

# Notes to the Consolidated Financial Statements (contd.)

| Asset Group  | Rating               | Gross Carrying Amount | Expected Probability | Expected Credit Loss | Net Carrying Amount |
|--|----------------------|-----------------------|----------------------|----------------------|---------------------|
| <b>Expected Credit Loss for Loans, Security Deposit &amp; Investments (01.04.2015)</b> |                      |                       |                      |                      |                     |
| <b>Loans</b>   |                      |                       |                      |                      |                     |
| Advances to Subsidiaries & JVs   | Class 2 Standard     | 37.25                 | 19.33%               | 7.20                 | 30.05               |
| <b>Security Deposit</b>  |                      |                       |                      |                      |                     |
| <b>Investments</b>   |                      |                       |                      |                      |                     |
| Investment in Subsidiaries & Partnership Firm  | Class 2 Standard     | 236.59                | 4.18%                | 9.88                 | 226.71              |
| <b>Trade Receivable</b>  |                      |                       |                      |                      |                     |
|  | Class 1 Quality      | 963.15                | -                    | -                    | 963.15              |
|  | Class 2 Standard     | 943.13                | -                    | -                    | 943.13              |
|  | Class 3 Sub Standard | 375.19                | -                    | -                    | 375.19              |
|  | Class 4 Doubtful     | 353.02                | 100.00%              | 353.02               | -                   |
|  | Class 5 Loss         | -                     | -                    | -                    | -                   |

## Cash flow and fair value interest rate risk

The group's main interest rate risk arises from long-term borrowings with variable rates, which expose the group to cash flow interest rate risk. , the group's borrowings at variable rate were mainly denominated in INR & USD.

The group's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

### (a) Interest rate risk exposure

(Rs. in Million)

| Particulars              | March 31, 2017 | March 31, 2016 | Opening Ind AS (01-04-2015) |
|--------------------------|----------------|----------------|-----------------------------|
| Variable Rate borrowings | 4,965.10       | 4,289.37       | 2,859.67                    |
| Fixed Rate Borrowings    | -              | -              | -                           |

At the end of reporting period the Company had the following variable rate borrowings and interest rate swap contracts.

| Particulars            | Average Interest Rate | Balance         | % of Total Loan |
|------------------------|-----------------------|-----------------|-----------------|
| <b>March 31, 2017</b>  |                       |                 |                 |
| Bank overdrafts, Loans | 10.01%                | 4,965.10        | 100.00%         |
| Net Exposure           |                       | <b>4,965.10</b> |                 |
| <b>March 31, 2016</b>  |                       |                 |                 |
| Bank overdrafts, Loans | 8.87%                 | 4,289.37        | 100.00%         |
| Net Exposure           |                       | <b>4,289.37</b> |                 |
| <b>April 1, 2015</b>   |                       |                 |                 |
| Bank overdrafts, Loans | 9.11%                 | 2,859.67        | 100.00%         |
| Net Exposure           |                       | <b>2,859.67</b> |                 |

## SENSITIVITY ANALYSIS

| Particulars                                 | Impact on PAT |            |            |
|---|---------------|------------|------------|
|   | 31.03.2017    | 31.03.2016 | 01.04.2015 |
| Interest Rate – increase by 50 basis points | (2.32)        | (1.58)     | (1.59)     |
| Interest Rate – increase by 50 basis points | 2.32          | 1.58       | 1.59       |

| Particulars                                 | Impact on other components of equity |            |            |
|---|--------------------------------------|------------|------------|
|   | 31.03.2017                           | 31.03.2016 | 01.04.2015 |
| Interest Rate – increase by 50 basis points | -                                    | -          | -          |
| Interest Rate – increase by 50 basis points | -                                    | -          | -          |



# Notes to the Consolidated Financial Statements (contd.)

## NOTE 33 : CAPITAL MANAGEMENT

### The group's objectives when managing capital are to

- (a) Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- (b) Maintain an optimal capital structure to reduce the cost of capital.

Consistent with others in the industry, the group monitors capital on the basis of the following gearing ratio:

**Net debt (total borrowings net of cash and cash equivalents) divided by Total 'equity' (as shown in the balance sheet, including non-controlling interests).**

| Particulars              | 31.03.2017  | 31.03.2016  | 01.04.2015  |
|--------------------------|-------------|-------------|-------------|
| Net Debt                 | 3,786.46    | 2,631.90    | 1,771.85    |
| Total Equity             | 4,157.01    | 3,799.89    | 3,048.99    |
| <b>Debt Equity Ratio</b> | <b>0.91</b> | <b>0.69</b> | <b>0.58</b> |

### Dividends recognized as distributed to owners

| Particulars        | 31.03.2017 | 31.03.2016 | 01.04.2015 |
|--------------------|------------|------------|------------|
| Final Dividend     | 4.80       | -          | -          |
| -Details per share | 2.00       |            |            |
| Interim Dividend   | -          | -          | -          |
| -Details per share |            |            |            |

## B) Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, group treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the group's liquidity position and cash and cash equivalents on the basis of expected cash flows. This is generally carried out at local level in the operating companies of the group in accordance with practice and limits set by the group. These limits vary by location to take into account the liquidity of the market in which the entity operates. In addition, the group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

### Financing Arrangements

(Rs.in Millions)

| Particulars            | 31.03.2017 | 31.03.2016 | 01.04.2015 |
|------------------------|------------|------------|------------|
| <b>Floating Rate</b>   |            |            |            |
| Expiring within 1 year | 1,773.57   | 1,917.77   | 1,500.28   |
| Expiring beyond 1 year | 3,205.11   | 2,421.11   | 1,580.29   |

### Maturities of financial liabilities

(Rs.in Millions)

| Financial Liabilities       | As on March 31, 2017 |           |          | As on March 31, 2016 |           |          | As on April 1, 2015 |           |          |
|-----------------------------|----------------------|-----------|----------|----------------------|-----------|----------|---------------------|-----------|----------|
|                             | <12 month            | >12 month | Total    | <12 month            | >12 month | Total    | <12 month           | >12 month | Total    |
| Non Derivative              |                      |           |          |                      |           |          |                     |           |          |
| Borrowings                  | -                    | 3,205.07  | 3,205.07 | -                    | 2,419.82  | 2,419.82 | -                   | 1,577.28  | 1,577.28 |
| Corporate Guarantee         | -                    | 0.04      | 0.04     | -                    | 1.29      | 1.29     | -                   | 3.01      | 3.01     |
| Borrowings                  | 1,122.45             | -         | 1,122.45 | 712.12               | -         | 712.12   | 556.06              | -         | 556.06   |
| Trade payables              | 1,199.14             | -         | 1,199.14 | 1,235.95             | -         | 1,235.95 | 1,277.14            | -         | 1,277.14 |
| Other financial liabilities | 651.12               | -         | 651.12   | 1,205.65             | -         | 1,205.65 | 944.22              | -         | 944.22   |
| Derivative                  | -                    | -         | -        | -                    | -         | -        | -                   | -         | -        |

## C) Market Risk Management

### Foreign Currency Risk

The group operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions and foreign currency loan, primarily with respect to the US\$. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimize the volatility of the INR cash flows of highly probable forecast transactions.

The group uses foreign exchange forward contracts to hedge its exposure in foreign currency risk. The group measures the forward contract at fair value through P&L not classified as hedge.

The spot component of forward contracts is determined with reference to relevant spot market exchange rates. The differential between the contracted forward rate and the spot market exchange rate is defined as the forward points.

### (a) Hedge of net investment in foreign entity

# Notes to the Consolidated Financial Statements (contd.)

## (b) Foreign currency risk exposure

(USD in Millions)

| Particulars           | 31-03-2017<br>USD | 31-03-2016<br>USD | Opening Ind AS<br>(01-04-2015)<br>USD |
|-----------------------|-------------------|-------------------|---------------------------------------|
| Financial Assets      | -                 | -                 | -                                     |
| Financial Liabilities | 27.20             | 34.02             | 19.26                                 |
| Net Exposure          | (27.20)           | (34.02)           | (19.26)                               |

## (c) Sensitivity

| Particulars                          | 31-03-2017 | 31-03-2016 | Opening Ind AS<br>(01-04-2015) |
|--------------------------------------|------------|------------|--------------------------------|
| Impact on PAT in Rs. Million         |            |            |                                |
| USD Sensitivity                      | 0.71       | 0.90       | 0.48                           |
| Impact on other components of equity |            |            |                                |
| USD Sensitivity                      | NIL        | NIL        | NIL                            |

## NOTE 34 : SEGMENT REPORTING

### (A) Description of segments

The Company has disclosed business segment as the primary segment. Segments have been identified taking in to account the nature of services, the differing risks and returns, the organizational structure and internal reporting system.

The company's operations predominantly relate to rendering of services as a Multilevel Cable Operator and other is Internet operations under ISP License.

Segment revenue, segment results, segment assets and segment liabilities include the respective amounts identifiable to each of the segments as also amounts allocated on a reasonable basis.

The accounting principles consistently used in the preparation of the financial statements are also consistently applied to record income and expenditure in individual segments. These are set out in the note on significant accounting policies.

### (B) Segment Revenue:

Segment revenue is measured in the same way as in the statement of profit or loss. Revenue and expenses which relate to the enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as Unallocable.

