



August 27, 2018

**National Stock Exchange of India Limited**  
**Listing Department**  
Exchange Plaza,  
Plot no. C/1, G Block,  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai - 400 051

**BSE Limited**  
**Department of Corporate Services – Listing**  
P J Towers  
Dalal Street,  
Mumbai – 400 001

Trading Symbol : **TV18BRDCST**

Scrip Code : **532800**

Sub : **Submission of Annual Report for the Financial Year 2017-18**

Dear Sir/Madam,

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Annual Report of the Company for the Financial Year 2017-18, adopted in the Annual General Meeting held on August 24, 2018.

You are requested to take the same on record.

Thanking you,

Yours faithfully,  
For **TV18 Broadcast Limited**

**Deepak Gupta**  
**Company Secretary**

Encl.: as above

**TV18 Broadcast Limited**  
(CIN – L74300MH2005PLC281753)

Regd. office: First Floor, Empire Complex, 414- Senapati Bapat Marg, Lower Parel, Mumbai-400013

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TV 18

# India Watches

# TV 18

Annual Report 2017-18



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or for other information log on to:  
**[www.network18online.com](http://www.network18online.com)**







**TV18 is more than just a brand to 700 million people who watch our channels and represent about 90% of television viewing universe in India.**

**It is a brand that exudes trust. It informs, enlightens and entertains.**

TV18 brings to life the work of some of the world's most talented anchors, journalists, story tellers and actors for its audiences.

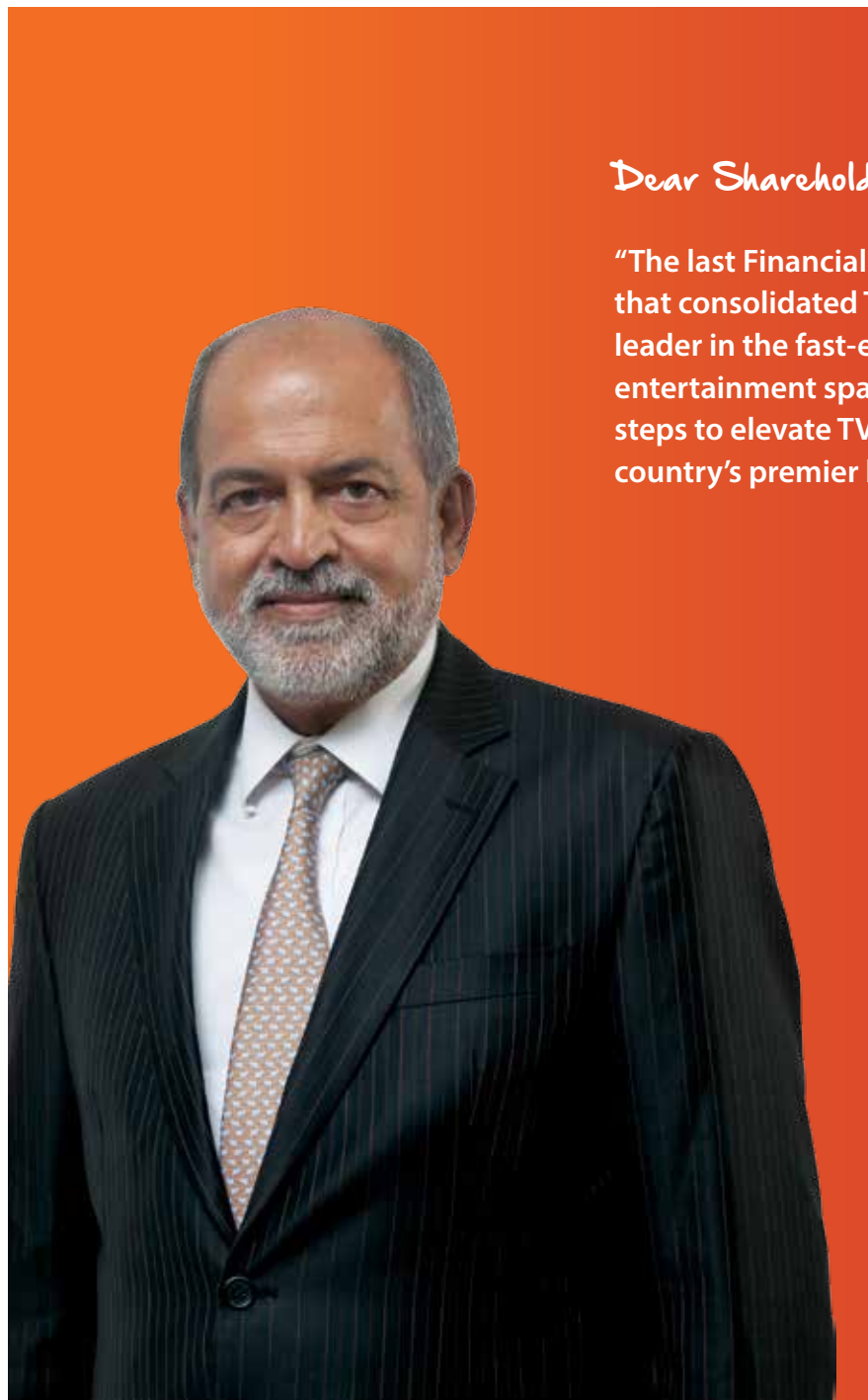
Its wide canvas brings together powerful personalities, global leaders, fresh ideas and topical subjects.

It connects with viewers across India's diverse landscape through screens of every size and nature; whether on handhelds, of televisions or in cinemas. It strives to inform and entertain; and its brands resonate with millions of Indians across demographics, languages and regions.

It is a place where Indians like to be and where India's diversity unites.

**India Watches TV18**

# A message from the Chairman



Dear Shareholders,

"The last Financial Year has been a year that consolidated TV18's position as a leader in the fast-evolving media and entertainment space. We took conscious steps to elevate TV18 into one of the country's premier broadcasting networks"

## A year of consolidation

FY 2017-18 was in many ways a year of continued investment in growth areas, while we consolidated certain businesses. I am very proud to state that our channels now touch the lives of 700 million Indians.

We made a strategic investment to acquire 1% additional stake in the Viacom18 joint venture to increase our overall stakeholding to 51%, thereby gaining operational control. The JV partners are aligned in the vision of superior growth at Viacom18, and believe that this will add value and bring synergies across the Group.

We continued to fill white spaces in the regional content space. We understand India's linguistic and socio-cultural diversity and their appetite for consuming content in their local language; and hence have identified

regional vernacular content as a key for future growth. In view of this, we strengthened our regional footprint with the launch of Colors Tamil around the end of the year in February 2018.

Colors Tamil with its fresh subjects and cinematic quality content has generated strong appeal among viewers, especially in the urban region. Within its first month of launch, the channel has made its presence felt in a highly competitive market, garnering 5% viewership share. With this, TV18 now has 7 regional entertainment and 14 regional news channels. We will continue to explore more such opportunities to deliver cutting edge localised content to underserved audiences.

The year saw us undertake an important transition as we brought together all the general news channels under one mega brand, News18. This was announced at the highly prestigious Rising India Summit, amidst the presence of the Honourable Prime Minister of India, Shri Narendra Modi, and other dignitaries. The event was the culmination of the state-level Rising Series that we had initiated during the year to bring together all the stakeholders of the states and discuss a roadmap for development. The unification marks our journey towards becoming one of the largest news brands in the world.

#### **Focussed on the digital opportunity**

We believe that the digital arena will be a significant growth driver in the coming years. As the world increasingly

converges to smaller screens, digital content consumption is bound to rise. Already, the online video consuming is witnessing a massive upsurge with viewer base growing by 64% to 250 million users in 2017. The increasing smartphone penetration, rising internet speeds and decreasing data charges will only intensify this growth. By 2020 it is expected that the userbase will double to 500 million. And this will drive monthly data consumption, which is expected to increase over four-fold from 3.9 GB per smartphone in 2017 to 18 GB by 2023. (Source: FICCI-EY Media and Entertainment report, 2018)

With our platform-agnostic approach and technological competence, we are well positioned to capitalise on this opportunity. We have leveraged this competence to build a powerful and scalable OTT platform, VOOT, which is garnering consumer admiration for its huge curated content library and user experience. VOOT had been downloaded by ~70 million users and has 35 million active users, spending an average of 40+ minutes daily. We will remain focussed on creating more digital-first content and promote fresh ideas to cater to evolving consumer preferences.

#### **Content innovation remains vital**

TV18 has always been a believer of encouraging creativity and embracing artistic independence. It is this virtue that has enabled us to create path-defining content that has been running successfully year after year and continues to attract more audiences. With our

strong team of storytellers, creative experts, journalists, anchors and actors, we will continue to launch innovative concepts and formats.

My colleagues and I appreciate the excellent work and commitment of our teams. Our efforts to bring on-stage some of the world's most powerful people, encourage thought leadership and spread positive social message only goes on to show our social and economic importance to the nation.

I take this opportunity to thank all the other stakeholders for their sustained trust in us. We continue to seek their support to make TV18 much stronger than it is today.

Warm regards,

**Adil Zainulbhai**  
Chairman



**TV18 is a full portfolio  
broadcast company,  
including all genres of news,  
entertainment, digital/OTT,  
live and film.**

# We are TV18

THE destination for news and entertainment

India's largest integrated news and entertainment network,  
**across 53 channels in 15 languages.**

**Subsidiary of one of India's most diversified media conglomerates,** Network18 Media & Investments Limited.

**TV18 is the 3rd largest broadcaster** in the country, and with subsidiaries/associates, commands a **13.4% share of all television viewership.**

**India's #1 news network,** taking leadership in responsible news reporting with over 1,200 journalists and anchors to provide global, national and local news.

**Fastest growing entertainment network in India,** bringing innovative ways to entertain and engage fans and audiences across through Movies, Music, General Entertainment and Kids genres.

Partnerships with global media and entertainment leaders  
**CNBC, CNN, Viacom Inc and A+E Networks.**



## Scalable Business Model



We have a **multi-platform and multi-lingual presence to cater to a diverse consumer base**



We meet evolving aspirations of consumers with **innovative content**



We strengthen content offerings by **strategically collaborating with global M&E leaders**



We **leverage network synergy** to facilitate cross-promotion and cross-pollination



We **strengthen brand equity** with our products and **packaging excellence**



We drive **innovativeness in content** with our **thought leadership**



## Highlights, FY 2017-18

### 3<sup>rd</sup>

Largest broadcaster in the country, and with subsidiaries/associates commands a 13.4% share of all television viewership

### #1

News network in India

### #3

Entertainment network (ex-ports)

### New Launches

**Colors Tamil**, a Tamil regional entertainment channel

**CNBCTV18.com** and **CNBC-TV18 app**, a premium digital platform for CNBC TV18 content

### Channel Performance

Hindi movie channel **Rishtey Cineplex** has broken even within 1.5 years of launch

Hindi News channel **News18 India** rose to #3 during the year

### Corporate / Other Highlights

**Raised stake to 51%** and took operational control in the **Viacom18 Joint Venture**

Converged all **17 general news channels** under **News18 umbrella**



### 9.5%

Viewership share of all news viewed in India



### Largest

Regional news network, with 59.7 crore average monthly reach



### 11.3%

Entertainment viewership share



# Multiple channels. Multitude of experiences.

Inform. Enlighten. Entertain.

We inspire innovation and creativity, embrace independence and diversity to inform, enlighten and entertain audience for a better future of media

$$\begin{array}{c}
 20 \\
 \text{News} \\
 \text{Channels}
 \end{array}
 +
 \begin{array}{c}
 33 \\
 \text{Entertainment} \\
 \text{Channels}
 \end{array}
 =
 \boxed{
 \begin{array}{c}
 53 \\
 \text{Channels}
 \end{array}
 }$$



## Television

### News

#### Business News



#### General News



#### Regional News



Multiple channels. Multitude of experiences.

Entertainment

Hindi General  
Entertainment



Regional  
Entertainment



English  
Entertainment



Kids  
Entertainment



Youth and  
Music



Infotainment



Digital

OTT -  
Video on Demand



Digital  
Content



Film Production and  
Distribution



Content Asset  
Monetisation



# Watched by millions. Everyday.

Be it a new-age professional or an old shopkeeper from the hinterland, a middle-aged rural housewife or an urban kid, a regular TV-viewer or a mobile-video aficionado - **TV18 touches everybody's life.**

Every passing day, we inspire millions across India from all demographics and backgrounds to engage with our content and spend more time with us.

Bringing stories through the most talented reporters, anchors and storytellers from across the country.

We believe in immersive news coverage. We host on stage, the world's most renowned and inspiring performers. We redefine television viewing experience with innovative and refreshing entertainment.

#CNBCTV18Number1

**CNBC-TV18**  
**DEMOLISHES THE**  
**COMPETITION**

**CNBC-TV18**  
INDIA'S NO.1 ENGLISH NEWS CHANNEL

**ALL ENGLISH GENERAL**  
**NEWS CHANNELS**  
**PUT TOGETHER**

Source: BARC | TG: Males 22+ AB | Market: All India | Period: 1st Feb'18, Budget Day, 24 hours



SONIA SHENOY   UDAYAN MUKHERJEE   SHEREEN BHAN   LATNA VENKATESH   ANUJ SINGHAL

**INDIA'S BUDGET HEADQUARTERS**

Watched by millions. Everyday.



We have steadily emerged as India's largest and most preferred broadcaster. Today, 700 million people from across India and millions from 145 other countries tune in to our channels for their diverse requirements.



## 700 million Indians

representing almost 90% of television  
viewing universe watch TV18



## 26.9 hours

average time spent by viewers  
with TV18 channels each week



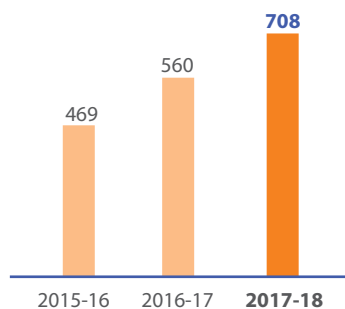
## One in every two Indians

is a consumer of  
our content



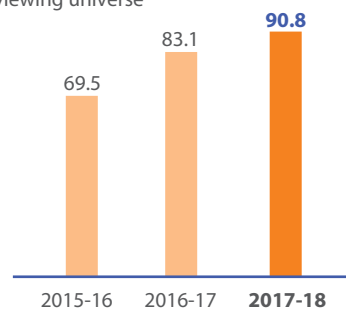
### Our growing reach

In Millions



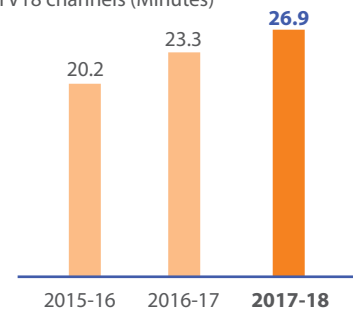
### Our increasing presence

Our reach as a % of the entire TV  
viewing universe



### Our expanding engagement

Weekly Average Time spent across  
TV18 channels (Minutes)





# Well integrated into India's regional landscape

## Reaching out to vernacular audience

We operate India's largest regional news network comprising 14 general news and 1 business news channel. Our 7 regional GECs entertain people in the language of their choice.



Colors Kannada  
# 1 Kannada  
GEC



Colors Marathi  
#2 Marathi  
GEC



Colors Gujarati  
#1 Gujarati  
GEC



Colors Bangla  
Fastest growing  
Bengali GEC



## We launched Colors Tamil in February 2018

taking our regional entertainment bouquet to seven channels. This is in line with our long-term strategy to capture a larger share of the high-growth regional space.



News18 Rajasthan (formerly ETV Rajasthan) continued to be #1



CNBC Bajar  
Only Gujarati business news channel



News18 Uttar Pradesh/  
Uttarakhand continued to be #2

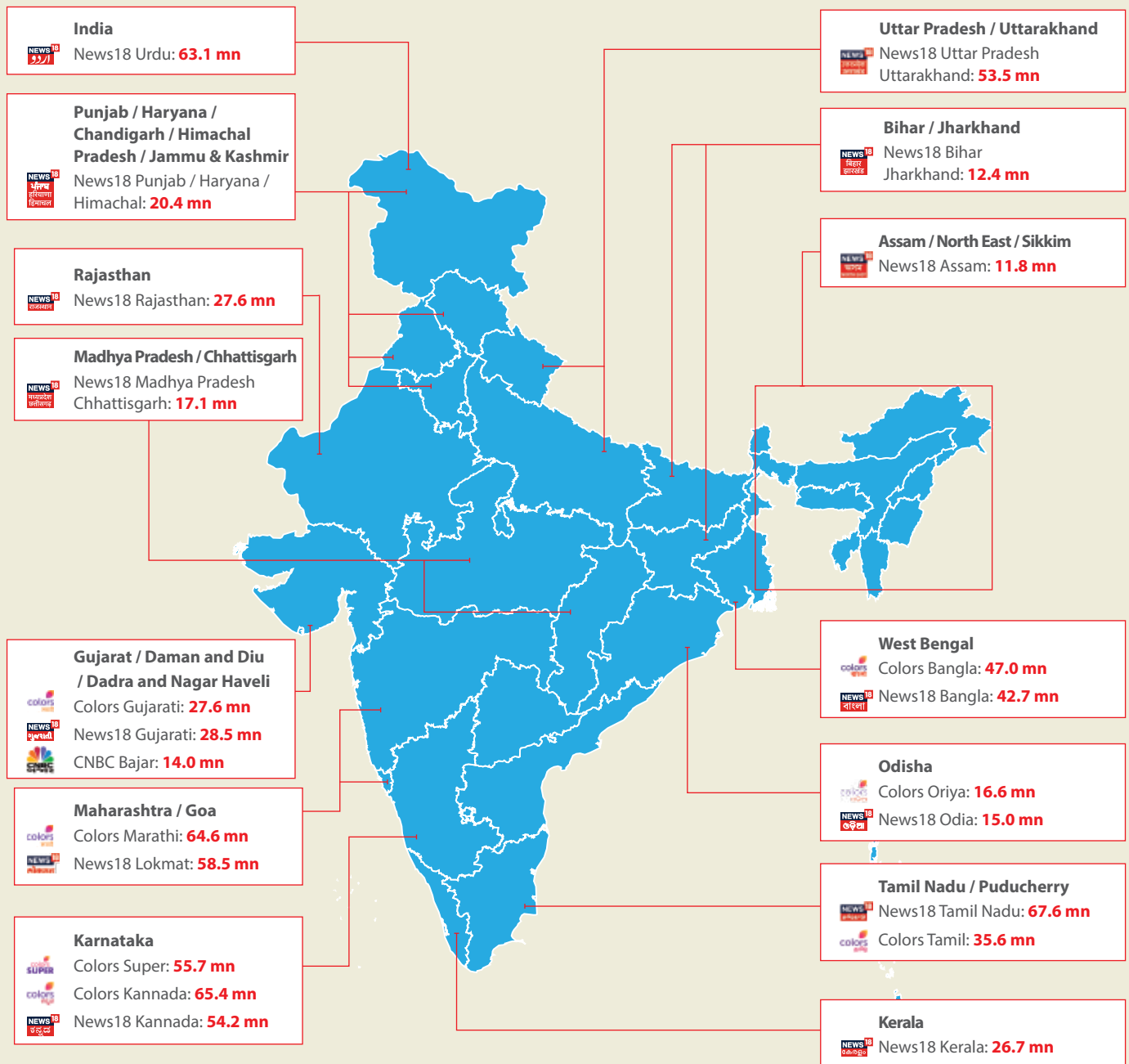




Well integrated into India's regional landscape



## National presence. Local essence. TV18 channels watched across India in 15 languages.



Reach of channels in FY 2017-18

Map not to Scale. For Illustrative purpose only.

Nurtured through creativity,  
defined by excellence

## We take pride in our talent.

Be it in front of the camera or behind the scenes, we value excellence.

It is therefore no coincidence that most of our channels are leaders in their respective genres, including niches.

We encourage innovation and creative independence amongst our teams to develop content that is memorable and has a lasting impact on our viewers. Across a diverse genre of entertainment channels as well as films, we have created content that has successfully captivated audiences. We continue to launch innovative formats and concepts to cater to the evolving preferences of consumers.

## TV18's subsidiary Viacom18 is India's fastest growing entertainment network

**#3**

Entertainment network by viewership (in non-sports space)

**#1**

Hindi general entertainment channel in urban India



**#3**

Free to Air Hindi general entertainment channel



**#3**

Hindi movie channel within 2 years of launch



Nurtured through creativity, defined by excellence



The airing of popular events like 'Filmfare Awards', 'IIFA Awards' and 'Indian Television Academy Awards' on Colors, reiterates its commitment to be the preferred entertainment partner for viewers.



**#1**

In English entertainment with 60% share through top 3 channels



**#1**

In Kannada entertainment with 2 channels delivering ~44% viewership share



**#1**

Youth brand



**#1**

Kids channel





## A history of creating and curating quality content



### Our shows have a loyal viewership



- Khatron Ke Khiladi – 8 seasons
- Bigg Boss – 11 seasons
- Rising Star – 2 seasons
- Naagin – 3 seasons



- Young Turks – 16 seasons



- OMG! Yeh Mera India – 4 seasons



- Spiltvilla – 10 seasons
- MTV Roadies – 15 seasons
- MTV Unplugged – 7 seasons



## We bring to the fore innovative concepts



- Dropout – India's first show to form a start-up on TV
- Troll Police – India's first show that catches and confront online 'trolls'



- Rising Star – Live broadcasted talent show with online audience voting
- India Banega Manch – Inviting people from the streets of different cities of India to perform and attract maximum crowds



Nurtured through creativity, defined by excellence



## Leadership in the news space



**#1**

news network  
in India



**#1**

in English business news  
space **CNBC-TV18**



**India's**

largest regional  
news network  
with 14 channels



**#3**

in the Hindi general news  
space – **News18 India**



**69%**

viewership in the Hindi  
business news space  
**CNBC Awaaz**

### Promoting thought leadership

We initiated one of India's most comprehensive thought leadership programmes with our marquee Rising Series. Through the series, we created a state-level platform to facilitate open-dialogue between politicians and various state stakeholders to discuss, debate and identify a roadmap for development. Held across various states, the series culminated at the mega Rising

India Summit which was attended by the Honourable Prime Minister of India, Shri Narendra Modi, Nobel Laureate Economist Paul Krugman and several other dignitaries from different walks of life.

### At the cutting edge

With our large and formidable team of trusted anchors and experts, we continue to dominate the news space with our

offerings of 4 business, 2 general and 14 regional news channels. We define the business news genre with our comprehensive, insightful and in-depth coverage of significant economic, political and financial events. Our general and regional news portfolio under the umbrella brand News18 is increasingly a force to reckon with.



**CNBC Awaaz had 80% viewership share on Union Budget Day, peaking at 90% during Finance Minister's speech**



**CNBC- TV18 had 79% channel share for Budget Day Programming, higher than all English news channels combined**





Television viewing best appeals to audience when they can emotionally and personally connect with its content and characters. We understand the pulse of India's massive diversity and present vernacular content with the flavour of local culture to provide an unmatched viewing experience.

### The Rising Series

The Rising Series focussed on holistically analysing the development of Indian states. Held across 11 states, it brought together politicians (ruling and opposition), bureaucrats, and other key stakeholders to discuss, debate and identify the roadmap for development in their respective states. Rising India was the culmination of this series, which witnessed the bringing together of all general news channels under one mega brand, News18.



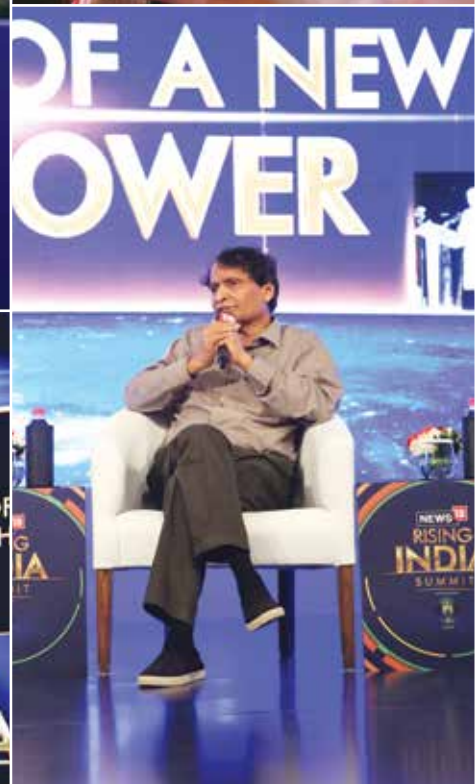
All our  
**14**  
regional news channels  
are under the  
**NEWS 18**  
NETWORK  
umbrella now



#1 and largest  
regional news  
network in India



**597 million**  
viewers watch TV18  
regional news channels





### Focussed on impactful local reporting

- Held **Rising Series across various states** to create a platform for dialogue between politicians and other key stakeholders of the state to highlight issues and identify a roadmap for development
- **In-depth coverage** of local elections, regional issues and citizen journalism





# India watches TV18... anytime, anywhere

Consumers today are empowered. With the democratisation of content, they have the freedom to choose what they want to watch, where and how. With our premium ad-supported video on-demand platform, VOOT, we remain at the forefront of creating content that is relevant to discerning digital audience across segments. The user-friendly front-end and high-tech engine enables seamless viewing experience across varied devices and its connection speed is backed by a robust analytics back-end.

## voot



**70 million**  
Gross downloads



**35 million**  
monthly active users

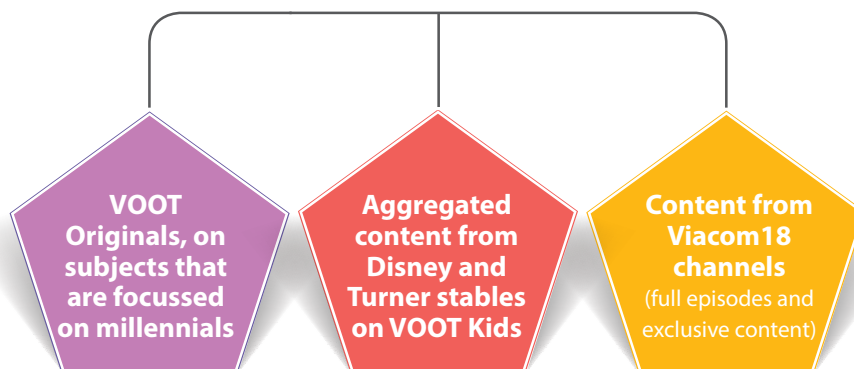


**40+ minutes**  
average watch time  
per active user per day

**VOOT is the #2 broadcast-OTT platform in the country, with 50,000+ hours of content on it.**



## VOOT's Offerings



**VOOT** takes leadership mantle on innovation across content, technology and marketing, aimed at providing an immersive experience for its users.



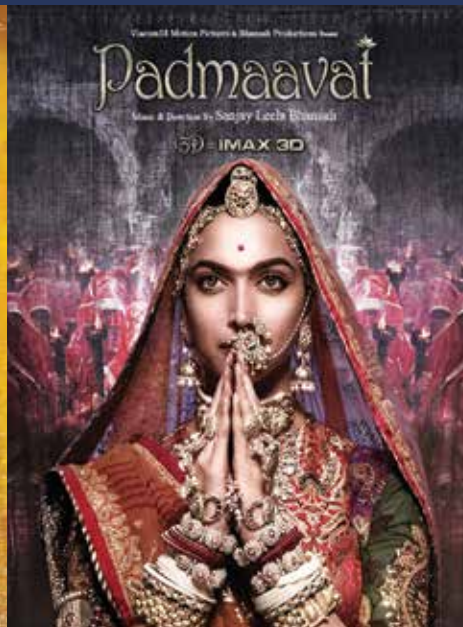
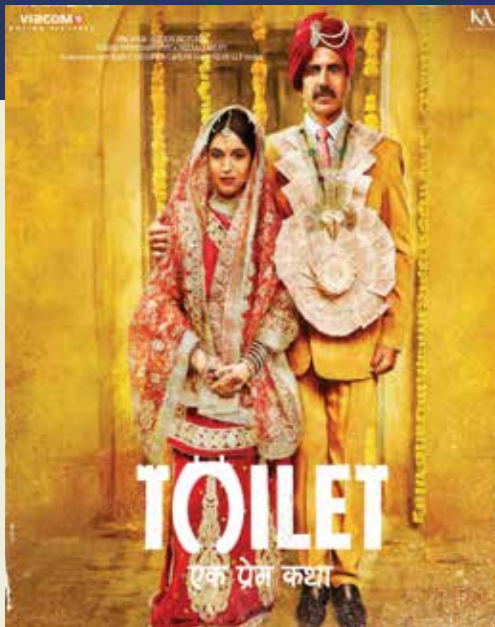
**Winner of the coveted 'Best of 2017' apps** by the iOS App Store and IBC Global Innovation Award 2017 for its Progressive Web App product 'Katha', 'Padmaavat', 'Aapla Manus' and 'The House Next Door'.



India watches TV18... anytime, anywhere

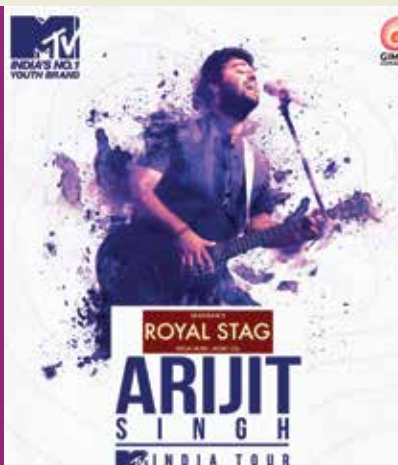


Our film entertainment business (under Viacom18 Motion pictures) received critical acclaim and commercial success in FY 2017-18 with successful launches like 'Toilet Ek Prem Katha', 'Padmaavat', 'Aapla Manus' and 'The House Next Door'.



**Viacom18 Live** has created and scaled up Live IPs of Viacom18's iconic brands across Music and Comedy.

The 5th edition of Vh1 Supersonic, India's #1 multi-genre Music festival, in Feb 2018 witnessed a footfall of 60,000.



## Board of Directors



### **Adil Zainulbhai**

Adil is a Mechanical Engineering graduate from the Indian Institute of Technology and an MBA from Harvard Business School. He is currently the Chairman of Quality Council of India, where he worked on several projects for the Government around many of its flagship schemes. He retired as the Chairman of McKinsey India and during his 34-year stint, he led its Washington office and founded the Minneapolis office. He is very active in community and social causes.



### **Dhruv Subodh Kaji**

Dhruv is a Commerce graduate from the University of Mumbai and an Associate Member of the Institute of Chartered Accountants of India. He is a Financial Advisor and a Management Consultant with an experience of over 31 years. He has expertise in evaluating and guiding business projects in India and abroad. He has served as Finance Director of Raymond Limited.



### **Rajiv Krishan Luthra**

Rajiv is the Founder and Managing Partner of Luthra & Luthra Law Offices, one of India's largest law firms. He has over 32 years of experience in advising clients on a vast range of commercial transactions including infrastructure projects. He has been conferred with Alumni of Harvard Law School and a Fellow of the British Commerce Society and the Royal Geographical Society. He is a member of SEBI's High-Level Committee for 'Reviewing Insider Trading Regulations' and SEBI's Committee on 'Rationalization of Investment Routes and Monitoring Foreign Portfolio Investments'.



**P.M.S. Prasad**

Prasad is a Science and Engineering graduate. An Executive Director at Reliance Industries Ltd, he has contributed to its growth over the past three decades across various positions in the petrochemicals refining and marketing, exploration and production and fibres businesses. He is the recipient of the Energy Executive of the Year Award in 2008 from Petroleum Economist for his exemplary leadership in steering Reliance's diversification from a refining and petrochemicals to an exploration and product business company. He has been felicitated with an honorary doctorate by the University of Petroleum Engineering, Dehradun, for his contribution to the petroleum sector.

**Jyoti Deshpande**

Jyoti has over 25 years of experience in media and entertainment across advertising, media consulting, television and film. She has been part of the leadership team of Eros International since 2001 and as Group CEO & MD she has spearheaded Eros's growth as a global leader in Indian filmed entertainment. Prior to joining Eros in 2001, Jyoti has worked for 7 years in the field of advertising, media consulting and television with companies such as J Walter Thompson India, Mindshare, Zee Television and B4U Television. Jyoti has a Bachelor's Degree in Commerce and Economics from Mumbai University and a Master's Degree in Business Administration (MBA) from SPJIMR, Mumbai University.

To view detailed profiles of the Board of Directors, please visit our website: [www.network18online.com](http://www.network18online.com)

# Corporate Information

**BOARD OF DIRECTORS****Adil Zainulbhai**

Chairman and Independent Director

**Dhruv Subodh Kaji**

Independent Director

**Rajiv Krishan Luthra**

Independent Director

**P.M.S. Prasad**

Non-Executive Director

**Jyoti Deshpande**

Non-Executive Director

**GROUP CHIEF FINANCIAL OFFICER**

Ramesh Kumar Damani

**COMPANY SECRETARY**

Deepak Gupta

**AUDITORS**

S.R. Batliboi & Associates LLP

Chartered Accountants

**BANKERS**

ICICI Bank Limited

Kotak Mahindra Bank Limited

Yes Bank Limited

**REGISTERED OFFICE**

First Floor, Empire Complex

414, Senapati Bapat Marg, Lower Parel

Mumbai - 400 013, Maharashtra

Tel: +91 22 6666 7777/4001 9000

Email id: investors.tv18@nw18.com

Website: www.network18online.com

**REGISTRAR & SHARE TRANSFER AGENT**

Karvy Computershare Private Limited

Karvy Selenium, Tower B, 6<sup>th</sup> Floor

Plot 31-32, Gachibowli, Financial District

Nanakramguda, Hyderabad - 500 032

Ph: +91 40 6716 1700,

Toll Free No. : 1800 425 8998

Fax: +91 40 6716 1680

Email id: tv18investor@karvy.com

Website: www.karvycomputershare.com



# Statutory Reports

# MANAGEMENT DISCUSSION & ANALYSIS

The Media & Entertainment (M&E) industry posted robust growth, in FY17, reaching ₹ 1.5 trillion

## COMPANY OVERVIEW

'TV18 Broadcast Limited', a subsidiary of Network18, manages its primary business of broadcasting. TV18 runs the largest news network in India, spanning business news (4 channels with market leadership), general news (1 each in English and Hindi) and regional news (14 channels across India, including joint venture News18-Lokmat). Marquee brands like CNBC-TV18, CNBC Awaaz and CNN-News18 are part of this news bouquet.

**TV18** | Runs the largest news network in India



## FORWARD-LOOKING STATEMENTS

Statements in the Management Discussion and Analysis, which describe the Company's objectives, projections, estimates, expectations, may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, input prices, changes in government regulations, tax laws and other factor such as litigation.

Network18 Media & Investments Limited is one of India's most diversified Media and Entertainment conglomerates. It has interests across television, digital content, filmed entertainment, e-commerce, magazines and allied businesses.

TV18's entertainment subsidiary Viacom18 (a joint-venture with Viacom Inc) operates an array of entertainment channels. The entertainment portfolio comprises Hindi general entertainment channels, English entertainment, movies, youth and musical entertainment, kids genre and seven regional entertainment channels as well. This includes leading properties like Colors, MTV and Nickelodeon. The Group has a presence in the



movie business too, which it operates through Viacom18 Motion Pictures.

TV18's Infotainment subsidiary AETN18 (a joint venture with A+E Networks) operates factual entertainment and lifestyle channels named History TV18 and FYI TV18 respectively.

TV18 and Viacom18 have also formed a multi-platform content asset monetisation entity Indiacast, which drives domestic and international channel distribution, placement services and content syndication for the Group's channels and for other broadcasters as well.

## INDIAN ECONOMY

The third quarter of FY 2017-18 witnessed India's climb back on a growth trajectory, making it the fastest-growing major nation in the world. After dropping sharply to a three-year low of 5.7% in the first half of FY17, it recovered smartly to 7.2% in the quarter ended December 2017. This has been viewed by most as a sign that the economy has adjusted to the two recent policy shocks – demonetisation and implementation of GST – and is ready to resume its high growth path.