(Rs. in Millions)

| Segments  | March 31, 2017              |                 |                  | March 31, 2016              |               |                  |
|---|-----------------------------|-----------------|------------------|-----------------------------|---------------|------------------|
|   | Cable Operation<br>Business | Internet        | Total            | Cable Operation<br>Business | Internet      | Total            |
| Segment Revenue   | 7,801.69                    | 1,288.50        | 9,090.19         | 6,633.73                    | 729.93        | 7,363.66         |
| Segment Operating Profit (EBIDTA)   | 1,753.20                    | 324.04          | 2,077.24         | 1,364.94                    | 151.81        | 1,516.75         |
| Add: Unallocable Income   | -                           | -               | 265.76           | -                           | -             | 55.30            |
| Interest Income   | -                           | -               | 61.46            | -                           | -             | 23.90            |
| Less: Interest Expense  | -                           | -               | (579.65)         | -                           | -             | (444.63)         |
| Less: Depreciation /Amortisation  | 1,304.51                    | 89.93           | 1,394.44         | 1,018.82                    | 53.96         | 1,072.78         |
| <b>Profit Before Share of Profit From Associate And Joint Venture and Tax</b> |                             |                 | <b>430.37</b>    |                             |               | <b>78.53</b>     |
| Share of Profit from associate and joint venture                              | -                           | -               | (22.52)          | -                           | -             | 2.74             |
| <b>Profit Before Tax</b>  |                             |                 | <b>407.85</b>    |                             |               | <b>81.27</b>     |
| <b>Taxes Expenses</b>   |                             |                 |                  |                             |               |                  |
| (i) Current Tax   | -                           | -               | 181.54           | -                           | -             | 323.80           |
| (ii) Deferred Tax   | -                           | -               | (36.12)          | -                           | -             | (279.45)         |
| <b>Profit / (Loss) for the year (after tax)</b>                               | -                           | -               | <b>262.43</b>    | -                           | -             | <b>36.92</b>     |
| <b>Segment Assets</b>   | <b>15,784.55</b>            | <b>1,425.43</b> | <b>17,209.98</b> | <b>13,819.57</b>            | <b>993.12</b> | <b>14,812.69</b> |
| <b>Segment Liabilities</b>  | <b>12,002.30</b>            | <b>1,050.67</b> | <b>13,052.97</b> | <b>9,960.18</b>             | <b>954.39</b> | <b>10,914.57</b> |
| <b>Segment Depreciation/Amortisation</b>                                      | <b>4,306.01</b>             | <b>191.48</b>   | <b>4,497.49</b>  | <b>3,244.03</b>             | <b>103.97</b> | <b>3,348.00</b>  |

### Segment Information :

- Factors used to identify entity's reportable segments including basis
- Judgments made by management in applying the aggregation

# Notes to the Consolidated Financial Statements (contd.)

## 1. Information about Products and Services

(Rs.in Millions)

| Product/Service                    | March 31, 2017  | March 31, 2016  |
|------------------------------------|-----------------|-----------------|
| Subscription Income                | 4,493.60        | 3,378.10        |
| ISP Access Revenue                 | 1,288.50        | 729.93          |
| Placement / Carriage Income        | 2,375.08        | 2,667.90        |
| Activation Charges (Set Top Boxes) | 750.89          | 408.65          |
| Equipment Lease & Rent Income      | 30.40           | 35.74           |
| Profit On Sale of Set Top Boxes    | 21.37           | 32.72           |
| Other Operational Income           | 130.35          | 110.61          |
| <b>Total</b>                       | <b>9,090.19</b> | <b>7,363.66</b> |

## 2. Information about Geographical Areas

(Rs.in Millions)

| Geographical Information  | March 31, 2017 | March 31, 2016 |
|---------------------------|----------------|----------------|
| <b>Revenues</b>           |                |                |
|                           | 9,090.19       | 7,363.65       |
| <b>Non Current Assets</b> |                |                |
| India                     | 12,128.92      | 10,669.98      |

## 3. Information about Major Customers

There is no such customers who falls under the category of major customers

## NOTE 35 : GROUP INFORMATION

### Business Combinations

#### (a) Summary of Acquisitions

(Rs.in Millions)

| Name of Company                                 | Year of Acquisition | Percentage | Equity/Capital Contribution (in Million) |
|---|---------------------|------------|--|
| GTPL DCPL Private Limited                       | 2016-17             | 49.00%     | 13.97                                    |
| GTPL Space City Private Limited                 | 2016-17             | 10.50%     | 1.98                                     |
| GTPL TV Tiger Pvt. Ltd                          | 2016-17             | 51.00%     | 0.05                                     |
| GTPL Shiv Cable Network                         | 2016-17             | 75.00%     | 8.25                                     |
| GTPL Broadband Pvt. Ltd.                        | 2016-17             | 100.00%    | 200.00                                   |
| GTPL Anjali Cable Network Private Limited       | 2016-17             | 100.00%    | 41.30                                    |
| GTPL Junagadh Network Pvt Ltd                   | 2015-16             | 51.00%     | 3.57                                     |
| GTPL Deesha Cable net Pvt Ltd                   | 2015-16             | 51.00%     | 0.05                                     |
| GTPL Kaizen Infonet Pvt. Ltd                    | 2015-16             | 100.00%    | 29.03                                    |
| GTPL Meghana Distributors Pvt. Ltd.             | 2015-16             | 100.00%    | 0.10                                     |
| GTPL Abhilash Communication Pvt. Ltd.           | 2015-16             | 51.00%     | 12.75                                    |
| GTPL Chelikam Networks (India) Pvt. Ltd.        | 2015-16             | 51.00%     | 16.08                                    |
| Vizianagar Citi Communications P. Ltd.          | 2015-16             | 51.00%     | 13.23                                    |
| GTPL Shreenathji Communication                  | 2015-16             | 51.00%     | 2.70                                     |
| GTPL Crazy Network                              | 2015-16             | 50.00%     | 13.75                                    |
| GTPL Modern World Vision                        | 2015-16             | 51.00%     | 0.91                                     |
| GTPL Rushi World Vision                         | 2015-16             | 51.00%     | 0.68                                     |
| GTPL Sai World Channel                          | 2015-16             | 51.00%     | 14.28                                    |
| GTPL Swastik Communication                      | 2015-16             | 51.00%     | 5.90                                     |
| GTPL Tridev Cable Network                       | 2015-16             | 51.00%     | 4.50                                     |
| GTPL Wireless Cable Vision                      | 2015-16             | 51.00%     | 1.90                                     |
| GTPL Parth World Vision                         | 2015-16             | 51.00%     | 2.89                                     |
| GTPL Lucky Video Cable                          | 2015-16             | 51.00%     | 2.40                                     |
| GTPL Media Entertainment                        | 2015-16             | 51.00%     | 0.73                                     |
| GTPL Citi Cable                                 | 2015-16             | 51.00%     | 5.41                                     |
| GTPL Bansidhar Telelink Private Limited         | 2014-15             | 51.00%     | 15.30                                    |
| GTPL DCPL Private Limited                       | 2014-15             | 51.00%     | 21.70                                    |
| GTPL Kolkata Cable & Broadband Pariseva Limited | 2013-14             | 51.11%     | 224.93                                   |
| Vaji Communication Private Limited              | 2013-14             | 51.00%     | 32.96                                    |

# Notes to the Consolidated Financial Statements (contd.)

Details of purchase consideration, net assets acquired and goodwill are as follows:

(Rs.in Millions)

| Name of Company  | GTPL DCPL Private Limited | GTPL Sorath Telelink Private Limited | GTPL Space City Private Limited | GTPL TV Tiger Private Limited | GTPL Broadband Private Limited | GTPL Anjali Cable Network Private Limited | GTPL Anjali Cable Network Private Limited | GTPL Meghna Distribution Private Limited |
|--|---------------------------|--------------------------------------|---------------------------------|-------------------------------|--------------------------------|---|---|--|
| <b>Assets</b>  |                           |                                      |                                 |                               |                                |   |   |  |
| <b>Liabilities</b>   |                           |                                      |                                 |                               |                                |   |   |  |
| Net Identifiable Assets  | 31.77                     | 5.41                                 | 19.76                           | (27.79)                       | 200.00                         | 24.14                                     | 23.95                                     | 0.10                                     |
| Less:  | -                         | -                                    | -                               | -                             | -                              | -   | -   | -  |
| Consideration transferred                                      | 13.97                     | 5.41                                 | 1.98                            | 0.05                          | 200.00                         | 1.47                                      | 8.08                                      | 0.10                                     |
| Non Controlling interest in the acquired entity                | -                         | -                                    | 7.61                            | (13.62)                       | -                              | 7.97                                      | -   | -  |
| Acquisition date fair value of previously held equity interest | -                         | -                                    | 9.26                            | -                             | -                              | 14.73                                     | 16.04                                     | -  |
| (Goodwill)/ Capital Reserve                                    | 17.81                     | -                                    | 0.90                            | (14.22)                       | -                              | (0.02)                                    | (0.18)                                    | -  |

| Name of Company  | GTPL Deesha Cabnet Private Limited | Vaji Communication Private Limited | GTPL Narmada Cyberzone Private Limited | Vizianagar Citi Communications Private Limited | GTPL Abhilash Communication Private Limited | GTPL Chelikam Networks (India) Private Limited | GTPL Junagadh Network Private Limited | GTPL Kaizen Infonet Private Limited |
|--|------------------------------------|------------------------------------|--|--|---|--|---------------------------------------|-------------------------------------|
| <b>Assets</b>  |                                    |                                    |  |  |   |  |                                       |                                     |
| <b>Liabilities</b>   |                                    |                                    |  |  |   |  |                                       |                                     |
| Net Identifiable Assets  | 0.10                               | 15.63                              | 3.60                                   | 13.19  | 21.85                                       | 31.37  | 0.90                                  | 6.60                                |
| Less:  | -                                  | -                                  | -                                      | -  | -   | -  | -                                     | -                                   |
| Consideration transferred                                      | 0.10                               | 7.97                               | 2.16                                   | 13.23  | 12.75                                       | 16.08  | 3.57                                  | 14.03                               |
| Non Controlling interest in the acquired entity                | -                                  | 7.66                               | 1.44                                   | 6.46   | 10.71                                       | 15.37  | 0.44                                  | 3.23                                |
| Acquisition date fair value of previously held equity interest | -                                  | -                                  | -                                      | -  | -   | -  | -                                     | -                                   |
| (Goodwill)/ Capital Reserve                                    | -                                  | -                                  | -                                      | (6.50)   | (1.61)                                      | (0.08)   | (3.11)                                | (10.66)                             |