The third quarter of FY 2017-18 witnessed India's climb back on a growth trajectory, making it the fastest-growing major nation in the world

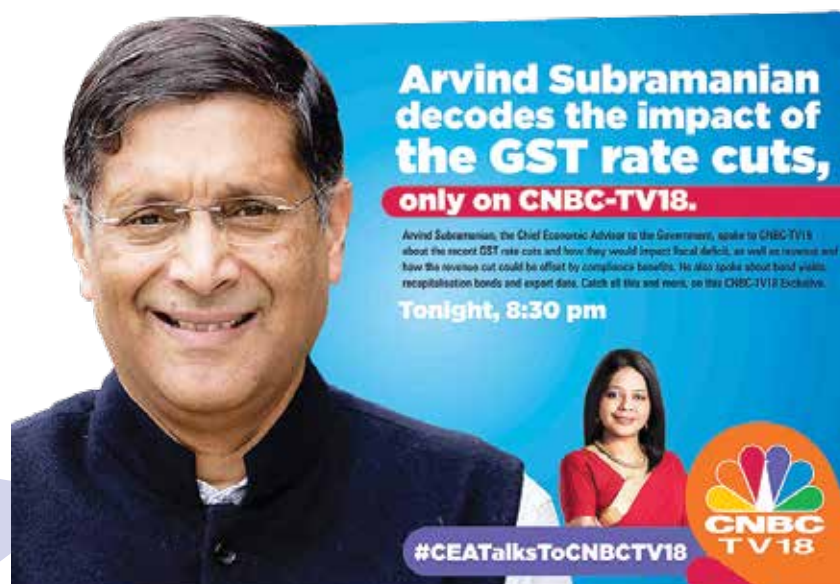
**12.6%** | Growth of M&E sector in FY17 over the previous year

In its World Economic Outlook Update, the International Monetary Fund (IMF) also remains optimistic about India's growth potential. It has forecasted India's GDP growth at 7.4% for FY18 and expects that to accelerate to 7.8% in FY19.

## INDIAN MEDIA AND ENTERTAINMENT

### Industry overview

Mirroring good growth in the economy, the Media & Entertainment (M&E) industry posted robust growth, in 2017, reaching ₹ 1.5 trillion, according to the 'FICCI-Frames - 2018 report, Re-imagining India's M&E sector'. More noticeably, all segments of the industry posted growth, with digital media clocking the highest rise of 24.9% and print



Arvind Subramanian #CEATalksToCNBCTV18

bringing up the rear with 5.7%. The year was also characterised by strong elements of consolidation and innovation on the back of digital, both for consumers and all along the content supply chain.

The increasing popularity of mobile cameras, internet and the easy and affordable access to information and computing power in hand-held devices has changed the dynamics of media consumption and production. Now, more than ever, the M&E industry has become more inclusive and democratic.

Advertising budgets followed the changing content consumption patterns of consumers and this drove the digital segment to the top of the growth list. The films segment also saw strong growth, aided along by international revenues generated by Indian films. With the re-emergence of India as an efficient and high quality outsourcing destination, animation, VFX and post production business also saw good growth. With the rising incidence of sporting meets and events (conferences, exhibitions, etc.), especially in tier II and III cities, the events segment maintained its strong pace of growth. The television segment gained traction on the back of digitisation of television homes. It also got mileage from non-fiction programming, particularly in regional languages.

Overall, the M&E sector grew faster than India's GDP, reflecting the increase in disposable incomes resulting from relatively stable economic growth. According to the FICCI-Frames report, Re-imagining India's M&E Sector – March 2018, the M&E sector continues to show great potential, and is expected to grow on the back of India's need for escapism, knowledge and social acceptance. Media and entertainment has become a necessity of life, and provides exciting opportunities for existing and new companies as it heads towards a ₹ 2 trillion (USD 31 billion) industry by 2020.

**24.9%** Digital media growth in 2017 compared to the previous year

## Revenue growth in different segments of the M&E sector

Overall industry size (for calendar years)	CY2016	CY2017	CY2018E	CY2020E	CAGR 2016-20
Television	594	660	734	862	9.8%
Print	296	303	331	369	5.7%
Filmed entertainment	122	156	166	192	11.9%
Digital media	92	119	151	224	24.9%
Animation and VFX	54	67	80	114	20.4%
Live events	56	65	77	109	18.0%
Online gaming	26	30	40	68	27.5%
Out of Home media	32	34	37	43	7.7%
Radio	24	26	28	34	8.6%
Music	12	13	14	18	10.6%
<b>Total</b>	<b>1,308</b>	<b>1,473</b>	<b>1,660</b>	<b>2,032</b>	<b>11.6%</b>

All figures are gross of taxes (₹ in billion)

The state-of-the-art News18 India studio

**USD 31 billion**  
Estimated size of the Media and Entertainment industry by 2020



OTT platforms like VOOT from the Network18 group have gained substantially from falling data prices and rising smartphone penetration.



## Growth Drivers

### Rise in Digital Subscription and Digital Advertising Spends

FY17 saw a powerful rise of 50% in Digital subscription. As per industry estimates, quoted by the FICCI-Frames 2018 report, there are around 2 million paid digital subscribers across application providers, and between 1 and 1.5 million customers who have moved entirely to digital media consumption. By 2020, the number of digital-only consumers is expected to rise to 4 million. Availability of niche content, global content, increased OTT-only content, sports and falling data charges will drive the wider adoption of subscribers.

A parallel phenomenon is the rise of advertising spends on digital. As screens and internet broadband penetration increases, alongside a fall in data rates, there was a parallel increase in the consumption of content and rise in time spent on digital media. Following this trend, some advertising spends did shift to digital medium, as per the FICCI report. Consequently, digital advertising comprised 17% of the total advertising

spends in 2017. Going forward, by 2020, the share of digital advertising is expected to grow to 22%, making Digital the third largest segment of the Indian M&E sector (after Television and Print), ahead of even Filmed Entertainment.

### Television posts good growth in revenue and penetration

TV penetration in India continued to grow to reach 64% (183 million households), accounting for about 780 million viewers. With digitisation, the monetisation of this viewership became more transparent. DAS markets clocked an increase in ARPU, which is now flowing to MSOs and distributors more seamlessly.

### ARPU in DAS markets

Phase	Customer ARPU range (in ₹, gross of tax)
I	250-350
II	200-325
III	150-225
IV	125-200

Source: Industry discussions, EY analysis

## Revenue sharing

Stakeholder	Before digitisation	After digitisation
Consumer ARPU	100%	100%
LCOs	65%-80%	45%-55%
MSOs	10%-20%	15%-25%
Broadcasters	10%-20%	20%-30%

Source: Industry discussions

This year, the full impact of BARC's enhanced rural panel weightage became apparent. Some genres, such as Infotainment, English News and English Entertainment saw a reduction in their viewership. However, the increase in weightage to rural India registered a higher viewership of kids' content compared to the previous year.

## International taste for high budget Indian films

A combination of high growth in overseas theatrical releases (particularly in China), growth in satellite rights values and domestic box office collections rendered a growth of 27% in the Indian film industry. Movie releases like Baahubali and Dangal propelled growth in both the domestic and international markets.

The success of Baahubali last fiscal is likely to drive the creation of high budget Hindi and regional movies in the years to come. However, domestic box office collections should be able to adequately support such higher investments. In addition, India's current screen density of less than 10,000 screens compares poorly with developed media markets, like the US, and even China.

While the current success in the international markets points to promising times ahead, the limited release of foreign films in China, due to regulations, could limit the growth in overseas markets. Lastly, the success of films is not linear; it depends largely on the number and types of releases.

## Better measurement and analytics of viewership

Broadcast Audience Research Council (BARC) is a joint industry body of broadcasters, advertisers and advertising agencies. Because of its ability to measure viewership habits of both Rural and Urban TV households, through BAR-O-Meters seeded in a growing number of TV households across

the country, BARC has unlocked considerable insights into a vast majority of India's media and entertainment preferences. Keeping up with the convergence in the M&E industry, BARC will be launching its combined TV plus digital measurement system "EKAM". This will create a uniform currency to measure performance across both mediums.

## OUTLOOK FOR THE MEDIA INDUSTRY

With the recovery and fast growth in the Indian economy, the prospects of the Indian M&E industry look bright. In fact, it is expected to grow at a higher pace than even the economy in the medium term. Largely driven by sentiment, ad spends by companies are expected to increase in 2019 and beyond and advertisements account for around 50% of the M&E industry's revenues. Additionally, export-led entertainment companies are expected to gain from global growth.

## THE INDIAN TELEVISION INDUSTRY

### Overview

The Indian Television industry grew 11.2% (9.8% net of taxes) from ₹ 594 billion to ₹ 660 billion in 2017. Its advertising revenues, which comprise 40% of revenues, grew to ₹ 267 billion while revenue from distribution (i.e. consumer spend), which comprises the remaining 60%, grew to ₹ 393 billion.

The Indian Television industry grew 11.2% from ₹ 594 billion to ₹ 660 billion in 2017



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According to EY estimates, advertising is 41% of industry revenues today (72% of broadcaster revenues) and this is expected to grow to 43% of total revenues by 2020 (75% of broadcaster revenues).

According to the FICCI-Frames report, TV viewership has grown 21% across all age groups. In terms of content, 54% of content viewed is in the GEC genre, followed by movies, which comprise 23% of total content viewed. News and music account for 7% and 6%, respectively.

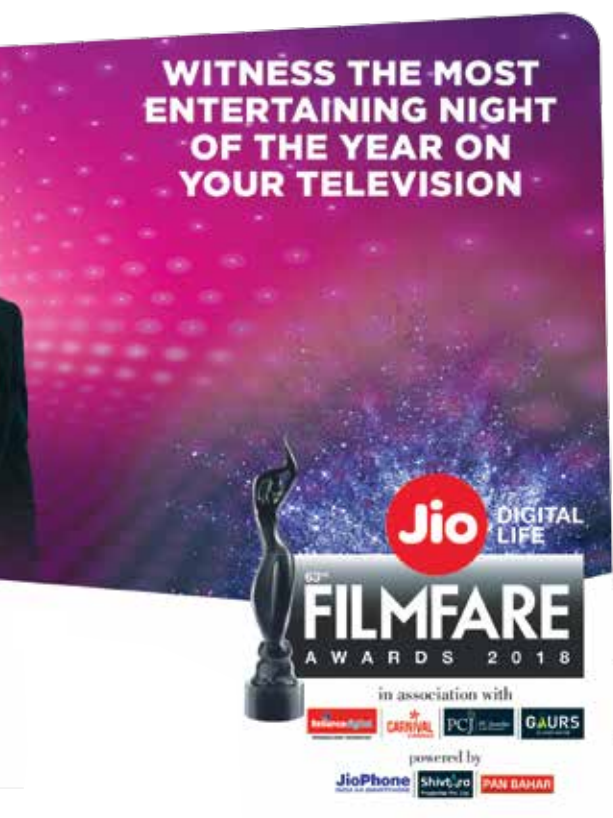
### Revenue performance of the Television sector

Stakeholder	2016	2017	2018E	2020E
Advertising	243	267	304	368
Distribution	351	393	430	494
<b>Total</b>	<b>594</b>	<b>660</b>	<b>734</b>	<b>862</b>

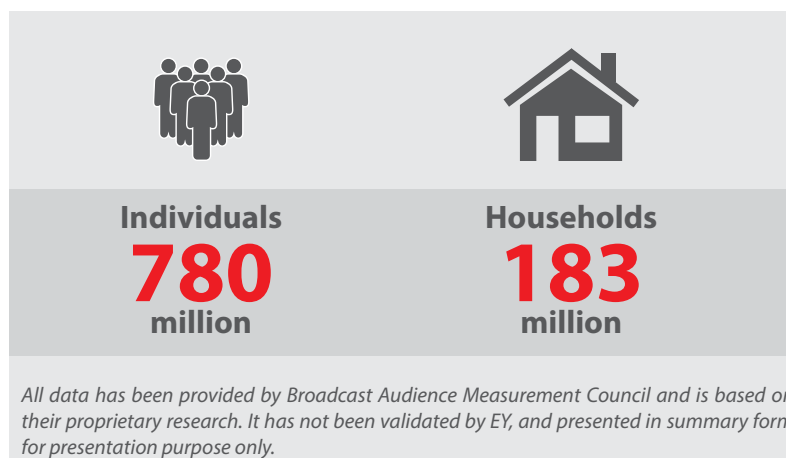
Gross of taxes (₹ in billion)

At present, ~36% of Indian households are yet to get television screens. As these are bottom of the pyramid households, they would tend to move first towards free and sachet products.

Filmfare Awards exclusively on Colors TV

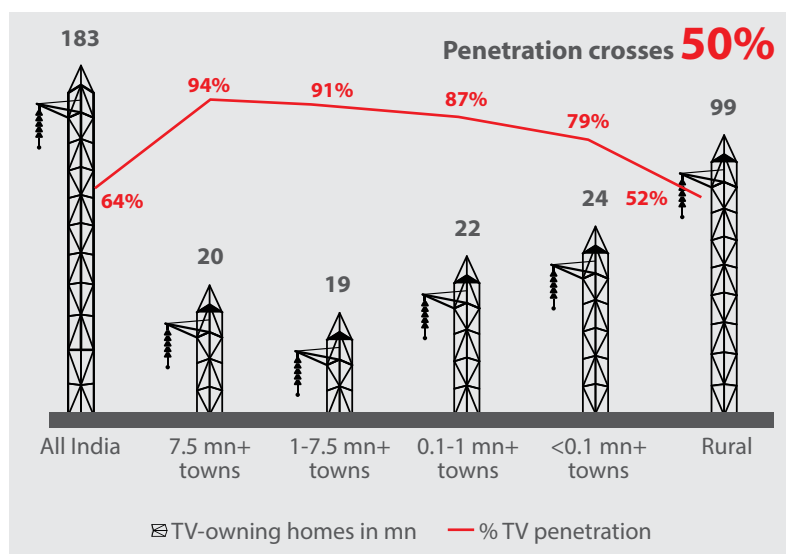


### SIZE OF TV UNIVERSE



### RURAL TV

Rural India at 99 mn TV homes is 17% higher than Urban India but is only 52% penetrated



There are 877 licensed private satellite TV channels, of which 389 are news channels and 488 are non-news channels; in terms of subscription, 300 were pay channels and 577 were Free To Air (FTA). During 2017, 11 fresh channel licenses were issued. The local cable operator universe comprises over 60,000 operators.

### Trends in the TV industry

According to a 'BARC – FICCI Frames report - 2018, The changing face of TV in India', the Hindi GEC

category leads all other channels with a reach of 499 a week, with Hindi movies close on its heels with 471. In the GEC genre, while the three top choices for urban India were talent search/feats/ reality show, drama/soap, mythological/costume dramas, those in the rural areas put drama/soap at the top of the list, followed by mythological/ costume dramas and finally talent search/feats/ reality shows. In the sports genre, while cricket still remains the most popular sport watched on TV, local sport Kabaddi is fast gaining share.

The evening prime time contributes to over 30% for Hindi, English and Regional News. However, Morning Time contributes maximum to News in Andhra Pradesh and Tamil Nadu.

## Advertising

**Increases in advertising revenue driven by volumes and premium properties**

According to BARC, the number of advertisers on TV grew to 12,964 and ad volumes grew to 70 million insertions, in 2017. Total ad revenue grew 10% (8.7% on a net of tax basis), from ₹ 243 billion to ₹ 267 billion. This was largely driven by increased volumes on the back of the launch of more channels, particularly in the FTA space. At the same time, the ad revenue of premium properties such as sports, prime time content, film premieres and reality TV also grew.

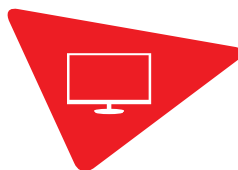
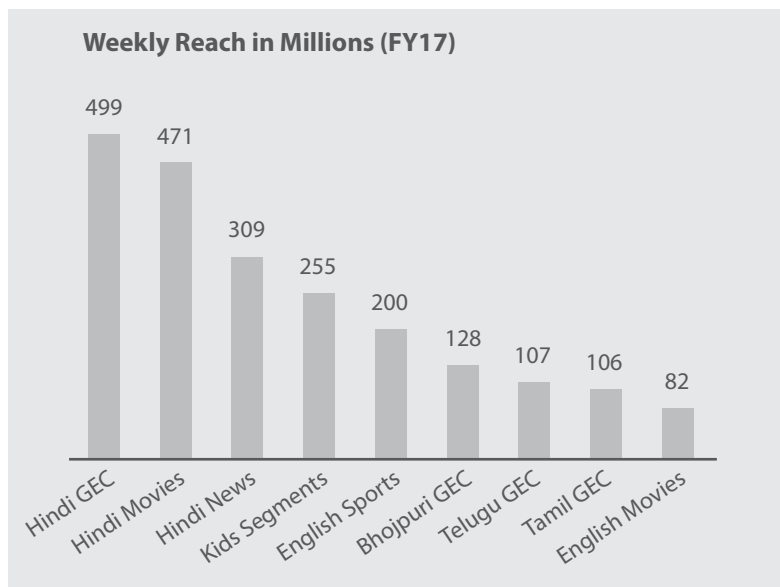
**Top 10 channel genres account for 47% of total ad volumes**

Almost half of the total ad volumes (47%) came from the top 10 channel genres, with 30% coming from Hindi channels and the balance 17% from Tamil, Telugu and Bangla. Hindi Movies as a genre clocked the largest advertisements, helped along by the launch of several FTA movie channels on DD Free Dish. Nevertheless, regional channels are outpacing many other genres in terms of growth, leading large broadcasters to consider enhancing their regional channel offerings.

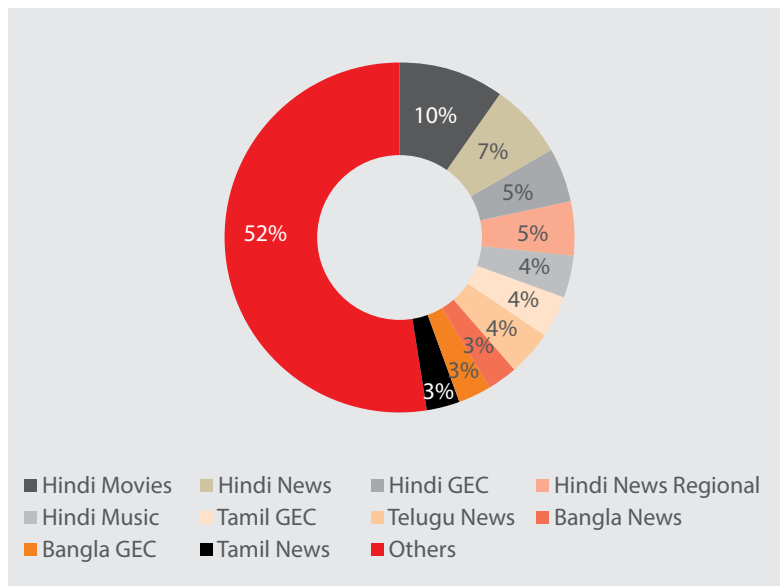
**Free Dish offerings rake in ad revenues**

Large private broadcasters saw a growth to over ₹ 20 billion in advertising revenues from their Free Dish offerings, largely on account of the fast growth of this facility but also partly due to the increased rural weightage used by BARC.

## TV CHANNELS



## SHARE IN AD REVENUES



**47%** | Almost half of the total ad volumes came from the top 10 channel genres



These channels have a large reach and are often some of the most viewed channels in the country. Since the captive audience of these channels is different from that of the pay TV channels, advertisers wishing to use television to reach out to lower NCCS audiences, particularly in rural areas, see good opportunity in advertising on them.

#### News channels thrived on events

A lion's share of 40% of revenues for certain channel genres, particularly business and regional news, came from events and activations. Over the past few years, there has been a steady rise in the number of awards, contests, etc. It has been estimated that over 650 events are telecast on news channels in India annually. Bundling of sponsorship with advertising time has emerged a cost-effective formula for sponsors.

#### Slot sales remain steady

Slot sales volumes to advertisers continued to hold for many channels with the launch of additional FTA and pay channels in the news, GEC and movies genres. These have high distribution in HSM and regional markets and have created inventory availability. As a result, they generate estimated revenue of between ₹ 5 and 8 billion.

#### Distribution

##### Fragmented distribution market

There are an estimated 60,000 local cable operators (LCOs) and more than 6,000 multi-service operators (MSOs) in the distribution segment in India. There were six pay direct-to-home (DTH) operators and

Doordarshan's free satellite service in operation. In addition, there was one Headend-in-the-sky (HITS) operator. The DTH companies and 10 largest MSOs dominated the market, serving around 65% of pay TV homes.

#### Steady growth in TV-viewing households

Clocking a 3.5% growth over the previous year, TV penetration in India reached 64%, taking the total number of TV-viewing households to 183 million in 2017. This translates into approximately 780 million viewers. 83% of the total TV households were paying households.

Stakeholder	2016	2017
Cable	100.5	98.5
DTH*	49	52
HITS	0.5	1.5
Free TV	26	31
<b>Total</b>	<b>176</b>	<b>183</b>

(Television households in millions)

\*Net of temporarily suspended subscribers, which if included, could grow the subscriber base to around 65 million.

#### Digitisation resulted in increased customer ARPU

As anticipated, digitisation led to higher collections from end customers, across all DAS markets. This, in turn, led to an increase in revenue received by MSOs and broadcasters. Prior to digitisation, revenue leakages adversely impacted MSOs as LCOs tended to under-report the number of subscribers to retain higher margins. However, now transparency has increased and MSOs have greater clarity on the number of active consumers of every

LCO. This has led to an increase in the bargaining capacity of MSOs.

	TV-owning Homes (mn)	TV Penetration (%)
Rural India	99	52
All India	183	64

The elimination of channel aggregators and distributors has also culminated in better bargaining power for MSOs and thereby better revenue to distributors. Their collections from digitised LCOs in the DAS I and DAS II markets now ranges from ₹ 80 to ₹ 125 per subscriber per month. In the DAS III markets, their collections also grew significantly from ₹ 50 to ₹ 80 per subscriber per month from the earlier range of ₹ 30 to ₹ 50.

## MSOs and broadcasters see improved revenue streams

With the introduction of digitisation, the revenue dynamics of the entire distribution have changed. With enhanced transparency at the LCO level, MSOs have gained and so have broadcasters. According to EY, there has been a concerted push towards the implementation of a prepaid model by several leading MSOs. Having invested in implementing B2B online portals, they are pushing LCOs to transact online on a prepaid basis. Currently, though the prepaid models are only implemented by a handful of large MSOs, that too only in some markets. Nevertheless, the trend is likely to catch on with other MSOs too as it streamlines billing and reduces collection efforts significantly.

## ARPU under pressure despite growth in DTH subscribers

During 2017, the number of active DTH subscribers in India grew by over three million largely on account of digitisation in DAS III and DAS IV markets. However, due to various factors - demonetisation, implementation of GST, the introduction of low value packs for rural markets, attempts to counter the competition from Free Dish providers - ARPUs have been flat at around ₹ 220 per month, despite muted increase in package prices. The upside for broadcasters is that the visibility of their content has improved. Although they have not been able to monetise this yet, as incomes rise, there is scope to leverage their household presence with advertisers.

## OTT viewership continues to grow

The gap between the cost of watching an hour of TV on broadband and traditional cable or DTH has significantly reduced, thanks to the fall in broadband pricing. However, with the assumption that an average TV household watches over three hours of content a day, it is currently still more expensive to watch TV using broadband, especially if watched on a large television screen.

Nevertheless, EY estimates that by 2020, there would be around 4 million people who primarily depend on OTT platforms for their content. With an eye on the future, many distribution companies are investing in broadband to mitigate this risk, which shall potentially lead to increased ARPU.

## Subscription revenue of broadcasters increased

Broadcasters witnessed an increase in subscription revenues from ₹ 90 billion in 2016 to ₹ 99 billion in 2017. This was largely due to long-term contracts with escalation clauses, digitisation of TV households and increased transparency. International subscription revenues faced stagnant rates on account of the increased number of consumer offerings and remained stable at around ₹ 20 billion in 2017.

## Content

### Interactivity keeps gaining in popularity

Interactivity is perhaps the most significant trend in the Indian TV industry in 2017. It contributed to making TV content truly immersive. Shows like the Jio Ghar Baithey Jeeto Jackpot contest for Kaun Banega Crorepati, generated considerable interest in viewers. In addition, interactivity enhanced audience stickiness and increased the time spent on linear TV.

### Increasing cost of content

A combination of factors including more TV channels, several OTT players like Amazon Prime, Viu, Alt, Netflix, etc. has increased the overall demand for content. Although Indian broadcasters produce over 1,00,000 hours of content annually across languages and formats, newer players are investing higher amount per episode (albeit for much smaller quantities of content) and are tying up with leading talent. The increase in cost is expected to impact the cost of film acquisition more than cost of episodic content.

During FY2017, the number of active DTH subscribers in India grew by over three million largely on account of digitisation in DAS III and DAS IV markets



### Increased values of satellite rights

Broadcasters paid around 18% more for satellite rights in 2017. Large increases were seen for blockbuster films, particularly in the regional language space. While movie channels generated 23% of total viewership, movies on regional channels also generated significant revenues.

### Export of content an emerging opportunity

Indian broadcasters receive a steady stream of subscription revenue as well as advertising revenue from Indian television that is exported to over 150 countries across the globe. News channels have also now become available in over 70 countries.

In addition to channels that cater to Indian diaspora in Indian languages, there is a growing opportunity for dubbed Indian content in countries like Africa, Middle East and Eastern Europe.

### Regional language content leads growth in viewership

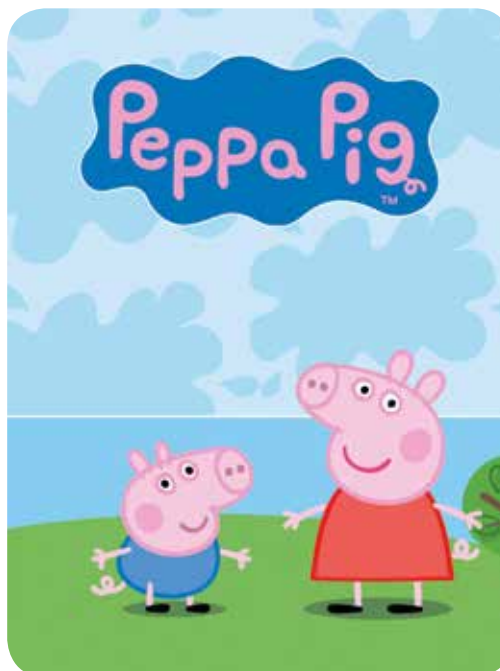
Data from BARC indicates that growth in languages like Punjabi, Oriya, Bhojpuri, Assamese and Gujarati is almost twice the rate of growth of languages like Hindi, Tamil, Telugu, etc. Broadcasters increasingly intend to provide better quality and fresher content to regional consumers.

### Merchandising and Licensing saw good growth

As per capita incomes rose and the middle class segment grew, the opportunity for licensing and merchandising of characters increased too, particularly for children's characters and sports leagues. This revenue source is expected to continue growing, despite the parallel growth of pirated products. Media companies have begun to provide products across multiple price points. Merchandising is led by international characters from Disney, Viacom18 and Turner, but local characters also captured the fancy of Indian audiences and correspondingly increased licensing opportunities.

### Conclusion

Looking ahead, the Indian M&E sector is expected to grow strongly on the back of favourable socio-economic and demographic indicators. The rapid pace of digital adoption will add considerable fuel to this growth. At the same time, the value chain within the industry will continue to evolve



and continuous innovation and adaptation to this dynamic scenario will determine the survival and success of players within the industry.

### Strategic advantages and competitive strength

Network18 is a media and entertainment powerhouse with its foothold in television, Internet, filmed entertainment, digital business, magazines, mobile content and allied businesses.

- Network18's TV channels touch lives of 70 Crore Indians, representing 90% of the TV universe. 1 in every 2 Indians is a consumer of our content
- The broadest News Network in India, with unmatched coverage through 20 channels spreads across 15 languages and 26 states. (#2 News Network by viewership)
- The fastest growing Entertainment network in India, with leadership channels in Hindi, English, Kids and Music genres. (#3 Entertainment network ex-sports by viewership)
- Digital properties are used by 80 mn+ people. 1 in 5 internet user in India is on Network18 websites or apps

## OPERATING STRATEGY

TV18's operating model is driven by its zeal to provide consumers with best-in-class media and entertainment products that set new benchmarks in creative excellence, fair journalism and audience engagement.



**STRATEGIC INITIATIVES UNDERTAKEN**

TV18's leadership and growth aspirations stem from an inherently high-quality portfolio of properties, a relentless drive for garnering market-share, and a concerted effort to utilise synergies and push efficiencies across its owned and affiliate media (traditional & digital) and telecom portfolio. With those aims, the following were events during the year that shall enable better management of the portfolio.

**TV18 took operational control and raised its stake to 51% in entertainment JV Viacom18 (Mar '18).** The partners believe that in the fast-evolving Media & Entertainment landscape in India, TV18 can drive value-addition and synergies across the multi-platform group comprising broadcast, digital, filmed and experiential entertainment and media businesses. Viacom continues to hold 49% in Viacom18, and shares TV18's vision for scalability and enhanced efficiency at Viacom18. Viacom18 is now a subsidiary of TV18.

**Umbrella brand "News18" for all general News channels:** With the rebranding of remaining 5 ETV

and IBN Lokmat regional channels, the process of having a unified brand "News18" for all 17 of our general news channels (in 15 languages covering 26 states) is complete. This makes the News18 network the largest general news brand in the country.

**Colors Tamil launched in mid-February:** Colors Tamil fills a vital whitespace in our regional entertainment portfolio, in a highly competitive market. Its fresh subjects and cinematic-quality content are being well-received. The channel launched with 22 hours of original programming per month, and will ramp-up in content and improve distribution over the year. It has garnered 5% viewership share, and made strong inroads in urban markets like Chennai.

**CNBC-TV18's digital destination CNBCTV18.com/CNBCTV18 app launched on April 6, 2018.** This is a premium digital platform offering important and useful news and information about the stock market, business and economy, including fresh perspectives on entrepreneurship, leadership to audiences. It also offers video-feed/clips of the channel.

*Speakers at NEWS18 Rising India Summit*

**NEWS18**  
**RISING INDIA SUMMIT**  
COUNTRY PARTNER  
GABON

**FROM TAKEOFF TO TRIUMPH**

**MARCH 16-17, 2018, NEW DELHI**

**LIVE Through The Day, On NEWS18 NETWORK**

**Rajnath Singh**, Union Home Minister  
**Nirmala Sitharaman**, Union Defence Minister  
**Piyush Goyal**, Union Minister of Railways & Coal  
**Nitin Gadkari**, Union Minister, Road Transport & Highways of India  
**Smriti Irani**, Union Minister of I&B and Textile

## OPERATIONAL OVERVIEW

### TELEVISION

#### Business News



#### CNBC-TV18

CNBC-TV18 continued to redefine the English Business News genre by offering the most comprehensive, insightful and in-depth coverage on all the significant economic and financial events that transpired throughout the year.

The channel continued to dominate the Budget day programming with 79% channel share<sup>1</sup>. Also during the Union Budget, CNBC-TV18 emerged bigger than any English News channel in India, thus cementing its reputation as India's Budget headquarters yet again. Key developments in the corporate world like the implications of GST roll-out, Punjab National Bank scam, the Bank recapitalisation plan and many more were covered through a 360 degree approach. On the international front, the channel hosted exclusive conversations with likes of Netflix CEO Reed Hastings, Uber CEO Dara Khosrowshahi and Microsoft Founder Bill Gates. Special on-ground coverage with shows such as Bad Medicine, What's Ailing Rural India and Budget Caravan amongst others improved the audience connect.

The longest running automobile awards continued its legacy for the 18th straight year as CNBC-TV18 Overdrive Awards again brought the automobile

industry under one roof. The 13th India Business Leaders Awards congregated the biggest names in the political, financial and corporate universe. CNBC-TV18's celebrated 16 years of its flagship property "Young Turks" with a special summit.

CNBC-TV18 was adjudged the Best Business channel at the ENBA awards, and the show India Business Hour won the Best Business Programme award.



#### CNBC Awaaz

CNBC Awaaz celebrated its 13th anniversary on January 13, 2018. The channel, through its most trusted anchors and experts, offered a wide range of news covering politics, economy, sports, entertainment and much more in the language of their choice.

CNBC Awaaz further consolidated its position in the Hindi Business News space during FY 2017-18 and has achieved a strong leadership position with 69 per cent channel share<sup>2</sup>. On the Union Budget day, CNBC Awaaz witnessed a massive viewership share of 80%<sup>3</sup> which further peaked to 90% during the Finance Minister's speech<sup>4</sup>.

During the year, in addition to the news coverage and other on-ground events, CNBC Awaaz did exclusive interviews with the big faces in the political arena like Arun Jaitley (Finance Minister), Nitin Gadkari (Minister for Road Transport and Highways and Shipping), Suresh Prabhu (Ministry of Commerce & Industry and Civil Aviation), and from the business and financial arena like A. M. Naik (Group Executive Chairman – L&T Group), Dr. Rajiv Kumar (Vice Chairman – NITI Aayog), Adi



Ivanka Trump on CNBC-TV18

1 Source: BARC | TG: Males 22+ AB | Market: 1 mn+ | Period: 1st Feb'18, 11:00 to 13:00 hours.

2 Source: BARC | TG: Males 22+ AB | Market: HSM | Period: 1st Apr'17-31st Mar'18, All days 24 Hrs

3 Source: BARC | TG: Males 22+ AB | Market: HSM | Period: 1st Feb'18, 24 Hrs

4 Source: BARC | TG: Males 22+ AB | Market: HSM | Period: 1st Feb'18, 11:00 to 13:00 hours



Godrej (Chairman – Godrej Group) and many such notable business leaders.

As a testimony to its commitment towards best-in-class coverage of news from business and political segment, CNBC Awaaz was awarded the Best Hindi Business News channel and two other awards at ENBA 2017, Awards. The channel also won an award for Excellence in Business & Economic Journalism at Ramnath Goenka Awards.



#### CNBC-Bajar

CNBC-Bajar, India's first Gujarati business news channel, completed three successful years of engaging with India's most vibrant community.

CNBC-Bajar connects with all stakeholders in Gujarat through its extensive news coverage, on-ground events like 'The Gujarat Real Estate Awards' and exclusive interviews/debates with decision makers from the political and corporate space.

In addition to the Business and Financial news reporting, CNBC-Bajar did an in-depth coverage of the Gujarat Election.

#### General News



#### CNN-News18

Aimed at disrupting the English news genre, the evening primetime on the channel was revamped through introduction of new shows like 'The Big Debate' and Kishore Ajwani hosted 'Bottomline'.

Amish Devgan, CNBC AWAAZ



**CNBC-AWAAZ**  
**KI TAKKAR**  
**KA AB**  
**KOI NAHI**

CNBC  
AWAAZ

**76%**

24%



**TAKKAR**  
**MON-FRI, 9PM**

CNBC Awaaz's new launch Takkar, has become India's hottest debate show. From politics to policies, the show explores every topic that impacts your life.

The channel did extensive coverage of various political and civil events during the year like elections in states of Himachal Pradesh and Gujarat and the Union Budget. CNN News18 did a special 9 part series on app-based cabs, and broke the aviation scam story too.

CNN News18 did a socially-relevant sting operation showcasing how drug peddlers continue to thrive in the state of Punjab and an investigation showcasing children turning into drug-addicts in Delhi.

The other initiatives include 11th edition of CNN News18 Indian of the Year Award thus recognising Indians whose contribution has strengthened the foundation of our society. The channel also partnered the Hindustan Times Leadership summit.



## News18 India

Backed by its unbiased and extensive editorial coverage, the channel has made phenomenal strides wherein its ranking in the Hindi news space has moved to #3 in a 13 channels genre<sup>5</sup>, versus #8 a year back. Also, during the evening prime time News18 India regularly tops the urban viewership charts, beating legacy leaders.

On the programming front, through news reporting, interviews and debates, News18 India extensively covered key events in the political and civil space like Gujarat and Himachal elections and Delhi MCD elections. During 5 state elections, News18 India brought back its much applauded show 'Lapete Mein Netaji' and made it part of the regular programming.

The channel also undertook special investigative stories like a reality check on government hospitals and doctors of Uttar Pradesh; Operation Talaq Nahin Dunga - a special show which highlighted the plight of Muslim women who have unsuccessfully been seeking a divorce under Triple Talaq and many more stories across various walks of life.

News18 India supported the inaugural edition of the Marquees 2017 that recognised the best in the field of marketing as the Presenting Sponsor.

<sup>5</sup> Source: BARC | TG: 15+ | Market: HSM | Period: wk 10'18 to wk 13'18

The channel also did a partnership with Hindustan Newspaper for their event - Shikhar Samagam.



## News18

News18 is designed to give global audiences a window into India. The channel is present in the United States, Canada, United Kingdom, Singapore, and the Middle East. News18 is a destination for definitive news for the Indian diaspora, a community of high achievers seeking Indian news and for ethnic conglomerates with business interests in India.

## Regional News



## News18 Regional Network

TV18 currently operates a bouquet of 14 regional news channels covering 26 states and offering news in 15 languages. The most significant achievement has been that regional news network of TV18 has become the largest regional news network in India, reaching out to 59.7 crore audiences<sup>6</sup> across the country. The viewership share of the News18 Regional news network (as a % of overall TV News viewership) has also near-doubled to ~4.5%. This is backed by impactful editorial and the distribution footprint of the channels which comprises over 1,200 reporters.

The re-branding of regional channels operating under the erstwhile ETV and IBN brands to News18 was completed during the fiscal year. The News18 brand was unveiled during one of Network18's biggest thought leadership events 'News18 Rising India Summit' where the keynote address was made by the Prime Minister of India. In addition to the re-branding, the channels were revamped from the programming and the look and feel perspective.

With strong feet on ground, election reporting has been the strength of News18 regional channels and it strives to bring election results first to its viewers.

The series of "Rising" events in different states is another milestone for the News18 Network. The noteworthy thing about these events is that it allows for an open dialogue between the political leadership and other key stakeholders of the respective states.

**14** | No. of regional news channels covering 26 states and 15 languages

## Factual Entertainment and Lifestyle



### History TV18

History TV18 ranked a close no. 2 in the Factual Entertainment Genre in mega cities.

History TV18 continued with its long-term strategy to showcase local content and created some compelling path-breaking content. The hugely successful OMG! Yeh Mera India entered its 4th season and shows such as Special Operation India Surgical Strikes and Myanmar signalled our foray into military contemporary history.

History TV18 also featured a new series tailor made for the Govt. of Chhattisgarh titled OMG! Chhattisgarh 2. The series was a sequel to the hugely successful OMG! Chhattisgarh launched last year.

History HD launched last year and within the first week emerged as the No.1 Factual entertainment channel in HD beating legacy players by a very healthy margin.



### FYI TV18

On the heels of tasting early success, FYI TV18 continued the momentum by adding more shows to the library. In addition to the key pillars of Food, Space and Relationships, the line-up also included shows on Travel and Fashion, giving the audience an assortment of lifestyle shows to choose from.

The international line-up included shows such as 'Andy Bates: Brazilian Streets Feasts', 'Chow Masters', 'Get Swank'd', 'Tropical Gourmet', 'Good Spirits', 'Trip Testers' to name a few and also returning season of well received shows such as 'Food Porn' and 'Tiny House Nation'. The year also saw the return of the immensely successful show "Small Budget Big Makeover" for its second season.

On the digital front, the channels delivered exemplary growth, recording the highest video consumption and engagement across factual and lifestyle channels respectively.

6 Source: BARC | TG: 2+ | Market: India | Period: 1st Apr'17 to 31st Mar'18

*Special Operations: India - Surgical Strikes on History TV18*





## Hindi Entertainment



### Colors

Colors has always been at the forefront of pioneering differentiated and disruptive content. With an engrossing line-up of distinctive programming, Colors has continued to entertain and engage its audiences across all demographics and strata, thus creating maximum buzz and maintaining Leadership position in the Pay Hindi General Entertainment genre. For the entire FY18, Colors is the No. 1 channel (YTD) amongst pay GECs. It has been ranked No.1 across several weeks during this fiscal, including a consistent and strong Leadership position in last 13 consecutive weeks<sup>(ii)</sup>. In FY18, Colors showcased the 8th edition of the adventurous non-fiction show 'Khatron Ke Khiladi' and the 11th season of India's biggest non-scripted reality show, 'Bigg Boss' – both garnered the top 2 highest launch viewership numbers, respectively, across all non-fiction shows launched in FY18<sup>(iii)</sup>. Both shows have been No.1 weekend non-fiction shows. Bigg Boss Finale has been the highest rated finale across any Hindi GECs. The 2nd season of India's first ever live singing reality show 'Rising Star', opened as the 3rd highest rated non-fiction show for FY18 and goes on to become the highest rated non-fiction currently on-air across Hindi GECs in the 2nd week of its launch itself. The



biggest impact mythological show 'Mahakali', has been No. 1 in the slot since launch<sup>(iv)</sup>. Shows such as 'Shakti', 'Udaan' and the recent launches 'Tu Ashiqui' & 'Ishq Mein Marjawa' have been regularly ranked among the Top 10 fiction shows in the genre and have gone on to become leaders in their respective slots. Popular events such as 'IIFA Awards' and 'Indian Television Academy Awards' ensured that Colors was a preferred entertainment choice for viewers. Colors HD was the No. 1 HD channel for the year<sup>(v)</sup>.



### Rishtey

Rishtey is Viacom18's second Hindi mass entertainment offering in India. A free-to-air channel, targeting the Rural Hindi speaking Markets. It is the No. 3 Hindi General entertainment channel<sup>(vi)</sup> and currently ranks No. 4 in the rural free-to-air Hindi Speaking Market. It features the choicest shows from the existing Colors content library – from fiction, non-fiction and reality shows.



### Rishtey Cineplex

Rishtey Cineplex, a premium Indian movie destination for great cinematic experiences, is the first-of-its-kind movie channel launched by Viacom18 in May 2016. The channel, provides its viewers the ultimate movie-watching experience while showcasing enriching, engaging and entertaining content to the viewers. It is the No. 2 channel (out of 24 channels)<sup>(vii)</sup> and has been ranked No.1 across few weeks<sup>(viii)</sup> in the Rural Hindi Speaking Market. It is the No. 4 Hindi Movie channel across Hindi Speaking Market<sup>(ix)</sup>. With the tagline of 'Filmein MUST Hain', the channel features multi-genre films including the latest blockbuster hits from Viacom18's wide library of choicest films.

- i 1 for Week 31 '17, week 33 to 35 '17 & week 41 '17, BARC, TG: 2+, All NCCS, Market: HSM Urban; Time Period: All days, 0200-2600 Hrs
- ii BARC, TG: 2+, All NCCS, Market: HSM Urban; Time Period: All days, 0200-2600 Hrs, Week 45 '16 to 5 '18
- iii BARC, TG: 2+, All NCCS, Market: HSM Urban; Time Period: All days, 0200-2600 Hrs, Weeks 14 '17 to 5 '18



## Youth & Music



### MTV India

MTV is an iconic and multi award winning youth brand that is irreverent, fun, innovative, passionate and optimistic, encouraging and inclusive. It was the No. 1 Youth channel for the year<sup>[i]</sup>. The channel had several successful shows during the year such as 'Splitsvilla X', 'Roadies Rising' and 'India's Next Top Model S3' (which all became No. 1 shows<sup>[ii]</sup>). While the channel owns a highly successful original IP 'MTV Roadies', which was launched in FY04 and has its 15th season ongoing, MTV continues to be a leader in introducing new formats in India with the launch of Dropout (World's first show to form a startup on TV) and Troll Police (India's 1st show that catches and confront online 'trolls'). MTV builds on its legacy of music with 7 years of MTV Unplugged and also introduced a new array of differentiated youth content through strategic partnerships with Super Fight League and U-Cypher. MTV is also one of the biggest youth brands on social media with approx. 45 million fans on FB and has been the pioneer of what we call 'Branded Content' today. MTV has successfully created impactful and award-winning content and platforms for clients such as Air BnB, Havells, HP, Nestle, Renault among several others.



### MTV Beats

MTV Beats was launched in September 2016 as a 24x7 Bollywood Music channel with unique daily thematic play-listing. The channel has garnered an audience reach of 410 million plus in this year<sup>[iii]</sup>. Music programming has been bolstered on the channel with the launch of celebrity lead music slots such as Fit Stop with Sunny Leone, House Party with Badshah and Dil Beats with popular cover band Sanam. Content like Baba Ki Chowki, which reached over 200 million viewers across TV & Digital<sup>[iv]</sup>, and Gaano ka Rafu Centre with Sahil Khattar add diversity to the channel programming.

## Leadership in Youth and Music Genres



iv BARC, TG: 2+, All NCCS, Market: HSM Urban; Time Period: Sat-Sun, 1900-2000 Hrs, Weeks 30 '17 to 5 '18

v BARC, TG: 2+, All NCCS, Market: HSM Urban; Time Period: All days, 0200-2600 Hrs, Average Weeks 14 '17 to 5 '18

vi BARC, TG: 2+, All NCCS, Market: HSM Rural; Time Period: All days, 0200-2600 Hrs, Average Weeks 14 '17 to 5 '18

vii BARC, TG: 2+, All NCCS, Market: HSM Rural; Time Period: All days, 0200-2600 Hrs, Average Weeks 14 '17 to 5 '18

viii BARC, TG: 2+, All NCCS, Market: HSM Rural; Time Period: All days, 0200-2600 Hrs, #1 for the week 26 '17, 44 '17, 47 '17 & 49 '17

ix BARC, TG: 2+, All NCCS, Market: HSM U+R; Time Period: All days, 0200-2600 Hrs, Average Weeks 14 '17 to 5 '18

[i] BARC, TG: 15-21, All NCCS, Market: All India; Time Period: All days, 0200-2600 Hrs, Weeks 14, 2017 to 6, 2018; Avg Weekly GVM; Out of Youth focused channels: MTV, Bindass, Zing and Zoom

[ii] BARC, TG: 15-21, All NCCS, Market: All India; Time Period: All days, 0200-2600 Hrs, Weeks 14, 2017 to 6, 2018; Out of Youth focused channels: MTV, Bindass, Zing and Zoom

[iii] BARC, TG: 2+, All NCCS, Market: All India; Time Period: All days, 0200-2600 Hrs, Weeks 14, 2017 to 6, 2018

[iv] BARC, TG: 2+, All NCCS, Market: All India; Time Period: All days, 0200-2600 Hrs, Weeks 14, 2017 to 6, 2018

## English Entertainment



### Vh1

Vh1 provides viewers with their daily dose of International music, Hollywood, pop culture and lifestyle. Since its inception in January 2005, Vh1 has grown tremendously. The channel ranked No. 1 at an All India level in FY18. Vh1 has been committed to bringing to Indian audiences the best of International music genres such as EDM, punk, rock, reggae, hip hop, pop, jazz etc. and world awards such as the Grammy Awards, Brit Awards, Golden Globe Awards and Europe Music Awards. Vh1 also airs the biggest talent hunts from across the world such as 'Britain's Got Talent', 'American Idol' and 'X Factor'. The channel was also the live TV streaming partner for Global Citizen Festival India in FY16. This year, Vh1 also hosted a Ticket To Ride Contest where one lucky winner got a once in a lifetime opportunity to watch The Grammys Live at Madison Square Garden in New York City!



COMEDY CENTRAL

### Comedy Central

Comedy Central was launched in FY12 and is India's first 24-hour English language comedy channel. With marquee properties such as 'Friends', 'Young Sheldon', 'The Mindy Project', popular shows such as 'Suits' and 'Brooklyn Nine-Nine', globally acclaimed talk shows such as 'Tonight's show starring Jimmy Fallon' and 'Graham Norton Show' and various popular unscripted shows such as 'Wipeout' and 'Impractical Jokers'. Comedy Central is the chief comedy destination in India. It ranked No. 1 in FY18.



### Colors Infinity

Launched in July 2015, Colors Infinity redefined the English Entertainment genre by blazing a new path for TV viewing with unique programming disruptors like 3 episodes back to back for today's 'binge audience', Instant Premieres (screening

episodes a few hours after they air internationally) and Infinity On-Demand where viewers chose from shows like Orange is the New Black, Mozart in the Jungle etc. to binge. The lineup was curated by - Team COLORS INFINITY, KARAN JOHAR & ALIA BHATT. The channel boasts of homegrown content with shows like 'The Stage' (India's 1st English singing talent show), Vogue BFFs & Top Model India along with a strong programming line-up of award winning shows (Mr. Robot, Fargo, Better Call Saul, etc.) from the house of the biggest studios such as NBC, Warner, FOX, CBS, Sony and Lions Gate. The channel line-up includes shows of the likes of 'Flash', 'Arrow', 'My Kitchen Rules', 'America's Got Talent', 'Shark Tank', 'Orange Is The New Black Riverdale to name a few. Starting off as the 6th in the pecking order, the channel is currently a strong #3 in GEC with a 100% increase in viewership in FY18<sup>[i]</sup>.

## Regional Entertainment

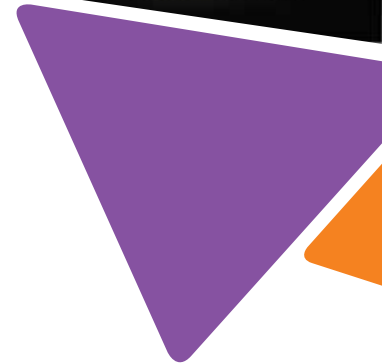
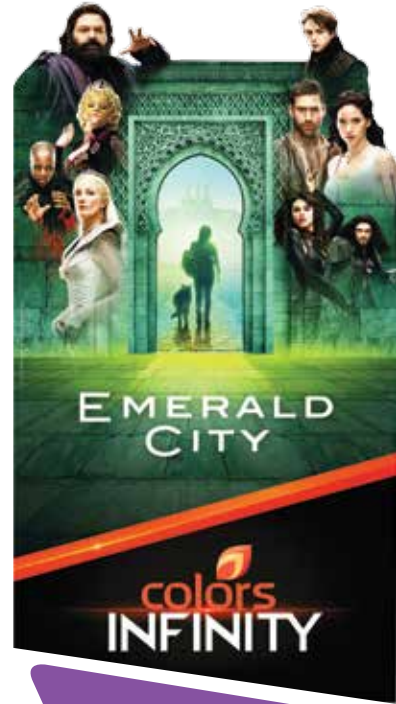


### Colors Kannada

Colors Kannada continues to be the # 1 channel and a dominant force in the Kannada general entertainment genre. Colors Kannada continues

[i] BARC, TG: 2+, NCCS AB, Market: 6 Mega Cities; Time Period: All day 0200-2600 Hrs, Week 14-2017 to Wk6-2018

Comedy Talkies on COLORS KANNADA



to enhance the family viewing experience through its distinctive and differentiated content which mirrors the culture and spirit of Karnataka. With top notch quality and skilful story telling shows such as "Agnisakshi", "Puttagowri Maduve", and "Radha Ramanna" continue to be a rage among viewers while innovative non-fiction shows such as "Family Power", "Super Minute Championship" and "Anubandha Awards" offer a complete entertainment package to viewers.



#### Colors Super

Colors Super - Viacom18's second Kannada general entertainment channel, has grown rapidly to enter the top tier Kannada general entertainment genre in FY18. Bigg Boss Season 5 on Colors Super further fortified channel's position and cemented its place as a prime destination for special and unique content. With its exciting mix of diverse and unique content like "Bigg Boss", "Nagakannike", Super Talktime" and "Majabharata", Colors Super continues to offer a superlative family viewing experience.



#### Colors Marathi

Colors Marathi continued to occupy # 2 position in the Marathi general entertainment genre in FY18. With its engrossing line-up of fresh and exciting fiction content like "Ghadge & Sunn", "Radha Prem Rangi Rangli" and innovative non-fiction content like "Sur Nava Dhyas Nava", Colors Marathi continues to delight audiences across all demographics. On weekends too, Colors Marathi fortified its position with tentpole events like "Filmfare Awards", "Maharashtra State Awards" and "Mirchi Music Awards" among others.



#### Colors Bangla

Colors Bangla is the fastest growing channel in the Bengali general entertainment space. The channel echoes the traditions and progressive values of the market through its differentiated and intriguing content which includes compelling shows such as "Shubho Drishti", "Manosa", "E Mar Gurudakshina" and "Resham Jhapi".



#### Colors Gujarati

Colors Gujarati, the # 1 Gujarati channel continues to be the preferred destination for quality Gujarati content that reflects the ethos and traditions of Gujarat. Colors Gujarati has successfully made inroads through its diverse and differentiated content offerings like "Savaaj – Ek Prem Garjana", "Mahek" and "Lakshmi Sadaiv Mangalam". The channel also continues to enthrall the audiences with special content such as "Live telecast of Navratri from Mumbai, Baroda and Surat" and "Ahmedabad Food Festival".

Colors Gujarati show "Savaaj – Ek Prem Garjana"





**Colors Oriya**

Colors Oriya continues to enthrall its audiences through its diverse and engaging content. Shows such as "Marichika", "Kajol Lata" and "Sanja Salita" continue to delight the audiences with its intriguing and differentiated content. Colors Oriya continues to be among the top 3 Odia general entertainment channel in the market.

**Colors Tamil**

Colors Tamil is Viacom18's newest channel and aims to change the game in the Tamil general entertainment genre. Colors Tamil will focus on content that is differentiated, thought-provoking and socially conscious. The channel will offer a range of fiction and non-fiction programmes spanning from mainstream dramas, reality shows, comedy shows to fantasy shows. Colors Tamil will dish out cinema style entertainment with shows such as "Sivagami", "Perazhagi", "Velunatchi" and never seen before reality shows like "Enga Veetu Maapillai" and "Colors Super Kids".

BARC, TG: 4+, All NCCS, Market: Karnataka; Time Period: All days, 0200-2600 hrs, Weeks 14, 2017 to 06, 2018

BARC, TG: 4+, All NCCS, Market: Maharashtra; Time Period: All days, 0200-2600 hrs, Weeks 14, 2017 to 06, 2018

**Kids Entertainment****Nickelodeon**

Nickelodeon has been the No. 1 channel in the kids category since August 2014 and continues to rule supreme. The Channel is home to the best and funniest in kids' entertainment with chartbusters 'Motu Patlu' and the newly launched blockbuster Gattu Battu. Nickelodeon's thought leadership comes from its pioneering ability to create larger than life and 'one of a kind' properties like the Nickelodeon Kids Choice Awards or the specially created made for TV movies that consistently captivate audiences. The channel has the unique ability of being able to connect with kids through numerous touchpoints beyond TV. In addition to above the line, below the line, online and experiential the franchise has a school contact program reaching out to more than 900 schools across multiple cities in the country. Nickelodeon engages with kids throughout the year with innovative campaigns such as the 'Nickelodeon Best Friendshake Contest', 'Nickelodeon Lift Your Gift Contest' and pro socio campaigns such as Together for Good. Special made for online, viral campaigns such as Teachers Day D Se Dab, Children's Day and 12 days of Christmas celebrations have connected greatly with the tech savvy kids of today. [www.Nickindia.com](http://www.Nickindia.com) receives close to 1.2 million average page views in a month. The website hosts more than 400 games and numerous videos that keeps the kids engaged through various interactivities throughout the year. The Nick India community on Facebook has over 2 million fans. As of January 2018, Nickelodeon reaches out to 33 Million kids.

(BARC, Apr-Dec 2017(week 14-52'2017), 2-14 U+R ABC, 07-23 Hrs.)





*The famous Motu Patlu characters of Nickelodeon*

Nickelodeon has been the No.1 channel in the kids category since August 2014 & continues to rule supreme.



#### Sonic

Sonic serves the right combination of Action and Comedy. The channel boasts of a strong content line-up featuring shows such as the homegrown hero 'Shiva', 'Pakdam Pakdai' and international favourites like 'Power Rangers' & 'Shaun the Sheep'. 360 degree innovative tent pole engagements such as 'Sonic Triple Fun in South Africa Contest', 'Sonic School With Toons Contest' & 'Sonic I'm on TV contest' has managed to strike the right chord with kids all over the country because of its omnipresent marketing with Pan-India touchpoints ranging from cross channel TV, print, vans, schools, malls, online and ambient. Sonic also boasts of a highly interactive online community through [www.sonicgang.com](http://www.sonicgang.com), and 5.10 lakh fans on Facebook.



#### Nick Jr.

Nick Jr. is 'the smart place to play' that believes in 'education' and 'entertainment' going hand-in-hand and is aimed at young parents and preschoolers. The channel strengthened its audience engagement through digital and on ground activations. Its internationally acclaimed shows such as 'Dora the Explorer', 'Paw Patrol' and 'Peppa Pig' foster motor, memory, math and language development in a child and have emerged as an integral part of every preschooler's life.



#### Nick HD+

Positioned for discerning HD households for kids of all ages from 2 – 14 years, Nick HD+, the 1st Kids High Definition entertainment channel was launched in Dec 2015. It showcases a wide array of content in high definition from the local and international library of Nickelodeon - from the local chartbusters such as Motu Patlu and Pakdam Pakdai to the evergreen favourites and international heavyweights such as Shaun the Sheep, Dora the Explorer, SpongeBob Square Pants and Power Rangers. Additionally, there are shows telecast exclusively on Nick HD+ such as 'The Penguins of Madagascar', 'Kung Fu Panda', 'Teenage Mutant Ninja Turtles' and many more.

#### Digital Ventures

VOOT is Viacom 18's Premium ad-supported video on demand platform. With a premium content library of more than 50,000 hours spanning Viacom18's network channels (full episodes and exclusive content), VOOT Kids and VOOT Originals,

the platform caters to the varying needs of a discerning digital audience across segments. With 35 million monthly active users (MAUs) VOOT is consistently amongst the top 3 ad-supported video platforms in the country (App Annie) month on month, making it a clear front runner in the category. VOOT was recently awarded the coveted 'Best of 2017' apps by the iOS App Store and its Progressive Web App product was awarded the IBC Global Innovation Award 2017 in Amsterdam. VOOT continues to take the leadership mantle on innovation, across content, technology and marketing, aimed at providing an immersive experience for its users.

### Filmed Entertainment

Viacom18 Motion Pictures has been the only Indian studio catering to the dynamic needs of the Indian audiences through powerful and relevant cinema. The studio has scaled the heights of success this year with 'Toilet Ek Prem Katha', a movie highlighting the sanitation issues in India and the recent box office success 'Padmaavat' which was the first Indian film to have an IMAX 3D release. Viacom18 Motion Pictures has also successfully ventured into the Marathi cinema industry with 'Aapla Manus.' The studio also experimented with the horror genre 'The House Next Door' which released in three languages – Hindi, Tamil & Telugu.

### Experiential Entertainment

#### Integrated Network Solutions

Integrated Network Solutions (INS), through its live events division LIVE Viacom18 and brand solutions division BE Viacom18, brings a unique and impactful experience to brands through a combination of multi-dimensional marketing platforms. Live Viacom18 has created and scaled up Live IPs of Viacom18's iconic brands across Music and Comedy. The 5th edition of Vh1 Supersonic, India's No 1 multi-genre Music festival, with the largest roster of headliners ever and the most diverse curation of international music, was organised by LIVE Viacom18 in Feb 2018 in Pune with exceptional results. With award-winning campaigns for the PMO on Civil Services Day for Department of Administrative Reforms and Public Grievances and previously for Odisha and Arunachal Pradesh Tourism among other initiatives and the super successful AR Rahman Encore 4-city tour, INS continues to provide a compelling range of engagement platforms for brands and spectacular live experiences for audiences.

#### Consumer Products

Viacom18 Consumer Products is a significant and one of the fastest growing players in the licensed merchandise industry. Present across 50+ categories across 80+ licensees and distributed across more than 10,000+ outlets, the CP business caters to all lifestyles from pre-schoolers to youth and adults. FY18 was a year when Viacom18 CP strengthened its domination of the pre-school segment by stabilising Dora, rapidly scaling up Peppa Pig and acquiring Masha and the Bear with Paw Patrol slated to launch very soon. On the Youth side, Flyp@MTV cafes expanded from 1 to 3 across the country with launches in Mumbai and Chandigarh.

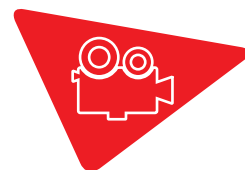
### Content Asset Monetisation



#### IndiaCast

IndiaCast is a JV between TV18 and Viacom18, and manages content monetisation for TV18, Viacom18 and other broadcasters with three clear mandates:

*Padmaavat - Top Grossing Hindi movie of the year*



- **Domestic:** IndiaCast manages domestic distribution of the channels from Viacom18, TV18 and Eenadu Television (ETPL) across various platforms such as Cable (digital and analog), DTH, HITS and IPTV. It also ensures best-in-class availability and reach of all channels by strategically managing key aspects of carriage and placement. Indiastar has recently signed with Turner for distribution of its channels in India & Nepal.
- **International:** IndiaCast monetises content/programmes for TV18, Viacom18 across territories and platforms. In addition, we also distribute channels of ETPL across territories except US. With 22 international beams and its content syndication capabilities, IndiaCast has managed to reach the Asian diaspora and international audiences spanning across 145+ countries. With a rich content library of 50,000+ hours across genres, IndiaCast syndicates content from the Group in over 35 languages (including Hebrew, Russian, Serbian, Bosnian, Albanian, Macedonian, Kazakh, Swahili, Spanish, and English among others).
- **Digital:** IndiaCast also manages digital initiatives of the Group. It is responsible for linear channel distribution to OTT platforms and telecom operators for mobile consumption.

## CORPORATE SOCIAL RESPONSIBILITY

At TV18, Corporate Social Responsibility (CSR) is embedded in the long-term business strategy of the Company. The Company's CSR initiatives help elevate the quality of life of millions, especially the disadvantaged sections of the society. TV18 seeks to transform people's lives by promoting health and education and sports, the latter to empower the children and youth of the country.

Reliance Foundation acts as the funnel through which Network18 Group reaches out to empower people and deepen its social engagements. In FY 2017-18, the Company focussed on the following initiatives:

- "Young Champs" initiative aimed at providing training to sports persons to promote rural sports, Nationally recognised sports, Paralympic and Olympic sports
- Dhirubhai Ambani Scholarships Programme through which financial assistance for education was provided in over 15 states of the country
- Health Outreach Programme through which preventive health was promoted by setting up 'Static Medical Units' in Mumbai

*Beach Cleaning Initiative by VIACOM18*



## FINANCIAL PERFORMANCE

### TV18 Standalone

Particulars (₹ crore)	FY17-18	FY16-17	YoY
Operating Revenue	735	667	10%
Operating Expenses	579	545	6%
Operating EBITDA	156	122	28%
Other Income	30	37	-19%
EBITDA	186	159	17%
Finance Cost	19	19	2%
Depreciation	19	18	7%
PBT	148	123	21%
Tax	52	21	146%
PAT	96	101	-5%

- Operating revenue rose 10% YoY to ₹ 735 crore, driven by growth of our Hindi General News channel, and Business News continuing to perform well.
- Operating expenses growth was contained at 6% YoY, led by a focus on cost efficiency. The focus was accentuated during the seasonal and macro-driven weakness in advertising environment during H1FY18.
- Operating EBITDA improved to ₹ 156 crore (up 28% YoY) as a result of operating leverage. However, full tax rate applicable for the whole of FY18 implied that profit after tax fell 5% YoY to ₹ 96 crore.

### TV18 Consolidated

Particulars (₹ crore)	FY17-18	FY16-17	YoY
Operating Revenue	1,475	979	51%
Operating Expenses	1,417	948	49%
Operating EBITDA	58	31	85%
Other Income	29	43	-33%
EBITDA	87	74	18%
Finance Cost	27	22	20%
Depreciation	69	56	22%
PBT before Profit of JVs / associate	-9	-4	NM
Profit of JVs / associate	69	35	97%
PBT	60	31	95%
Tax	52	25	107%
PAT	8	6	40%
Minority	-1	-13	NM
PAT (after Minority)	9	19	-54%

- Operating revenue rose 51% to 1,475 crore, and Operating EBITDA jumped 85% to ₹ 58 crore. Profitability levels continued to be impacted by gestation losses of properties launched over the past 3 years.
- The sharp revenue escalation is led by the impact of TV18 acquiring control of entertainment JV Viacom18 during the last quarter of the fiscal.
- On a comparable basis (by consolidating Viacom18 throughout), TV18 revenue rose 16% in FY 2017-18. Comparable (restated) operating EBITDA also rose to ₹ 240 crore, compared to ₹ 170 crore last fiscal, led by a revival in advertising in 2HFY18 and a stellar year for movie production.

Restated (₹ crore)	FY17-18	FY16-17	YoY
Operating Revenue	4,813	4,142	16%
Operating EBITDA	240	170	41%



## HUMAN RESOURCE DEVELOPMENT

Your Company's Human Resource Management systems and processes are aimed at attracting, developing, nurturing and retaining its single largest asset – Human Capital. It continues to focus on creating an engaging and high-performance work culture and a strong talent pipeline.

In the Talent Acquisition space, your Company further strengthened its Employer brand on campus and in the job market through multiple initiatives. We expanded our base of campuses that we visit for recruitment and were the employer of choice across all premiere journalism schools. The campus selection process was further standardised and refined, with the combination of psychometric tools and multiple selection rounds. To speed up the time-to-productivity of the trainees, a comprehensive induction and on-boarding programme was deployed, which provides cross-functional exposure to the new joiners.

The rigour of the selection process was improved by introducing background verification process for the senior hires. Additionally, your Company was able to achieve significant savings in the replacement costs of new hires.

Our journey of making the HR function more technology-driven continues on track. While SAP was launched in the last financial year, we continued to improve the system to enhance its employee friendliness. A Mobility platform (app) was launched this year to facilitate the processing of travel, attendance, leaves, reimbursements etc.

Our people are the key to truly realising the organisation's potential. We continually strive to enable employees to realise their own potential within the organisation's setup, by providing growth opportunities and extensive trainings. The learning and development initiatives of your Company are forward-looking and work towards not just bridging the skill-competency gaps but

*Young Media Professionals at work*



equally towards equipping employees with skills for the future. We deployed a leading online learning platform to provide our employees easy access to a vast library of engaging courses and help them achieve their personal and professional goals. Also, to encourage growth of internal talent and cater to the evolving aspirations of our employees, internal movements were facilitated through internal job postings.

Your Company's Performance Management system and processes contribute vastly towards enhancing the business performance as well as the employee's engagement levels and their perception of fairness. We ensured that the organisation level goals were cascaded down to employees through a structured goal-setting process. The assessment process has constructive feedbacks and identification of development areas as its cornerstone – which helps guide employees towards the journey of improvement. Performance is also linked commensurately with the reward mechanisms. Initiatives were undertaken to ensure high employee engagement and involvement, and to promote employee health and well-being, while developing a more inclusive culture.

As of March 31, 2018, there were 3,000 employees on the rolls of your Company.

#### Headcount

	As of March 31, 2018	As of March 31, 2017
TV18	1,873	1,849

In the coming year, the focus will be on further automation and technology improvements. A comprehensive framework around succession planning, leadership and career development would be deployed to develop a new breed of future leaders.

#### RISK MANAGEMENT

TV18 maintains a robust system of internal controls, commensurate with the size and complexity of its business operations. The system provides, inter alia, a reasonable assurance of protection against any probable loss of the Company's assets as a result of misuse of powers

by those who are in a position to influence the working of the business verticals of the organisation. It ensures that the transactions of its business operation are recorded in all respects in a fair and transparent manner. The Company has an external and independent firm of Internal Auditors to scrutinise its financials and other operations. The Internal Auditors report their findings directly to the Audit Committee, which forwards them to the concerned departments/business verticals for taking corrective measures. Internal audit also ensures that applicable laws are being complied with in true spirit.

#### RISKS AND MITIGATION STRATEGY

##### Digitisation Regime

Timely implementation of the Government's phased digitisation regime is critical to the long-term growth of the television industry. With the completion of the process of seeding of set-top boxes for Phases I and II (and nearing the completion of Phase III as well), the challenge now is to boost last-mile billing and packaging. This will help multi-system operators (MSOs) increase the average revenue per user (ARPU) and also benefit broadcasters. In this scenario, channels with weak content could stand to lose out on account of poor consumer demand.

##### Regulatory Environment

The Indian broadcast industry is heavily regulated across a multitude of areas including distribution, taxation, etc. Any policy changes can have a material impact on the economic and strategic direction of the industry and may restrict TV18's ability to do business.

##### Competitive Forces

The emergence of digital media, along with growth of mobile and radio, is causing a shift in part of the advertising revenue away from television. With their greater local connect and more measurable reach index, such media are drawing in considerable advertising from sectors such as FMCG and BFSI.

##### Advertising Revenue

Advertising being a major source of revenue generation, any decline in advertising revenues

could adversely impact TV18's revenue and operating results. TV18's primary revenue generation is linked with the sale of advertisements through television channels, which is dependent on the overall macroeconomic and industry conditions, market trends, public policy and government regulation, viewership, budgets of advertisers, among other factors. TV advertisement sales are also threatened by abrupt termination of contracts by advertisers, limits on advertising time, advertising shift to new media formats such as digital, etc.

### Third-Party Relations/JV/Partnerships

TV18 has relationships and JVs with external partners whose long-term continuation it cannot assure. Sudden termination or deterioration of these relationships may materially and adversely affect TV18's operations and financial condition. The success of any future JVs and strategic relationships with third parties is also not assured, as every relationship comes with its own set of risks, including failure to recover the investment made in such initiatives.

### Brand Recognition and Popularity

TV18's brand strength is one of its biggest assets and its success depends upon the popularity and recognition of its brands, as well as its ability to deliver original and compelling content and services that attract and retain viewers. Failure to sustain the brands, or excessive expenditure incurred in doing so, could seriously impact TV18's business and financial operations.

### Mitigation Strategy

TV18 has an exciting portfolio of quality content and is continuously working on strengthening its content bouquet to reap the benefits of digitisation. Cognisant of the importance to remain abreast of changes in the regulatory environment, TV18 is constantly evolving its operational strategy to align it with the transforming dynamics of the industry in the context of policy changes. Strong risk mechanisms are in place to ensure continued high levels of operational efficiencies and effectiveness in the changed environment. TV18 is also expanding its portfolio and focussing on other forms of revenue by expanding in the digital space. It is also strengthening its processes

and systems to ensure cost effectiveness. TV18 is further keeping a sharp focus on cost-control without sacrificing scale. It is also continuously expanding its content basket to capture advertising interest and revenue. TV18 has in place a strong risk management system and stringent organisation policies that its employees are required to adhere to at all times. This ensures that its reputation remains protected and maintained.

### INTERNAL CONTROL SYSTEMS

TV18 has exhaustive internal control systems that are aligned to its business requirements. TV18 regularly monitors the risks and has in place focussed risk mitigation strategies. Internal and external audit teams continuously monitor the adequacy and effectiveness of the internal control environment across TV18 and the status of compliance with operating systems, internal policies and regulatory requirements. The Audit Committee meets periodically to review the adequacy and efficacy of the internal control systems.



# BOARD'S REPORT

## Dear Members,

The Board of Directors are pleased to present the 13<sup>th</sup> Annual Report and the Company's audited Financial Statements for the financial year ended March 31, 2018.

## Financial Results

The financial performance of the Company (Standalone and Consolidated) for the year ended March 31, 2018 is summarised below:

(₹ in crore)

Particulars	Standalone		Consolidated	
	2017-18	2016-17	2017-18	2016-17
<b>Revenue from operations</b>	735.45	666.81	1475.19	979.41
Profit before interest and depreciation	186.38	159.08	156.01	110.31
Less: Interest	19.06	18.68	26.96	22.43
Depreciation	18.63	17.83	69.21	56.37
Profit before tax	148.69	122.57	59.84	31.51
Less: Current Tax	52.32	21.11	53.02	24.05
Deferred Tax	-	-	(1.03)	1.06
<b>Profit for the year</b>	<b>96.37</b>	<b>101.46</b>	<b>7.85</b>	<b>6.40</b>
Add: Other Comprehensive Income	(0.91)	(1.93)	1.37	(8.72)
<b>Total Comprehensive Income for the year</b>	<b>95.46</b>	<b>99.53</b>	<b>9.22</b>	<b>(2.32)</b>
Less: Total Comprehensive Income attributable to Non Controlling Interest (recovery)	-	-	(0.18)	(12.72)
<b>Total Comprehensive Income attributable to Owners of the Company</b>	<b>-</b>	<b>-</b>	<b>9.40</b>	<b>10.40</b>
Less: Appropriation (Transfer to General Reserve)	-	-	-	-
<b>Earnings Per Share (Basic) (In ₹)</b>	<b>0.56</b>	<b>0.59</b>	<b>0.05</b>	<b>0.11</b>

## Results of Operations and the State of Company's Affairs

During the year under review, the Company recorded an operating turnover of ₹ 735.45 crore (previous year ₹ 666.81 crore). Profit before Tax was ₹ 148.69 crore, as against ₹ 122.57 crore in previous year. The consolidated revenue from operations of the Company was ₹ 1475.19 crore as against ₹ 979.41 crore in previous year and Profit before Tax on consolidated basis was ₹ 59.84 crore, as against ₹ 31.51 crore in previous year.

The Company continues to improve its viewership and enhance its market share by having broadest news network with unmatched coverage through 20 channels spanning in 15 languages and 26 states. Business news channels of the Company continue to

maintain top position in business news. General news channels of the Company have also significantly improved their market share.

## Dividend

In order to conserve the resources, the Board of Directors has not recommended any dividend for the year under review. This is in accordance with the Company's Dividend Distribution Policy.

The Dividend Distribution Policy of the Company is annexed as **Annexure I** to this Report.

## Deposits

The Company has discontinued accepting fresh fixed deposits or renewing any deposits w.e.f. April 1, 2014. The Company has



repaid all fixed deposits and interest thereon. However, as on March 31, 2018, deposits including interest thereon aggregating to ₹ 67.09 lakhs remained unclaimed.