| Name of Company  | GTPL Kaizen Infonet Private Limited | GTPL Anjali Cable Network private Limited | GTPL Zigma Vision Private Limited | GTPL DCPL Private Limited | GTPL BANSIDHAR TELELINK Private Limited | GTPL Vaji Communication Private Limited | GTPL Koltata Cable & Broadband Pariseva Limited |
|--|-------------------------------------|---|-----------------------------------|---------------------------|---|---|---|
| <b>Assets</b>  |                                     |   |                                   |                           |   |   |   |
| <b>Liabilities</b>   |                                     |   |                                   |                           |   |   |   |
| Net Identifiable Assets  | 6.23                                | 0.02                                      | 1.99                              | 40.51                     | 0.71                                    | 49.00                                   | 189.66  |
| Less:  | -                                   | -   | -                                 | -                         | -                                       | -                                       | -   |
| Consideration transferred                                      | 15.00                               | 6.25                                      | 5.06                              | 21.70                     | 14.84                                   | 24.99                                   | 0.04  |
| Non Controlling interest in the acquired entity                | -                                   | 0.01                                      | 0.19                              | 19.85                     | 0.35                                    | 24.01                                   | 92.72   |
| Acquisition date fair value of previously held equity interest | 3.18                                | 0.01                                      | 1.40                              | -                         | -                                       | -                                       | 96.73   |
| (Goodwill)/ Capital Reserve                                    | (11.94)                             | (6.25)                                    | (4.67)                            | (1.04)                    | (14.48)                                 | -                                       | 0.17  |

# Notes to the Consolidated Financial Statements (contd.)

## ACCOUNTING POLICY CHOICE FOR NON-CONTROLLING INTERESTS

The group recognises non-controlling interests in an acquired entity either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. This decision is made on an acquisition by-acquisition basis.

### Interest in other Entities (For Consolidated FS)

#### (a) Subsidiaries

The group's subsidiaries at 31 March 2017 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is also their principal place of business.

| Name of the Company   | Place of Business/<br>Country of incorporation | Ownership interest held by group | Ownership interest held by Non Controlling interest | Ownership interest held by group | Ownership interest held by Non Controlling interest | Ownership interest held by group | Ownership interest held by Non Controlling interest | Business                           |
|---|--|----------------------------------|---|----------------------------------|---|----------------------------------|---|------------------------------------|
|   |  | March 31, 2017                   |   | March 31, 2016                   |   | April 1, 2015                    |   |                                    |
| GTPL Anjali Cable Network Private Limited                                 | India  | 100.00%                          | 0.00%   | 61.00%                           | 39.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL Solanki Cable Network Private Limited                                | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL Zigma Vision Private Limited   | India  | 90.20%                           | 9.80%   | 90.20%                           | 9.80%   | 90.20%                           | 9.80%   | Digital Cable TV Business          |
| GTPL Sk Network Private Limited   | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL Video Badshah Private Limited  | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL Broadband Pvt. Ltd. (Formerly known as GTPL Kutch Network Pvt. Ltd.) | India  | 100.00%                          | 0.00%   | 99.97%                           | 0.03%   | 99.97%                           | 0.03%   | Internet Service Provider Business |
| GTPL City Channel Private Limited   | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL SMC Network Private Limited  | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL Surat Telelink Private Limited                                       | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL Vidarbha Telelink Private Limited                                    | India  | 51.22%                           | 48.78%  | 51.22%                           | 48.78%  | 51.22%                           | 48.78%  | Digital Cable TV Business          |
| GTPL Space City Private Limited   | India  | 61.50%                           | 38.50%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL Vision Services Private Limited                                      | India  | 51.00%                           | 49.00%  | 63.50%                           | 36.50%  | 63.50%                           | 36.50%  | Digital Cable TV Business          |
| GTPL Narmada Cyberzone Private Limited                                    | India  | 60.00%                           | 40.00%  | 60.00%                           | 40.00%  | 60.00%                           | 40.00%  | Digital Cable TV Business          |
| GTPL Shivshakti Network Private Limited                                   | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL Link Network Private Limited   | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL Vvc Network Private Limited  | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL Blue Bell Network Private Limited                                    | India  | 92.00%                           | 8.00%   | 92.00%                           | 8.00%   | 92.00%                           | 8.00%   | Digital Cable TV Business          |
| GTPL Parshwa Cable Network Private Limited                                | India  | 57.32%                           | 42.68%  | 57.32%                           | 42.68%  | 57.32%                           | 42.68%  | Digital Cable TV Business          |
| GTPL Insight Channel Network Private Limited                              | India  | 74.46%                           | 25.54%  | 74.46%                           | 25.54%  | 74.46%                           | 25.54%  | Digital Cable TV Business          |
| GTPL Kolkata Cable & Broadband Pariseva Limited                           | India  | 51.11%                           | 48.89%  | 51.11%                           | 48.89%  | 51.11%                           | 48.89%  | Digital Cable TV Business          |
| GTPL Dahod Television Network Private Limited                             | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL Jay Santoshima Network Private Limited                               | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL Sorath Telelink Private Limited                                      | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| Gujarat Telelink East Africa Limited                                      | Kenya  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |

# Notes to the Consolidated Financial Statements (contd.)

| Name of the Company                          | Place of Business/<br>Country of incorporation | Ownership interest held by group | Ownership interest held by Non Controlling interest | Ownership interest held by group | Ownership interest held by Non Controlling interest | Ownership interest held by group | Ownership interest held by Non Controlling interest | Business                           |
|--|--|----------------------------------|---|----------------------------------|---|----------------------------------|---|------------------------------------|
|  |  | March 31, 2017                   |   | March 31, 2016                   |   | April 1, 2015                    |   |                                    |
| GTPL Shiv Network Private Limited            | India  | 51.22%                           | 48.78%  | 51.22%                           | 48.78%  | 51.22%                           | 48.78%  | Digital Cable TV Business          |
| GTPL-Sharda Cable Network Private Limited    | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL-Ahmedabad Cable Network Private Limited | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| DL GTPL Cabnet Private Limited               | India  | 26.00%                           | 74.00%  | 26.00%                           | 74.00%  | 26.00%                           | 74.00%  | Digital Cable TV Business          |
| GTPL V&S Cable Private Limited               | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL Video Vision Private Limited            | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| Vaji Communication Private Limited           | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL Bansidhar Telelink Private Limited      | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL DCPL Private Limited                    | India  | 100.00%                          | 0.00%   | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL KCBPL Broad band Pvt Ltd                | India  | 51.11%                           | 48.89%  | 51.11%                           | 48.89%  | 52.83%                           | 47.17%  | Internet Service Provider Business |
| GTPL Junagadh Network Pvt Ltd                | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | -                                | -   | Digital Cable TV Business          |
| GTPL Deesha Cable net Pvt Ltd                | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | -                                | -   | Digital Cable TV Business          |
| GTPL Kaizen Infonet Pvt. Ltd                 | India  | 100.00%                          | 0.00%   | 100.00%                          | 0.00%   | -                                | -   | Internet Service Provider Business |
| GTPL Meghana Distributors Pvt. Ltd.          | India  | 100.00%                          | 0.00%   | 100.00%                          | 0.00%   | -                                | -   | Digital Cable TV Business          |
| GTPL Abhilash Communication Pvt. Ltd.        | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | -                                | -   | Digital Cable TV Business          |
| GTPL Chelikam Networks (India) Pvt. Ltd.     | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | -                                | -   | Digital Cable TV Business          |
| Vizianagar Citi Communications P. Ltd.       | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | -                                | -   | Digital Cable TV Business          |
| GTPL TV Tiger Pvt. Ltd                       | India  | 51.00%                           | 49.00%  | -                                | -   | -                                | -   | Digital Cable TV Business          |
| DL GTPL Broadband Private Limited            | India  | 26.00%                           | 74.00%  | 26.00%                           | 74.00%  | -                                | -   | Internet Service Provider Business |
| GTPL A J Enterprise                          | India  | 75.00%                           | 25.00%  | 75.00%                           | 25.00%  | 75.00%                           | 25.00%  | Digital Cable TV Business          |
| GTPL Bariya Television Network               | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL Bawa Cable                              | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL Hamidali Rizwi                          | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | -                                | -   | Digital Cable TV Business          |
| GTPL Jaydeep Cable                           | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL Kal Cable                               | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL Maa Bhagawati Entertainment             | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL Narmada Cable Services                  | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL Renuka Cable                            | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |
| GTPL Shiv Cable                              | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business          |