### Scheme of Merger

The Scheme of Merger by Absorption (the "Scheme") for merger of Equator Trading Enterprises Private Limited, Panorama Television Private Limited, RVT Media Private Limited and ibn18 (Mauritius) Limited, into TV18 Broadcast Limited with the appointed date as April 1, 2016, has been filed with the National Company Law Tribunal, Mumbai Bench ("NCLT") for approval. Upon receipt of approval, the Scheme shall be given effect to in the financial statements of the Company.

The aforesaid Scheme was filed with NCLT post receipt of 'No Objection' from the Reserve Bank of India for merger of Company's foreign subsidiary with the Company.

### Material Changes affecting the Company

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this Report. There has been no change in the nature of business of the Company.

### Management's Discussion and Analysis Report

Management's Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is presented in a separate section forming part of the Annual Report.

### Credit Rating

ICRA Limited—the Credit Rating Agency has assigned following Credit Ratings to the Company:

Instruments	Ratings
Long term/Short term Facilities Fund based / Non-fund based Limits of ₹ 354 crore	[ICRA] AAA (pronounced as ICRA triple A) / Stable
Commercial Paper Programme of ₹ 750 crore	[ICRA] A1+ (pronounced as ICRA A One plus) Outstanding
Commercial Paper Programme of ₹ 750 crore	[ICRA] A1+ (pronounced as ICRA A One plus)

CARE Ratings Limited – the Credit Rating Agency has assigned the following Credit Rating to the Company:

Instruments	Ratings
Commercial Paper Programme Of ₹ 750 crore	CARE A1+ (A One Plus)

### Corporate Governance

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by the Securities and Exchange Board of India ("SEBI").

A detailed Corporate Governance Report of the Company in pursuance of the Listing Regulations forms part of the Annual Report of the Company. The requisite Certificate from a Practicing Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated under the Listing Regulations is attached to the Corporate Governance Report.

### Business Responsibility Report

The Business Responsibility Report as stipulated under the Listing Regulations, describing the initiatives taken by the Company from an environmental, social and governance perspective is attached as part of the Annual Report.

### Directors and Key Management Personnel

In accordance with the provisions of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, Mr. P.M.S. Prasad, Non-Executive Director, retires by rotation at this Annual General Meeting of the Company. Based on the recommendation of the Nomination and Remuneration Committee, the Board has recommended his re-appointment as Director liable to retire by rotation.

During the year under review Mr. K. R. Raja, Non-Executive Director, resigned from the Directorship of the Company w.e.f. March 21, 2018. The Board places on record its appreciation for the valuable contribution made by him during his tenure as Director of the Company.

Save and except aforementioned, there was no other change in Directors and Key Managerial Personnel of the Company.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act read with Regulation 16 of the Listing Regulations.

The following policies of the Company are annexed herewith and marked as **Annexure IIA and Annexure IIB** respectively:

- Policy for Selection of Directors and Determining Directors Independence; and
- Remuneration Policy for Directors, Key Managerial Personnel and Other Employees.

### Performance Evaluation

The Company has formulated a Policy for Performance Evaluation of the Independent Directors, Board, Committees and other Individual Directors. The evaluation process inter-alia considers attendance at meetings, acquaintance with business, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, etc.

On the basis of aforesaid Policy, the process of performance evaluation of the Board, Committee, Individual Directors (including Independent Directors) and Chairperson was carried out. The Chairperson of the respective Committees shared the report on evaluation with the respective Committee members. The performance of each Committee was evaluated by the Board, based on report on evaluation received from respective Committees. The report on performance evaluation of the Individual Directors was reviewed by the Chairperson of the Board and feedback was given to Directors.

### Consolidated Financial Statement

In accordance with the provisions of the Act, the Listing Regulations and IndAS 110 - Consolidated Financial Statements read with IndAS 28 - Investments in Associates and IndAS 31 - Interests in Joint Ventures, the audited Consolidated Financial Statement is provided in the Annual Report.

### Subsidiaries/Joint Ventures/Associate Companies

The development in business operations/performance of the major subsidiaries/joint ventures/associate companies, forms part of the Management's Discussion and Analysis Report.

During the year, the Company took operational control and raised its stake to 51% in its subsidiary Viacom18 Media Private Limited ("Viacom18") by acquiring 1% additional equity shares of Viacom18.

The performance and financial information of the subsidiary companies/joint ventures/associate companies is provided as Annexure to the Consolidated Financial Statement.

The audited Financial Statement including the Consolidated Financial Statement and related information of the Company are available on the Company's website [www.network18online.com](http://www.network18online.com). The Financial Statement of each of the subsidiaries may also be accessed on the Company's website [www.network18online.com](http://www.network18online.com). These documents will also be available for inspection on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours at the registered office of the Company.

The Company has formulated a Policy for Determining Material Subsidiaries and the same is placed on the website at <http://www.network18online.com/reportstv18/Policies/Policy%20for%20determining%20Material%20Subsidiaries%20new.pdf>.

### Secretarial Standards

The Company has complied with the provisions of the applicable Secretarial Standards, i.e. SS-1 (Secretarial Standard on Meetings of the Board of Directors) and SS-2 (Secretarial Standard on General Meetings).

### Directors' Responsibility Statement

Pursuant to the requirement of Section 134 of the Act, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) in the preparation of the annual accounts for the financial year ended March 31, 2018, the applicable Accounting Standards read with the requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profit of the Company for the year ended on that date;
- (iii) the Directors have taken proper and sufficient care for the 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 fraud and other irregularities;
- (iv) the Directors have prepared the annual accounts of the Company for the financial year ended March 31, 2018 on a 'going concern basis';
- (v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- (vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### Number of Meetings of the Board

During the year under review, 7 (seven) Board meetings were held. Further, details of the meetings of the Board and its Committees are given in the Corporate Governance Report, forming part of the Annual Report.

### Audit Committee

The Audit Committee of the Company comprises Mr. Adil Zainulbhai (Chairman), Mr. Dhruv Subodh Kaji, Mr. Rajiv Krishan Luthra, Independent Directors, and Mr. P.M.S. Prasad Non-Executive Director. During the year, all the recommendations made by the Audit Committee were accepted by the Board.

### Risk Management

The Board of Directors of the Company is responsible for the direction and establishment of internal controls to mitigate material business risks. The Company has formulated and adopted a Risk Management Policy to identify the elements of risk for achieving its business objectives and to provide reasonable assurance that all the material risks will be mitigated. Further details on Risk Management are given in the report on Management's Discussion and Analysis Report, which forms part of the Annual Report.

### Internal Financial Controls

The Company has adequate systems of internal financial controls to safeguard and protect the Company from loss, unauthorised use or disposition of its assets. All the transactions are properly authorised, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements.

The internal financial controls have been embedded in the business processes. Assurance on the effectiveness of internal financial controls is obtained through management reviews, continuous monitoring by functional leaders as well as testing of the internal financial control systems by the Internal Auditors during the course of their audits.

The Audit Committee reviews adequacy and effectiveness of Company's internal controls and monitors the implementation of audit recommendations.

### Corporate Social Responsibility

Corporate Social Responsibility (CSR) Committee of the Company comprises Mr. Adil Zainulbhai (Chairman), Mr. Dhruv Subodh Kaji, Independent Directors and Mr. P.M.S. Prasad, Non-Executive Director. The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the objectives set out in the 'Corporate Social Responsibility Policy'.

The CSR Policy of the Company is available on its website and may be accessed at the link [http://www.network18online.com/reportstv18/Policies/Corporate%20Social%20Responsibility%20Policy\\_1.pdf](http://www.network18online.com/reportstv18/Policies/Corporate%20Social%20Responsibility%20Policy_1.pdf).

In terms of CSR Policy, the focus areas of engagement are as under:

- Addressing identified needs of the unprivileged through initiatives directed towards improving livelihood, alleviating poverty, promoting education, empowerment through vocational skills and promoting health and well-being
- Preserve, protect and promote art, culture and heritage
- Environmental sustainability, ecological balance and protection of flora and fauna
- Training to promote rural sports, nationally recognised sports, Paralympics sports and Olympic sports

The Company would also undertake other need based initiatives in compliance with Schedule VII to the Act.

During the year under review, the Company had spent ₹ 1.75 crore in the area of Training to Promote Rural Sports, Nationally Recognised Sports which is more than the prescribed CSR expenditure of 2% of the average net profit of last three financial years. The Annual Report on CSR activities as stipulated under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith and marked as **Annexure III** to this Report.

### Vigil Mechanism

The Company promotes ethical behaviour in all its business activities. Towards this, the Company has adopted a Policy on Vigil Mechanism and Whistle Blower. The Company has constituted an Ethics & Compliance Task Force to process and investigate a protected disclosure made under the Policy. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice or victimisation. The Audit Committee oversees the Vigil Mechanism. The Policy on Vigil Mechanism and Whistle Blower is available on the website of the Company and may be accessed at the link <http://www.network18online.com/reportstv18/Policies/Policy%20on%20Whistle%20Blower%20Policy-Vigil%20Machanism.pdf>.

### Related Party Transactions

All the related party transactions were entered into on arm's length basis and were in the ordinary course of business. Further, the transactions with related parties were in compliance with the applicable provisions of the Act and the Listing Regulations. Omnibus approval was obtained for the transactions which were foreseen and repetitive in nature. A statement of all related party transactions was presented before the Audit Committee on a quarterly basis.

During the year, the Company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the Policy of the Company on materiality of related party transactions, or which is required to be reported in Form AOC-2 in terms of Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014. The Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions is posted on the website of the Company and may be accessed at the link [http://www.network18online.com/reportstv18/Policies/Materiality\\_partytransactions\\_policy\\_TV181.pdf](http://www.network18online.com/reportstv18/Policies/Materiality_partytransactions_policy_TV181.pdf). The details of the transactions with Related Parties are provided in Note no. 30 to the Standalone Financial Statement.

### **Particulars of Loans Given, Investments Made, Guarantees Given and Securities Provided**

Details of loans given, investments made, guarantees given and securities provided by the Company along with the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient are provided in the Standalone Financial Statement. Please refer Note nos. 2, 3, 10, 30 and 36 to the Standalone Financial Statement.

### **Auditors & Auditors' Reports**

#### **Statutory Auditor**

S.R. Batliboi & Associates LLP, Chartered Accountants, (ICAI Firm Registration no. 101049W/E300004) were appointed as Statutory Auditors of the Company, for a term of 5 (five) consecutive years at the Annual General Meeting held on September 25, 2017. The Company has received confirmation from them to the effect that they are not disqualified for holding the office of the Auditors.

The Notes on Financial Statement referred to in the Auditors' Report are self-explanatory and do not call for further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

#### **Cost Auditor**

The Board had appointed M/s Pramod Chauhan & Associates, Cost Accountants, as the Cost Auditors of the Company for the financial year 2017-18 for conducting the audit of the Cost Records of the Company.

#### **Secretarial Auditor**

The Board had appointed M/s Chandrasekaran Associates, Company Secretaries, to conduct the Secretarial Audit for the financial year 2017-18. The Secretarial Audit Report for the financial year ended March 31, 2018, is annexed with the Report and marked as **Annexure IV**. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

### **Particulars of Employees and Related Information**

Information required in terms of the provisions of Section 197(12) of the Act read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 also form part of this report.

Having regard to the provisions of the second proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the Members of the Company. The said information is available for inspection at the registered office of the Company on all working days, 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.

### **Extract of Annual Return**

Extract of the Annual Return in the prescribed format is annexed with this report and marked as **Annexure V**.

### **Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

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

#### **a) Conservation of Energy**

The Company is not an energy intensive unit, hence alternate source of energy may not be feasible. However, regular efforts are made to conserve the energy, viz. use of low energy consuming LED lightings is being encouraged.

#### **b) Technology Absorption**

The Company is conscious of implementation of latest technologies in key working areas. Technology is ever-changing and employees of the Company are made aware of the latest working techniques and technologies through workshops, group e-mails and discussion sessions for optimum utilisation of available resources and to improve operational efficiency.

The Company is not engaged in manufacturing activities. Therefore, certain disclosures on technology absorption and conservation of energy etc. are not applicable.

During the year, there has been no expenditure on Research and Development.



**c) Foreign Exchange Earnings and Outgo**

During the year, the Company earned ₹ 29.61 crore of foreign exchange and used ₹ 89.33 crore of foreign exchange on actual basis.

**General**

During the year under review:

1. The Company had not issued any equity share with differential rights as to dividend or voting or otherwise.
2. The Company had not issued any share (including sweat equity shares) to employees of the Company under any scheme. Voting rights on the shares issued to employees in earlier years under Employees' Stock Option Scheme of the Company are either exercised by them directly or through their appointed proxy.

3. No significant or material order was passed by any Regulator/ Court/ Tribunal which impacts the going concern status of the Company or its future operations.
4. No fraud had been reported by the Auditors to the Audit Committee or the Board of Directors.

**Acknowledgement**

The Board of Directors wishes to place on record its appreciation for the faith reposed in the Company and continuous support extended by all the employees, members, customers, joint venture partners, associates, investors, government authorities and bankers.

For and on behalf of the Board of Directors

Place: Mumbai

Date: April 24, 2018

**Adil Zainulbhai**

Chairman

# ANNEXURE I

## Dividend Distribution Policy

The Board of Directors (the "Board") of TV18 Broadcast Limited (the "Company") at its meeting held on July 18, 2017, has adopted this Dividend Distribution Policy (the "Policy") as required by Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

### Objective

The objective of this Policy is to establish the parameters to be considered by the Board of Directors of the Company before declaring or recommending dividend.

### Circumstances under which the Shareholders may or may not Expect Dividend

The Board of Directors of the Company, while declaring or recommending dividend shall ensure compliance with statutory requirements under applicable laws including the provisions of the Companies Act, 2013 and Listing Regulations. The Board of Directors, while determining the dividend to be declared or recommended shall take into consideration the advice of the executive management of the Company and the planned and further investments for growth apart from other parameters set out in this Policy.

The Board of Directors of the Company may not declare or recommend dividend for a particular period if it is of the view that it would be prudent to conserve capital for the then ongoing or planned business expansion or other factors which may be considered by the Board.

### Parameters to be considered before Recommending Dividend

The Board of Directors of the Company shall consider the following financial / internal parameters while declaring or recommending dividend to shareholders:

- Profits earned during the financial year
- Retained Earnings
- Earnings outlook for next three to five years
- Expected future capital / liquidity requirements
- Any other relevant factors and material events

The Board of Directors of the Company shall consider the following external parameters while declaring or recommending dividend to shareholders:

- Macro-economic environment - Significant changes in macro-economic environment materially affecting the

businesses in which the Company is engaged in the geographies in which the Company operates

- Regulatory changes – Introduction of new regulatory requirements or material changes in existing taxation or regulatory requirements, which significantly affect the businesses in which the Company is engaged
- Technological changes which necessitate significant new investments in any of the businesses in which the Company is engaged

### Utilisation of Retained Earnings

The Company shall endeavor to utilise the retained earnings in a manner which shall be beneficial to the interests of the Company and also its shareholders.

The Company may utilise the retained earnings for making investments for future growth and expansion plans, for the purpose of generating higher returns for the shareholders or for any other specific purpose, as approved by the Board of the Company.

### Parameters that shall be adopted with regard to various classes of shares

The Company has issued only one class of shares viz. equity shares. Parameters for dividend payments in respect of any other class of shares will be as per the respective terms of issue and in accordance with the applicable regulations and will be determined, if and when the Company decides to issue other classes of shares.

### Conflict in Policy

In the event of any conflict between this Policy and the provisions contained in the regulations, the regulations shall prevail.

### Amendments

The Board may, from time to time, make amendments to this Policy to the extent required due to change in applicable laws and regulations or as deemed fit on a review.

For and on behalf of the Board of Directors

Place: Mumbai  
Date: April 24, 2018

**Adil Zainulbhai**  
Chairman

# ANNEXURE IIA

## Policy for Selection of Directors and Determining Directors Independence

### 1. Introduction

**1.1** TV18 Broadcast Limited (the "Company" or "TV18") believes that an enlightened Board of Directors ("Board") consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. Towards this, TV18 ensures constitution of a Board with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively.

**1.2** TV18 recognises the importance of Independent Directors in achieving the effectiveness of the Board. TV18 aims to have an optimum combination of Executive Directors, Non-Executive Directors and Independent Directors.

### 2. Scope and Purpose:

**2.1** This Policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as Independent Directors of the Company.

### 3. Terms and References:

Unless defined elsewhere in this Policy, the following terms shall have the following meanings:

**3.1** "Director" means a director appointed to the Board of the Company.

**3.2** "Nomination and Remuneration Committee" means the committee constituted by TV18's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations").

**3.3** "Independent Director" means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 (1)(b) of the Listing Regulations.

### 4. Policy:

#### 4.1 Qualifications and criteria

The Nomination and Remuneration Committee, and the Board, shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole

and its individual Members. The objective is to have a Board with diverse background and experience that are relevant for the Company's operations.

In evaluating the suitability of individual Board Members, the Nomination and Remuneration Committee shall take into account many factors, including the following:

- General understanding of the Company's business dynamics, global business and social perspective;
- Educational and professional background;
- Standing in the profession;
- Personal and professional ethics, integrity and values; and
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

The proposed appointee shall also fulfil the following requirements:

- Shall possess a Director's Identification Number;
- Shall not be disqualified under the Companies Act, 2013;
- Shall give his written consent to act as a Director;
- Shall endeavour to attend all Board Meetings and wherever he is appointed as a Board Committee ("Committee") Member, the Committee Meetings;
- Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;
- Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, Listing Regulations and other relevant laws.

The Nomination and Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

**4.2 Criteria of Independence**

The Nomination and Remuneration Committee shall assess the independence of Directors at the time of appointment/re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationship are disclosed by a Director

The criteria of independence, as laid down in Companies Act, 2013 and the Listing Regulations, is as below:

An Independent Director in relation to a company, means a Director other than a Managing Director or a Whole-Time Director or a Nominee Director –

- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b.
  - (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
  - (ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- c. who, has or had no material pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- d. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- e. who, neither himself nor any of his relatives-
  - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
  - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of-
    - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
    - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
  - (iii) holds together with his relatives two per cent or more of the total voting power of the Company; or
  - (iv) is a Chief Executive or Director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or
  - (v) is a material supplier, service provider or customer or a lessor or a lessee of the company.
- f. shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, corporate social responsibility or other disciplines related to the Company's business.
- g. shall possess such other qualifications as may be prescribed, from time to time, under the Companies Act, 2013 and the Listing Regulations.
- h. who is not less than 21 years of age

The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.



### 4.3. Other Directorships / Committee Memberships

**4.3.1** The Board Members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, Members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as Directors of the Company. The Nomination and Remuneration Committee shall take into account the nature of, and the time involved in a Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

**4.3.2A** Director shall not serve as Director in more than 20 companies of which not more than 10 shall be public limited companies.

**4.3.3A** Director shall not serve as an Independent Director in more than 7 listed companies and not more than 3

listed companies in case he is serving as a whole-time Director in any listed company.

**4.3.4A** A director shall not be a member in more than 10 committees or act as chairman of more than 5 Committees across all companies in which he holds directorships.

For the purpose of considering the limit of the Committees, Audit Committee and Stakeholders' Relationship Committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013, shall be excluded.

For and on behalf of the Board of Directors

Place: Mumbai

Date: April 24, 2018

**Adil Zainulbhai**

Chairman

## ANNEXURE IIB

### Remuneration Policy for Directors, Key Managerial Personnel and Other Employees

#### 1. Introduction:

**1.1** TV18 Broadcast Limited ("TV18" or the "Company") recognises the importance of aligning the business objectives with specific and measurable individual objectives and targets. The Company has therefore formulated the remuneration policy for its Directors, Key Managerial Personnel and other employees ("Policy") keeping in view the following objectives:

**1.1.1** Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors and employees of the quality required to run the company successfully;

**1.1.2** Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks; and

**1.1.3** Ensuring that remuneration 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.

#### 2. Scope and Purpose:

**2.1** This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board of Directors of the Company ("Board") the remuneration of the Directors, Key Managerial Personnel and other employees of the Company.

#### 3. Terms and References:

Unless defined elsewhere in this Policy, the following terms shall have the following meanings:

**3.1 "Director"** means a director appointed to the Board of the Company.

**3.2 "Key Managerial Personnel" means**

- (i) the Chief Executive Officer or the Managing Director or the Manager;
- (ii) the Company Secretary;
- (iii) the Whole-Time Director
- (iv) the Chief Financial Officer; and
- (v) such other Officer as may be prescribed under the Companies Act, 2013.

**3.3 "Nomination and Remuneration Committee"** means the committee constituted by TV18's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

#### 4. Policy:

##### Remuneration to Executive Directors and Key Managerial Personnel

**4.1.1** The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Executive Directors within the overall limits approved by the shareholders of the Company.

The Board, on the recommendation of the Nomination and Remuneration Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel.

The remuneration structure to the Executive Directors and Key Managerial Personnel may include the following components:

- (i) Basic pay
- (ii) Perquisites and allowances
- (iii) Stock options
- (iv) Commission (applicable in case of Executive Directors)
- (v) Retiral benefits
- (vi) Annual performance bonus
- (vii) Other perquisites/facilities (including loans/ advances) as per the prevalent policies and practices of the Company

**4.1.2** The Annual Plan and Objectives for senior executives and Executive Directors shall be reviewed by the Nomination and Remuneration Committee and the annual performance bonus will be approved by the Nomination and Remuneration Committee based on the achievements against the annual plan and objectives.

#### 4.2. Remuneration to Non-Executive Directors

The Board on the recommendation of the Nomination and Remuneration Committee shall review and approve the remuneration payable to the Non-Executive Directors within the overall limits approved by the shareholders of the Company.

Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the committees thereof. The Non-Executive Directors may also be entitled to profit related commission in addition to the sitting fees, as may be decided by the shareholders of the Company, from time to time.

their roles and responsibilities in the organisation. Individual remuneration is determined within the appropriate grade and is based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

Remuneration and other perquisites/facilities (including loans/ advances) shall be governed by the prevalent policies and practices of the Company.

For and on behalf of the Board of Directors

#### 4.3. Remuneration to other Employees

Employees are assigned grades according to their qualifications and work experience, competencies as well as

Place: Mumbai

Date: April 24, 2018

**Adil Zainulbhai**

Chairman

# ANNEXURE III

## Annual Report on Corporate Social Responsibility (CSR) Activities for the Financial Year 2017-18

### 1. Brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs

Please refer to the Section on Corporate Social Responsibility in this report.

### 2. The Composition of the CSR Committee as on the date of report:

- Mr. Adil Zainulbhai - Chairman
- Mr. Dhruv Subodh Kaji - Member
- Mr. P.M.S. Prasad - Member

### 3. Average net profit of the Company for last three financial years : ₹ 86.64 Crore

### 4. Prescribed CSR Expenditure: ₹ 1.73 Crore

(two percent of the amount as in item 3 above)

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

- Total amount to be spent for the financial year: ₹ 1.73 crore
- Total amount spent during the financial year : ₹ 1.75 crore
- Amount unspent, if any: Not Applicable
- Manner in which the amount spent during the financial year is detailed below:

Sl. No.	CSR project or activity identified	Sector in which the project is covered	Projects of Programs (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or program-wise (₹)	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads (₹)	Cumulative expenditure up to the reporting period (₹)	Amount spent: Direct or through implementing agency*
1.	Sports – Young Champs Programme	Cl. (vii) Training to promote rural sports, Nationally recognised sports, Paralympic sports and Olympic Sports	Maharashtra – District- Thane	1,75,00,000	1,75,00,000	3,10,00,000	Implementing Agency – Reliance Foundation
2.	Health-Health Outreach Programme – Static Medical Units for primary and preventive healthcare including diagnostics	Cl. (i) Promoting healthcare including preventive health care	Maharashtra -Mumbai	-	-	14,00,000	Implementing Agency– Reliance Foundation
3.	Education – Others	Cl.(ii) Promoting Education	Union Territory : Puduchery	-	-	1,11,00,000	Implementing Agency– Reliance Foundation
<b>Total</b>				<b>1,75,00,000</b>	<b>1,75,00,000</b>	<b>4,35,00,000</b>	

\* Reliance Foundation (RF) is a company within the meaning of Section 8 of the Companies Act, 2013 and has a comprehensive approach towards development with an overall aim to create and support meaningful and innovative activities that address some of India's most pressing development challenges, with the aim of enabling lives, living and livelihood for a stronger and inclusive India. RF has an established track record of more than three years in undertaking such projects and programs.

### Responsibility Statement of the Corporate Social Responsibility Committee

The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

**Adil Zainulbhai**

Chairman of the Board and CSR Committee

**Dhruv Subodh Kaji**

Director

Mumbai

April 24, 2018



## ANNEXURE IV

### SECRETARIAL AUDIT REPORT

#### For the Financial Year Ended March 31, 2018

The Members

**TV18 Broadcast Limited**

First Floor, Empire Complex,  
414, Senapati Bapat Marg,  
Lower Parel, Mumbai – 400013

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by TV18 Broadcast 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 authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 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 to the extent of Regulation 55A;
- (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;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014; **Not Applicable**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
  - (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 to the extent of securities issued;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable** and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not Applicable
- (vi) The other laws, as informed and certified by the Management of the Company which are specifically applicable to the Company based on the Sectors/ Industry are:
  1. Cable Television Networks (Regulation) Act, 1995;
  2. Cable Television Network Rules, 1944;
  3. Policy Guidelines For Downlinking Of Television Channel;
  4. Policy guidelines for Uplinking of Television channels from India;
  5. Telecom Regulatory Authority of India Act, 1997 r/w Standards of Quality of Service (Duration of Advertisements in Television Channels) Regulations, 2012;
  6. The Telecommunication (Broadcasting and cable Services) Interconnection Regulation 2004;
  7. The Telecommunication (Broadcasting and Cable Services) Interconnection (Digital addressable Cable Television Systems) Regulation 2012;
  8. The Register of Interconnection Agreement (Broadcasting and Cable Services) Regulation 2004;
  9. The Indian Wireless Telegraphy Act, 1933.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent 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.

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 except in cases where meetings were convened at a shorter notice. The Company has complied with the provisions of Act for convening meeting at the shorter notice. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

We further report that during the audit period following major events have happened which are deemed to have major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

- (i) Company has purchased additional 1% equity shares of Viacom18 Media Private Limited (Viacom18), a Joint Venture Company of the Company, resulting in increase of Company's equity holding in Viacom18 to 51%.
- (ii) The Company has filed Scheme for Merger by Absorption for merger of Equator Trading Enterprises Private Limited, Panorama Television Private Limited, RVT Media Private Limited and ibn18 (Mauritius) Limited into TV18 Broadcast Limited with appointed date as April 01, 2016, with National Company Law Tribunal, Mumbai Bench for approval.

For **Chandrasekaran Associates**  
Company Secretaries

**Rupesh Agarwal**  
Partner

Date: 12.04.2018  
Place: New Delhi

Membership No. 16302  
Certificate of Practice No. 5673

Note: 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

The Members

**TV18 Broadcast Limited**

First Floor, Empire Complex,  
414, Senapati Bapat Marg,  
Lower Parel, Mumbai – 400013

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

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

For **Chandrasekaran Associates**  
Company Secretaries

**Rupesh Agarwal**  
Partner

Date: 12.04.2018  
Place: New Delhi

Membership No. 16302  
Certificate of Practice No. 5673

# ANNEXURE-V

## Form No. MGT-9

### EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS

i)	CIN	L74300MH2005PLC281753
ii)	Registration Date	6 <sup>th</sup> June, 2005
iii)	Name of the Company	TV18 Broadcast Limited
iv)	Category/ Sub-Category of the Company	Public Company limited by shares
v)	Address of the Registered Office and contact details	First Floor, Empire Complex, 414- Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 Tel: +91 22 4001 9000 / 6666 7777
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent	Karvy Computershare Private Limited Karvy Selenium Tower B, 6th Floor, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Tel: +91 40 6716 1700 Toll Free No.: 1800-425-8998 (from 9:00 a.m. to 06:00 p.m.) Fax No.: +91 40 6716 1680 Email: tv18investor@karvy.com Website: <a href="http://www.karvycomputershare.com">www.karvycomputershare.com</a>

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company are given below:

Sl. No.	Name and Description of main Products/Services	NIC Code of the Product/Service#	% to total turnover of the Company
1	Television Programming and Broadcasting activities	6020	100

# As per National Industrial Classification – 2008, Ministry of Statistics & Programme Implementation

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name of the Company	Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held <sup>#</sup>	Applicable Section
1	Network18 Media & Investments Limited	First Floor, Empire Complex, 414- Senapati Bapat Marg, Lower Parel, Mumbai - 400 013	L65910MH1996PLC280969	Holding	51.17	2(46)
2	AETN18 Media Private Limited	First Floor, Empire Complex, 414 - Senapati Bapat Marg, Lower Parel, Mumbai - 400 013	U74300MH2010PTC274878	Subsidiary	51	2(87)(ii)
3	Equator Trading Enterprises Private Limited	Unit No. 501, 5 <sup>th</sup> Floor, Tower- 1, One Indiabulls Centre, Jupiter Textile Mills, Elphinstone Road, Mumbai - 400 013	U52390MH2008PTC177456	Subsidiary	100	2(87)(ii)
4	ibn18 (Mauritius) Limited	5 <sup>th</sup> Floor, Ebene Esplanade, 24 Cybercity, Ebene, Mauritius	NA	Subsidiary	100	2(87)(ii)

Sl. No.	Name of the Company	Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held <sup>#</sup>	Applicable Section
5	IBN Lokmat News Private Limited*	First Floor, Empire Complex, 414 - Senapati Bapat Marg, Lower Parel, Mumbai - 400 013	U65923MH2007PTC281111	Subsidiary	50	2(87)(ii)
6	IndiaCast Media Distribution Private Limited	First Floor, Empire Complex, 414 Senapati Bapat Marg, Lower Parel, Mumbai - 400 013	U74300MH2008PTC274364	Subsidiary	100	2(87)(ii)
7	IndiaCast UK Limited	Suite 02.13, Avanta Harrow, 79, NA College Road, Harrow, HA1 1BD, United Kingdom		Subsidiary	100	2(87)(ii)
8	IndiaCast US Limited	4 <sup>th</sup> Floor, Suite 401, 100 Town Square Place, Suite 401 jersey city, New Jersey 07310	NA	Subsidiary	100	2(87)(ii)
9	Panorama Television Private Limited	First Floor, Empire Complex, 414 Senapati Bapat Marg, Lower Parel, Mumbai - 400 013	U64204MH1996PTC281176	Subsidiary	100	2(87)(ii)
10	Roptonal Limited	Diomidous, 10 Alphamega Akropolis Building, 3 <sup>rd</sup> Floor, Flat/ Office 401, P.C. 2024, Nicosia, Cyprus	NA	Subsidiary	100	2(87)(ii)
11	RVT Media Private Limited	First Floor, Empire Complex, 414 Senapati Bapat Marg, Lower Parel, Mumbai - 400 013	U30007MH2007PTC274883	Subsidiary	100	2(87)(ii)
12	Viacom18 Media Private Limited	Zion Bizworld, Subhash Road- A, Vile Parle (East), Mumbai - 400 057	U92100MH1995PTC095508	Subsidiary	51	2(87)(ii)
13	Viacom18 US Inc	2711 Centerville RD, Ste 400, NA Wilmington, DE 19808, USA		Subsidiary	100	2(87)(ii)
14	Viacom18 Media (UK) Limited	Unit 1, Concord Business Centre, NA Concord Road, London - W3 0TJ, UK		Subsidiary	100	2(87)(ii)
15	Eenadu Television Private Limited	1-10-76, Fair Field Begumpet Hyderabad, Telangana- 500016	U92111TG1991PTC012643	Associate	24.50	2(6)

<sup>#</sup> Representing aggregate % of shares held by the Company and/or its subsidiaries

\*Holding is more than 50% of total paid up share capital.

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

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

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2017)				No. of Shares held at the end of the year (as on 31.03.2018)				% 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	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	1030105311	0	1030105311	60.09	1030105311	0	1030105311	60.09	0.00
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Others (Trusts)	5414794	0	5414794	0.32	5414794	0	5414794	0.32	0.00
<b>Sub-total (A) (1)</b>	<b>1035520105</b>	<b>0</b>	<b>1035520105</b>	<b>60.40</b>	<b>1035520105</b>	<b>0</b>	<b>1035520105</b>	<b>60.40</b>	<b>0.00</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-



Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2017)				No. of Shares held at the end of the year (as on 31.03.2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2)</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>1035520105</b>	<b>0</b>	<b>1035520105</b>	<b>60.40</b>	<b>1035520105</b>	<b>0</b>	<b>1035520105</b>	<b>60.40</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	82601191	0	82601191	4.82	84270876	0	84270876	4.92	0.10
b) Banks/FI	1228729	0	1228729	0.07	2041047	0	2041047	0.12	0.05
c) Central Govt.	13922190	0	13922190	0.81	9000000	0	9000000	0.52	-0.29
d) State Govt (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	7496411	0	7496411	0.44	-	-	-	-	-0.44
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
(i-i) Foreign Portfolio Investor	193514040	0	193514040	11.29	195422197	0	195422197	11.40	0.11
<b>Sub-total (B)(1)</b>	<b>298762561</b>	<b>0</b>	<b>298762561</b>	<b>17.43</b>	<b>290734120</b>	<b>0</b>	<b>290734120</b>	<b>16.96</b>	<b>-0.47</b>
<b>2. Non-Institutions</b>									
a) Bodies Corporate									
(i) Indian	99672624	1996	99674620	5.81	107231997	1996	107233993	6.26	0.44
(ii) Overseas	1904	0	1904	0	1904	0	1904	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	91867235	239865	92107100	5.37	100855888	208714	101064602	5.90	0.52
ii) Individual shareholders holding nominal share capital in excess of ₹ 1lakh	130726178	68980	130795158	7.63	118945291	68980	119014271	6.94	-0.69
c) Others									
i) Non Resident Indians	15237791	475	15238266	0.89	18152444	475	18152919	1.06	0.17
ii) Foreign National	650	0	650	0	0	0	0	0.00	0.00
iii) Clearing Members	2898453	0	2898453	0.17	3304777	0	3304777	0.19	0.02
iv) Unclaimed Share Suspense Account – Regulation 39 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015*	54406	0	54406	0	54406	0	54406	0.00	0.00
v) Employee Trusts	0	0	0	0	0	0	0	0.00	0.00
vi) Trusts	1608530	68	1608598	0.09	1624405	68	1624473	0.09	0.00
vii) HUF	8353405	380	8353785	0.48	8309656	380	8310036	0.48	0.00
<b>Sub-total (B)(2)</b>	<b>350421176</b>	<b>311764</b>	<b>350732940</b>	<b>20.45</b>	<b>358480768</b>	<b>280613</b>	<b>358761381</b>	<b>20.92</b>	<b>0.47</b>
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>649183737</b>	<b>311764</b>	<b>649495501</b>	<b>37.89</b>	<b>649214888</b>	<b>280613</b>	<b>649495501</b>	<b>37.89</b>	<b>0.00</b>
<b>C. Non Promoter – Non Public Shareholding</b>									
(1) Custodian / DR Holder	0	0	0	0	0	0	0	0	0
(2) Employee Benefit Trust (under SEBI) (Share based Employee Benefit Regulation 2014 *)	29344554	0	29344554	1.71	29344554	0	29344554	1.71	0
<b>Total Non-Promoter-Non Public Shareholding (C) = (C) (1) + (C)(2)</b>	<b>29344554</b>	<b>0</b>	<b>29344554</b>	<b>1.71</b>	<b>29344554</b>	<b>0</b>	<b>29344554</b>	<b>1.71</b>	<b>0</b>
<b>D. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C+D)</b>	<b>1714048396</b>	<b>311764</b>	<b>1714360160</b>	<b>100.00</b>	<b>1714079547</b>	<b>280613</b>	<b>1714360160</b>	<b>100.00</b>	<b>0.00</b>

\*The voting rights on these shares shall remain frozen till the rightful owner claims the shares [ Refer to Regulation 39 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015].

# Pursuant to SEBI (Share based Employee Benefit) Regulation 2014, shares held by Employee Benefit Trust have been reclassified from Public to Non Promoter Non Public.