# Notes to the Consolidated Financial Statements (contd.)

| Name of the Company                | Place of Business/<br>Country of incorporation | Ownership interest held by group | Ownership interest held by Non Controlling interest | Ownership interest held by group | Ownership interest held by Non Controlling interest | Ownership interest held by group | Ownership interest held by Non Controlling interest | Business                  |
|------------------------------------|--|----------------------------------|---|----------------------------------|---|----------------------------------|---|---------------------------|
|                                    |  | March 31, 2017                   |   | March 31, 2016                   |   | April 1, 2015                    |   |                           |
| GTPL Shree Shani Cable             | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business |
| GTPL Vraj Cable                    | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business |
| GTPL World View Cable              | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business |
| GTPL World Vision (Ambaji)         | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business |
| GTPL Star Line Networks            | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business |
| GTPL Leo Vision                    | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business |
| GTPL Jyoti Cable (Mehsana)         | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business |
| GTPL Sai Vision                    | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business |
| GTPL - Buldhana City Cable Network | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business |
| GTPL Hariom World Vision           | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business |
| GTPL Henish Cable Vision           | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business |
| GTPL Khusboo                       | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business |
| GTPL Sanjiv Cable Vision (Surat)   | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business |
| GTPL Atul Cable Network            | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business |
| GTPL Khambhat Cable Network        | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business |
| GTPL Chaudhary Vision              | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business |
| GTPL Shreenathji Communication     | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | -                                | -   | Digital Cable TV Business |
| GTPL Crazy Network                 | India  | 50.00%                           | 50.00%  | 50.00%                           | 50.00%  | -                                | -   | Digital Cable TV Business |
| GTPL Modern World Vision           | India  | 0.00%                            | 0.00%   | 51.00%                           | 49.00%  | -                                | -   | Digital Cable TV Business |
| GTPL Rushi World Vision            | India  | 0.00%                            | 0.00%   | 51.00%                           | 49.00%  | -                                | -   | Digital Cable TV Business |
| GTPL Sai World Channel             | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | -                                | -   | Digital Cable TV Business |
| GTPL Swastik Communication         | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | -                                | -   | Digital Cable TV Business |
| GTPL Tridev Cable Network          | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | -                                | -   | Digital Cable TV Business |
| GTPL Wireless Cable Vision         | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | -                                | -   | Digital Cable TV Business |
| GTPL Parth World Vision            | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | -                                | -   | Digital Cable TV Business |
| GTPL Lucky Video Cable             | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | -                                | -   | Digital Cable TV Business |
| GTPL Shiv Cable (Manish Joshi)     | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business |
| GTPL Shiv Cable (Rajesh Patel)     | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | Digital Cable TV Business |
| GTPL Media Entertainment           | India  | 51.00%                           | 49.00%  | 51.00%                           | 49.00%  | -                                | -   | Digital Cable TV Business |
| GTPL Citi Cable                    | India  | 0.00%                            | 0.00%   | 51.00%                           | 49.00%  | -                                | -   | Digital Cable TV Business |
| GTPL Shiv Cable Network            | India  | 75.00%                           | 25.00%  | -                                | -   | -                                | -   | Digital Cable TV Business |



## Notes to the Consolidated Financial Statements (contd.)

### (b) Non Controlling Interest

Set out below is summarized financial information for each subsidiary that has non-controlling interests that are material to the group. The amounts disclosed for each subsidiary are before inter-company eliminations.

(Rs.in Millions)

| Summarized Balance Sheet      | Name of the Entity |                 |                 |
|-------------------------------|--------------------|-----------------|-----------------|
|                               | 31.03.2017         | 31.03.2016      | 01.04.2015      |
| Current Assets                | 704.01             | 592.83          | 516.74          |
| Current Liabilities           | 1,599.67           | 1,359.33        | 860.23          |
| <b>Net Current Assets</b>     | <b>(895.65)</b>    | <b>(766.50)</b> | <b>(343.49)</b> |
| Non Current Assets            | 1,609.28           | 1,596.74        | 1,072.84        |
| Non Current Liabilities       | 387.17             | 329.05          | 295.41          |
| <b>Net Non Current Assets</b> | <b>1,222.12</b>    | <b>1,267.69</b> | <b>777.43</b>   |
| <b>Net Assets</b>             | <b>326.46</b>      | <b>501.19</b>   | <b>433.94</b>   |
| <b>Accumulated NCI</b>        | <b>326.46</b>      | <b>501.19</b>   | <b>433.94</b>   |

(Rs.in Millions)

| Summarized statement of Profit & Loss | Name of the Entity |            |            |
|---------------------------------------|--------------------|------------|------------|
|                                       | 31.03.2017         | 31.03.2016 | 01.04.2015 |
| Revenue                               | 1,345.86           | 1,141.48   | 945.98     |
| Profit for the year                   | (110.37)           | (35.52)    | (1.83)     |
| OCI                                   | -                  | -          | -          |
| Total Comprehensive Income            | (110.37)           | (35.52)    | (1.83)     |
| Profit allocated to NCI               | (110.37)           | (35.52)    | (1.83)     |
| Dividend paid to NCI                  |                    |            |            |

### (c) Investments in associates and joint ventures

Set out below are the associates and joint ventures of the group as at 31 March 2017 which, in the opinion of the directors, are material to the group. The entities listed below have share capital consisting solely of equity shares, which are held directly by the group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

(Rs.in Millions)

| Name of Entity               | Place of Business | % of ownership interest | Relationship | Accounting Method | Carrying Amount |            |            |
|------------------------------|-------------------|-------------------------|--------------|-------------------|-----------------|------------|------------|
|                              |                   |                         |              |                   | 31.03.2017      | 31.03.2016 | 01.04.2015 |
| GTPL Anil Cable Services     | India             | 51.00%                  | Associates   | Equity Method     | 0.69            | 0.69       | 0.69       |
| GTPL Ashok Cable Services    | India             | 51.00%                  | Associates   | Equity Method     | 0.67            | 0.67       | 0.67       |
| GTPL H. K.Cable              | India             | 51.00%                  | Associates   | Equity Method     | 0.29            | 0.29       | 0.29       |
| GTPL Krishna Cable Network   | India             | 51.00%                  | Associates   | Equity Method     | 1.50            | 1.50       | 1.50       |
| GTPL M Channel               | India             | 51.00%                  | Associates   | Equity Method     | 0.60            | 0.60       | 0.60       |
| GTPL Pearl Communication     | India             | 60.00%                  | Associates   | Equity Method     | 25.10           | 25.10      | 25.10      |
| GTPL Pooja                   | India             | 51.00%                  | Associates   | Equity Method     | 8.16            | 8.16       | 8.16       |
| GTPL Rainbow Multi Channel   | India             | 51.00%                  | Associates   | Equity Method     | 0.33            | 0.33       | 0.33       |
| GTPL Rainbow Video Vision    | India             | 51.00%                  | Associates   | Equity Method     | 0.53            | 0.53       | 0.53       |
| GTPL Raj World Vision        | India             | 51.00%                  | Associates   | Equity Method     | 2.04            | 2.04       | 2.04       |
| GTPL Sagar Cable Services    | India             | 51.00%                  | Associates   | Equity Method     | 0.34            | 0.34       | 0.34       |
| GTPL Sai Cable               | India             | 51.00%                  | Associates   | Equity Method     | 0.46            | 0.46       | 0.46       |
| GTPL Shree Sai Cable Network | India             | 60.00%                  | Associates   | Equity Method     | 4.76            | 4.76       | 4.76       |

# Notes to the Consolidated Financial Statements (contd.)

| Name of Entity                             | Place of Business | % of ownership interest | Relationship | Accounting Method | Carrying Amount |            |            |
|--|-------------------|-------------------------|--------------|-------------------|-----------------|------------|------------|
|  |                   |                         |              |                   | 31.03.2017      | 31.03.2016 | 01.04.2015 |
| GTPL Sky World Vision                      | India             | 51.00%                  | Associates   | Equity Method     | 2.94            | 2.94       | 2.94       |
| GTPL S P Enterprise                        | India             | 51.00%                  | Associates   | Equity Method     | 2.80            | 2.80       | 2.80       |
| GTPL Sainath World Vision                  | India             | 51.00%                  | Associates   | Equity Method     | 2.69            | 2.69       | 2.69       |
| Airlink Communication                      | India             | 51.00%                  | Associates   | Equity Method     | 4.66            | 4.66       | 4.66       |
| GTPL Gujarat Television Network            | India             | 51.00%                  | Associates   | Equity Method     | 0.61            | 0.61       | 0.61       |
| GTPL Krishna Cable Services                | India             | 51.00%                  | Associates   | Equity Method     | 0.70            | 0.70       | 0.70       |
| GTPL Space                                 | India             | 57.00%                  | Associates   | Equity Method     | 4.99            | 4.99       | 4.99       |
| SRI RAGHAV G GTPL                          | India             | 50.00%                  | Associates   | Equity Method     | 21.50           | 21.50      | 21.50      |
| GTPL Valsad Network                        | India             | 60.00%                  | Associates   | Equity Method     | 4.80            | 4.80       | 4.80       |
| GTPL Om Net                                | India             | 50.00%                  | Associates   | Equity Method     | -               | -          | 11.40      |
| GTPL City Channel                          | India             | 51.00%                  | Associates   | Equity Method     | 0.05            | 0.05       | 0.05       |
| GTPL Riddhi Digital Pvt. Ltd.              | India             | 50.00%                  | Associates   | Equity Method     | 0.05            | 0.05       | -          |
| GTPL So Lucky Cable Network                | India             | 51.00%                  | Associates   | Equity Method     | 11.10           | -          | -          |
| GTPL Universal Cable Network               | India             | 50.00%                  | Associates   | Equity Method     | 0.62            | -          | -          |
| GTPL Antriksh Cable Services               | India             | 51.00%                  | Associates   | Equity Method     | 6.50            | -          | -          |
| GTPL Yak Network                           | India             | 50.00%                  | Associates   | Equity Method     | 0.52            | -          | -          |
| GTPL Sab Cable                             | India             | 50.00%                  | Associates   | Equity Method     | 0.52            | -          | -          |
| GTPL Rajwadi Network Private Limited       | India             | 25.00%                  | Associates   | Equity Method     | 3.15            | 3.15       | 3.15       |
| Gujarat Television Network Private Limited | India             | 42.11%                  | Associates   | Equity Method     | 54.00           | 54.00      | 54.00      |

## Summarized financial information for associates and joint ventures

The table below provide summarized financial information for those joint ventures and associates that are individually immaterial to the group.