**(ii) Shareholding of Promoters/Promoter Group**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2017)			Share holding at the end of the year (As on 31.03.2018)			% change in share holding 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.	Network18 Media & Investments Limited	877035062	51.16	0.00	877035062	51.16	0.00	0.00
2.	Teesta Retail Private Limited	85173200	4.97	0.00	85173200	4.97	0.00	0.00
3.	RB Mediasoft Private Limited	26050431	1.52	0.00	26050431	1.52	0.00	0.00
4.	RB Media Holdings Private Limited	10420173	0.61	0.00	10420173	0.61	0.00	0.00
5.	Watermark Infratech Private Limited	10420173	0.61	0.00	10420173	0.61	0.00	0.00
6.	Colorful Media Private Limited	10420173	0.61	0.00	10420173	0.61	0.00	0.00
7.	Adventure Marketing Private Limited	10420173	0.61	0.00	10420173	0.61	0.00	0.00
8.	Independent Media Trust (Held In The Name of its Trustee Sanchar Content Private Limited)	5414794	0.32	0.00	5414794	0.32	0.00	0.00
9.	RRB Investments Private Limited	163563	0.01	0.00	163563	0.01	0.00	0.00
10.	RRB Mediasoft Private Limited	2363	0.00	0.00	2363	0.00	0.00	0.00
11.	Reliance Industries Limited	-	-	-	-	-	-	-
12.	RB Holdings Private Limited	-	-	-	-	-	-	-
13.	Reliance Industrial Investments and Holdings Limited	-	-	-	-	-	-	-
<b>Total</b>		<b>1035520105</b>	<b>60.40</b>	<b>0.00</b>	<b>1035520105</b>	<b>60.40</b>	<b>0.00</b>	<b>0.00</b>

Shareholders listed above are Promoters as per disclosure received under Regulation 30(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as on March 31, 2018.

**(iii) Change in Promoters' Shareholding**

Sl. No.	Particulars	Shareholding at the beginning of the year (As on 01.04.2017)		Change in the Shareholding during the year			Cumulative Shareholding during the year (As on 31-03-2018)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	Date of Change	No. of shares	% of total shares of the company
1	Shareholding of the Promoters/Promoter Group	1035520105	60.40	-	-	-	1035520105	60.40

Note : There is no change in the total shareholding of Promoters between 01.04.2017 and 31.03.2018

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

Sl. No.	Name of Shareholders'	Shareholding		Change in the Shareholding during the year			Cumulative Shareholding during the year (01.04.2017 to 31-03-2018)	
		No. of shares at the beginning (01.04.2017)/ end of the year (31.3.2018)	% of total shares of the company	Date	Increase/ Decrease in shareholding	Reason	No. of shares	% of total shares of the company
1	Government Pension Fund Global	42300000	2.47	1-Apr-17				
				15-Sep-17	700000	Transfer	43000000	2.51
				31-Oct-17	100000	Transfer	43100000	2.51
				12-Jan-18	-200000	Transfer	42900000	2.50
				19-Jan-18	-400000	Transfer	42500000	2.48
				26-Jan-18	-300000	Transfer	42200000	2.46
				2-Feb-18	-1000000	Transfer	41200000	2.40
				16-Feb-18	-100000	Transfer	41100000	2.40

Sl. No.	Name of Shareholders'	Shareholding		Change in the Shareholding during the year			Cumulative Shareholding during the year (01.04.2017 to 31-03-2018)	
		No. of shares at the beginning (01.04.2017)/ end of the year (31.3.2018)	% of total shares of the company	Date	Increase/ Decrease in shareholding	Reason	No. of shares	% of total shares of the company
2	Reliance Capital Trustee Co Ltd A/c Mutual Funds			2-Mar-18	-100000	Transfer	41000000	2.39
				30-Mar-18	-200000	Transfer	40800000	2.38
		40800000	2.38	31-Mar-18			40800000	2.38
		30839869	1.80	1-Apr-17				
				19-May-17	2100000	Transfer	32939869	1.92
				21-Jul-17	-1989000	Transfer	30950869	1.81
				28-Jul-17	1394000	Transfer	32344869	1.89
				4-Aug-17	697000	Transfer	33041869	1.93
				21-Sep-17	221000	Transfer	33262869	1.94
				27-Oct-17	-51000	Transfer	33211869	1.94
				24-Nov-17	-200000	Transfer	33011869	1.93
				1-Dec-17	-1666000	Transfer	31345869	1.83
				8-Dec-17	901000	Transfer	32246869	1.88
				22-Dec-17	-1700000	Transfer	30546869	1.78
				5-Jan-18	1022000	Transfer	31568869	1.84
				12-Jan-18	1106000	Transfer	32674869	1.91
				26-Jan-18	-50000	Transfer	32624869	1.90
				2-Feb-18	-215000	Transfer	32409869	1.89
				9-Feb-18	204000	Transfer	32613869	1.90
				16-Feb-18	34000	Transfer	32647869	1.90
				9-Mar-18	-238000	Transfer	32409869	1.89
		32409869	1.89	31-Mar-18			32409869	1.89
3	Network18 Group Senior Professional Welfare Trust (Held in the name of the Trustee)	28725006	1.68	1-Apr-17	0	Nil movement during the year		
		28725006	1.68	31-Mar-18			28725006	1.68
4	East Bridge Capital Master Fund Limited *	11271680	0.66	1-Apr-17				
				7-Jul-17	74063	Transfer	11345743	0.66
				21-Jul-17	16581333	Transfer	27927076	1.63
				27-Oct-17	263425	Transfer	28190501	1.64
		28190501	1.64	31-Mar-18			28190501	1.64
5	Jhunjunhwal Rekha Rakesh	24786700	1.45	1-Apr-17				
				21-Jul-17	-1000000	Transfer	23786700	1.39
		23786700	1.39	31-Mar-18			23786700	1.39
6	Derive Trading and Resorts Private Limited	24160598	1.41	1-Apr-17				
				1-Dec-17	-72000	Transfer	24088598	1.41
				8-Dec-17	-272000	Transfer	23816598	1.39
				22-Dec-17	-412122	Transfer	23404476	1.37
				16-Mar-18	-34000	Transfer	23370476	1.36
				23-Mar-18	-510000	Transfer	22860476	1.33
				30-Mar-18	-935000	Transfer	21925476	1.28
		21925476	1.28	31-Mar-18			21925476	1.28
7	Rakesh Jhunjunhwal	32273300	1.88	1-Apr-17				
				28-Apr-17	-500000	Transfer	31773300	1.85
				5-May-17	-2000000	Transfer	29773300	1.74
				12-May-17	-2500000	Transfer	27273300	1.59
				19-May-17	-2500000	Transfer	24773300	1.45

Sl. No.	Name of Shareholders'	Shareholding		Change in the Shareholding during the year			Cumulative Shareholding during the year (01.04.2017 to 31-03-2018)	
		No. of shares at the beginning (01.04.2017)/ end of the year (31.3.2018)	% of total shares of the company	Date	Increase/ Decrease in shareholding	Reason	No. of shares	% of total shares of the company
				26-May-17	-2500000	Transfer	22273300	1.30
				2-Jun-17	-2500000	Transfer	19773300	1.15
				21-Jul-17	1000000	Transfer	20773300	1.21
				1-Dec-17	6245780	Transfer	27019080	1.58
				8-Dec-17	4220	Transfer	27023300	1.58
				15-Dec-17	-4750000	Transfer	22273300	1.30
				22-Dec-17	-1500000	Transfer	20773300	1.21
		20773300	1.21	31-Mar-18			20773300	1.21
8	Bright Star Investments Private Limited	17724888	1.03	1-Apr-17	0	Nil movement during the year		
		17724888	1.03	31-Mar-18			17724888	1.03
9	India Opportunities Growth Fund Limited – Pinewood Strategy	14859090	0.87	1-Apr-17				
				16-Jun-17	550000	Transfer	15409090	0.90
				1-Dec-17	-859090	Transfer	14550000	0.85
				2-Mar-18	650000	Transfer	15200000	0.89
		15200000	0.89	31-Mar-18			15200000	0.89
10	OHM Stock Broker Private Limited *	29000000	0.17	1-Apr-17				
				18-Sep-17	9343181	Transfer	12243181	0.71
				20-Oct-17	-25000	Transfer	12218181	0.71
				27-Oct-17	-100000	Transfer	12118181	0.71
		12118181	0.71	31-Mar-18			12118181	0.71
11	Sameer Manchanda <sup>a</sup>	12420774	0.72	1-Apr-17				
				7-Apr-17	-2417477	Transfer	10003297	0.58
		10003297	0.58	31-Mar-18			10003297	0.58
12	HDFC Trustee Company Limited A/c Mutual Funds <sup>a</sup>	12293007	0.72	1-Apr-17				
				7-Apr-17	700000	Transfer	12993007	0.76
				14-Jul-17	1000000	Transfer	13993007	0.82
				4-Aug-17	600000	Transfer	14593007	0.85
				27-Oct-17	136000	Transfer	14729007	0.86
				3-Nov-17	1000000	Transfer	15729007	0.92
				24-Nov-17	272000	Transfer	16001007	0.93
				1-Dec-17	7040000	Transfer	23041007	1.34
				8-Dec-17	51000	Transfer	23092007	1.35
				15-Dec-17	-1000000	Transfer	22092007	1.29
				22-Dec-17	-1071000	Transfer	21021007	1.23
				29-Dec-17	-500000	Transfer	20521007	1.20
				5-Jan-18	-1978000	Transfer	18543007	1.08



Sl. No.	Name of Shareholders'	Shareholding		Change in the Shareholding during the year			Cumulative Shareholding during the year (01.04.2017 to 31-03-2018)	
		No. of shares at the beginning (01.04.2017)/ end of the year (31.3.2018)	% of total shares of the company	Date	Increase/ Decrease in shareholding	Reason	No. of shares	% of total shares of the company
				12-Jan-18	34000	Transfer	18577007	1.08
				19-Jan-18	-2737000	Transfer	15840007	0.92
				2-Feb-18	255000	Transfer	16095007	0.94
				9-Feb-18	-170000	Transfer	15925007	0.93
				16-Feb-18	-238000	Transfer	15687007	0.92
				23-Feb-18	85000	Transfer	15772007	0.92
				23-Mar-18	-6202000	Transfer	9570007	0.56
				30-Mar-18	-1435000	Transfer	8135007	0.47
		8135007	0.47	31-Mar-18			8135007	0.47

\* Not in the list of Top 10 shareholders as on 01-04-2017. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31-03-2018.

# Ceased to be in the list of Top 10 shareholders as on 31-03-2018. The same is reflected above since the shareholder was one of the Top 10 shareholder as on 01-04-2017.

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

None of the Directors held any shares in the Company

##### KEY MANAGERIAL PERSONNEL (KMPs)

Sl. No.	Name	Shareholding		Change in the Shareholding during the year			Cumulative Shareholding during the year (01.04.2017 to 31-03-2018)	
		No. of shares at the beginning (01.04.2017)/ end of the year (31.3.2018)	% of total shares of the company	Date	Increase / Decrease in shareholding	Reason	No. of shares	% of total shares of the company
1	Deepak Gupta Company Secretary	10	0.00	1-Apr-17	0	Nil movement during the year		
		10	0.00	31-Mar-18			10	0.00

None of the other Key Managerial Personnel held any shares in the Company.

## V. INDEBTEDNESS

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

(Amount in ₹ in lakhs)

	Secured Loans	Unsecured Loans	Deposits	Total
<b>Indebtedness at the beginning of the financial year (01.04.2017)</b>				
i) Principal Amount	1170	22500	-	23670
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>1170</b>	<b>22500</b>	<b>-</b>	<b>23670</b>

(Amount in ₹ in lakhs)

	Secured Loans	Unsecured Loans	Deposits	Total
<b>Change in Indebtedness during the financial year</b>				
Addition	5603	132500	-	138103
Reduction	-	123222	-	123222
<b>Net Change</b>	<b>5603</b>	<b>9278</b>	<b>-</b>	<b>14881</b>
<b>Indebtedness at the end of the financial year (31.03.2018)</b>				
i) Principal Amount	6773	31778		38551
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>6773</b>	<b>31778</b>		<b>38551</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

During the year, the Company did not have any Managing Director or Whole Time Director. The Manager of the Company was not paid any remuneration from the Company, during the year.

### B. Remuneration to other directors

(Amount in ₹ in lakhs)

Sl. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Adil Zainulbhai	Rajiv Krishan Luthra	Dhruv Subodh Kaji	Nirupama Rao	P.M.S Prasad	K.R. Raja*	
<b>1. Independent Directors</b>								
	Sitting fee for attending Board/Committee Meetings <sup>®</sup>	15.00	11.00	16.00	6.00	-	-	48.00
	Commission							
	Others							
	<b>Total (1)</b>	<b>15.00</b>	<b>11.00</b>	<b>16.00</b>	<b>6.00</b>		<b>-</b>	<b>48.00</b>
<b>2. Other Non-Executive Directors</b>								
	Sitting fee for attending Board /Committee Meetings <sup>®</sup>					6.00	3.00	9.00
	Commission							
	Others							
	<b>Total (2)</b>					6.00	3.00	9.00
	<b>Total = (1 + 2)</b>	<b>15.00</b>	<b>11.00</b>	<b>16.00</b>	<b>6.00</b>	<b>6.00</b>	<b>3.00</b>	<b>57.00</b>
	Ceiling as per the Act	₹ 144.63 Lakhs (being 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013). In addition, Company can pay sitting fee of ₹ 1.0 Lakhs to each of the Director's for attending each meeting of the Board and its Committees.						
	<b>Total Managerial Remuneration</b>							<b>57.00</b>
	Overall Ceiling as per the Act	₹ 1,590.93 Lakhs (being 11% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)						

\* Ceased as Director w.e.f. March 21, 2018

@ Exclusive of applicable taxes, if any

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

(Amount in ₹ in lakhs)

Sl. No.	Particulars of Remuneration	Company Secretary (Deepak Gupta)	Total
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	44.28	44.28
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1.06	1.06
	(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 (Employer's Contribution to Provident Fund)	1.94	1.94
	<b>Total</b>	<b>47.28</b>	<b>47.28</b>

None of the other Key Managerial Personnel was paid any remuneration from the Company, during the year.

**V. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NIL**

For and on behalf of the Board of Directors

Place: Mumbai

Date: April 24, 2018

**Adil Zainulbhai**

Chairman

# BUSINESS RESPONSIBILITY REPORT

The Company is pleased to present its Business Responsibility Report for the financial year ended March 31, 2018.

At TV18 Broadcast Limited ("TV18" or "the Company") business priorities co-exist with social commitments. Being engaged in broadcasting business, the Company seeks to touch and transform people's lives by raising issues affecting common man. The Company continuously aims to achieve long term value for its stakeholders by conducting its business in a socially responsible and ethical manner and engaging itself in deep social engagements.

## SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. Corporate Identity Number (CIN)	L74300MH2005PLC281753
2. Name of the Company	TV18 Broadcast Limited
3. Registered Address	First Floor, Empire Complex, 414-Senapati Bapat Marg, Lower Parel, Mumbai - 400 013
4. Website	<a href="http://www.network18online.com">www.network18online.com</a>
5. Email id	<a href="mailto:investors.tv18@nw18.com">investors.tv18@nw18.com</a>
6. Financial year reported	April 1, 2017 – March 31, 2018

### 7. Sector(s) that the Company is engaged in (Industrial Activity Code-Wise)

The Company is mainly engaged in the business of Broadcasting of General and Business News television channels i.e. falling into 'Television Programming and Broadcasting Activities - National Industrial Classification (NIC 2008 Code) - 6020, of Ministry of Statistics and Programme Implementation.

### 8. Three Key Products/ Services that the Company manufactures/ provides (as in Balance Sheet)

The Company mainly provides Broadcasting Services and is engaged in the business of Broadcasting of various General and Business News television channels. The Company primarily earns revenue from Advertisement, Subscription and Sale of Media Contents.

### 9. Total number of Locations where business activity is undertaken by the Company

- Number of International locations: Company's international business operations are carried out by various direct and indirect subsidiaries overseas through their offices (including representative office and/or distribution arrangement) in United Kingdom and USA.
- Number of National Locations: Indian operations of the Company are carried out through over 17 offices located in major cities of the Country including Mumbai, Noida, Chennai, Kolkata, Hyderabad, Bengaluru, Ahmedabad, Patna, Chandigarh, Jammu, etc.

### 10. Markets served by the Company

TV18 reaches to more than 700 million television viewers in India through its 53 channels across news and entertainment. In addition, it also operates 16 international channels catering to the global Indian Diaspora.

## SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. Paid-up Capital	: ₹ 342.87 crores
2. Total Turnover	: ₹ 735.45 crores
3. Total Profit after Taxes	: ₹ 96.37 crores
4. Total spending on Corporate Social Responsibility ("CSR") as Percentage of Profit after tax(%)*	: 1.82%

\*This is %age to current year profit. Company has spent more than 2% of average net profit of last 3 financial years, as required under Companies Act, 2013.

### 5. List of activities in which expenditure in 4 above has been incurred

During the financial year 2017-18, CSR expenditure has been incurred on training to promote rural sports, nationally recognised sports. A detailed report on CSR activities is contained in this Annual Report.

## SECTION C: OTHER DETAILS

### 1. Subsidiary company/companies

As at March 31, 2018, the Company has 13 subsidiary companies, details of which are given in the Board's Report.



## 2. Participation of Subsidiary company/companies in the Business Responsibility initiatives of the Parent Company

The Company encourages participation of its subsidiary companies in its group-wide Business Responsibility ("BR") initiatives. As a responsible corporate citizen, the Company promotes sustainable and inclusive development. Company's subsidiary IBN Lokmat News Private Limited, which is required to undertake CSR activities under the provisions of the Companies Act, 2013, is aligned with the CSR activities of the Group.

## 3. Participation and percentage of other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, in the BR initiatives of the Company

The Company recognises the fact that the stakeholders have ability to influence the way a Company is perceived. The Company engages with several stakeholders in the value chain. Considering the nature of operations of the Company, number of such entities is not very significant and would be less than 30%.

## SECTION D: BR INFORMATION

### 1. Details of Director/Directors responsible for BR

#### a) Details of the Director/Directors responsible for implementation of the BR policy/policies

The Corporate Social Responsibility Committee ("CSR Committee") of the Board of Directors is responsible

for implementation of BR policies of the Company. The members of CSR Committee are:

- DIN: 06646490  
Name: Mr. Adil Zainulbhai  
Designation: Independent Director (Chairman)
- DIN: 00192559  
Name: Mr. Dhruv Subodh Kaji  
Designation: Independent Director
- DIN: 00012144  
Name: Mr. P.M.S. Prasad  
Designation: Non-Executive Director

#### b) Details of the BR Head:

Sl. No.	Particulars	Details
1	DIN Number	06646490
2	Name	Mr. Adil Zainulbhai
3	Designation	Chairman, Corporate Social Responsibility Committee
4	Telephone	+91 22 6666 7777 / 4001 9000
5	Email ID	Adil.Zainulbhai@nw18.com

## 2. Principle-wise (As per NVGs) BR Policy/Policies

### a) Details of Compliance (Reply Yes/No)

Sl. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a Policy/Policies for ...	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
2	Has the Policy been formulated in consultation with the relevant stakeholders?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3	Does policy conform to any national /international standards? If yes, specify	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4	Has the policy been approved by the Board? If yes, has it been signed by MD/ CEO/ appropriate Board Director?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
5	Does the Company have a specified Committee of the Board/ Director/ Official to oversee implementation of the policy?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
6	Indicate the link for the policy to be viewed online	Linkages of these policies with BR principles are given below. The policies are available at Company's website <a href="http://www.network18online.com">www.network18online.com</a> , the web links of which are:								

Sl. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
		<ul style="list-style-type: none"> <li><b>Corporate Social Responsibility Policy-</b> <a href="http://www.network18online.com/reportstv18/Policies/Corporate%20Social%20Responsibility%20Policy_1.pdf">http://www.network18online.com/reportstv18/Policies/Corporate%20Social%20Responsibility%20Policy_1.pdf</a></li> <li><b>Our Code-</b> <a href="http://www.network18online.com/reportstv18/Notices%20Events/Other%20Notices/Code%20Conduct.pdf">http://www.network18online.com/reportstv18/Notices%20Events/Other%20Notices/Code%20Conduct.pdf</a></li> <li><b>Code of Conduct-</b> <a href="http://www.network18online.com/reportstv18/Notices%20Events/Other%20Notices/Code%20Conduct.pdf">http://www.network18online.com/reportstv18/Notices%20Events/Other%20Notices/Code%20Conduct.pdf</a></li> </ul>								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	The policies have been communicated to the Company's internal and external stakeholders. BR policies are communicated through this report and are also available online at the web links mentioned at point no. 6 above. Further, the Company is also exploring other modes of formal channels to communicate with other relevant stakeholders.								
8	Does the Company have in-house structure to implement the policy?	Policies are engrained in all day-to-day business operations of the Company and are implemented at all Management levels. CSR Committee of the Board of Directors monitors implementation of the policies.								
9	Does the Company have a grievance redressal mechanism related to the policy to address stakeholders grievances related to the policy?	Yes, CSR Committee of the Board of Directors is responsible for addressing the grievances of the stakeholders								
10	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Policies are evaluated regularly by Senior Management								

**Linkages of various Company Policies with BR Principles as per NVG**

Principle No.	NVG Principle	Reference Document	Reference Section
1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability	Code of Conduct Our Code	Sections 2, 3 5 and 7 Section 3
2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.	Our Code Corporate Social Responsibility Policy	Section 5 Sections 1 and 2
3	Businesses should promote the well-being of all employees.	Code of Conduct	Sections 3,4,6 and 8
4	Businesses should respect interest of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.	Code of Conduct Our Code Corporate Social Responsibility Policy	Sections 5 and 6 Section 5 Section 4
5	Businesses should respect and promote human rights.	Code of Conduct Our Code	Sections 6 and 8 Section 5
6	Business should respect, protect and make efforts to restore the environment.	Corporate Social Responsibility Policy Code of Conduct Our Code	Section 4 Section 3 Section 5

Principle No.	NVG Principle	Reference Document	Reference Section
7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.	Code of Conduct	Section 5
8	Businesses should support inclusive growth and equitable development.	Our Code Corporate Social Responsibility Policy	Section 5 Section 3
9	Businesses should engage with and provide value to their customers and consumers in a responsible manner.	Code of Conduct Our Code	Section 5 Sections 2 and 5

### 3. Governance related to BR

#### a) Frequency with which the Board of Directors, Committee of the Board or CEO assesses the BR performance of the Company

The CSR Committee and the Board of Directors annually assess the Company's BR performance.

#### b) Publication of BR or Sustainability report, hyperlink for viewing this report and frequency of publication

The BR report is available at the website of the Company and may be accessed at the link <http://www.network18online.com/noticesevents-tv18.html>.

Additionally, on an ongoing basis the complaints/ grievances/ views from viewers and other stakeholders are dealt with by respective functions within the Company.

### PRINCIPLE 2

#### BUSINESSES SHOULD PROVIDE GOODS AND SERVICES THAT ARE SAFE AND CONTRIBUTE TO SUSTAINABILITY THROUGHOUT THEIR LIFE CYCLE

##### 1. List three Products or services whose design has incorporated social or environmental concerns, risks and/or opportunities

The Company's broadcasting services and distribution of contents thereof are in compliance with applicable regulations/advisories issued by Ministry of Information and Broadcasting and the self-regulatory guidelines/ advisories issued by Indian Broadcasting Federation (IBF) and its arm Broadcasting Content Complaint's Council (BCCC) and News Broadcasters Association (NBA) from time to time.

##### 2. For each such product, details in respect of resource use including a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain and b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

As a service provider, the operations of the Company require minimal energy consumption. Continuous efforts are being made to reduce the consumption of energy viz. use of low energy consuming LED lights is being encouraged at workplace. The Company and its employees ensure that there is optimum utilisation of the available resources (like water, energy, etc.).

##### 3. Procedures in place for sustainable sourcing (including transportation) and percentage of inputs sourced sustainably

The Company maintains a healthy relationship with its content providers, vendors and other suppliers and the business policies of the Company include them in its

## SECTION E: PRINCIPLE-WISE PERFORMANCE

### PRINCIPLE 1

#### BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH ETHICS, TRANSPARENCY AND ACCOUNTABILITY

##### 1. Coverage of Policy relating to ethics, bribery and corruption (viz. Joint Ventures, Suppliers, Contractors, NGOs/Others)

At TV18, the Code of Conduct serves as a guiding policy to all the employees of the Company and subsidiaries across all levels and grades. The Company has adequate control measures in place to address issues relating to ethics, bribery and corruption in the context of appropriate policy. This mechanism includes directors, senior executives, officers, employees (whether permanent, contractual or temporary) and third parties including suppliers, contractors and business partners associated with TV18. The Company has a well defined policy which spells out principles on ethical business conduct, definitions and the framework for reporting concerns.

##### 2. Stakeholders' complaints received in the past financial year and percentage of complaints satisfactorily resolved by the management

During the financial year 2017-18, three complaints were received from investors, which have been resolved.

growth. The process of vendor registration lays emphasis on conformity of safe working conditions, prevention of child labour and business ethics by the vendor.

**4. Steps taken to procure goods and services from local and small producers, including communities surrounding place of work and steps taken to improve the capacity and capability of local and small vendors**

Most of the business operations of the Company are carried out from commercial hubs of the Country. The content provider and other goods and service providers required for the day-to-day operations are sourced from local vendors and small producers, which has contributed to their growth. Additionally, the Company encourages local talent in production of contents for its television channels.

**5. Mechanism to recycle products and waste and the percentage of recycling of products and waste (Separately as <5%, 5-10%, >10%)**

The Company being a service provider, its operations does not involve discharge of any effluent or waste.

### PRINCIPLE 3

#### BUSINESSES SHOULD PROMOTE THE WELL-BEING OF ALL EMPLOYEES

**1. Total number of employees**

As on March 31, 2018, total number of employees on rolls of Company was 1,873.

**2. Total number of employees hired on temporary/ contractual/ casual basis**

During the year 2017-18, 178 employees were hired on temporary/contractual/ casual basis.

**3. Number of permanent women employees**

As on March 31, 2018, total number of permanent women employees was 409.

**4. Number of permanent employee with disabilities**

As on March 31, 2018, total number of permanent employees with disabilities was 3.

**5. Employee association recognised by management**

No employee association exists.

**6. Percentage of permanent employees that are members of recognised employee association**

Not Applicable, as there is no recognised employee association.

**7. Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending as at the end of the financial year**

No cases of child labour, forced labour, involuntary labour, sexual harassment and discriminatory employment were reported in the last financial year. The Company has in place the Prevention of Sexual Harassment (POSH) Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, which ensures a free and fair enquiry process with clear timelines. All employees (permanent, contractual, temporary and trainees) are covered under this Policy. Further, the Company has an Internal Complaints Committee where employees can register their complaints against sexual harassment.

**8. Percentage of above mentioned employees who were given safety and skill up-gradation training in the last year**

Training and development of people is given high importance in TV18. The Company organises various training sessions in-house on a regular basis and also sponsors its employees to attend training sessions organised by external professional bodies to facilitate upgradation of skill of employees handling relevant functions, basic fire and safety training. During the year, around 25% of employees received formal training of safety and 63% of employees received formal training on skill upgradation.

### PRINCIPLE 4

#### BUSINESSES SHOULD RESPECT INTEREST OF, AND BE RESPONSIVE TOWARDS ALL STAKEHOLDERS, ESPECIALLY THOSE WHO ARE DISADVANTAGED, VULNERABLE AND MARGINALISED

**1. Mapping of Internal and External Stakeholders**

The Company has mapped its internal and external stakeholders, the major/key categories include (i) Government and regulatory authorities; (ii) Employees; (iii) Consumers; (iv) Suppliers; (v) Investors, Shareholders and Lenders; (vi) Local Community; (vii) NGOs.

TV18 believes that the stakeholder engagement process is necessary for achieving its sustainability goal of inclusive growth. Stakeholder engagement helps in attaining better understanding of the perspectives on key issues and builds a strong relationship with them. The Company seeks timely feedback and response through formal and informal channels of communication to ensure that the stakeholder information remains updated.



## 2. Identification of the disadvantaged, vulnerable and marginalised stakeholders

The Company has identified disadvantaged, vulnerable and marginalised stakeholders.

## 3. Special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders

TV18 believes in sustainable and inclusive development of the society. It has taken the path of inclusive development to address the societal issues and engage with the disadvantaged, vulnerable and marginalised stakeholders. The Company extends its support beyond the business activities to the marginalised and vulnerable groups through its various social initiatives including CSR initiatives. Initiatives taken by the Company during the financial year 2017-18 to support disadvantaged, vulnerable and marginalised section of society are detailed in the Annual Report on CSR activities forming part of this Annual Report.

## PRINCIPLE 5

### BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

#### 1. Coverage of the Company's policy on human rights and its extension to the Group/Joint ventures/Suppliers/Contractors/NGOs/Others

TV18's Code of Conduct demonstrates its commitment towards the preservation of human rights across the value chain. The Company believes that a sustainable organisation rests on foundation of business ethics and respect for human rights. TV18 promotes awareness of the importance of respecting human rights within its value chain and discourages instances of abuse. There were no reported complaints during the financial year 2017-18.

#### 2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the Management?

There were no complaints reported on violation of any Human rights during the financial year 2017-18.

## PRINCIPLE 6

### BUSINESS SHOULD RESPECT, PROTECT AND MAKE EFFORTS TO RESTORE THE ENVIRONMENT

#### 1. Coverage of the policy related to Principle 6 and its extension to the Group/Joint ventures/Suppliers/Contractors/NGOs/Others

TV18 is committed to environmental causes. The Company encourages its employees, subsidiaries, joint ventures and

other associates to play their part in protecting environment and make it a priority. The Company, as an ongoing process is continuously taking several green initiatives at all its office locations.

#### 2. Company's strategies/initiatives to address global environmental issues such as climate change, global warming, etc.

TV18 endeavours to identify and harness alternative and renewable energy sources. Energy efficiency in operations is one of the key focus areas at all locations. A dedicated group works continuously to identify and develop energy efficiency.

The Company adheres to all legal requirements and norms of energy conservation and other environmental conservation standards stipulated by the Regulatory authorities.

#### 3. Identification and Assessment of potential environmental risks

The Company being in the business of Broadcasting does not involve in any manufacturing activity. However, the Company is committed to safety and protecting the environment in which it operates.

#### 4. Company's initiatives towards Clean Development Mechanism

The Company being in the business of Broadcasting does not involve in any manufacturing activity and hence there is no specific project related to Clean Development Mechanism. However, the Company ensures that due importance is given to energy efficiency.

#### 5. Company's initiatives on – Clean Technology, Energy Efficiency, Renewable Energy etc.

The Company being in the business of Broadcasting does not involve in any manufacturing activity. However, regular efforts are made to conserve the energy, viz. use of low energy consuming LED lightings are being encouraged.

#### 6. Reporting on the emissions/waste generated by the Company as per the permissible limits given by CPCB/SPCB

The Company being in the business of Broadcasting, does not involve any manufacturing activity, hence this requirement is not applicable on it.

#### 7. Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of financial year

No show cause/legal notice has been received from CPCB/SPCB.

## PRINCIPLE 7

### BUSINESSES, WHEN ENGAGED IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A RESPONSIBLE MANNER

#### 1. Representation in any Trade and Chambers or Association.

The Company is a Member of:

- A. Indian Broadcasting Foundation
- B. Advertising Agencies Association of India
- C. Advertising Standards Council of India
- D. Broadcast Audience Research Council

#### 2. Advocated/Lobbied through above associations for advancement or improvement of public good

The Company has been active in various business associations and supports/advocates on various issues which affects the industry and consumers.

## PRINCIPLE 8

### BUSINESSES SHOULD SUPPORT INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

#### 1. Specified programmes/initiatives/projects by the Company in pursuit of the policy related to Principle 8

As a responsible corporate citizen, TV18 promotes sustainable and inclusive development. During financial year 2017-18, the Company's CSR initiatives were focused towards training to promote rural sports, nationally recognised sports.

#### 2. Modes through which programmes/projects undertaken (through in-house team/own foundation/ external NGO/ government structures/any other organisation).

The Company has engaged Reliance Foundation for carrying out its CSR projects.

#### 3. Impact assessment of initiatives

The progress on the Company's CSR initiatives is periodically reviewed by the CSR Committee and the Board of Directors. The Company is in the process of establishing suitable framework to capture the impact (social/ economic and developmental) of its initiatives.

#### 4. Company's direct contribution to Community Development Projects

During the financial year 2017-18, the Company had spent ₹1.75 crores on community development projects.

#### 5. Steps undertaken to ensure that Community Development initiatives is successfully adopted by the community

Engagement and participation of Community is encouraged by TV18. Adequate steps are taken to ensure that community development/CSR initiatives of the Company are successfully adopted by the Community.

## PRINCIPLE 9

### BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CUSTOMERS AND CONSUMERS IN A RESPONSIBLE MANNER

#### 1. Percentage of customer complaints/ consumer cases as on the end of financial year

There are no material customer complaints / consumer cases outstanding as at the end of financial year.

#### 2. Product information and Product labelling

The Company does not sell any product, hence it is not applicable. However, the Company complies with all regulatory requirements relating to its business.

#### 3. Cases filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as at end of financial year

No material case has been filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years which is pending as at end of financial year March 31, 2018.

#### 4. Did your Company carry out any consumer survey/ consumer satisfaction trends?

Apart from television ratings signifying popularity and viewership of various Television channels/Program, the marketing department on a regular basis carries out surveys (either web-based or otherwise) for identifying consumers viewing behaviour and emerging trends on consumer preferences. The Company also carries out studies from time to time on process requirement areas through consulting firms.

# CORPORATE GOVERNANCE REPORT

The report containing details of Corporate Governance systems and processes of TV18 Broadcast Limited (hereinafter referred to as "TV18" or "the Company") in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations") is as follows:

## 1. Company's Philosophy on Code of Governance

Corporate Governance is about commitment to values and ethical business conduct. We look upon good Corporate Governance practices as a key driver of sustainable corporate growth and long-term shareholders' value creation. Good Corporate Governance is about enhancing value for all our stakeholders. The Company is committed to adopt best practices in Corporate Governance and disclosures thereunder. This includes its corporate and other structures, culture, policies and the manner in which it deals with various stakeholders. Timely and accurate disclosures of information regarding the financial situation, performance, ownership and governance of the Company are an important part of Corporate Governance.

The Company believes that sound Corporate Governance is critical to enhance and retain investors' trust. The Company's Corporate Governance philosophy is based on the following core values of the Company:

1. Customer Value
2. Ownership Mindset
3. Respect
4. Integrity
5. One Team
6. Excellence

The Company complies with all statutory and regulatory requirements on Corporate Governance and has constituted the requisite committees to look into issues of financial reporting, investor grievances, executive remuneration and corporate social responsibility. This attitude of TV18 has strengthened the bond of trust with its stakeholders including the society at large.

### Ethics/Governance Policies

At TV18, we strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We adhere to the ethical standards to ensure

integrity, transparency, independence and accountability in dealing with all the stakeholders. Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner. Some of these codes and policies are:

- Code of Conduct
- Code to Regulate, Monitor and Report Trading by Insiders
- Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
- Vigil Mechanism and Whistle-Blower Policy
- Policy on Determination and Disclosure of Materiality of Events and Information
- Policy for Preservation of Documents
- Website Archival Policy
- Policy for Determining Material Subsidiaries
- Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions
- Corporate Social Responsibility Policy
- Policy for Selection of Directors and Determining Directors' Independence
- Remuneration Policy for Directors, Key Managerial Personnel and other employees
- Policy for Performance Evaluation of Independent Directors, Board, Committees and other Individual Directors
- Policy on Board Diversity
- Dividend Distribution Policy

## 2. Board of Directors

### Board composition and category of Directors

The composition of the Board and category of Directors are as follows:

Category	Name of Directors
Independent Directors	Mr. Adil Zainulbhai (Chairman) Mr. Rajiv Krishan Luthra Mr. Dhruv Subodh Kaji Ms. Nirupama Rao
Non-Executive Non-Independent Directors	Mr. P.M.S. Prasad

None of the Directors are inter-se related to any other Director on the Board or are related to any Key Managerial Personnel of the Company.

Further, none of the Directors hold any share in the Company.

### **Selection of Independent Directors**

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee for appointment as Independent Directors on the Board. The Committee, inter-alia, considers qualifications, positive attributes, areas of expertise and number of Directorship(s) and Membership(s) held in various committee(s) of other company(ies) by such persons in accordance with the Company's Policy for Selection of Directors and Determining Directors' independence. The Board considers the Committee's recommendations and takes appropriate decision.

Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as provided under the law. All the Independent Directors have given the requisite declarations of independence during the year.

### **Meetings of Independent Directors**

The Company's Independent Directors meet at least once every year without the presence of Non-Independent Directors and Management Personnel. Such meetings are conducted to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views to the other Independent Directors. Independent Directors take appropriate steps to present their views to the Board.

### **Performance Evaluation Criteria of Directors**

Performance of Directors is evaluated based on the criteria of evaluation of Directors (including Independent Directors) devised by the Nomination and Remuneration Committee of the Board. As per the criteria, the Directors are evaluated based on their attendance in Board and Committee meetings, contributions made by them in meetings, subject knowledge, awareness of the business and regulatory environment in which the Company operates etc.

### **Familiarisation Programmes for Board Members**

The Board Members are provided with necessary documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices.

The Company organises programmes and presentations for the Board of Directors in order to familiarise them with their roles, rights, responsibilities in the Company, nature of the industry in which it operates, business model of the Company, and other related matters.

Presentations are made periodically at the Board and its Committees' meetings on business and performance updates of the Company, global business environment, business strategy and risks involved.

Updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are informed to the Directors.

The details of such familiarisation programmes for Independent Directors are posted on the website of the Company and may be accessed at the link <http://www.network18online.com/reports/tv18/Policies/TV18-Familiarisation%20Programmes%20for%20Independent%20Directors.pdf>.

### **Code of Conduct**

The Company has in place a Code of Conduct (the "Code") for its Directors and Employees. The Code lays down standards of business conduct, ethics and governance. The Code is also applicable to Non-Executive Directors (including Independent Directors) to such extent as may be applicable to them depending on their roles and responsibilities. The Code reflects the values of the Company viz. Customer Value, Ownership Mindset, Respect, Integrity, One Team and Excellence.

A copy of the Code has been posted on the Company's website [www.network18online.com](http://www.network18online.com). The Directors and Senior Management affirm compliance with the Code annually. A declaration signed by the Manager of the Company in this regard is given below:

"It is hereby certified that all the Members of the Board and Senior Management Personnel have confirmed to and complied with the applicable Code during the financial year 2017-18 and there has been no instance of violation of the Code.

Sd/-

Manager

Mumbai

Date: April 24, 2018"



### 3. Board Meetings, Board Committee Meetings and Procedures

#### (a) Institutionalised decision-making process

The Board is the apex body constituted by Members for overseeing the Company's overall functioning. The Board provides and evaluates the Company's strategic direction, management policies and their effectiveness, and ensures that stakeholders' long-term interests are being served.

The Board has constituted four committees, namely Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders' Relationship Committee. The Board is authorised to constitute additional functional committees, from time to time, depending on business needs.

The Company's internal guidelines for Board/Board Committee meetings facilitate the decision making process at the meetings in an informed and efficient manner. The following sub-sections deal with the practice of these guidelines in the Company.

#### (b) Scheduling and selection of agenda items for Board meetings

- (i) Minimum five pre-scheduled Board meetings are held in a financial year. Board meetings are convened by giving appropriate notice to address the Company's specific needs. In case of business exigencies or urgency of matters, resolutions are passed by circulation.
- (ii) All departments of the Company are encouraged to plan their functions well in advance, particularly with regard to matters requiring discussion/approval/decision at Board/Board Committee meetings. Such matters are communicated by them to the Company Secretary in advance so that they are included in the agenda for Board/Board Committee meetings.
- (iii) The Board is given presentations/briefed on areas covering operations of the Company, before taking on record the quarterly/annual financial results of the Company. The Chairman of the Board and Company Secretary, in consultation with other concerned members of the senior management, finalise the agenda for Board meetings.

The items/matters required to be placed before the Board, inter-alia, include:

- Annual operating plans of businesses and budgets including capital budgets and any updates
- Company's Annual Financial Results, Financial Statements, Auditors' Reports and Board's Report
- Quarterly Results of the Company and its business segments
- Minutes of meetings of the Committees of the Board of Directors
- Show cause, demand, prosecution notices and penalty notices, which are materially important
- Fatal or serious accidents, dangerous occurrences and any material effluent or pollution problems
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold/services provided by the Company
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order, which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that may have negative implications on the Company
- Details of any joint venture or collaboration agreement
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme, etc.
- Sale of material nature of investments, subsidiaries, assets, which is not in normal course of business
- Quarterly details of foreign exchange exposures and steps taken by management to limit risks of adverse exchange rate movement, if material
- Non-compliance of any regulatory, statutory or listing requirements, and shareholders' service, such as dividend non-payment, share transfer delay (if any), among others
- Appointment, remuneration and resignation of Directors

- Formation/reconstitution of Board Committees and terms of reference of Board Committees
- Minutes of Board meetings of unlisted subsidiary companies
- Declaration of Independent Directors at the time of appointment/annually
- Disclosure of Directors' interest and their shareholding
- Appointment or removal of the Key Managerial Personnel
- Appointment of Statutory Auditors, Internal Auditors, Secretarial Auditors and Cost Auditors
- Secretarial Audit and Cost Audit Reports
- Significant changes in accounting policies and internal controls
- Takeover of a company or acquisition of a controlling or substantial stake in another company
- Approve amalgamation, merger or reconstruction
- Information on recruitment and remuneration of senior officers just below the level of Board
- Making of loans and investments, borrowing of monies, giving guarantees or providing securities in respect of loans
- Issue of securities including debentures
- Compliance Certificate certifying compliance with all laws as applicable to the Company

**(c) Board material distributed in advance**

The agenda and notes on agenda are circulated to Directors in advance and in the defined agenda format. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary items of the agenda are permitted.

**(d) Recording minutes of proceedings of Board and Board Committee meetings**

The Company Secretary records minutes of proceedings of each Board and Committee meeting. Draft minutes are circulated to Board/Board Committee members within 15 days from the date of Board/Board Committee meeting, for their comments. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting.

**(e) Post meeting follow-up mechanism**

The guidelines for Board and Board Committee meetings facilitate an effective post meeting follow-up, review and reporting process for decisions taken by the Board and Board Committees. Important decisions taken at Board/Board Committee meetings are communicated promptly to the concerned departments/divisions. Minutes of the previous meeting(s) are placed at the succeeding meeting of the Board/Board Committee for noting. Further, minutes of all Board Committee meetings are also placed at the succeeding meeting of the Board.

**(f) Compliance**

The Company Secretary, while preparing the agenda, notes on agenda, minutes of the meeting(s), is responsible for and is required to ensure adherence to all applicable laws and regulations including the Companies Act, 2013 (the "Act") read with rules issued thereunder, Listing Regulations and the Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India.

**4. Details of Board Meetings Held**

Seven Board meetings were held during the year, as against the minimum requirement of four meetings. The details of Board meetings are given below and the maximum time gap between any two meetings was less than 120 days.

Date of the Meeting	Board Strength	No. of Directors Present
April 19, 2017	4	3
July 18, 2017	5	5
October 11, 2017	6	5
January 16, 2018	6	5
January 31, 2018	6	4
February 9, 2018	6	3
March 21, 2018	5	5

## 5. Attendance of Directors at Board Meetings, last Annual General Meeting (AGM) and number of other Directorship(s) and Chairmanship(s) / Membership(s) of Committees of each Director in various Companies as on March 31, 2018

Name of the Director	Attendance at meetings during 2017-18		No. of Other Directorship(s)*	No. of Membership(s)/ Chairmanship(s) of Board Committees#
	Board Meetings	Annual General Meeting		
Mr. Adil Zainulbhai	7	Yes	7	7 (including 5 as Chairman)
Mr. Dhruv Subodh Kaji	7	No	7	7 (including 1 as Chairman)
Mr. Rajiv Krishan Luthra	5	No	6	4 (including 1 as Chairman)
Ms. Nirupama Rao	5	No	5	2
Mr. K.R. Raja@	1	No		
Mr. P.M.S. Prasad	5	No	4	4

\* The Directorships, held by Directors as mentioned above, do not include Directorships in foreign companies and Section 8 Companies

# In accordance with Regulation 26 of the Listing Regulations, Membership(s)/Chairmanship(s) of only Audit Committees and Stakeholders' Relationship Committees in all public limited companies (including that of the Company) have been considered

@ Ceased to be Director of the Company w.e.f. March 21, 2018. Four Board meetings were held during his tenure

Video/Tele-conferencing facilities are used to facilitate Directors travelling abroad, or present at other locations, to participate in the meetings.

The number of directorship(s), committee membership(s)/Chairmanship(s) of all Directors is within the respective limits prescribed under the Act and the Listing Regulations.

## 6. Board Committees

Details of the Board Committees and other related information are provided hereunder:

Audit Committee		Nomination and Remuneration Committee	
1	Mr. Adil Zainulbhai (Independent Director, Chairman of the Committee)	1	Mr. Dhruv Subodh Kaji (Independent Director, Chairman of the Committee)
2	Mr. Dhruv Subodh Kaji (Independent Director)	2	Mr. Adil Zainulbhai (Independent Director)
3	Mr. Rajiv Krishan Luthra (Independent Director)	3	Mr. Rajiv Krishan Luthra (Independent Director)
4	Mr. P.M.S. Prasad (Non-Executive Non-Independent Director)	4	Mr. P.M.S. Prasad (Non-Executive Non-Independent Director)
Stakeholders' Relationship Committee		Corporate Social Responsibility Committee	
1	Mr. Dhruv Subodh Kaji (Independent Director, Chairman of the Committee)	1	Mr. Adil Zainulbhai (Independent Director, Chairman of the Committee)
2	Ms. Nirupama Rao (Independent Director)	2	Mr. Dhruv Subodh Kaji (Independent Director)
3	Mr. P.M.S. Prasad (Non-Executive Non-Independent Director)	3	Mr. P.M.S. Prasad (Non-Executive Non-Independent Director)

Mr. Deepak Gupta, Company Secretary and Compliance Officer, is the Secretary to all Board Committees.

**Meetings of Board Committees held during the year and Directors' attendance:**

Particulars	Audit Committee		Nomination and Remuneration Committee		Stakeholders' Relationship Committee		Corporate Social Responsibility Committee	
	Number of Meetings held during tenure	Number of Meetings attended	Number of Meetings held during tenure	Number of Meetings attended	Number of Meetings held during tenure	Number of Meetings attended	Number of Meetings held during tenure	Number of Meetings attended
Mr. Adil Zainulbhai	5	5	1	1	N.M.	-	1	1
Mr. Dhruv Subodh Kaji	5	5	1	1	1	1	1	1
Mr. Rajiv Krishan Luthra	5	3	1	1	N.M.	-	1	1
Ms. Nirupama Rao	N.M.	-	N.M.	-	N.A.	-	N.M.	-
Mr. P.M.S. Prasad	N.A.	-	N.A.	-	1	1	N.A.	-
Mr. K. R. Raja	3	1	N.A.	-	1	1	N.A.	-

N.M. - Not a Member of the Committee

N.A. – Not Applicable as not a Member of the Committee on the date of meeting

**Procedure at Committee Meetings**

The Company's guidelines relating to Board meetings are applicable to Committee meetings as far as practicable. Each Committee has the authority to engage external experts, advisors and counsels to the extent it considers appropriate to assist in discharging its functions. Minutes of proceedings of Committee meetings are circulated to respective Committee members and are also placed before the Board for noting.

**Terms of Reference and Other Details of Committees**
**a) Audit Committee**
**Composition of the Committee**

Mr. Adil Zainulbhai (Chairman)	Independent Director
Mr. Dhruv Subodh Kaji	Independent Director
Mr. Rajiv Krishan Luthra	Independent Director
Mr. P.M.S. Prasad	Non-Executive Non-Independent Director

The Committee's composition and terms of reference meet with the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations. Members of the Audit Committee possess financial/accounting expertise/exposure.

**Terms of Reference of the Committee, inter-alia, include the following:**

- To examine and oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the Financial Statements are correct, sufficient and credible

- To recommend to the Board, the appointment, remuneration and terms of appointment of Auditors of the Company
- To review and monitor the Auditor's Independence and performance and effectiveness of audit process
- To approve payment to Statutory Auditors for any other services rendered by the Statutory Auditors
- To review with the management, the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Act
  - Changes, if any, in accounting policies and practices and reasons for the same
  - Major accounting entries involving estimates based on the exercise of judgement by management
  - Significant adjustments made in the Financial Statements arising out of audit findings
  - Compliance with listing and other legal requirements relating to Financial Statements
  - Disclosure of Related Party Transactions
  - Qualification(s)/modified opinion in the draft Audit Reports

- To examine the Quarterly Financial Statements/ Results and Auditors' Reports thereon and review the same with the management before submission to the Board for approval
- To monitor end use of funds raised through public offer and related matters and review 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 utilised for purposes other than those stated in the offer documents/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
- To approve the transactions of the Company with related parties or any subsequent modification of the same
- To scrutinise inter-corporate loans and investments
- To approve the valuation of undertakings or assets of the Company, whenever it is necessary
- To evaluate internal financial controls and risk management systems
- To review with the management, performance and independence of Auditors, effectiveness of audit process and adequacy of the internal control systems
- To review 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
- To discuss with Internal Auditors any significant findings and follow up thereon
- To review 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
- To discuss 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
- To look into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors
- To review the functioning of the Whistle Blower Mechanism
- To approve appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate
- To review the following information:
  - Management's Discussion and Analysis of financial condition and results of operations
  - Statement of significant related party transactions (as per the Company's Policy), submitted by management
  - Management letters/letters of internal control weaknesses issued by the Statutory Auditors
  - Internal Audit Reports relating to internal control weaknesses
  - Appointment, removal and terms of remuneration of the Chief Internal Auditor/ Internal Auditor
  - Statement of deviation(s), quarterly/annually, of the funds utilised for purpose other than those stated in the offer document/prospectus/ notice in terms of Regulation 32 of the Listing Regulations
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.

### General

Executives of Finance and Accounts Department, Secretarial Department and representatives of Statutory and Internal Auditors are also invited to attend the Audit Committee Meetings.

The Internal Auditor reports directly to the Audit Committee.

During the year, five meetings of the Committee were held on April 17, 2017, July 18, 2017, October 11, 2017, January 16, 2018 and January 31, 2018. The maximum time gap between any two meetings was not more than 120 days.

The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on September 25, 2017.



**b) Nomination and Remuneration Committee**
**Composition of the Committee**

Mr. Dhruv Subodh Kaji (Chairman)	Independent Director
Mr. Adil Zainulbhai	Independent Director
Mr. Rajiv Krishan Luthra	Independent Director
Mr. P.M.S. Prasad	Non-Executive Non-Independent Director

The Committee's composition and terms of reference meet with requirements of Section 178 of the Act, Regulation 19 of the Listing Regulations and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time.

**Terms of Reference of the Committee, inter-alia, include the following:**

- To identify 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
- To carry out evaluation of every Director's performance
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees
- To formulate the criteria for evaluation of performance of Independent Directors and the Board
- To devise a policy on Board diversity
- To recommend/review remuneration of the Managing Director(s), Whole-time Director(s) and Manager, based on their performance and defined assessment criteria
- To extend or continue the term of appointment of the Independent Director, on the basis of the report of Performance Evaluation of Independent Directors
- To administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Scheme of the Company, if any
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable

- To perform such other functions as may be necessary or appropriate for the performance of its duties

During the year, one meeting of the Committee was held on July 18, 2017.

**Remuneration policy and Details of remuneration of Non-executive Directors:**

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is annexed as **Annexure IIB** to the Board's Report. Further, the Company has devised a Policy for Performance Evaluation of Independent Directors, Board, Committees and other Individual Directors.

The Remuneration Policy of the Company is directed towards rewarding performance. The Remuneration Policy aims at attracting, retaining and rewarding the performance of the best talent.

**Details of the remuneration/sitting fees paid to the Directors**
**Remuneration of Non-executive Directors:**

During the year, apart from the sitting fees, no remuneration was paid to the Non-Executive Directors. The criteria for making payment to Non- Executive Directors is posted on the website of the Company and may be accessed at the link <http://www.network18online.com/reportstv18/Notices%20Events/Other%20Notices/Criteria%20for%20payment%20to%20NEDs-TV18.pdf>.

Sitting fee paid to Directors during the year is given below:

(Amount in ₹)

Name of the Directors	Sitting Fee*
Mr. Adil Zainulbhai (Chairman)	15,00,000
Mr. Dhruv Subodh Kaji	16,00,000
Mr. Rajiv Krishan Luthra	11,00,000
Ms. Nirupama Rao	6,00,000
Mr. P.M.S. Prasad	6,00,000
Mr. K.R. Raja <sup>#</sup>	3,00,000

\* Exclusive of applicable taxes, if any

<sup>#</sup> Ceased to be Director of the Company w.e.f. March 21, 2018

There were no other pecuniary relationships or transactions between the Company and Non-Executive Directors. The Company has not granted any stock option to its Non-Executive Directors.

**c) Stakeholders' Relationship Committee****Composition of the Committee**

Mr. Dhruv Subodh Kaji (Chairman)	Independent Director
Ms. Nirupama Rao	Independent Director
Mr. P.M.S. Prasad	Non-Executive Non-Independent Director

The Committee is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of Shareholders'/Investors' Complaints.

The Committee's composition and terms of reference meet with the requirements of Section 178 of the Act and Regulation 20 of the Listing Regulations.

**Terms of reference of the Committee, inter-alia, include the following:**

- To approve transfer/transmission/ transposition of any security of the Company and issue Certificates thereof
- To approve requests for dematerialisation/rematerialisation of securities and issue certificates thereof
- To issue duplicate Share Certificates including in place of those which are lost, damaged or in which the pages are completely exhausted (provided such original share certificates are surrendered to the Company)
- To affix or authorise affixation of Common Seal of the Company to the Security Certificates (equity, preference or any other security) issued by the Company, wherever necessary or required
- To redress Security holders' concerns/complaints/grievances
- To attend to other areas of Stakeholders' services
- To oversee performance of the Registrar and Transfer Agent of the Company and recommend measures for overall improvement in the quality of investor services
- To perform such other functions as may be required under the Act and Rules made thereunder, SEBI Regulations/Guidelines and the Listing Regulations, as amended from time to time, and/ or delegated by the Board from time to time

During the year, one meeting of the Committee was held on January 16, 2018.

**Investors Grievance Redressal**

The number of complaints received and resolved to the satisfaction of investors during the year under review and their break-up are as under:

Type of Complaints	No. of Complaints	No. of Complaints Resolved
Related to Non Receipt of Annual Report	3	3

There was no outstanding complaint as on March 31, 2018.

**Compliance Officer:** Mr. Deepak Gupta, AVP & Company Secretary, is the Compliance Officer for complying with requirements of Securities Laws, Listing Regulations and SEBI (Prohibition of Insider Trading) Regulations, 2015.

**d) Corporate Social Responsibility Committee****Composition of the Committee**

Mr. Adil Zainulbhai (Chairman)	Independent Director
Mr. Dhruv Subodh Kaji	Independent Director
Mr. P.M.S. Prasad	Non-Executive Non-Independent Director

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of Corporate Social Responsibility Policy of the Company.

The Committee's composition and terms of reference meet with the requirements of Section 135 of the Act.

**Terms of Reference of the Committee, inter-alia, include the following:**

- To formulate and recommend to the Board, a Corporate Social Responsibility ("CSR") Policy which shall indicate the activities to be undertaken by the Company as per the Act
- To review and recommend the amount of expenditure to be incurred on the CSR related activities to be undertaken by the Company
- To institute a transparent monitoring mechanism for the implementation of the CSR projects, programs and activities undertaken by the Company from time to time
- To oversee the implementation of Policies contained in the Business Responsibility Policy Manual and to make any amendments/modifications, as may be required,

from time to time and review and recommend Business Responsibility Report to the Board for its approval

- Any other matter as the CSR Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time.

During the year, one meeting of the Committee was held on July 18, 2017.

## 7. Subsidiary Companies' Monitoring Framework

All subsidiary companies are Board managed with their Boards having the rights and obligations to manage such companies in the best interests of their stakeholders. Viacom18 Media Private Limited is a material non-listed Indian subsidiary of the Company. The Company has formulated Policy for Determining Material Subsidiaries.

The Policy has been posted on the website of the Company and may be accessed at the link <http://www.network18online.com/reportstv18/Policies/Policy%20for%20determining%20Material%20Subsidiaries%20new.pdf>.

Further, Ms. Nirupama Rao, Independent Director of the Company, has been appointed as Independent Director on the Board of its material subsidiary namely Viacom18 Media Private Limited.

The Company monitors performance of subsidiary companies, inter-alia, by the following means:

- Financial Statements, in particular investments made by unlisted subsidiary companies, are reviewed quarterly by the Company's Audit Committee
- Minutes of Board meetings of unlisted subsidiary companies are placed before the Company's Board regularly
- A statement containing all significant transactions and arrangements entered into by unlisted subsidiary companies is placed before the Company's Board/Audit Committee.

## 8. Transfer of amounts to Investor Education and Protection Fund

The amount of interest on fixed deposits which remained unpaid or unclaimed for a period of 7 years have been transferred by the Company within the stipulated time to the Investor Education and Protection Fund (IEPF). Further, the Company has uploaded the details of such unpaid and unclaimed amounts on its website and also on the website of the Ministry of Corporate Affairs.

## 9. Disclosures with respect to Demat Suspense account/Unclaimed Suspense account

In terms of Regulation 39 of the Listing Regulations, Company reports the following details in respect of equity shares lying in demat suspense account / unclaimed suspense account:

Particulars	Demat		Physical	
	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year i.e. April 1, 2017	-	-	171	54,406
Number of shareholders who approached the Company/Registrar and Transfer Agent of the Company for transfer of shares from Unclaimed Suspense Account during the year ended March 31, 2018	-	-	-	-
Number of shareholders to whom shares were transferred from Unclaimed Suspense Account during the year ended March 31, 2018	-	-	-	-
Number of shareholders and the number of shares transferred to Unclaimed Suspense Account during the year ended March 31, 2018	-	-	-	-
Aggregate Number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year i.e. March 31, 2018	-	-	171	54,406

The voting rights on these shares shall remain frozen till the rightful owners claim the shares.

## 10. General Body Meetings

### (i) Annual General Meetings

The date and time of Annual General Meetings held during last three years, and the special resolution(s) passed thereat, are as follows:

Year	Date	Venue	Time	Special Resolution passed
2015	September 24, 2015	Tivoli Garden Resort, Khasra No. 646-653, Chattarpur Road, Near Chattarpur Mandir, New Delhi - 110074	10.30 a.m.	Yes (one) <sup>1</sup>
2016	September 29, 2016	Yashwant Natya Mandir, Manmala Tank Road, Matunga West, Near Ruparel College, Mumbai - 400 016	10.30 a.m.	Yes (one) <sup>2</sup>
2017	September 25, 2017	Y.B. Chavan Centre-Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhosle Marg, Opposite of Mantralaya, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai - 400 021	10:30 a.m.	Yes (one) <sup>2</sup>

<sup>1</sup> Special resolution for re-appointment of Mr. Manoj Mohanka as an Independent Director to hold office for a period of three(3) years from the date of Annual General Meeting upto September 23, 2018

<sup>2</sup> Special resolution for approval of offer or invitation to subscribe to Redeemable Non-Convertible Debentures on private placement

### (ii) Special Resolutions passed through Postal Ballot

During the year, Special Resolution through Postal ballot, including Electronic Voting (e-voting), was passed for making loans/investments/providing guarantees or giving securities to other bodies corporate/ persons upto an amount of Rs. 1000 crores over and above 60% of Company's Paid-up Capital, Free Reserves and Securities Premium Account or 100% of Free Reserves and Securities Premium Account whichever is more, outstanding at any point of time.

The Postal Ballot notice dated August 28, 2017 along with the Postal Ballot form was sent in electronic form to the members whose addresses were registered with the Company/respective Depository Participants. In other cases the same was sent in physical form, by permitted mode along with self-addressed postage pre-paid Business Reply Envelope.

Mr. B. Narasimhan, Proprietor, M/s. B N & Associates, Company Secretaries, was appointed as Scrutiniser to conduct the Postal Ballot including e-voting process in a fair and transparent manner. Karvy Computershare Private Limited was appointed as the agency for the purpose of providing e-voting facility.

Based on the report of Mr. B. Narasimhan, Scrutiniser, the resolution was passed with the requisite majority. The votes in favour of the resolution were 92.126% and votes against the resolution were 7.874 %.The resolution was passed on Sunday, October 1, 2017.

### (iii) Special Resolutions proposed to be passed through Postal Ballot

There is no immediate proposal for passing any resolution through Postal Ballot.

## 11. Disclosures

### I. Disclosure on materially significant Related Party Transactions, i.e. the Company's transactions that are of material nature, with its Promoters, Directors and the Management, their relatives or subsidiaries, among others that may have potential conflict with the Company's interests at large.

During the year under review, the Company had not entered into any material transaction with any of its related parties.

None of the transactions with any of the related parties were in conflict with the interest of the Company. The Company has made full disclosures of transactions with the related parties as set out in Note no. 30 of Standalone Financial Statement, forming part of the Annual Report.

The Related Party Transactions are entered into based on considerations of various business exigencies, such as synergy in operations, sectoral specialisation and the Company's long term strategy for sectoral investments, optimisation of market share, profitability, legal requirements, liquidity and capital resources.

All Related Party Transactions are in the ordinary course of business and negotiated on arm's length basis, and are intended to further the Company's interests.

The Company has a Policy on Related Party Transactions namely Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions. The Policy has been posted on the website of the Company and may be accessed at the link [http://www.network18online.com/reportstv18/Policies/Materiality\\_partytransactions\\_policy\\_TV181.pdf](http://www.network18online.com/reportstv18/Policies/Materiality_partytransactions_policy_TV181.pdf).

**II. Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchanges or SEBI, or any other statutory authority, on any matter related to capital markets during last three years.**

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and hence no penalty or stricture has been imposed on the Company by Stock Exchanges or SEBI or any other statutory authority.

**III. The Company has complied with the mandatory requirements of the Listing Regulations.**

The disclosure of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Clause (b) to (i) of sub regulation (2) of Regulation 46 of the Listing Regulations have been made under respective heads of this Corporate Governance Report.

Further, the Company has also adopted following Non-Mandatory requirements of Regulation 27 read with Part E of Schedule II of the Listing Regulations:

- **Non Executive Chairman's Office**  
Chairman of the Board is Non-Executive and he is given all required support to facilitate performance of his duties
- **Modified Opinion(s) in Audit Report**  
The Financial Statements of the Company contain no audit qualification and adverse comment
- **Separate posts of Chairman and CEO**  
The Company has a Non-Executive Chairman
- **Reporting of Internal Auditors**  
Internal Auditors report to the Audit Committee

**IV. Whistle Blower policy**

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil Mechanism and Whistle Blower Policy under which employees are free to report fraudulent practices, corruption and breaches of Code of Conduct. The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report any reportable matter directly to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

**V. Commodity price risks and Commodity Hedging Activities**

The nature of business of the Company does not involve any such risks/hedging activities.

**VI. CEO and CFO Certification**

The Manager and the Chief Financial Officer of the Company give quarterly/annual certification on financial reporting and internal controls to the Board, confirming inter-alia that the Financial Statements (i) do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading (ii) together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations (iii) there are no transactions entered into by the Company during the year/ period which are fraudulent, illegal or violative of the Company's Code of Conduct (iv) proper internal controls for financial reporting have been established, maintained and are operating effectively and that they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies (v) they have indicated to the auditors and the Audit committee (a) significant changes in internal controls over financial reporting during the year (b) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements and (c) 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 the listed entity's internal control system over financial reporting.



**VII. Code of Conduct for Prohibition of Insider Trading**

The Company has adopted the Code of Conduct to Regulate, Monitor and Report Trading by insiders and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as provided under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. The Company Secretary is the Compliance Officer in this regard.

**12. Means of Communication**

The Company has been sending Annual Reports, notices and other communications to the registered email id of the Members. However, in case where email id of a Member is not registered, such communications are sent physically through prescribed modes of postage.

The Quarterly and Annual Results of the Company as per the statutory requirement under Regulation 33 and 47 of the Listing Regulations are generally published in the Financial Express (English Newspaper) and Navshakti (Marathi Newspaper) and are sent to the Stock Exchanges.

The Quarterly and Annual Results along with additional information are also posted on the website of the Company [www.network18online.com](http://www.network18online.com). Official News Releases and Presentations made to Institutional Investors or to the analysts on the Company's unaudited quarterly as well as audited annual financial results are also displayed on the website of the Company [www.network18online.com](http://www.network18online.com).

The website of the Company [www.network18online.com](http://www.network18online.com) contains a separate dedicated section 'Investor Relation' where shareholders' information is available.

The Annual Report containing, inter-alia, Audited Financial Statement, Consolidated Financial Statement, Board's Report, Auditors' Report and other important information is circulated to Members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report. The Annual Report is displayed on the website of the Company [www.network18online.com](http://www.network18online.com).

**NSE Electronic Application Processing System (NEAPS):**

The NEAPS is a web-based application designed by National Stock Exchange of India Limited (NSE) for corporates. All periodical compliance filings like financial results, shareholding pattern, corporate governance report, media releases, statement of investor complaints, among others are filed electronically on NEAPS.

**BSE Corporate Compliance & Listing Centre (the 'Listing Centre'):**

BSE Limited (BSE) Listing Centre is a web-based application designed for corporates. All periodical compliance filings like financial results, shareholding pattern, corporate governance report, media releases, statement of investor complaints, among others are filed electronically on the Listing Centre.

**SEBI Complaints Redress System (SCORES):**

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

**Designated Exclusive email-id:**

The Company has designated the following email-ids exclusively for investor servicing/complaints:

- For queries on Annual Report: [investors.tv18@nw18.com](mailto:investors.tv18@nw18.com)
- For queries in respect of shares in physical mode: [tv18investor@karvy.com](mailto:tv18investor@karvy.com)

**13. General Shareholder Information****Forthcoming Annual General Meeting**

Time	10:30 a.m. (IST)
Venue	Y.B. Chavan Centre- Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhosale Marg, Opposite to Mantralaya, Next to Sachivalaya Gymkhana, Nariman Point- Mumbai- 400 021
Day and date	Friday, August 17, 2018

**Financial Year**

April 1 to March 31

**Financial Calendar: [tentative]**

Tentative Calendar for declaration of results for the Financial Year 2018-19 is given below:

Results for the quarter ending	Date of Meeting (On or before)
June 30, 2018	4th Week of July, 2018
September 30, 2018	3rd Week of October, 2018
December 31, 2018	3rd Week of January, 2019
March 31, 2019	3rd Week of April, 2019
Annual General Meeting	August/September, 2019

**Dates of Book Closure:** The share transfer books and register of members of the Company shall remain closed from Tuesday, August 14, 2018 to Friday, August 17, 2018 (both days inclusive) for the purpose of Annual General Meeting.

**Dividend Payment date:** No Dividend is proposed/declared during the year.

**Outstanding GDRs/ADRs/Warrants and Convertible Bonds or any other Convertible instruments, Conversion date and likely impact on Equity**

1. The Company has not issued any GDR/ADR/Warrant/Convertible Instrument during the year.
2. There is no outstanding GDR/ADR/Warrant/Convertible Instrument.

**Dematerialisation of shares as on March 31, 2018**

Mode of Holding	Number of shares	% age of Share Capital
Electronic-NSDL	120,79,02,305	70.46
Electronic-CDSL	50,61,77,242	29.53
Physical	2,80,613	0.02
<b>Total</b>	<b>171,43,60,160</b>	<b>100.00</b>

The shares of the Company are freely tradable on BSE and NSE and are under compulsory demat mode. The Company's shares are admitted into both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on March 31, 2018, 99.98% of the total issued capital of the Company is held in dematerialised form.

**Listing on Stock Exchanges and Stock Code**

Equity Shares of the Company are listed and traded on BSE and NSE.

Name & Address of Stock Exchange	Code – Equity
BSE Limited, P J Towers, Dalal Street, Mumbai – 400 001	532800
National Stock Exchange of India Limited, Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051	TV18BRDCST
ISIN	Equity Share-INE886H01027

The Company has paid the annual listing fees to the aforesaid Stock Exchanges for 2017-18 within the stipulated time period.

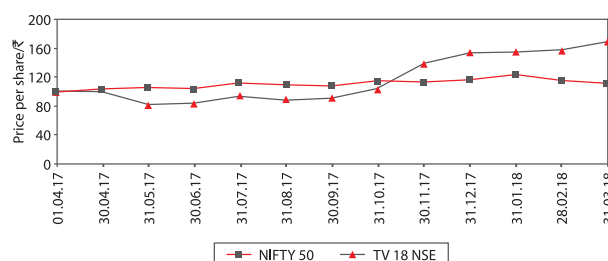
**Market Price Data:** High Low Rates of Equity Shares during each month in the last financial year are as follows:

(₹ Per Share)

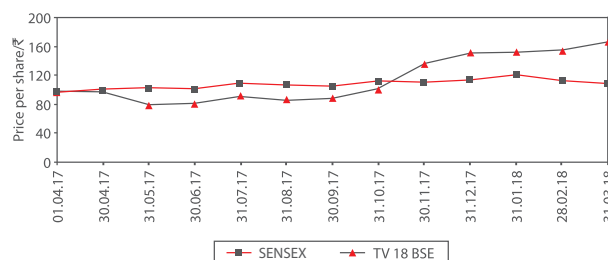
Month	High		Low	
	NSE	BSE	NSE	BSE
April'2017	45.70	47.90	40.15	40.30
May'2017	42.50	42.55	33.05	33.15
June'2017	38.70	38.65	34.75	34.85
July'2017	42.55	42.45	36.20	35.90
August'2017	40.25	40.10	34.35	34.50
September 2017	44.40	44.40	37.55	37.70
October'2017	44.80	44.75	38.20	38.25
November'2017	58.10	58.00	42.20	42.30
December'2017	62.30	62.30	50.25	50.00
January'2018	66.75	66.90	58.25	58.40
February'2018	63.70	63.70	50.00	50.00
March'2018	70.00	69.95	59.30	59.50

Source: This information is compiled from the data available on the websites of NSE and BSE

**Comparison of the stock performances with Nifty 50 Stock Performance [Indexed to 100 as on April 1, 2017]**



**Comparison of the stock performances with BSE SENSEX Stock Performance [Indexed to 100 as on April 1, 2017]**



**Registrar & Transfer Agent (RTA)**

The details of Company's RTA are as below:

Karvy Computershare Private Limited  
Karvy Selenium Tower B, 6<sup>th</sup> Floor,  
Plot 31-32, Gachibowli, Financial District, Nanakramguda,  
Hyderabad – 500 032  
Tel: +91 40 6716 1700  
Toll Free No.: 1800-425-8998  
Fax No.: +91 40 6716 1680  
email: tv18investor@karvy.com  
Website: [www.karvycomputershare.com](http://www.karvycomputershare.com)

**14. Share Transfer System**

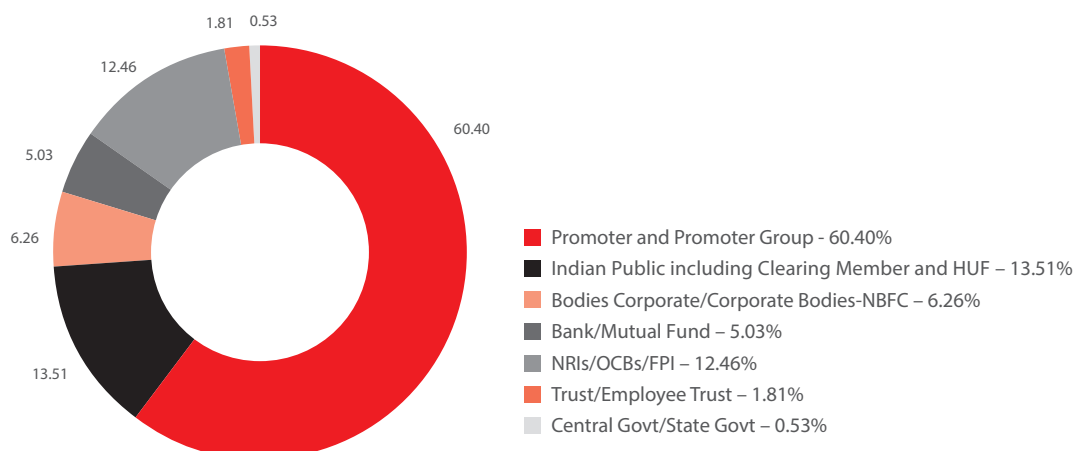
Share transfers in physical form are registered and returned within the stipulated time, if documents are complete in all respects.

Share transfers are processed and share certificates duly endorsed are delivered within a period of fifteen days from the date of receipt, subject to documents being valid and complete in all respects. The Board has delegated the authority for approving transfer or transmission of upto 1000 equity shares per case to the Manager, Chief Financial Officer and Company Secretary, jointly by any two. A summary of transfer/transmission of securities of the Company so approved is placed at every Board Meeting. The Company obtains from a Company Secretary in Practice half-yearly certificate to the effect that all certificates have been issued within thirty days of the date of lodgement of the transfer, sub-division, consolidation and renewal as required under Regulation 40(9) of the Listing Regulations and files a copy of the said certificate with the Stock Exchanges.