The information disclosed reflects the amounts presented in the financial statements of the relevant associates and joint ventures and not GTPL Hathway Limited share of those amounts. They have been amended to reflect adjustment made by the entity when using the equity method

## Summarized Balance Sheet

(Rs.in Millions)

| Particulars                            | 31.03.2017    | 31.03.2016   | 01.04.2015    |
|--|---------------|--------------|---------------|
| Current Assets Cash & cash equivalents | 20.55         | 8.18         | 9.39          |
| Other current assets                   | 401.71        | 74.22        | 45.20         |
| Current Liabilities                    | 462.42        | 157.56       | 42.59         |
| Non Current Assets                     | 265.61        | 150.44       | 141.84        |
| Non Current Liabilities                | 9.28          | -            | -             |
| <b>Net Assets</b>                      | <b>216.17</b> | <b>75.29</b> | <b>153.84</b> |

# Notes to the Consolidated Financial Statements (contd.)

## Summarized statement of Profit & Loss

(Rs.in Millions)

| Particulars                       | 31.03.2017     | 31.03.2016     | 01.04.2015    |
|-----------------------------------|----------------|----------------|---------------|
| Revenue                           | 294.51         | 95.03          | 65.79         |
| Depreciation & Amortization       | 28.73          | 17.69          | 8.64          |
| Financial Charges                 | 7.91           | 1.08           | 1.06          |
| Income Tax Expense                | 3.41           | 0.87           | 0.63          |
| Other Expenses                    | 296.89         | 92.27          | 56.50         |
| Profit for Continuing Operation   | (42.43)        | (16.89)        | (1.04)        |
| Profit for the year               | (42.43)        | (16.89)        | (1.04)        |
| <b>Total Comprehensive Income</b> | <b>(42.43)</b> | <b>(16.89)</b> | <b>(1.04)</b> |

## (d) Details of Subsidiaries Companies and Joint Ventures not considered for consolidation financial statement.

- 1.0 Following Subsidiary Company is not considered for consolidation in the consolidated financial statements of the Group as the criteria of effective joint control could not be fulfilled during the reporting period. Hence, the same have been shown as investments and have been carried at cost less diminutions in investment:

| Name of the Joint Venture/ Partnership Firm | Country of Incorporation | Date on which it became JV/ Partnership Firm | Effective Ownership as on March 31, 2017 | Effective Ownership as on March 31, 2016 |
|---|--------------------------|--|--|--|
| GTPL Jay Mataji Network Private Limited     | India                    | 1-Aug-09                                     | 50.00%                                   | 50.00%                                   |

- 2.0 Following joint ventures / partnership firms are not considered for consolidation in the consolidated financial statements of the Group as the criteria of effective joint control could not be fulfilled during the reporting period. Hence, the same has been held for disposal and shown at cost less provision for diminution :

| Name of the Joint Venture/ Partnership Firm | Country of Incorporation | Effective Ownership as on March 31, 2017 | Effective Ownership as on March 31, 2016 |
|---|--------------------------|--|--|
| M/s GTPL Zubi Video Vision                  | India                    | 51.00%                                   | 51.00%                                   |
| M/s GTPL Aakaash Cable Vision               | India                    | 51.00%                                   | 51.00%                                   |
| M/s GTPL G P Marketing                      | India                    | 51.00%                                   | 51.00%                                   |
| M/s GTPL Shiv Networks                      | India                    | 51.00%                                   | 51.00%                                   |
| M/s GTPL Ganesh Communication               | India                    | 51.00%                                   | 51.00%                                   |
| M/s GTPL Kim Cable Entertainment            | India                    | 51.00%                                   | 51.00%                                   |
| M/s GTPL Lucky World Vision                 | India                    | 51.00%                                   | 51.00%                                   |
| M/s GTPL Nawaz Network                      | India                    | 50.00%                                   | 50.00%                                   |
| M/s GTPL Siddhi Digital Services            | India                    | 51.00%                                   | 51.00%                                   |

- 3.0 Following Joint Ventures/Partnership Firms of the Subsidiaries companies of the Parent are not considered for the consolidation in the consolidated financial statements as the criteria of effective joint control could not be fulfilled during the reporting period. Hence the same have been shown as investments and have been carried at cost.

| Name of the Joint Venture/ Partnership Firm | Country of Incorporation | Date on which it became JV/ Partnership Firm | Effective Ownership as on March 31, 2017 | Effective Ownership as on March 31, 2016 |
|---|--------------------------|--|--|--|
| M/s Unity Cable Network (Refer Note-1)      | India                    | 14-Mar-11                                    | 26.01%                                   | 26.01%                                   |
| M/s Sai DL Vision (Refer Note-2)            | India                    | 1-Nov-11                                     | 13.26%                                   | 13.26%                                   |
| M/s DL Digital Cable Vision (Refer Note-2)  | India                    | 23-Sep-13                                    | 9.10%                                    | 9.10%                                    |
| M/s DL Sai Sanket (Refer Note-2)            | India                    | 14-Nov-13                                    | 13.26%                                   | 13.26%                                   |
| M/s Krishna DL Vision (Refer Note-2)        | India                    | 1-Jan-17                                     | 13.00%                                   | -  |
| M/s Radhe DL Vision (Refer Note-2)          | India                    | 1-Jan-17                                     | 13.00%                                   | -  |

Note 1 - The joint venture is of GTPL Video Badshah Private i.e. subsidiary company of the parent company.

Note 2 - The joint venture is of DL GTPL Cabnet Private Limited i.e. subsidiary company of the parent company.

# Notes to the Consolidated Financial Statements (contd.)

## NOTE 35 A : RELATED PARTY TRANSACTIONS

| Name of Parties                            | Relationship                                      |
|--|---|
| GTPL Anil Cable Services                   | Associates  |
| GTPL Ashok Cable Services                  | Associates  |
| GTPL H. K.Cable                            | Associates  |
| GTPL Krishna Cable Network                 | Associates  |
| GTPL M Channel                             | Associates  |
| GTPL Pearl Communication                   | Associates  |
| GTPL Pooja                                 | Associates  |
| GTPL Rainbow Multi Channel                 | Associates  |
| GTPL Rainbow Video Vision                  | Associates  |
| GTPL Raj World Vision                      | Associates  |
| GTPL Sagar Cable Services                  | Associates  |
| GTPL Sai Cable                             | Associates  |
| GTPL Shree Sai Cable Network               | Associates  |
| GTPL Sky World Vision                      | Associates  |
| GTPL S P Enterprise                        | Associates  |
| GTPL Sainath World Vision                  | Associates  |
| Airlink Communication                      | Associates  |
| GTPL Gujarat Television Network            | Associates  |
| GTPL Krishna Cable Services                | Associates  |
| GTPL Space                                 | Associates  |
| SRI RAGHAV G GTPL                          | Associates  |
| GTPL Valsad Network                        | Associates  |
| GTPL City Channel                          | Associates  |
| GTPL Riddhi Digital Pvt. Ltd.              | Associates  |
| GTPL So Lucky Cable Network                | Associates  |
| GTPL Universal Cable Network               | Associates  |
| GTPL Antriksh Cable Services               | Associates  |
| GTPL Yak Network                           | Associates  |
| GTPL Sab Cable                             | Associates  |
| GTPL Rajwadi Network Private Limited       | Associates  |
| Gujarat Television Network Private Limited | Associates  |
| Mr. Anirudhasinhji Jadeja                  | KMP   |
| Mr. Amit Shah                              | KMP   |
| Hathway Cable & Datacom Limited            | Holding Company                                   |
| Gujarat Digicom Pvt. Ltd.                  |   |
| AMPM Security services                     | Entities where KMP exercise Significant influence |
| AMPM Facility Management Services          |   |

### (c) Key Managerial Personnel Compensation

| Particulars                  | 31.03.2017 | 31.03.2016 |
|------------------------------|------------|------------|
| Short term employee benefits | -          | -          |
| Long term employee benefits  | -          | -          |
| Post employment benefits     | -          | -          |
| Termination benefits         | -          | -          |
| Share based payments         | -          | -          |

### (d) Transactions with related Parties

| Particulars   | 31.03.2017 | 31.03.2016 |
|---|------------|------------|
| Sale & purchase of goods and services (Associate Company) | 152.06     | 70.44      |
| Other transactions  | -          | -          |

### (e) Outstanding balance arising from sale or purchase of goods and services

| Particulars                                       | 31.03.2017 | 31.03.2016 |
|---|------------|------------|
| <b>Trade Payables</b>                             |            |            |
| Holding Company                                   | 36.79      | 67.15      |
| KMP   | 1.40       | -          |
| Associates Company                                | 0.60       | -          |
| Relatives of KMP                                  | -          | 1.58       |
| Entities where KMP exercise Significant influence | 0.58       | 0.44       |
| <b>Trade Receivables</b>                          |            |            |
| Associates Company                                | 209.98     | 165.67     |
| Entities where KMP exercise Significant influence | -          | -          |

# Notes to the Consolidated Financial Statements (contd.)

## NOTE 36 : RECONCILIATION BETWEEN IGAAP AND IND AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from IGAAP to Ind AS

### (A) Reconciliation of equity as at March 31, 2016

(Rs. in Million)

| Particulars  | GAAP*            | Ind AS<br>Adjustments | Ind AS           |
|--|------------------|-----------------------|------------------|
| <b>I ASSETS</b>  |                  |                       |                  |
| <b>A Non - current Assets</b>  |                  |                       |                  |
| (a) Property Plant and Equipment   | 7,689.76         | (44.18)               | 7,645.58         |
| (b) Capital work-in-progress   | 606.17           | -                     | 606.17           |
| (d) Goodwill   | 488.64           | 3.83                  | 492.47           |
| (e) Other Intangible assets  | 863.99           | 39.49                 | 903.48           |
| (h) Financial Assets   |                  |                       |                  |
| (i) Investments  | 88.89            | 91.19                 | 180.08           |
| (ii) Loans   | 413.54           | (251.32)              | 162.22           |
| (iii) Others (to be specified)   | -                | 36.15                 | 36.15            |
| (i) Deferred tax assets (net)  | 2.01             | 417.50                | 419.51           |
| (j) Other non-current assets   | 36.36            | 187.96                | 224.32           |
|  | <b>10,189.36</b> | <b>480.62</b>         | <b>10,669.98</b> |
| <b>B Current Assets</b>  |                  |                       |                  |
| (a) Financial Assets   |                  |                       |                  |
| (i) Investments  | 0.87             | 6.54                  | 7.41             |
| (ii) Trade receivables   | 2,451.63         | 4.06                  | 2,455.69         |
| (iii) Cash and cash equivalents  | 856.84           | 1.45                  | 858.29           |
| (iv) Loans   | 598.41           | (525.81)              | 72.60            |
| (vi) Others (to be specified)  | -                | 0.62                  | 0.62             |
| (b) Current tax assets (Net)   | -                | 27.00                 | 27.00            |
| (c) Other current assets   | 247.49           | 473.61                | 721.10           |
|  | <b>4,155.25</b>  | <b>(12.54)</b>        | <b>4,142.71</b>  |
| <b>Total</b>   | <b>14,344.61</b> | <b>468.08</b>         | <b>14,812.69</b> |
| <b>II EQUITY AND LIABILITIES</b>   |                  |                       |                  |
| <b>1 Equity</b>  |                  |                       |                  |
| (a) Equity Share Capital   | 983.45           | -                     | 983.45           |
| (b) Other Equity   | 4,032.71         | (1,216.27)            | 2,816.44         |
|  | <b>5,016.16</b>  | <b>(1,216.27)</b>     | <b>3,799.89</b>  |
| <b>2 Non-current Liabilities</b>   |                  |                       |                  |
| (a) Financial Liabilities  |                  |                       |                  |
| (i) Borrowings   | 2,560.16         | (35.55)               | 2,524.61         |
| (ii) Other financial liabilities (other than those specified in item (i), to be specified) | -                | 1.29                  | 1.29             |
| (b) Provisions   | 47.26            | (9.74)                | 37.52            |
| (c) Deferred tax liabilities (Net)   | 396.93           | (328.80)              | 68.13            |
| (e) Deferred Revenue   | -                | 1,430.00              | 1,430.00         |
|  | <b>3,004.35</b>  | <b>1,057.20</b>       | <b>4,061.55</b>  |
| <b>3 Current Liabilities</b>   |                  |                       |                  |
| (a) Financial Liabilities  |                  |                       |                  |
| (i) Borrowings   | 963.43           | 2.15                  | 965.58           |
| (ii) Trade payables  | 1,232.06         | 3.89                  | 1,235.95         |
| (iii) Other financial liabilities (other than those specified in item (ii))                | -                | 1,205.65              | 1,205.65         |
| (b) Other Current Liabilities  | 4,034.38         | (1,166.24)            | 2,868.14         |
| (c) Short-term Provisions  | 94.22            | (10.96)               | 83.26            |
| (d) Current Tax Liabilities (Net)  | -                | 14.34                 | 14.34            |
| (e) Deferred Revenue   | -                | 578.33                | 578.33           |
|  | <b>6,324.09</b>  | <b>627.16</b>         | <b>6,951.25</b>  |
| <b>Total</b>   | <b>14,344.61</b> | <b>468.08</b>         | <b>14,812.69</b> |

# Notes to the Consolidated Financial Statements (contd.)

## (B) Reconciliation of equity as at April 1, 2015

| Particulars  | GAAP*            | Ind AS<br>Adjustments | Ind AS           |
|--|------------------|-----------------------|------------------|
| <b>I ASSETS</b>  |                  |                       |                  |
| <b>A Non - current Assets</b>  |                  |                       |                  |
| (a) Property Plant and Equipment   | 5,611.97         | 0.15                  | 5,612.12         |
| (b) Capital work-in-progress   | 107.71           | 0.01                  | 107.72           |
| (d) Goodwill   | 447.33           | 3.01                  | 450.34           |
| (e) Other Intangible assets  | 794.96           | (22.64)               | 772.32           |
| (h) Financial Assets   |                  | -                     |                  |
| (i) Investments  | 147.08           | 79.63                 | 226.71           |
| (ii) Loans   | 190.05           | (126.85)              | 63.20            |
| (iii) Others (to be specified)   | -                | 24.10                 | 24.10            |
| (i) Deferred tax assets (net)  | 2.65             | 113.77                | 116.42           |
| (j) Other non-current assets   | 36.15            | 5.84                  | 41.99            |
|  | <b>7,337.89</b>  | <b>77.03</b>          | <b>7,414.92</b>  |
| <b>B Current Assets</b>  |                  |                       |                  |
| (a) Financial Assets   |                  |                       |                  |
| (i) Investments  | 0.31             | 0.16                  | 0.47             |
| (ii) Trade receivables   | 2,299.32         | (17.84)               | 2,281.48         |
| (iii) Cash and cash equivalents  | 610.34           | 0.17                  | 610.51           |
| (iv) Loans   | 337.19           | (307.14)              | 30.05            |
| (vi) Others (to be specified)  | -                | 1.19                  | 1.19             |
| (b) Current tax assets (Net)   | -                | 114.90                | 114.90           |
| (c) Other current assets   | 389.90           | 253.38                | 643.28           |
|  | <b>3,637.05</b>  | <b>44.83</b>          | <b>3,681.88</b>  |
| <b>Total</b>   | <b>10,974.94</b> | <b>121.86</b>         | <b>11,096.80</b> |
| <b>II EQUITY AND LIABILITIES</b>   |                  |                       |                  |
| <b>1 Equity</b>  |                  |                       |                  |
| (a) Equity Share Capital   | 20.00            | 0.00                  | 20.00            |
| (b) Other Equity   | 3,607.84         | (578.85)              | 3,028.99         |
|  | <b>3,627.84</b>  | <b>(578.85)</b>       | <b>3,048.99</b>  |
| <b>2 Non-current Liabilities</b>   |                  |                       |                  |
| (a) Financial Liabilities  |                  |                       |                  |
| (i) Borrowings   | 1,686.16         | (13.70)               | 1,672.46         |
| (ii) Other financial liabilities (other than those specified in item (i), to be specified) | -                | 3.01                  | 3.01             |
| (b) Provisions   | 37.91            | (5.68)                | 32.23            |
| (c) Deferred tax liabilities (Net)   | 284.48           | (238.87)              | 45.61            |
| (e) Deferred Revenue   | -                | 527.10                | 527.10           |
|  | <b>2,008.54</b>  | <b>271.87</b>         | <b>2,280.41</b>  |
| <b>3 Current Liabilities</b>   |                  |                       |                  |
| (a) Financial Liabilities  |                  |                       |                  |
| (i) Borrowings   | 709.83           | 0.07                  | 709.90           |
| (ii) Trade payables  | 1,274.77         | 2.37                  | 1,277.14         |
| (iii) Other financial liabilities (other than those specified in item (ii))                | -                | 944.22                | 944.22           |
| (b) Other Current Liabilities  | 3,294.43         | (934.76)              | 2,359.67         |
| (c) Short-term Provisions  | 59.52            | (1.35)                | 58.17            |
| (d) Current Tax Liabilities (Net)  | -                | 7.29                  | 7.29             |
| (e) Deferred Revenue   | -                | 411.01                | 411.01           |
|  | <b>5,338.56</b>  | <b>428.84</b>         | <b>5,767.40</b>  |
| <b>Total</b>   | <b>10,974.94</b> | <b>121.86</b>         | <b>11,096.80</b> |

# Notes to the Consolidated Financial Statements (contd.)

## Reconciliation of total comprehensive income for the Year ended March 31, 2016

(Rs.in Millions)