**15. Distribution of Shareholding as on March 31, 2018**

Sl. No.	Category	No. of Equity Shareholders	No. of Equity Shares	% age
1	Promoter and Promoter Group*	13	1,03,55,20,105	60.40
2	Indian Public/Clearing Members/HUF	1,07,050	23,16,93,686	13.51
3	Bodies Corporate /Corporate Bodies-NBFC	1,214	10,72,33,993	6.26
4	Bank/Mutual Funds	22	8,63,11,923	5.03
5	NRI/OCB/Foreign Portfolio Investors	1,530	21,35,77,020	12.46
6	Trust/Employees Trust	13	3,09,69,027	1.81
7	Central Government/State Government(s)	2	90,00,000	0.53
8	Unclaimed Shares Suspense Account	1	54,406	0.00
<b>Total:</b>		<b>1,09,845</b>	<b>1,71,43,60,160</b>	<b>100.00</b>

\*As per disclosure under Regulation 30(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 furnished by the promoters

**Graphic Presentation of the Shareholding Pattern as on March 31, 2018**

**Distribution Schedule as on March 31, 2018**

Sl. No.	Category (Amount)	No. of Holders	% to total Holders	No. of Shares	% to total Shares
1	upto 5000	98,863	90.00	3,30,09,459	1.93
2	5001 - 10000	5,452	4.96	2,01,76,234	1.18
3	10001 - 20000	2,796	2.55	2,07,92,675	1.21
4	20001 - 30000	832	0.76	1,04,43,778	0.61
5	30001 - 40000	428	0.39	76,69,712	0.45
6	40001 - 50000	269	0.24	62,24,166	0.36
7	50001 - 100000	554	0.50	2,01,35,047	1.17
8	100001 & Above	651	0.59	1,59,59,09,089	93.09
<b>Total:</b>		<b>1,09,845</b>	<b>100.00</b>	<b>1,71,43,60,160</b>	<b>100.00</b>

**16. Compliance Certificate**

Certificate from M/s. NKJ & Associates, Practicing Company Secretary, confirming compliance with the conditions of Corporate Governance as stipulated under the Listing Regulations is attached with this report.

**17. Details of Directors proposed to be Appointed/ Re-appointed**

**Mr. P. M. S. Prasad** (DIN: 00012144), 66 years, is an Executive Director at Reliance Industries Limited (RIL). He has contributed to the growth of RIL over the past three decades and has held various posts in the petrochemicals, refining and marketing, exploration and production and fibres businesses of RIL.

He holds a Bachelor's degree in Science and Engineering. His exemplary leadership in steering the diversification of RIL – from a refining and petrochemicals company to an exploration and product business company earned him the Energy Executive of the Year Award in 2008 from Petroleum Economist. For his contribution to the petroleum sector, he

has been awarded an honorary doctorate degree by the University of Petroleum Engineering, Dehradun.

Mr. Prasad joined the Board of the Company as Non-Executive Director on July 18, 2017, liable to retire by rotation. He is a member of Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of the Company. He does not hold any share of the Company in his name.

He is a Whole-Time Director of Reliance Industries Limited (Listed) where he is also a member of Health, Safety & Environment Committee and Risk Management Committee.

He is a Director on the Board of Reliance Commercial Dealers Limited and is the Chairman of its Nomination and Remuneration Committee. He is a Director on the Board of Network18 Media & Investments Limited (Listed) and is a member of its Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee. He is also a Director on the Board of Viacom18 Media Private Limited where he is a member of its Corporate Social Responsibility Committee.

He shall be paid remuneration in accordance with the Company's Policy on Criteria for Making Payment to Non-Executive Directors which is posted on the website of the Company, the web link of which is <http://www.network18online.com/reportstv18/Notices%20Events/Other%20Notices/Criteria%20for%20payment%20to%20NEDs-TV18.pdf>.

He is not related to any other Director or Key Managerial Personnel of the Company.

<b>Registered Office Address</b> <b>TV18 Broadcast Limited</b> Empire Complex, 1 <sup>st</sup> Floor, 414 - Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 Tel: +91 22 40019000, 66667777 CIN: L74300MH2005PLC281753	<b>Address for Correspondence</b> <b>TV18 Broadcast Limited</b> Express Trade Tower, Plot No.15-16 Sector-16-A, Noida, U. P. - 201 301 Tel: +91 120 4341818 E-mail: investors.tv18@nw18.com	<b>Compliance Officer:</b> <b>Mr. Deepak Gupta,</b> Company Secretary <b>TV18 Broadcast Limited</b> Express Trade Tower, Plot No.15-16, Sector 16-A, Noida, U.P. - 201 301 Tel: +91 120 4341818 E-mail: investors.tv18@nw18.com	<b>Registrar &amp; Transfer Agent</b> <b>Karvy Computershare Private Limited</b> Karvy Selenium Tower B, 6 <sup>th</sup> Floor, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Tel: +91 40 6716 1700 Toll Free No.: 1800-425-8998 Fax No.: +91 40 6716 1680 email: tv18investor@karvy.com Website: www.karvycomputershare.com
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## **CERTIFICATE OF COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To the Members,  
TV18 Broadcast Limited  
First Floor, Empire Complex, 414,  
Senapati Bapat Marg, Lower  
Parel, Mumbai - 400 013

1. We have reviewed the implementation of the corporate governance procedures by TV18 Broadcast Limited (the Company) during the year ended March 31<sup>st</sup> 2018, with the relevant records and documents maintained by the Company, furnished to us for our review and report on Corporate Governance, as approved by the Board of Directors.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.
3. 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 to conduct the affairs of the Company.
4. On the basis of our review and according to the best of our information and according to the explanation given to us, the company has been complying with conditions of Corporate Governance, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **For N.K.J & ASSOCIATES**

Company Secretaries

### **NEELESH KR. JAIN**

Proprietor  
Membership No. FCS 5593  
Certificate of Practice No. 5233

Date: 24.04.2018  
Place: New Delhi



# INDEPENDENT AUDITOR'S REPORT

## To the Members of TV18 Broadcast Limited

### Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of TV18 Broadcast Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone IND AS 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 accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control 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 of the standalone Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the 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 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 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, of the state of affairs of the Company as at March 31, 2018, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### Other Matter

The Ind AS financial statements of the Company for the year ended March 31, 2017, included in these standalone Ind AS financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on those statements on April 19, 2017.

## 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 sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 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 purpose 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, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and 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 Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, 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 2" to this report;
  - (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 31 to the standalone Ind AS financial statements;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm registration number: 101049W/E300004

per **Kalpesh Jain**

Partner

Membership No.: 106406

Mumbai  
April 24, 2018

## **ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT**

**Referred to in Paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date**

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company.
- (ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3 (ii) of the Order are not applicable to the Company.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of paragraph 3(iii)(a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, provisions of section 186 of the Act in respect of loans given and investment made have been complied with by the Company. There are no other loans given, investments made, guarantees given, and securities granted in respect of which provisions of section 185 and 186 of the Act are applicable and hence not commented upon.
- (v) The Company has not accepted any deposits from the public during the year. As informed and represented by management, public deposits aggregating to ₹ 46 lakhs and interest on public deposits of ₹ 21 lakhs, accepted under the Companies (Acceptance of Deposits) Rules, 1975 have not been claimed by depositors till date. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 73 to 76 or other relevant provisions of the Act and the rules framed there under with regard to the deposits. We are informed by the management that no order has been passed by the Company Law Board, National Company Law Tribunal, Reserve Bank of India or any Court or any other Tribunal.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Act, related to the Broadcasting and related services of the Company, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, service tax, duty of customs, value added tax, goods and service tax, cess and other statutory dues applicable to it. The provisions relating to sales-tax and duty of excise are not applicable to the Company.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, duty of customs, value added tax, goods and service tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the information and explanation given to us, there are no dues of sales-tax, duty of customs and value added tax which have not been deposited on account of any dispute. According to the records of the Company, details of income tax dues and service

tax which have not been deposited on account of a dispute, are as under:

Name of the statute	Nature of dues	Amount (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	44	Assessment Year 2002-03	Income tax Appellate Tribunal
		1	Assessment Year 2003-04	Income tax Appellate Tribunal
		205	Assessment Year 2010-11	Income tax Appellate Tribunal
Finance Act, 1994	Service tax	3,603	2005-06 to 2008-09	Customs, Excise and Service Tax Appellate Tribunal, Allahabad

- (viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowings to Banks or financial institutions. The Company has neither issued any debentures nor availed any loan or borrowings from government.
- (ix) According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans hence, reporting under clause (ix) of the Order is not applicable to the Company and hence not commented upon.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, the Company has not paid or provided any

managerial remuneration during the year to the Manager appointed under the Act.

- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of paragraph 3, clause (xii) of the Order are not applicable to the Company and hence not commented upon.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.
- (xvi) According to information and explanation given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm registration number: 101049W/E300004

per **Kalpesh Jain**

Partner

Membership No.: 106406

Mumbai

April 24, 2018

## ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in Paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date

### **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 TV18 Broadcast Limited (the "Company") as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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.

### **Auditor's 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 as specified under section 143(10) of the Companies Act, 2013, to the extent 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 judgement, including the assessment of the risks of material misstatement of the 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 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, 2018, 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 **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm registration number: 101049W/E300004

per **Kalpesh Jain**

Partner

Membership No.: 106406

Mumbai

April 24, 2018

# BALANCE SHEET

as at 31<sup>st</sup> March, 2018

₹ in lakh

Particulars	Notes	As at 31st March, 2018	As at 31st March, 2017
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment	1	8,240	8,304
Capital work-in-progress	1	4	92
Intangible assets	1	600	454
Financial Assets			
Investments	2	3,55,952	3,39,233
Loans	3	2,133	1,683
Other financial assets	4	830	1,320
Deferred tax assets (net)	5	2,409	4,821
Other non-current assets	6	18,651	16,175
<b>Total Non-current Assets</b>		<b>3,88,819</b>	<b>3,72,082</b>
<b>Current assets</b>			
Financial Assets			
Trade receivables	7	21,692	18,027
Cash and cash equivalents	8	1	593
Bank balances other than cash and cash equivalents	9	83	151
Loans	10	23,100	14,263
Other financial assets	11	2,738	2,828
Other current assets	12	3,264	6,379
<b>Total Current Assets</b>		<b>50,878</b>	<b>42,241</b>
<b>Total Assets</b>		<b>4,39,697</b>	<b>4,14,323</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	13	34,287	34,287
Other Equity	14	3,44,974	3,35,428
<b>Total Equity</b>		<b>3,79,261</b>	<b>3,69,715</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial Liabilities			
Borrowings	15	-	0
Provisions	16	2,145	1,894
<b>Total Non-current Liabilities</b>		<b>2,145</b>	<b>1,894</b>
<b>Current liabilities</b>			
Financial Liabilities			
Borrowings	17	38,551	23,666
Trade Payables	18	13,946	11,395
Other financial liabilities	19	202	203
Other current liabilities	20	5,529	7,387
Provisions	21	63	63
<b>Total Current Liabilities</b>		<b>58,291</b>	<b>42,714</b>
<b>Total Liabilities</b>		<b>60,436</b>	<b>44,608</b>
<b>Total Equity and Liabilities</b>		<b>4,39,697</b>	<b>4,14,323</b>

Significant Accounting Policies and accompanying notes (1 to 42) are part of the financial statements

As per our Report of even date

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm registration number:101049W/E300004

per **Kalpesh Jain**

Partner

Membership No.: 106406

Place: Mumbai

Date: 24th April, 2018

For and on behalf of the Board of Directors

**TV18 Broadcast Limited**
**Adil Zainulbhai**

Chairman

DIN 06646490

**P.M.S. Prasad**

Director

DIN 00012144

**Dhruv Subodh Kaji**

Director

DIN 00192559

**Ramesh Kumar Damani**

Chief Financial Officer

**Nirupama Rao**

Director

DIN 06954879

**Deepak Gupta**

Company Secretary

# STATEMENT OF PROFIT AND LOSS

for the year ended 31<sup>st</sup> March, 2018

₹ in lakh

Particulars	Notes	2017-18	2016-17
<b>INCOME</b>			
Value of sales and services		83,534	66,681
Goods and Services Tax included in above		9,989	-
Revenue from operations	22	73,545	66,681
Other Income	23	2,960	3,725
<b>Total Income</b>		<b>76,505</b>	<b>70,406</b>
<b>EXPENSES</b>			
Marketing, distribution and promotional expense		9,375	9,336
Employee benefits expense	24	23,578	19,582
Finance costs	25	1,906	1,868
Depreciation and amortisation expense	1	1,863	1,783
Other expenses	26	24,914	25,580
<b>Total Expenses</b>		<b>61,636</b>	<b>58,149</b>
<b>Profit before Tax</b>		<b>14,869</b>	<b>12,257</b>
<b>Tax expense:</b>			
Current tax	27	5,232	2,111
Deferred tax	27	-	-
		<b>5,232</b>	<b>2,111</b>
<b>Profit/ (Loss) for the year</b>		<b>9,637</b>	<b>10,146</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss		(91)	(193)
<b>Total Other Comprehensive Income</b>		<b>(91)</b>	<b>(193)</b>
<b>Total Comprehensive Income for the year</b>		<b>9,546</b>	<b>9,953</b>
<b>Earnings per equity share of face value of ₹ 2 each</b>			
Basic and Diluted (in ₹)	29	0.56	0.59

Significant Accounting Policies and accompanying notes (1 to 42) are part of the financial statements

As per our Report of even date  
For **S.R. Batliboi & Associates LLP**  
Chartered Accountants  
ICAI Firm registration number:101049W/E300004

**per Kalpesh Jain**  
Partner  
Membership No.: 106406

Place: Mumbai  
Date: 24th April, 2018

For and on behalf of the Board of Directors  
**TV18 Broadcast Limited**

**Adil Zainulbhai**  
Chairman  
DIN 06646490

**P.M.S. Prasad**  
Director  
DIN 00012144

**Dhruv Subodh Kaji**  
Director  
DIN 00192559

**Ramesh Kumar Damani**  
Chief Financial Officer

**Nirupama Rao**  
Director  
DIN 06954879

**Deepak Gupta**  
Company Secretary

# STATEMENT OF CHANGES IN EQUITY

for the year ended 31<sup>st</sup> March, 2018

## A. Equity Share Capital

₹ in lakh

Balance at the beginning of 1st April, 2016	Changes in equity share capital during the year 2016-17	Balance as at 31st March, 2017	Changes in equity share capital during the year 2017-18	Balance as at 31st March, 2018
34,287	-	34,287	-	34,287

## B. Other Equity

₹ in lakh

	Reserves and Surplus				Other Comprehensive Income	Total
	Securities premium	Share based payment reserve	General reserve	Retained Earnings *	Equity Instruments through Other Comprehensive Income	
Balance at the beginning of 1st April, 2016	3,15,779	1	1,180	8,510	6	3,25,476
Total Comprehensive Income for the year	-	-	-	9,914	39	9,953
Written back to statement of Profit and Loss	-	(1)	-	-	-	(1)
Balance as at the end of 31st March, 2017	3,15,779	-	1,180	18,424	45	3,35,428
Balance at the beginning of 1st April, 2017	3,15,779	-	1,180	18,424	45	3,35,428
Total Comprehensive Income for the year	-	-	-	9,604	(58)	9,546
Balance as at the end of 31st March, 2018	3,15,779	-	1,180	28,028	(13)	3,44,974

\* Includes remeasurement of defined benefit plans for the year amounting to ₹ 33 lakh (Previous Year ₹ 232 lakh)

As per our Report of even date

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm registration number:101049W/E300004

For and on behalf of the Board of Directors

**TV18 Broadcast Limited**
**per Kalpesh Jain**

Partner

Membership No.: 106406

**Adil Zainulbhai**

Chairman

DIN 06646490

**Dhruv Subodh Kaji**

Director

DIN 00192559

**Nirupama Rao**

Director

DIN 06954879

Place: Mumbai

Date: 24th April, 2018

**P.M.S. Prasad**

Director

DIN 00012144

**Ramesh Kumar Damani**

Chief Financial Officer

**Deepak Gupta**

Company Secretary

# CASH FLOW STATEMENT

for the year ended 31<sup>st</sup> March, 2018

₹ in lakh

Particulars	2017-18	2016-17
<b>A: CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax as per Statement of Profit and Loss	14,869	12,257
Adjusted for:		
(Profit)/ loss on sale/ discarding of assets (net)	(13)	(6)
Bad debts and allowance for doubtful trade receivables	(124)	(512)
Depreciation and amortisation expense	1,863	1,783
Effect of exchange rate change	(3)	10
Expense on employee stock option (ESOP) scheme	-	(1)
(Profit)/ loss on sale of investments (net)	(18)	(2)
Net gain/ loss arising on financial assets designated at fair value through profit and loss	(450)	(95)
Amortisation of Lease rent	102	103
Interest income	(1,873)	(2,345)
Finance costs	1,906	1,868
	1,390	803
<b>Operating profit before working capital changes</b>	<b>16,259</b>	<b>13,060</b>
Adjusted for:		
Trade and other receivables	(479)	1,330
Trade and other payables	900	(14,933)
	421	(13,603)
<b>Cash generated/ (used in) from operations</b>	<b>16,680</b>	<b>(543)</b>
Taxes paid (net)	(5,513)	(5,765)
<b>Net cash generated from/ (used in) operating activities</b>	<b>11,167</b>	<b>(6,308)</b>
<b>B: CASH FLOW FROM INVESTING ACTIVITIES</b>		
Payment for Property, Plant and Equipment	(1,695)	(5,088)
Proceeds from disposal of Property, Plant and Equipment	27	180
Purchase of non current investments	(16,777)	(5,425)
Purchase of current investments	(9,033)	(9,900)
Sale of current investments	9,051	9,902
Repayment of Loan from related party	10,000	32,120
Loans given to related party	(18,877)	(18,285)
Net Withdrawal of/ (Investment in) fixed deposits	68	666
Interest income	2,504	2,688
<b>Net cash (used in)/ generated from investing activities</b>	<b>(24,732)</b>	<b>6,858</b>
<b>C: CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of long term borrowings	-	(67)
Proceeds from current borrowings (net)	14,880	1,485
Interest paid	(1,907)	(1,868)
<b>Net cash generated/ (used in) financing activities</b>	<b>12,973</b>	<b>(450)</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>(592)</b>	<b>100</b>
<b>Opening balance of cash and cash equivalents</b>	<b>593</b>	<b>493</b>
<b>Closing balance of cash and cash equivalents (Refer Note 8)</b>	<b>1</b>	<b>593</b>

As per our Report of even date  
For **S.R. Batliboi & Associates LLP**  
Chartered Accountants  
ICAI Firm registration number:101049W/E300004

per **Kalpesh Jain**  
Partner  
Membership No.: 106406

Place: Mumbai  
Date: 24th April, 2018

For and on behalf of the Board of Directors  
**TV18 Broadcast Limited**

**Adil Zainulbhai**  
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Chief Financial Officer

**Nirupama Rao**  
Director  
DIN 06954879

**Deepak Gupta**  
Company Secretary



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## A CORPORATE INFORMATION

TV18 Broadcast Limited ("the Company") is a listed Company incorporated in India.

The registered office of the Company is situated at First Floor, Empire Complex, 414 Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra.

The Company is engaged in the business of news broadcasting, digital content and allied businesses.

## B SIGNIFICANT ACCOUNTING POLICIES

### B.1 Basis of Preparation and Presentation

The financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities, Defined benefit plans - plan assets and Equity settled share based payments which have been measured at fair value amount.

The financial statements of the Company have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013.

These financial statements are the Company's Ind AS standalone financial statements.

The Company's financial statements are presented in Indian Rupees (₹), which is its functional currency and all values are rounded to the nearest lakh (₹ 00,000), except when otherwise indicated.

### B.2 Summary of Significant Accounting Policies

#### (a) Property, plant and equipment:

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use.

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 the entity and the cost can be measured reliably.

Depreciation on property, plant and equipment is provided using straight-line method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Leasehold improvements are depreciated over the period of lease agreement or the useful life whichever is shorter.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

#### (b) Intangible assets:

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebate less accumulated amortisation/ depletion and impairment loss, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate assets, as appropriate, only when it is probable that future economic benefits associated with the items will flow to the Company and cost can be measured reliably.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Computer Software and License pertaining to satellite rights are being amortised over its estimated useful life of 5 years. News Archives' is being depreciated over a period of 21 years as the contents of the same are continuously used in day to day programming and hence the economic benefits from the same arise for a period longer than 20 years.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## (c) Leases:

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

### Leased assets:

Assets held under finance leases are initially recognised as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the Balance Sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalized.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

## (d) Borrowing Cost

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

All other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

## (e) Impairment of non-financial assets - property, plant and equipment and intangible assets:

The Company assesses at each reporting dates as to whether there is any indication that any property, plant and equipment and intangible assets may be impaired. If any such indication exists the recoverable amount of an asset is estimated to determine the extent of impairment, if any.

An impairment loss is recognized in the Statement of the Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

## (f) Provisions and Contingencies

Provisions are recognised when the Company has a present obligation as a result of a past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

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 unless the possibility of outflow of resources is remote. Contingent assets

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

are neither recognised nor disclosed in the financial statements.

**(g) Employee Benefits**

**Short Term Employee Benefits**

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

**Long Term Employee Benefits**

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability as at the Balance Sheet date on the basis of actuarial valuation.

**Post-Employment Benefits**

**Defined Contribution Plans**

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions towards Provident Fund, Employee State Insurance and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

**Defined Benefit Plans**

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @ 15 days salary for the every completed year of service as per the Payment of Gratuity Act, 1972.

The liability in respect of gratuity and other post-employment benefits 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.

Re-measurement of defined benefit plans in respect of post-employment and other long term benefits are charged to the Other Comprehensive Income.

**(h) Tax Expenses**

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity.

**i Current tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance Sheet date.

**ii Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred income tax assets are reassessed at each reporting period and are recognised to the extent that it is probable that taxable profits 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 income 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 income tax assets to be utilised.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## (i) Share based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

## (j) Foreign currencies transactions and translation

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item.

## (k) Revenue recognition

Revenue from operations includes sale of goods and services. Sale of services includes advertisement revenue, subscription revenue, revenue from sale of television content, facility and equipment rental, program revenue, revenue from sponsorship of events and revenue from media related professional and consultancy services.

Sale of services is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates and excluding taxes or duties collected on behalf of the government. Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed.

Sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. Revenue from sale of goods, is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control, or managerial involvement with, the goods, and the amount of revenue can be measured reliably.

## Interest income

Interest Income from a financial asset is recognised using effective interest rate method.

## Dividend income

Dividend income is recognised when the Company's right to receive the payment has been established.

## (l) Financial instruments

### (i) Financial Assets

#### A. Initial recognition and measurement:

All financial assets are initially recognised at fair value. Transaction costs that are directly

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

attributable to the acquisition of financial assets, which are not accounted at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

## B. Subsequent measurement:

### a) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The effective interest rate amortisation is included in other income in the Statement of Profit and Loss.

### b) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### c) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are fair valued through profit or loss.

## C. Investment in subsidiaries, associates and joint ventures

The Company accounts for its investments in subsidiaries, associates and joint venture at cost.

## D. Equity investments:

All equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

## E. Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment assessment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables, Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivable. Further, Company uses historical default rates to determine impairment loss on the portfolio of the trade receivables. At every reporting date, these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 months ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## (ii) Financial Liabilities

### A. Initial recognition and measurement:

All financial liabilities are recognized initially at fair value and in case of loans net of directly attributable cost. Fees of recurring nature are directly recognised in statement of profit and loss as finance cost.

### B. Subsequent measurement:

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

### (iii) Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

### (iv) Offsetting

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Company has a legally enforceable right to set off the amount and it intends, either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

## C CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY:

The preparation of the Company's financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

### a) Depreciation and useful lives of property, plant and Equipment and intangible assets:

Property, plant and equipment are depreciated over the estimated useful lives of the assets, after taking into account their estimated residual value. Intangible assets are amortised over its estimated useful lives. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation/ amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation/ amortisation for future periods is adjusted if there are significant changes from previous estimates.

### b) Recoverability of trade receivable:

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

### c) Provisions:

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

### d) Impairment of non-financial assets:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

amount is the higher of an asset's or Cash Generating Units ("CGU's") fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transaction are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

**e) Impairment of financial assets:**

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**f) Defined benefit plans:**

The employment benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost/ income include the discount rate, inflation and mortality assumptions. Any changes in these assumptions will impact upon the carrying amount of employment benefit obligations.

**D STANDARDS ISSUED BUT NOT EFFECTIVE:**

On March 28, 2018, the Ministry of Corporate Affairs (MCA) has notified Ind AS 115 - Revenue from Contract with Customers and certain amendment to existing Ind AS. These amendments shall be applicable to the Company from April 01, 2018.

**i. Issue of Ind AS 115 - Revenue from Contracts with Customers:**

Ind AS 115 will supersede the current revenue recognition guidance including Ind AS 18 Revenue, Ind AS 11 Construction Contracts and the related interpretations. Ind AS 115 provides a single model of accounting for revenue arising from contracts with customers based on the identification and satisfaction of performance obligations.

**ii. Amendment to Existing issued Ind AS**

The MCA has also carried out amendments following accounting standards. These are:

- a Ind AS 21 - The Effects of Changes in Foreign Exchange Rates
- b Ind AS 40 - Investment Property
- c Ind AS 12 - Income Taxes
- d Ind AS 28 - Investments in Associates and Joint Ventures and
- e Ind AS 112 - Disclosure of Interests in Other Entities

Application of above standards are not expected to have any significant impact on the Company's financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

Note 1 | **Property, Plant and Equipment, Capital work-in-Progress and Intangible assets**

Description	Gross Block			Depreciation/ Amortisation			Net Block	
	As at 1st April, 2017	Additions/ Adjustments	Deductions/ Adjustments	As at 31st March, 2018	As at 1st April, 2017	For the year	As at 31st March, 2018	As at 31st March, 2017
<b>1.1 Property, Plant and Equipment</b>								
<b>Tangible Assets:</b>								
Freehold land	31	-	-	31	-	-	31	31
Leasehold Improvement	3,967	150	22	4,095	3,604	103	3,685	410
Building	530	9	-	539	9	9	18	521
Plant and Machinery	22,745	1,043	2,335	21,453	18,051	703	16,428	5,025
Electrical installations	536	4	21	519	373	23	375	144
Office Equipment	5,294	374	320	5,348	3,004	754	3,442	1,906
Furniture and fixtures	565	13	10	568	391	26	407	161
Vehicles	310	-	48	262	242	25	220	42
<b>Total</b>	<b>33,978</b>	<b>1,593</b>	<b>2,756</b>	<b>32,815</b>	<b>25,674</b>	<b>1,643</b>	<b>24,575</b>	<b>8,304</b>
<b>Previous Year</b>	<b>(28,953)</b>	<b>(5,957)</b>	<b>(932)</b>	<b>(33,978)</b>	<b>(24,832)</b>	<b>(1,599)</b>	<b>(25,674)</b>	<b>(4,121)</b>
<b>1.2 Capital work-in-progress</b>								
<b>1.3 Intangible assets</b>								
Technical Knowhow Fees	149	61	-	210	79	40	119	91
Software	3,529	305	-	3,834	3,145	180	3,325	509
News Archives and others	205	-	-	205	205	-	205	-
<b>Total</b>	<b>3,883</b>	<b>366</b>	<b>-</b>	<b>4,249</b>	<b>3,429</b>	<b>220</b>	<b>3,649</b>	<b>454</b>
<b>Previous Year</b>	<b>(3,492)</b>	<b>(391)</b>	<b>-</b>	<b>(3,883)</b>	<b>(3,245)</b>	<b>(184)</b>	<b>(3,429)</b>	<b>(247)</b>
<b>Grand Total</b>	<b>37,861</b>	<b>1,959</b>	<b>2,756</b>	<b>37,064</b>	<b>29,103</b>	<b>1,863</b>	<b>28,224</b>	<b>8,850</b>
<b>Previous Year</b>	<b>(32,445)</b>	<b>(6,348)</b>	<b>(932)</b>	<b>(37,861)</b>	<b>(28,077)</b>	<b>(1,783)</b>	<b>(29,103)</b>	<b>(4,368)</b>

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 2 | Non-current Investments

₹ in lakh

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Units	Amount	Units	Amount
<b>Investments measured at Cost</b>				
<b>In Equity Shares of Subsidiary Companies</b>				
<b>Unquoted, fully paid up</b>				
Equity shares of ₹ 10 each fully paid up, in RVT Media Private Limited	96,615	3,466	96,615	3,466
Equity shares of USD 1 each fully paid up, in ibn18 (Mauritius) Limited, [Net-off provision for other than temporary diminution ₹ 6,589 lakh (Previous Year ₹ 6,589 lakh)]	5,62,50,000	21,617	5,62,50,000	21,617
Equity shares of ₹ 1 each fully paid up, in Equator Trading Enterprises Private Limited.	2,00,00,00,000	30,500	2,00,00,00,000	30,500
Equity shares of Viacom18 Media Private Limited of ₹ 10 each fully paid up (Refer Note 40)	5,80,02,427	98,619	-	-
Equity shares of ₹ 10 each fully paid up, in IndiaCast Media Distribution Private Limited (Refer Note 40)	2,28,000	703	-	-
<b>In Equity Shares of Joint Venture Companies</b>				
<b>Unquoted, fully paid up</b>				
Equity shares of IBN Lokmat News Private Limited of ₹ 10 each fully paid up	86,25,000	862	86,25,000	862
Equity shares of Viacom18 Media Private Limited of ₹10 each fully paid up	-	-	5,68,65,124	85,644
Equity shares of ₹ 10 each fully paid up, in IndiaCast Media Distribution Private Limited	-	-	2,28,000	703
<b>In Preference Shares of Joint Venture Companies</b>				
<b>Unquoted, fully paid up</b>				
0.10% Non Cumulative Redeemable Preference Shares of Series "I" of IBN Lokmat News Private Limited of ₹ 100 each fully paid up	2,20,000	440	2,20,000	440
0.10% Non Cumulative Redeemable Preference Shares of Series "II" of IBN Lokmat News Private Limited of ₹ 100 each fully paid up	2,49,999	500	2,49,999	500
0.01% Optionally Convertible Non Cumulative Redeemable Preference Shares of Series "II" of IBN Lokmat News Private Limited of ₹ 100 each fully paid up - (₹ 200)	1	0	1	0
0.10% Non Cumulative Redeemable Preference Shares of Series "III" of IBN Lokmat News Private Limited of ₹ 100 each fully paid up	20,35,250	4,070	20,35,250	4,070
0.001% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Viacom18 Media Private Limited of ₹ 10 each fully paid up	-	-	4,078	12
<b>In Debentures of Subsidiary Companies</b>				
<b>Unquoted, fully paid up</b>				
Zero Coupon Compulsory and Fully convertible debentures of ₹ 100 each fully paid up in Equator Trading Enterprises Private Limited	13,22,00,000	181,300	13,22,00,000	181,300
Zero coupon optionally fully convertible redeemable debentures of ₹ 1,000 each fully paid up in RVT Media Private Limited	3,15,400	3,154	3,15,400	3,154

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 2 | Non-current Investments

₹ in lakh

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Units	Amount	Units	Amount
Zero coupon compulsory convertible debentures of ₹ 1,000 each fully paid up in RVT Media Private Limited	40,576	406	40,576	406
Zero coupon optionally fully convertible debentures of ₹ 1,000 each fully paid up in RVT Media Private Limited	3,58,596	3,586	1,03,500	1,035
Zero coupon Compulsorily and fully convertible debentures of ₹ 100 each fully paid up in Equator Trading Enterprises Private Limited	43,90,000	4,390	43,90,000	4,390
Zero coupon compulsorily convertible debentures of ₹ 10 each fully paid up in IndiaCast Media Distribution Private Limited (Refer Note 40)	1,00,00,000	1,000	-	-
<b>In Debentures of Joint Venture Companies</b>				
<b>Unquoted, fully paid up</b>				
Zero coupon compulsorily convertible debentures of ₹ 10 each fully paid up in IndiaCast Media Distribution Private Limited	-	-	1,00,00,000	1,000
<b>Investments Classified at Fair Value through Other Comprehensive Income (FVTOCI)</b>				
<b>In Equity Shares- Quoted fully paid up</b>				
Equity shares of Refex Industries Limited (formerly Refex Refrigerants Limited) of ₹ 10 each fully paid up - (₹ 1/-)	2,75,000	42	2,75,000	53
Equity shares of KSL and Industries Limited of ₹ 4 each fully paid up	4,74,308	34	4,74,308	81
Equity shares of SMC Global Securities Limited of ₹ 10 each fully paid up	1,09,994	263	-	-
<b>In Equity Shares- Unquoted fully paid up</b>				
Equity shares of Delhi Stock Exchange Association Limited of ₹ 10 each fully paid up - (₹ 1/- after split)	8,98,500	0	8,98,500	0
<b>In Convertible warrants partly paid up</b>				
Convertible warrants of Infibeam Incorporation Limited per warrant of ₹ 186.48 on which ₹ 46.62 paid per warrant	21,45,002	1,000	-	-
<b>Total Non Current Investments</b>		<b>3,55,952</b>		<b>3,39,233</b>
<b>2.1 Category-wise Non-current Investment</b>				
Financial assets measured at Cost		3,54,613		3,39,099
Financial assets measured at Fair Value through other comprehensive income.		1,339		134
<b>Total Non-current Investments</b>		<b>3,55,952</b>		<b>3,39,233</b>
Aggregate amount of quoted investments		339		134
Aggregate market value of quoted investments		339		134
Aggregate amount of unquoted investments		3,55,613		3,39,099
Aggregate amount of impairment in value of unquoted investments		6,589		6,589

**2.2** The list of investments in subsidiaries, joint ventures and associates along with proportion of ownership interest held and country of incorporation are disclosed under Corporate Information of the Consolidated Financial Statements.



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 3 | Loans - Non-current

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Loans to Others</b>		
Loans and advances to employees (Current Year ₹ 47,105)	0	-
Other Loans (Refer Note 35)	2,133	1,683
<b>Total</b>	<b>2,133</b>	<b>1,683</b>

The above loan has been given for business purpose/ corporate general purpose

## Note 4 | Other financial assets - Non-current

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Security deposits</b>		
Unsecured, considered good	830	1,320
Doubtful	-	19
Less: Allowance for doubtful deposits	-	(19)
	<b>830</b>	<b>1,320</b>

## Note 5 | Deferred tax assets (net)

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
Deferred Tax Assets (MAT Credit Entitlement)	2,409	4,821
<b>Total</b>	<b>2,409</b>	<b>4,821</b>

5.1 The Company has not recognised the deferred tax assets (net) amounting to ₹ 5,156 lakh (Previous year ₹ 4,587 lakh) arising out of tangible and intangible assets, financials assets, unabsorbed depreciation, brought forward tax losses and other items due to non-existence of probability of taxable income against which the assets can be realised. The same shall be reassessed at subsequent balance sheet date.

### 5.2 The movement on the deferred tax account is as follows:

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
At the beginning of the year	4,821	4,322
(Charge)/ credit to the Statement of Profit and Loss related to MAT Credit Entitlement	(2,412)	499
<b>At the end of the year</b>	<b>2,409</b>	<b>4,821</b>

## Note 6 | Other non-current assets

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>(Unsecured and considered good)</b>		
Capital Advances	366	537
Advance Income Tax (Net of provision)	18,111	15,418
Others	174	220
<b>Total</b>	<b>18,651</b>	<b>16,175</b>

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 7 | Trade receivables

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Trade Receivables</b>		
Unsecured and considered good	21,692	18,027
Unsecured and considered doubtful	4,079	4,229
	<b>25,771</b>	<b>22,256</b>
Less:- Allowance for doubtful receivables	4,079	4,229
<b>Total</b>	<b>21,692</b>	<b>18,027</b>

Refer Note 30 for Trade receivables from related parties

### 7.1 Movement in the allowance for doubtful receivables:

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
At the beginning of the year	4,229	4,245
Movement during the year	(150)	(16)
<b>At the end of the year</b>	<b>4,079</b>	<b>4,229</b>

## Note 8 | Cash and cash equivalents

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
Cheques on hand	-	8
<b>Balances with bank</b>		
In current accounts	1	585
<b>Total</b>	<b>1</b>	<b>593</b>

## Note 9 | Bank balances other than cash and cash equivalents

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
In earmarked accounts- Unpaid matured deposits	67	69
In other deposit accounts *	16	82
<b>Total</b>	<b>83</b>	<b>151</b>

Note:

\* Deposits of ₹16 lakh (Previous Year ₹ 82 lakh) are given as lien against bank guarantees to Custom Authorities to meet export obligations, sales tax authorities and are expected to be realised within 12 months.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 10 | Loans - current

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>(Unsecured and considered good)</b>		
Loans and advances to related parties	23,100	14,225
Loans and advances to others (₹ 6,750)	0	38
<b>Total</b>	<b>23,100</b>	<b>14,263</b>

### 10.1 Loans given to related parties:

₹ in lakh

Name of the Company	31st March, 2018	31st March, 2017
a Network18 Media & Investments Limited	-	5,500
b Panorama Television Private Limited	23,100	8,725
<b>Total</b>	<b>23,100</b>	<b>14,225</b>

- (i) The above loans has been given for business purpose/ corporate general purpose.  
(ii) Loans shown above, fall under the category of 'Loans-Current' in nature of Loans and are re-payable within 1 year.