| Particulars  | GAAP*           | Ind AS<br>Adjustments | Ind AS          |
|--|-----------------|-----------------------|-----------------|
| <b>INCOME</b>  |                 |                       |                 |
| Revenue from Operations  | 8,424.74        | (1,061.09)            | 7,363.65        |
| Other Income   | 77.12           | 2.08                  | 79.19           |
| <b>TOTAL INCOME</b>  | <b>8,501.86</b> | <b>(1,059.01)</b>     | <b>7,442.84</b> |
| <b>EXPENSES :</b>  |                 |                       |                 |
| Operating Expenses   | 4,120.43        | 4.95                  | 4,125.38        |
| Employees' Remuneration & Benefits   | 804.67          | 3.66                  | 808.33          |
| Other Expenses   | 890.44          | 22.76                 | 913.20          |
| <b>Total Expenses</b>  | <b>5,815.54</b> | <b>31.37</b>          | <b>5,846.91</b> |
| Earning before Interest, Tax, Depreciation & Amortisation  | 2,686.31        | (1,090.38)            | 1,595.93        |
| Financial Charges  | 455.67          | (11.04)               | 444.63          |
| Depreciation & Amortisation  | 1,078.33        | (5.55)                | 1,072.78        |
| <b>Profit Before Share of Profit From Associate And Joint Venture, Exchange Gain / (Loss), Exceptional Items and Tax</b> | <b>1,152.32</b> | <b>(1,073.79)</b>     | <b>78.52</b>    |
| Exceptional Items  | 3.47            | (3.47)                | -               |
| <b>Profit Before Tax</b>   | <b>1,148.85</b> | <b>(1,070.32)</b>     | <b>78.52</b>    |
| Taxes Expenses (i+ii+iii)  | 427.44          | (383.09)              | 44.35           |
| (i) Current Tax  | 350.20          | (26.40)               | 323.80          |
| (ii) Deferred Tax  | 113.26          | (392.71)              | (279.45)        |
| (iii) Prior period Taxation  | (25.27)         | 25.27                 | -               |
| (iv) MAT Credit Entitlement  | (10.75)         | 10.75                 | -               |
| <b>Profit / (Loss) for the year (after tax)</b>  | <b>721.41</b>   | <b>(687.24)</b>       | <b>34.17</b>    |
| (Add)Less:Share of (Profit)/Loss of NCI  | (29.46)         | 66.27                 | 36.81           |
| Add(Less):Share of Profit/(Loss) of Associate  | 11.17           | (8.43)                | 2.74            |
| <b>Profit/ (loss) for the period</b>   | <b>703.12</b>   | <b>(629.39)</b>       | <b>73.72</b>    |
| Other Comprehensive Income   |                 |                       |                 |
| (i) Items that will not be reclassified to profit & loss   |                 |                       |                 |
| Remeasurement of post-employment benefit obligations   | -               | 2.57                  | 2.57            |
| (ii) Income tax relating to items that will not be reclassified to profit or loss  |                 |                       |                 |
| Remeasurement of post-employment benefit obligations   | -               | (0.92)                | (0.92)          |
| <b>Total Comprehensive Income for the period/year, net of Taxes</b>  | <b>703.12</b>   | <b>(627.74)</b>       | <b>75.37</b>    |
| <b>Profit Attributable to:</b>   |                 |                       |                 |
| Equity holders of the Parent   | -               | 73.73                 | 73.73           |
| Non-Controlling Interest   | -               | (36.81)               | (36.81)         |
|  | <b>-</b>        | <b>36.92</b>          | <b>36.92</b>    |
| Other Comprehensive Income Attributable to :   |                 |                       |                 |
| Equity holders of the Parent   | -               | 1.65                  | 1.65            |
| Non-Controlling Interest   | -               | -                     | -               |
|  | <b>-</b>        | <b>1.65</b>           | <b>1.65</b>     |
| Total Comprehensive Income Attributable to:  |                 |                       |                 |
| Equity holders of the Parent   | -               | 75.38                 | 75.38           |
| Non-Controlling Interest   | -               | (36.81)               | (36.81)         |
|  | <b>-</b>        | <b>38.57</b>          | <b>38.57</b>    |



# Notes to the Consolidated Financial Statements (contd.)

## NOTE 37: EMPLOYEE BENEFITS

### Defined Contribution Plan

- (a) Provident Fund : A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions for provident fund and pension as per the provisions of the Provident Fund Act, 1952 to the government. The Company's contribution is recognised as an expense in the Profit and Loss Statement during the period in which the employee renders the related service. The company's obligation is limited to the amounts contributed by it.

| Particulars                                 | 31-03-2017 | 31-03-2016 |
|---|------------|------------|
| Group's Contribution towards Provident Fund | 42.65      | 35.42      |

### Defined Benefits Plan

- (a) Gratuity: The liability in respect of defined benefit plans includes Gratuity liability as per the provisions of the Payment of Gratuity Act, 1972 which is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services. The company's obligation includes actuarial risk and investment risk. Actuarial gains and losses in respect of post-employment are charged to the Profit and Loss Statement.

#### Assumptions

| Particulars                     | 31-03-2017                    | 31-03-2016                    |
|---------------------------------|-------------------------------|-------------------------------|
| Approach Used                   | Projected Units Credit Method | Projected Units Credit Method |
| Increase in compensation levels | 7.50%                         | 7.50%                         |
| Discount rate                   | 7.45%                         | 8.00%                         |
| Attrition Rate                  | NA                            | NA                            |

### Consolidated Balance sheet disclosures

- (a) The amounts disclosed in the consolidated balance sheet and the movements in the defined benefit obligation over the period:

| Particulars   | 31-03-2017       | 31-03-2016 |
|---|------------------|------------|
|   | (Rs. in Million) |            |
| Liability at the beginning of the period              | 30.89            | 23.06      |
| Acquisition adjustment                                | -                | -          |
| Interest Costs  | 2.49             | 1.89       |
| Current Service Costs                                 | 12.73            | 9.07       |
| Transfers   | -                | -          |
| Benefits paid   | (2.69)           | (0.45)     |
| Actuarial (Gain)/Loss on obligations due to change in | 3.80             | (2.68)     |
| - Demography  | -                | -          |
| - Financials  | 3.19             | (2.78)     |
| - Experience  | 0.60             | -          |
| Liability at the end of the period                    | 51.01            | 28.12      |

- (b) Movements in the fair value of plan assets

| Particulars  | 31-03-2017 | 31-03-2016 |
|--|------------|------------|
| Fair value of plan assets at the beginning of the period | 21.90      | 13.25      |
| Interest Income  | -          | -          |
| Expected return on plan assets                           | 1.51       | 1.16       |
| Contributions  | 0.09       | 8.06       |
| Transfers  | -          | -          |
| Actuarial (Gain)/Loss                                    | -          | (0.13)     |
| Benefits paid  | (2.36)     | (0.45)     |
| Fair value of plan assets at the end of the period       | 21.15      | 21.90      |

- (c) Net liability disclosed above relates to

| Particulars  | 31-03-2017 | 31-03-2016 |
|--|------------|------------|
| Fair value of plan assets at the end of the period | 21.15      | 21.90      |
| Liability as at the end of the period              | 36.39      | 30.89      |
| Net Liability/Asset                                | (15.24)    | (8.99)     |
| Non Current Portion                                | 14.79      | 2.99       |
| Current Portion                                    | 0.30       | 0.16       |

# Notes to the Consolidated Financial Statements (contd.)

## (d) Consolidated Balance Sheet Reconciliation

(Rs. in Million)

| Particulars  | March 31, 2017 | March 31, 2016 |
|--|----------------|----------------|
| Opening Net liability                                      | 3.15           | 2.14           |
| - Expenses recognised in the statement of consolidated P&L | 17.83          | 7.25           |
| - Expenses recognised in the consolidated OCI              | 0.11           | -              |
| - Acquisition adjustment                                   | 5.61           | -              |
| - Employer's Contribution                                  | (0.09)         | 8.06           |
| Amount recognised in the Balance Sheet                     | 26.63          | 17.44          |

## Consolidated Profit & Loss Disclosures

### (a) Net interest Cost for Current period

| Particulars       | March 31, 2017 | March 31, 2016 |
|-------------------|----------------|----------------|
| Interest Cost     | 2.49           | 1.89           |
| Net interest Cost | 2.49           | 1.89           |

### (b) Expenses recognised in the consolidated profit & loss

| Particulars   | March 31, 2017 | March 31, 2016 |
|---|----------------|----------------|
| Net Interest Cost                                     | 2.49           | 1.89           |
| Current Service Cost                                  | 12.73          | 9.07           |
| Expenses recognised in the consolidated profit & loss | 17.83          | 7.25           |

### (c) Expenses recognised in the consolidated Other Comprehensive Income

| Particulars                             | March 31, 2017 | March 31, 2016 |
|---|----------------|----------------|
| Re measurement                          |                |                |
| Expected return on plan assets          | 0.24           | (2.69)         |
| Actuarial (Gain) or Loss                | 3.88           | 0.03           |
| Net Income / Expenses recognised in OCI | (3.65)         | (2.72)         |

## Sensitivity Analysis

(Rs. in Million)

| Particulars   | March 31, 2017 | March 31, 2016 |
|---|----------------|----------------|
| Projected Benefit obligation on current assumptions |                |                |
| Data effect of 1% change in Rate of                 |                |                |
| - Discounting                                       | 37.24          | 24.11          |
| - Salary Increase                                   | 49.86          | 32.14          |
| - Employee Turnover                                 | 31.81          | 27.54          |
| - Mortality Rate                                    | 32.12          | 27.75          |
| Data effect of (-1%) change in Rate of              |                |                |
| - Discounting                                       | (37.24)        | (24.11)        |
| - Salary Increase                                   | (49.86)        | (32.14)        |
| - Employee Turnover                                 | (31.81)        | (27.54)        |
| - Mortality Rate                                    | (32.12)        | (27.75)        |

## Significant Actuarial Assumptions

| Particulars       | March 31, 2017 | March 31, 2016 |
|-------------------|----------------|----------------|
| Discount Rate     | 7.30%          | 8.00%          |
| Salary Escalation | 7.33%          | 7.33%          |
| Attrition Rate    | 4.5% to 8%     | 4.5% to 8%     |

# Notes to the Consolidated Financial Statements (contd.)

## NOTE 38 : STATEMENT OF CONSOLIDATED LEASES

### As Lessee - Finance lease

The company has taken following assets under finance leases. The details of the lease payments to be made are as follows: (Rs. in Million)

| Particulars                                    | As at<br>March 31, 2017 | As at<br>March 31, 2016 | As at<br>April 1, 2015 |
|--|-------------------------|-------------------------|------------------------|
| <b>Not later than 1 year</b>                   |                         |                         |                        |
| Total minimum leases payments as at            | 285.85                  | 728.821                 | 630.05                 |
| Later than 1 year & not later than 5 years     | 7.12                    | 180.27                  | 634.46                 |
| Later than 5 years                             | NIL                     | NIL                     | NIL                    |
| Total Minimum Lease Commitments                | 292.97                  | 909.09                  | 1,264.51               |
| Less : Future Finance Charges                  | 11.13                   | 72.99                   | 137.40                 |
| <b>Present Value of Minimum Lease payments</b> | <b>281.84</b>           | <b>836.10</b>           | <b>1,127.11</b>        |
| <b>Lease Obligations</b>                       |                         |                         |                        |
| Not Later than 1 year                          | 261.59                  | 664.31                  | 543.10                 |
| Later than 1 year & not later than 5 years     | 6.94                    | 171.79                  | 584.01                 |
| Later than 5 years                             | -                       | -                       | -                      |
| <b>Total Minimum Lease Commitments (PV)</b>    | <b>268.53</b>           | <b>836.10</b>           | <b>1,127.11</b>        |

## NOTE 39: DETAILS UNDER MSMED ACT, 2006 FOR DUE TO MICRO & SMALL, MEDIUM ENTERPRISE

| Particulars | March 31, 2017 | March 31, 2016 |
|-------------|----------------|----------------|
| Outstanding | 2.03           | 0.13           |

## NOTE 40: INFORMATION CONCERNING CLASSIFICATION OF SECURITIES

### Assets Pledged as security

| Particulars                             | March 31, 2017   | March 31, 2016   |
|---|------------------|------------------|
| <b>Current</b>                          |                  |                  |
| <b>Financial Asset</b>                  |                  |                  |
| - First Charge                          | 356.97           | 344.41           |
| - Floating Charge                       | 3,013.09         | 2,450.28         |
| <b>Non Financial Asset</b>              |                  |                  |
| - First Charge                          | 140.30           | 93.69            |
| - Floating Charge                       | -                | -                |
| <b>Non Current</b>                      |                  |                  |
| First Charge                            | 57,321.54        | 50,857.41        |
| <b>Total assets pledged as security</b> | <b>60,831.89</b> | <b>53,745.79</b> |

## NOTE : 41 EARNINGS PER SHARE (EPS)

| PARTICULARS   | For the<br>Year ended<br>March 31, 2017 | For the<br>Year ended<br>March 31, 2016 |
|---|---|---|
| <b>Numerator for Basic &amp; Diluted EPS</b>  |   |   |
| Net Profit after Tax as per Profit and Loss Statement attributable to Equity Shareholders (Rs. In MN) | 402.85                                  | 73.73                                   |
| <b>Denominator for Basic &amp; Diluted EPS</b>  |   |   |
| Weighted Average Number of Equity Shares  | 9,83,45,388                             | 9,83,45,388                             |
| Basic and Diluted Earning per share (Rs.)   | 4.10                                    | 0.75                                    |
| Face Value per Equity Share (Rs.)   | 10.00                                   | 10.00                                   |

# Notes to the Consolidated Financial Statements (contd.)

## NOTE 42: SPECIFIED BANK NOTES (SBN)

"The details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 31, 2016 as provided in the Table below:—

| Particulars                           |             |                          | (Rupees in INR) |
|---------------------------------------|-------------|--------------------------|-----------------|
|                                       | SBNs        | Other denomination notes | Total           |
| Closing cash in hand as on 8-11-2016  | 316,408,500 | 30,659,820               | 347,068,320     |
| (+) Permitted receipts                | -           | 205,260,687              | 205,206,687     |
| (+) Amount withdraw from bank         | -           | 414,116                  | 414,116         |
| (-) Permitted payments                | -           | 62,868,410               | 62,868,410      |
| (-) Amount deposited in Banks         | 316,408,500 | 133,586,377              | 449,994,877     |
| Closing cash in hand as on 31-12-2016 | -           | 39,879,836               | 39,879,836      |

**NOTE 43 :** Previous year's figures have been regrouped, reclassified wherever necessary to correspond with the current year classification/disclosure.

As per our attached report of even date.

**For J.B. Shah & Co.**

Chartered Accountants

**Jasmin B. Shah**

Proprietor

Mem. No.: 46238

Firm Reg. No. - 121333W

Place : Ahmedabad

Date : August 01, 2017

For and on behalf of Board of Directors of

**GTPL HATHWAY LIMITED**

(Formerly known as GTPL Hathway Private Limited)

**Rajan Gupta**

Chairman

DIN:07603128

**Anniruddhasinhji Jadeja**

Managing Director

DIN:00461390

**Jayanta Kumar Pani**

Chief Financial Officer

**Tarun Kumar**

Company Secretary

## Notes

## GTPL Hathway Limited

Corporate Identity Number: U64204GJ2006PTC048908

Registered Office: 202, Sahajanand Shopping Centre, Opposite Swaminarayam Mandir, Sahibaug, Ahmedabad, Gujarat 380004, India

### ATTENDANCE SLIP OF THE 11<sup>TH</sup> ANNUAL GENERAL MEETING

Please fill in this attendance slip and hand it over at the entrance of the meeting venue.

|            |                     |
|------------|---------------------|
| DP ID:     | No. of shares held: |
| CLIENT ID: |                     |

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 11<sup>th</sup> Annual General Meeting of GTPL Hathway Limited on Monday, September 25, 2017, at 2:30 p.m., at J.B. Auditorium, AMA, Dr. Vikram Sarabhai Marg, University Area, Ahmedabad - 380015, Gujarat, India.

Members/Proxy's name in Block Letters: \_\_\_\_\_

\_\_\_\_\_  
**Signature of Member/Proxy**

## GTPL Hathway Limited

Corporate Identity Number: U64204GJ2006PTC048908

Registered Office: 202, Sahajanand Shopping Centre, Opposite Swaminarayam Mandir, Sahibaug, Ahmedabad, Gujarat 380004, India

### Form No. MGT-11

#### PROXY FORM

Name of the Company : GTPL Hathway Limited

Registered office : 202, Sahajanand Shopping Centre, Opposite Swaminarayam Mandir, Sahibaug, Ahmedabad, Gujarat 380004, India.

Name of the member(s) : \_\_\_\_\_

Registered address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Client Id : \_\_\_\_\_

DP ID : \_\_\_\_\_

I/We, being the member(s), holding \_\_\_\_\_ shares of GTPL Hathway Limited ("Company"), hereby appoint

1. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him

2. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him

3. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 11<sup>th</sup> Annual General Meeting of the Company to be held on Monday, September 25, 2017 at 02:30 p.m., I hereby record my presence at the 11<sup>th</sup> Annual General Meeting of GTPL Hathway Limited on Monday, September 25, 2017, at 2:30 p.m., at J.B. Auditorium, AMA, Dr. Vikram Sarabhai Marg, University Area, Ahmedabad - 380015, Gujarat, India and/or at any adjournment thereof in respect of such resolution as are indicated below:

|                         |   |
|-------------------------|---|
| 1.                      | To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) for the financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon. |
| 2.                      | To declare dividend on equity shares of the Company for the year ended March 31, 2017.  |
| 3.                      | To appoint a Director in place of Mr. Aniruddhasinhji Nogubha Jadeja (DIN 00461390), who retires by rotation and being eligible offers himself for re-appointment.  |
| 4.                      | Appointment of M/s. Khimji Kunverji & Co., Chartered Accountants, (Firm Registration No. 105146W), as the Statutory Auditors of the Company.  |
| <b>SPECIAL BUSINESS</b> |   |
| 5.                      | To appoint Mr. Bharat Bhogilal Chovatia (DIN 00271613) as an Independent Director of the Company.   |
| 6.                      | To appoint Mr. Kunal Chandar (DIN 07617184) as an Independent Director of the Company.  |
| 7.                      | To appoint Ms. Parulben Pravinkumar Oza (DIN 00401656) as an Independent Director of the Company.   |
| 8.                      | To appoint Mr. Falgun Harishkumar Shah (DIN 02567618) as an Independent Director of the Company.  |
| 9.                      | To appoint Mr. Rajan Gupta (DIN 07603128) as a Director of the Company.   |
| 10.                     | To ratify the payment of remuneration of the Cost Auditor of the Company.   |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

|   |
|---|
| Affix<br>Revenue<br>Stamp of<br>Rs. 1/- |
|---|

\_\_\_\_\_  
Signature of the Shareholder

\_\_\_\_\_  
Signature of Proxy Holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 Hours before the commencement of the 11<sup>th</sup> Annual General Meeting.



# Corporate information

## Board of Directors

|                                    |  |
|------------------------------------|--|
| Mr. Rajan Gupta                    | Chairman                                 |
| Mr. Aniruddhasinhji Nogubha Jadeja | Managing Director                        |
| Mr. Amit Jayantilal Shah           | Whole-time Director                      |
| Mr. Ajay Singh                     | Director                                 |
| Mr. Kunal Chandra                  | Independent Director                     |
| Mr. Bharat Bhogilal Chovatia       | Independent Director                     |
| Ms. Parulben Pravinkumar Oza       | Independent Director                     |
| Mr. Falgun Harishkumar Shah        | Independent Director                     |
| Mr. Jayanta Kumar Haribandhu Pani  | Chief Financial Officer                  |
| Mr. Tarun Kumar                    | Company Secretary and Compliance Officer |

## Registrar and Share Transfer Agent

Link Intime India Private Limited  
506-508, Amarnath Business Centre-1,  
Beside Gala Business Centre, Near St. Xavier's College  
Corner, Off CG Road, Navrangpura, Ahmedabad 380009  
Tel. No.: +91-79-26465179  
E mail: ahmedabad@linkintime.co.in;  
Website: www.linkintime.co.in

## Bankers to the Company

1. AXIS Bank Limited
2. YES Bank Limited
3. IDBI Bank Limited
4. RBL Bank Limited

## Registered Office

CIN: U64204GJ2006PLC048908  
202, Sahajanand Shopping Center,  
Opposite Swaminarayan Mandir,  
Shahibaug, Ahmedabad, Gujarat - 380004

## Corporate Office

"GTPL HOUSE" Shree One Building,  
Opposite Armieda, Sindhu Bhavan Road,  
Near Pakwan Cross Road,  
Bodakdev, Ahmedabad - 380059

E mail: complianceofficer@gtpl.net  
Tel: 079 61400000



## GTPL HATHWAY LIMITED

### Registered Office

CIN: U64204GJ2006PLC048908  
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