## Note 11 | Other financial assets - current

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
Interest accrued on Deposits/ Investments	1,249	1,981
Security deposits	1,488	847
Others	1	-
<b>Total</b>	<b>2,738</b>	<b>2,828</b>

## Note 12 | Other current assets

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>(Unsecured)</b>		
Advances to vendor		
Considered good	51	711
Advances to related parties		
Considered good	13	11
Considered doubtful	868	868
Less: Allowance for doubtful advances	(868)	(868)
	<b>13</b>	<b>11</b>
Prepaid expenses	1,355	1,209
Balance with Government tax authorities	1,813	4,418
Others *		
Considered good	32	30
Considered Doubtful	-	110
Less: Allowance for doubtful advances to others	-	(110)
	<b>32</b>	<b>30</b>
<b>Total</b>	<b>3,264</b>	<b>6,379</b>

\* Other includes advance to employees.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 13 | Equity Share Capital

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Number of Shares	₹ in lakh	Number of Shares	₹ in lakh
<b>(a) Authorised Share Capital:</b>				
Equity shares of ₹ 2 each	5,00,00,00,000	1,00,000	5,00,00,00,000	1,00,000
<b>(b) Issued, Subscribed and fully paid up Equity Shares of ₹ 2 each</b>				
(i) Issued	1,71,44,09,196	34,288	1,71,44,09,196	34,288
(ii) Subscribed and fully paid up	1,71,43,60,160	34,287	1,71,43,60,160	34,287
(iii) Shares forfeited (₹ 24,518 Previous Year ₹ 24,518)	49,036	0	49,036	0
<b>TOTAL</b>	<b>1,71,44,09,196</b>	<b>34,287</b>	<b>1,71,44,09,196</b>	<b>34,287</b>

**13.1** The Company has only one class of equity share having par value of ₹ 2 per share. Each holder of equity share is entitled to one vote per share held. All the equity shares rank pari passu in all respects including but not limited to entitlement for dividend, bonus issue and rights issue. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all liabilities, in proportion to their shareholding.

### 13.2 Details of shares held by each shareholder holding more than 5% shares :

Particulars	31st March, 2018		31st March, 2017	
	Number of Shares	% Holding	Number of Shares	% Holding
1 Network18 Media & Investments Limited, Holding Company	87,70,35,062	51.16%	87,70,35,062	51.16%

### 13.3 Details of shares held by holding company and their subsidiaries:

Particulars	31st March, 2018		31st March, 2017	
	Number of Shares	₹ in lakh	Number of Shares	₹ in lakh
1 Network18 Media & Investments Limited, Holding Company	87,70,35,062	17,541	87,70,35,062	17,541
2 RRB Investments Private Limited, a subsidiary of the Holding Company	1,63,563	3	1,63,563	3
	<b>87,71,98,625</b>	<b>17,544</b>	<b>87,71,98,625</b>	<b>17,544</b>

**13.4** There are no bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## 13.5 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

Particulars	31st March, 2018		31st March, 2017	
	Issued		Subscribed and fully paid up	
	Number of Shares	₹ in lakh	Number of Shares	₹ in lakh
Equity Shares opening balance	1,71,44,09,196	34,288	1,71,43,60,160	34,287
	(1,71,44,09,196)	(34,288)	(1,71,43,60,160)	(34,287)
Add : Shares issued during the year	-	-	-	-
	(-)	(-)	(-)	(-)
Equity Shares closing balance	1,71,44,09,196	34,288	1,71,43,60,160	34,287
	(1,71,44,09,196)	(34,288)	(1,71,43,60,160)	(34,287)

Figures in brackets pertains to the Previous Year

## 13.6 Details of forfeited shares and amount originally paid - up

Particulars	31st March, 2018		31st March, 2017	
	Number of Shares	₹ in lakh	Number of Shares	₹ in lakh
Equity Shares ₹ 24,518 (Previous Year ₹ 24,518)	49,036	0	49,036	0

## Note 14 | Other Equity

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>i Securities premium account</b>		
As per last Balance Sheet	3,15,779	3,15,779
	<b>3,15,779</b>	<b>3,15,779</b>
<b>ii Share based Payment reserve</b>		
As per last Balance Sheet	-	1
Add: written back to the statement of Profit and Loss	-	(1)
	-	-
<b>iii General reserve</b>		
As per last Balance Sheet	1,180	1,180
	<b>1,180</b>	<b>1,180</b>
<b>iv Retained Earnings</b>		
As per last Balance Sheet	18,424	8,510
Add: Profit for the year	9,637	10,146
Add: Remeasurement of defined benefit plans	(33)	(232)
	<b>28,028</b>	<b>18,424</b>
<b>v Other Comprehensive Income (OCI)</b>		
As per last Balance Sheet	45	6
Add: Movement in OCI (net) during the year	(58)	39
	<b>(13)</b>	<b>45</b>
<b>Total of Other Equity</b>	<b>3,44,974</b>	<b>3,35,428</b>



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 15 | Borrowings - Non-current

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Secured</b>		
Term loans from banks (Previous Year ₹ 37,347)	-	0
<b>Total</b>	-	0

## Note 16 | Provisions - Non-current

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Provision for employee benefits</b>		
Provision for compensated absences	621	543
Provision for gratuity (Refer Note 24.1)	1,524	1,351
<b>Total</b>	<b>2,145</b>	<b>1,894</b>

## Note 17 | Borrowings - Current

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
Overdraft/ Cash Credit/ Working Capital Demand Loans ("WC DL") from banks (Secured)	6,773	1,166
<b>Commercial paper (Unsecured)</b>		
From Banks	-	5,000
Others	31,778	17,500
<b>Total</b>	<b>38,551</b>	<b>23,666</b>

### 17.1 Security and repayment details for overdraft, cash credit facilities including working capital demand loans is as follows:

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
i) Overdraft/ Cash Credit/ WC DL is repayable on demand and Secured against first pari passu hypothecation charge on all existing and future current assets of the Company.	6,592	1,025
ii) Overdraft/ Cash Credit/ WC DL is repayable on demand and is secured against second pari passu charge on all existing and future moveable assets and current assets of the Company.	181	141
<b>Total</b>	<b>6,773</b>	<b>1,166</b>

17.2 The above bank loans carry an interest rate referenced to the respective bank's marginal cost of lending rate ("MCLR") and mutually agreed spread.

17.3 All commercial papers are repayable within a year.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 18 | Trade payables

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
Micro, Small and Medium Enterprises	46	4
Others	13,900	11,391
<b>Total</b>	<b>13,946</b>	<b>11,395</b>

Based on the information available with the Company, the balance due to Micro & Small Enterprises as defined under the Micro, Small and Medium enterprises Development (MSMED) Act, 2006 is ₹ 46 lakh (Previous year ₹ 4 lakh) under the terms of the MSMED Act, 2006. Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information provided by the parties.

### 18.1 The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company is as under:

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
Principal amount due and remaining unpaid	46	4
Interest due on above and the unpaid interest	-	-
Interest paid	-	-
Payment made beyond the appointed day during the year	-	3
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding years	-	-

## Note 19 | Other financial liabilities - current

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Current maturities of long term debt</b>		
From Banks (Vehicle Loan) (₹ 37,347)	0	2
From Others	-	1
Interest accrued but not due on borrowings	-	1
Unclaimed matured deposits and interest accrued thereon *	67	69
Creditors for Capital Expenditure	135	130
<b>Total</b>	<b>202</b>	<b>203</b>

\* These figures do not include any amounts due and outstanding to be credited to the Investor Education and Protection Fund.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 20 | Other Current Liabilities

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unearned revenue	1,640	1,571
<b>Other payables</b>		
Statutory dues	1,270	777
Advances from customers *	1,141	1,243
Others	1,478	3,796
<b>Total</b>	<b>5,529</b>	<b>7,387</b>

\* Refer Note 30 for advances from related parties

## Note 21 | Provisions - current

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Provision for employee benefits</b>		
Provision for compensated absences	17	17
Provision for gratuity (Refer Note 24.1)	46	46
<b>Total</b>	<b>63</b>	<b>63</b>

## Note 22 | Revenue from Operations

₹ in lakh

Particulars	2017-18	2016-17
Advertisement and subscription revenue	71,576	64,891
Sale of content	253	264
Other media income and equipment rentals	1,716	1,526
<b>Total</b>	<b>73,545</b>	<b>66,681</b>

## Note 23 | Other Income

₹ in lakh

Particulars	2017-18	2016-17
<b>Interest income</b>		
Loans and advances	1,767	2,208
Deposit accounts with banks	5	45
Income tax refund	551	473
Others	101	92
	<b>2,424</b>	<b>2,818</b>
Net gain arising on sale of investments	18	2
Write back of earlier years' expense provisions	-	809
Net gain arising on financial assets designated at fair value through profit and loss	450	95
Miscellaneous income	68	1
<b>Total</b>	<b>2,960</b>	<b>3,725</b>

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 24 | Employee Benefits Expense

₹ in lakh

Particulars	2017-18	2016-17
Salaries and wages	20,970	17,191
Contribution to provident and other funds	1,083	944
Gratuity expense (Refer Note 24.1)	353	301
Staff welfare expenses	1,172	1,146
<b>Total</b>	<b>23,578</b>	<b>19,582</b>

### 24.1 Defined contribution plans

The Company makes Provident Fund and Employee State Insurance scheme contributions to the relevant authorities, which are defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits.

#### Contribution to Defined Contribution Plans, recognised as expense for the year is as under:

₹ in lakh

Particulars	For the year 2017-18	For the year 2016-17
Employer's Contribution to Provident Fund	735	695
Employer's Contribution to Pension Fund	267	168
Employer's Contribution to Employees State Insurance	9	4

#### Defined benefit plans

The employees' gratuity fund scheme managed by a Trust is a defined benefit plan. The Company makes contributions to the trust which in turn makes contributions to the employees group gratuity cum life assurance scheme of the Life Insurance Corporation of India. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for compensated absences is recognised in the same manner as gratuity.

#### i) Reconciliation of opening and closing balances of Defined Benefit Obligation:

₹ in lakh

Particulars	Gratuity	
	2017-18	2016-17
Defined Benefit obligation at beginning of the year	1,561	1210
Current Service Cost	246	221
Interest Cost	119	92
Actuarial (gain)/ loss	33	231
Benefits paid	(213)	(193)
<b>Defined Benefit obligation at year end</b>	<b>1,746</b>	<b>1561</b>

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## ii) Reconciliation of opening and closing balances of fair value of Plan Assets:

₹ in lakh

Particulars	Gratuity	
	2017-18	2016-17
Fair value of plan assets at beginning of the year	163	151
Expected return on plan assets	12	12
Fair value of plan assets at year end	175	163
Actual return on plan assets	12	12

## iii) Reconciliation of fair value Assets and Obligations :

₹ in lakh

Particulars	Gratuity	
	As at 31st March, 2018	As at 31st March, 2017
Fair value of assets	175	163
Present value of obligation	(1,746)	(1,561)
Net assets/ (liabilities) recognised in balance sheet	(1,571)	(1,398)

## iv) Expenses recognised during the year:

₹ in lakh

Particulars	Gratuity	
	2017-18	2016-17
Current Service Cost	246	221
Interest Cost	119	92
Expected return on Plan assets	(12)	(12)
Actuarial (gain) / loss	-	-
<b>Net Cost</b>	<b>353</b>	<b>301</b>
<b>In Other Comprehensive Income (OCI)</b>		
Actuarial gain / (loss) for the year on defined benefit obligation	33	231
Actuarial gain / (loss) for the year on plan assets	-	-
<b>Net expense/ income for the period recognised in OCI</b>	<b>33</b>	<b>231</b>

## v) Investment Details:

Particulars	As at 31st March, 2018	As at 31st March, 2017
	% invested	% invested
Funds managed by Insurer	100	100

## vi) Actuarial assumptions:

Particulars	Gratuity	
	IALM (06-08)	IALM (06-08)
Discount rate (per annum)	7.70%	7.60%
Expected rate of return on plan assets (per annum)	9.00%	9.00%
Rate of escalation in salary (per annum)	5.50%	5.50%
IALM - Indian Assured Lives Mortality.		



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

The discount rate is based on the prevailing market yields of Government of India Bonds as at the Balance Sheet date for the estimated terms of the obligations.

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The expected rate of return on plan assets is determined considering several applicable factors, mainly the composition of Plan assets held, assessed risks, historical results of return on plan assets and the Company's policy for plan assets management.

**vii)** The expected contributions for Defined Benefit Plan for the next financial year will be in line with financial year 2017 -18.

## **viii) Sensitivity Analysis**

Significant Actuarial assumptions for the determination of the defined benefit obligation discount rate, expected salary increase and employee turnover. The sensitivity analysis below, have been determined based on reasonable possible change of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The result of Sensitivity Analysis is given below:

Particulars	₹ in lakh	
	2017-18	2016-17
<b>a) Impact of the change in discount rate</b>		
Present value of obligation at the end of the period	1,746	1,561
i) Impact due to increase of 0.50%	(113)	(105)
ii) Impact due to decrease of 0.50%	124	115
<b>b) Impact of the change in salary increase</b>		
Present value of obligation at the end of the period	1,746	1,561
i) Impact due to increase of 0.50%	108	117
ii) Impact due to decrease of 0.50%	(103)	(108)

These plans typically expose the Company to actuarial risks such as: investment risk, interest risk, longevity risk and salary risk.

**(A) Investment risk** – The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds; if the return on plan asset is below this rate, it will create a plan deficit.

**(B) Interest risk** - A decrease in the discount rate will increase the plan liability.

**(C) Longevity risk** – The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

**(D) Salary risk** – The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 25 | Finance Costs

₹ in lakh

Particulars	2017-18	2016-17
Interest cost	1,905	1,837
Other borrowing costs	1	31
<b>Total</b>	<b>1,906</b>	<b>1,868</b>

## Note 26 | Other Expenses

₹ in lakh

Particulars	2017-18	2016-17
Telecast and uplinking fees	1,516	1,592
Airtime purchased	3,190	1,121
Royalty expenses	3,292	2,790
Content expenses	3,282	3,726
Other production expenses	2,153	4,073
Repairs to building	27	51
Repairs to machinery	916	892
Other repairs	132	277
Electricity expenses	1,012	1,091
Insurance	169	130
Travelling and conveyance expenses	2,854	3,593
Professional and Legal fees (Refer note 26.1)	559	511
Directors sitting fees	57	48
Rent	2,559	2,522
Rates and taxes	44	69
(Profit)/ Loss on sale/ discarding of assets (net)	(13)	(6)
Net foreign exchange loss/ (gain)	(17)	22
Corporate Social Responsibility expenses	175	135
Bad debts and allowance for doubtful trade receivables	(124)	297
Other establishment expenses	3,131	2,646
<b>Total</b>	<b>24,914</b>	<b>25,580</b>

### 26.1 Payment to Auditors :

₹ in lakh

Particulars	2017-18	2016-17
(a) Statutory Audit Fees	45	45
(b) Limited Review fees	39	39
(c) Certification and Consultation Fees	2	1
<b>Total</b>	<b>86</b>	<b>85</b>

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 27 | Taxation

₹ in lakh

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
<b>(a) Income tax recognised in Statement of Profit and Loss</b>		
Current tax	4,177	2,609
Minimum alternate tax entitlement	-	(499)
Short/ excess provision of earlier years	1,055	1
<b>Total income tax expenses recognised in the current year</b>	<b>5,232</b>	<b>2,111</b>

The income tax expenses for the year can be reconciled to the accounting profit as follows:

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
Profit before tax	14,869	12,257
Applicable Tax Rate	34.608%	34.608%
Computed Tax Expense	5,146	4,242
<b>Tax effect of:</b>		
Expenses disallowed/ (allowed) (net)	(969)	59
Effect of deferred tax on unused tax losses and tax offset	-	(2,191)
Adjustment recognised in current tax in relation to prior period	1,055	1
<b>Tax expenses recognised in Statement of Profit and Loss</b>	<b>5,232</b>	<b>2,111</b>
Effective Tax Rate	35.19%	17.22%

The tax rate used for the reconciliations above is the corporate tax rate payable by corporate entities in India on taxable profit under the Income tax law.

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>(b) Advance tax (net of provision)</b>		
At start of year	15,418	12,263
Charge for the year	(5,232)	(2,111)
Adjusted with Minimum alternate tax entitlement	2,412	(499)
Tax paid	5,513	5,765
<b>At end of the year</b>	<b>18,111</b>	<b>15,418</b>

## Note 28 | Corporate Social Responsibility (CSR)

- CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereto by the Company during the year is ₹ 173 lakh (Previous Year ₹ 132 lakh)
- Expenditure related to Corporate Social Responsibility is ₹ 175 lakh (Previous Year ₹ 135 lakh).

Details of amount spent in cash/ cheque/ transfer towards CSR as follows:

₹ in lakh

Particulars	2017-18	2016-17
Sports for Development	175	135
<b>Total</b>	<b>175</b>	<b>135</b>

- Out of note (b) above, ₹ 175 lakh (Previous Year ₹ 135 lakh) is spent through Reliance Foundation.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 29 | Earnings Per Share (EPS)

Particulars	2017-18	2016-17
i) Net profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in lakh)	9,637	10,146
ii) Weighted average number of equity shares used as denominator for calculating basic EPS	1,71,44,09,196	1,71,44,09,196
iii) Total weighted average potential equity shares	-	-
iv) Weighted average number of equity shares used as denominator for calculating diluted EPS	1,71,44,09,196	1,71,44,09,196
v) Basic Earnings per Share (₹)	0.56	0.59
vi) Diluted Earnings per Share (₹)	0.56	0.59
vii) Face Value per Equity Share (₹)	2	2

## Note 30 | Related party disclosures

As per Ind AS 24, the disclosures of transactions with the related parties are given below.

### (a) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

Sr. No.	Name of the Related Party	Relationship
1	Independent Media Trust	Enterprises exercising Control \$
2	Adventure Marketing Private Limited*	
3	Watermark Infratech Private Limited *	
4	Colorful Media Private Limited*	
5	RB Media Holdings Private Limited*	
6	RB Mediasoft Private Limited*	
7	RRB Mediasoft Private Limited*	
8	RB Holdings Private Limited*	
9	Teesta Retail Private Limited	
10	Network18 Media & Investments Limited	
11	Reliance Industries Limited	Beneficiary/ Protector of Independent Media Trust \$
12	Reliance Industrial Investments and Holdings Limited	
13	IBN Lokmat News Private Limited	Joint Ventures
14	Viacom18 Media Private Limited @	
15	IndiaCast Media Distribution Private Limited @	
16	IndiaCast UK Limited @	
17	IndiaCast US Limited @	
18	Viacom18 US Inc @	
19	Viacom18 Media UK Limited @	
20	Roptonal Limited @	

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

Sr. No.	Name of the Related Party	Relationship
21	Ubona Technologies Private Limited	Joint Venture of Fellow Subsidiary Company
22	Eenadu Television Private Limited	Associate
23	24X7 Learning Private Limited	Associates of Fellow Subsidiary Companies
24	Aeon Learnings Private Limited	
25	Book My Show Limited (up to 12th September, 2016)	Associates of Holding Company
26	Big Tree Entertainment Private Limited (w.e.f 13th September, 2016)	
27	NW18 HSN Holdings PLC (w.e.f. 15th February, 2018)	
28	TV18 Home Shopping Network Limited (w.e.f 15th February, 2018)	
29	ibn18 (Mauritius) Limited	Subsidiary
30	Equator Trading Enterprises Private Limited	
31	Panorama Television Private Limited	
32	RVT Media Private Limited	
33	AETN18 Media Private Limited	
34	Viacom18 Media Private Limited @	
35	Viacom18 US Inc @	
36	Viacom18 Media UK Limited @	
37	Roptonal Limited @	
38	IndiaCast Media Distribution Private Limited @	
39	IndiaCast UK Limited @	
40	IndiaCast US Limited @	
41	Reliance Retail Limited #	Fellow Subsidiaries
42	Reliance Corporate IT Park Limited #	
43	Reliance Jio Infocomm Limited #	
44	Digital18 Media Limited	
45	E-18 Limited	
46	e-Eighteen.com Limited	
47	Network18 Holdings Limited	
48	NW18 HSN Holdings PLC (up to 14th February, 2018)	
49	Setpro18 Distribution Limited	
50	TV18 Home Shopping Network Limited (up to 14th February 2018)	
51	Greycells18 Media Limited	
52	Big Tree Entertainment Private Limited (up to 12th September, 2016)	

\* Controlled by Independent Media Trust of which Reliance Industries Limited is the sole beneficiary

# Subsidiary of Reliance Industries Limited, the sole beneficiary of Independent Media Trust

\$ Entities exercising Control

@ Accounted as Joint Venture till 28th February, 2018 and as subsidiary w.e.f. 1st March, 2018.



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## b. Details of transactions and balances with related parties:

₹ in lakh

Transactions	Beneficiary/ Protector of Independent Media Trust	Enterprises Exercising control	Subsidiary	Fellow Subsidiary	Joint Ventures & Associate
<b>(i) Transactions during the year</b>					
<b>(a) Income from operations and other Income</b>					
Reliance Industries Limited	4	-	-	-	-
	(-)	-	-	-	-
Network18 Media & Investments Limited	-	12	-	-	-
	-	(78)	-	-	-
AETN18 Media Private Limited	-	-	249	-	-
	-	-	(158)	-	-
Digital18 Media Limited	-	-	-	37	-
	-	-	-	(65)	-
Greycells18 Media Limited	-	-	-	84	-
	-	-	-	(81)	-
IBN Lokmat News Private Limited	-	-	-	-	96
	-	-	-	-	(83)
TV18 Home Shopping Network Limited	-	-	-	70	14
	-	-	-	(86)	(-)
Viacom 18 Media Private Limited	-	-	116	-	1,173
	-	-	(-)	-	(1,160)
IndiaCast Media Distribution Private Limited	-	-	32	-	299
	-	-	(-)	-	(278)
IndiaCast UK Limited	-	-	73	-	379
	-	-	(-)	-	(408)
IndiaCast US Limited	-	-	1	-	23
	-	-	(-)	-	(47)
Panorama Television Private Limited	-	-	23	-	-
	-	-	(1)	-	-
e-Eighteen.com Limited	-	-	-	2	-
	-	-	-	(-)	-
<b>Total</b>	<b>4</b>	<b>12</b>	<b>494</b>	<b>193</b>	<b>1,984</b>
	-	(78)	(159)	(232)	(1,976)
<b>(b) Interest Received</b>					
Network18 Media & Investments Limited	-	517	-	-	-
	-	(1,534)	-	-	-
Panorama Television Private Limited	-	-	1,248	-	-
	-	-	(665)	-	-
<b>Total</b>	-	<b>517</b>	<b>1,248</b>	-	-
	-	(1,534)	(665)	-	-

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

₹ in lakh

Transactions	Beneficiary/ Protector of Independent Media Trust	Enterprises Exercising control	Subsidiary	Fellow Subsidiary	Joint Ventures & Associate
<b>(c) Expenditure for Services received</b>					
Reliance Corporate IT Park Limited	-	-	-	61	-
	-	-	-	(-)	-
Reliance Jio Infocomm Limited	-	-	-	7	-
	-	-	-	(-)	-
Reliance Retail Limited	-	-	-	12	-
	-	-	-	(-)	-
Network18 Media & Investments Limited	-	328	-	-	-
	-	(219)	-	-	-
Digital18 Media Limited	-	-	-	310	-
	-	-	-	(262)	-
e-Eighteen.com Limited	-	-	-	424	-
	-	-	-	(206)	-
Viacom 18 Media Private Limited	-	-	-	-	-
	-	-	-	-	(29)
AETN18 Media Private Limited	-	-	0	-	-
	-	-	(97)	-	-
Panorama Television Private Limited	-	-	454	-	-
	-	-	(35)	-	-
IBN Lokmat News Private Limited	-	-	-	-	86
	-	-	-	-	(43)
IndiaCast Media Distribution Private Limited	-	-	144	-	28
	-	-	(-)	-	(88)
IndiaCast UK Limited	-	-	13	-	-
	-	-	(-)	-	-
Bigtree Entertainment Private Limited	-	-	-	2	-
	-	-	-	(-)	-
<b>Total</b>	-	<b>328</b>	<b>611</b>	<b>816</b>	<b>114</b>
	-	<b>(219)</b>	<b>(132)</b>	<b>(468)</b>	<b>(160)</b>
<b>(d) Reimbursement of expenses received</b>					
Network18 Media & Investments Limited	-	222	-	-	-
	-	(600)	-	-	-
AETN18 Media Private Limited	-	-	996	-	-
	-	-	(916)	-	-
Bigtree Entertainment Private Limited	-	-	-	4	-
	-	-	-	(13)	-
Digital18 Media Limited	-	-	-	70	-
	-	-	-	(68)	-
e-Eighteen.com Limited	-	-	-	801	-
	-	-	-	(767)	-
Greycells18 Media Limited	-	-	-	44	-
	-	-	-	(39)	-
IBN Lokmat News Private Limited	-	-	-	-	456
	-	-	-	-	(505)

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

₹ in lakh

Transactions	Beneficiary/ Protector of Independent Media Trust	Enterprises Exercising control	Subsidiary	Fellow Subsidiary	Joint Ventures & Associate
TV18 Home Shopping Network Limited	-	-	-	205	28
	-	-	-	(393)	(-)
Viacom 18 Media Private Limited	-	-	524	-	4,569
	-	-	(-)	-	(5,363)
IndiaCast Media Distribution Private Limited	-	-	2	-	22
	-	-	(-)	-	(56)
Panorama Television Private Limited	-	-	554	-	-
	-	-	(674)	-	-
<b>Total</b>	-	<b>222</b>	<b>2,076</b>	<b>1,124</b>	<b>5,075</b>
	-	<b>(600)</b>	<b>(1,590)</b>	<b>(1,280)</b>	<b>(5,924)</b>
<b>(e) Reimbursement of expenses paid</b>					
Reliance Retail Limited	-	-	-	-	-
	-	-	-	(2)	-
Network18 Media & Investments Limited	-	0	-	-	-
	-	(82)	-	-	-
Viacom 18 Media Private Limited*	-	-	7,445	-	65,271
	-	-	(-)	-	(64,240)
AETN18 Media Private Limited*	-	-	4,227	-	-
	-	-	(3,485)	-	-
IndiaCast Media Distribution Private Limited	-	-	3,651	-	9,014
	-	-	(-)	-	(13,103)
Panorama Television Private Limited*	-	-	3,075	-	-
	-	-	(2,789)	-	-
IBN Lokmat News Private Limited	-	-	-	-	10
	-	-	-	-	(-)
<b>Total</b>	-	-	<b>18,398</b>	-	<b>74,295</b>
	-	<b>(82)</b>	<b>(6,274)</b>	<b>(2)</b>	<b>(77,343)</b>
<b>(f) Assets Purchased</b>					
Reliance Retail Limited	-	-	-	6	-
TV18 Home Shopping Network Limited	-	-	-	36	-
	-	-	-	(33)	-
<b>Total</b>	-	-	-	<b>42</b>	-
	-	-	-	<b>(33)</b>	-
<b>(g) Loan Given (for business purpose)</b>					
Panorama Television Private Limited	-	-	14,375	-	-
	-	-	(4,285)	-	-
Network18 Media & Investments Limited	-	4,500	-	-	-
	-	(14,000)	-	-	-
<b>Total</b>	-	<b>4,500</b>	<b>14,375</b>	-	-
	-	<b>(14,000)</b>	<b>(4,285)</b>	-	-

\* Includes License fees assigned

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

₹ in lakh

Transactions	Beneficiary/ Protector of Independent Media Trust	Enterprises Exercising control	Subsidiary	Fellow Subsidiary	Joint Ventures & Associate
<b>(h) Loan received back during the year</b>					
Network18 Media & Investments Limited	-	10,000	-	-	-
	-	(28,500)	-	-	-
Panorama Television Private Limited	-	-	-	-	-
	-	-	(3,620)	-	-
<b>Total</b>	-	<b>10,000</b>	-	-	-
	-	<b>(28,500)</b>	<b>(3,620)</b>	-	-
<b>(i) Investments in the Debentures during the year</b>					
RVT Media Private Limited	-	-	2,551	-	-
	-	-	(1,035)	-	-
Equator Trading Enterprises Private Limited	-	-	-	-	-
	-	-	(4,390)	-	-
<b>Total</b>	-	-	<b>2,551</b>	-	-
	-	-	<b>(5,425)</b>	-	-
<b>(j) Investments in the Equity shares during the year</b>					
Viacom 18 Media Private Limited	-	-	12,975	-	-
	-	-	(-)	-	-
<b>Total</b>	-	-	<b>12,975</b>	-	-
	-	-	-	-	-

**(ii) Balances at the year end**

₹ in lakh

Transactions	Beneficiary/ Protector of Independent Media Trust	Enterprises Exercising control	Subsidiary	Fellow Subsidiary	Joint Ventures & Associate
<b>(a) Loans and advances receivable (including interest accrued)</b>					
ibn18 (Mauritius) Limited	-	-	11	-	-
	-	-	(11)	-	-
Setpro18 Distribution Limited	-	-	-	868	-
	-	-	-	(868)	-
24X7 Learning Private Limited	-	-	-	-	2
	-	-	-	-	(2)
Network18 Media & Investments Limited	-	-	-	-	-
(Maximum balance outstanding during the year ₹ 10,517 lakh)	-	(6,880)	-	-	-
Panorama Television Private Limited	-	-	24,348	-	-
(Maximum balance outstanding during the year ₹ 24,348 lakh)	-	-	(9,324)	-	-
	-	-	-	-	-
<b>Total</b>	-	-	<b>24,359</b>	<b>868</b>	<b>2</b>
	-	<b>(6,880)</b>	<b>(9,335)</b>	<b>(868)</b>	<b>(2)</b>

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

₹ in lakh

Transactions	Beneficiary/ Protector of Independent Media Trust	Enterprises Exercising control	Subsidiary	Fellow Subsidiary	Joint Ventures & Associate
<b>(b) Advance from Customers</b>					
Network18 Media & Investments Limited	-	10	-	-	-
	-	(-)	-	-	-
<b>Total</b>	-	<b>10</b>	-	-	-
	-	(-)	-	-	-
<b>(c) Trade receivables</b>					
Reliance Industries Limited	7	-	-	-	-
	(-)	-	-	-	-
Network18 Media & Investments Limited	-	-	-	-	-
	-	(232)	-	-	-
AETN18 Media Private Limited	-	-	304	-	-
	-	-	(387)	-	-
Bigtree Entertainment Private Limited	-	-	-	32	-
	-	-	-	(28)	-
Digital18 Media Limited	-	-	-	24	-
	-	-	-	(203)	-
e-Eighteen.com Limited	-	-	-	704	-
	-	-	-	(211)	-
Greycells18 Media Limited	-	-	-	90	-
	-	-	-	(209)	-
TV18 Home Shopping Network Limited	-	-	-	-	748
	-	-	-	(547)	(-)
Viacom 18 Media Private Limited	-	-	3,269	-	-
	-	-	(-)	-	(1,956)
IndiaCast Media Distribution Private Limited	-	-	20,857	-	-
	-	-	(-)	-	(11,545)
IndiaCast UK Limited	-	-	177	-	-
	-	-	(-)	-	(50)
IndiaCast US Limited	-	-	4	-	-
	-	-	(-)	-	(8)
IBN Lokmat News Private Limited	-	-	-	-	120
	-	-	-	-	(93)
Panorama Television Private Limited	-	-	398	-	-
	-	-	(562)	-	-
<b>Total</b>	<b>7</b>	<b>-</b>	<b>25,009</b>	<b>850</b>	<b>868</b>
	(-)	(232)	(949)	(1,198)	(13,652)

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

₹ in lakh

Transactions	Beneficiary/ Protector of Independent Media Trust	Enterprises Exercising control	Subsidiary	Fellow Subsidiary	Joint Ventures & Associate
<b>(d) Trade payables</b>					
Reliance Corporate IT Park Limited	-	-	-	66	-
	-	-	-	(-)	-
Reliance Retail Limited	-	-	-	0	-
	-	-	-	(-)	-
Reliance Jio Infocomm Limited	-	-	-	0	-
	-	-	-	(-)	-
Network18 Media & Investments Limited	-	58	-	-	-
	-	(82)	-	-	-
AETN18 Media Private Limited	-	-	1,356	-	-
	-	-	(320)	-	-
Digital18 Media Limited	-	-	-	184	-
	-	-	-	(79)	-
e-Eighteen.com Limited	-	-	-	280	-
	-	-	-	(154)	-
E-18 Limited	-	-	-	1	-
	-	-	-	(1)	-
IBN Lokmat News Private Limited	-	-	-	-	14
	-	-	-	-	(3)
IndiaCast Media Distribution Private Limited	-	-	4,414	-	-
	-	-	(-)	-	(864)
IndiaCast UK Limited	-	-	13	-	-
	-	-	(-)	-	-
Panorama Television Private Limited	-	-	482	-	-
	-	-	(241)	-	-
Viacom 18 Media Private Limited	-	-	40,582	-	-
	-	-	(-)	-	(28,961)
TV18 Home Shopping Network Limited	-	-	-	-	-
	-	-	-	(33)	-
<b>Total</b>	-	<b>58</b>	<b>46,847</b>	<b>531</b>	<b>14</b>
	-	<b>(82)</b>	<b>(561)</b>	<b>(267)</b>	<b>(29,828)</b>
<b>(e) Other Receivable</b>					
IndiaCast UK Limited	-	-	-	-	-
	-	-	-	-	(95)
<b>Total</b>	-	-	-	-	-
	-	-	-	-	<b>(95)</b>
<b>(f) Provision for Non- Recoverable advances</b>					
Setpro18 Distribution Limited	-	-	-	868	-
	-	-	-	(868)	-
<b>Total</b>	-	-	-	<b>868</b>	-
	-	-	-	<b>(868)</b>	-

All related party contracts/ arrangements have been entered on arm's length basis.  
Figure in brackets represent figures for the previous year.



# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 31 | **Contingent Liabilities and Commitments**

₹ in lakh

Particulars	2017-18	2016-17
<b>(I) Contingent Liabilities</b>		
<b>Claims against the Company not acknowledged as debts</b>		
(i) Demand in excess of 'Income Tax provision'	2,940	2,998
(ii) Liabilities under export obligation in "Export Promotion Capital Goods Scheme"	677	677
<b>(II) Commitments</b>		
(A) Estimated amount of contracts remaining to be executed on capital account and not provided for	48	205
(B) Other Litigations		
(a) Victor Fernandes and others ("plaintiffs") had filed a derivative action suit before the Bombay High Court against Raghav Bahl, TV18 and other TV18 group entities alleging that all business opportunities undertaken by the Network18 Group should be routed through e-Eighteen.com Limited. The suit is currently pending.	3,11,406	3,11,406
(b) The Company has received demand order from the Collector of Stamps, Delhi relating to scheme of amalgamation of the Company and Network 18 Media and Investments Limited. The Company has filed writ petition against such order and the Delhi High Court has granted stay on such demand order.	3,077	3,915
(c) The Company has received legal notices of claims/ lawsuits filed against it relating to infringement of copyrights, objectionable contents and defamation suits in relation to the programmes produced by it.	25,027	20,528

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 32 | **Obligation on long term, non cancellable operating lease**

The Company has taken various residential/ commercial premises under cancellable/ non-cancellable operating leases. There are no sub leases or restrictions imposed by lease arrangements. The cancellable lease agreements are normally renewed on expiry. Operating lease charges amounting to ₹ 2,559 lakh (Previous year ₹ 2,522 lakh) have been debited to the Statement of Profit and Loss during the year. The details of future minimum lease payments under non-cancellable leases are as under:

₹ in lakh		
Particulars	31st March, 2018	31st March, 2017
Not later than one year	857	765
Later than one year but not later than five years	471	312
Payable later than five years	-	-
<b>Total</b>	<b>1,328</b>	<b>1,077</b>

The operating leases mainly relates to office premises with lease terms of between 2 to 9 years. Most of the operating lease contract contains market review clauses for rate escalation.

## Note 33 | **Foreign exchange exposure/ currency risk**

The Company does not use foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to firm commitments and forecasted transactions.

The Company's foreign currency exposure not hedged by a derivative instrument or otherwise as at year end is as follows:

Particulars	31st March, 2018	31st March, 2017
<b>Trade payables</b>		
USD	32,67,851	51,72,099
₹ in lakh	2,130	3,354
GBP	99,309	1,24,897
₹ in lakh	92	101
SGD	60,000	60,000
₹ in lakh	30	28
EURO	500	28,173
₹ in lakh (Current year in ₹ 40,404)	0	20
HKD	-	48,000
₹ in lakh	-	4
<b>Trade receivable</b>		
USD	13,20,751	14,82,792
₹ in lakh	861	962
GBP	80,394	37,427
₹ in lakh	74	30
CAD	1,417	1,852
₹ in lakh	1	1

### 33.1 Sensitivity analysis of 2% change in exchange rate at the end of the reporting period:

2% appreciation / depreciation of the respective foreign currencies with respect to the functional currency of the Company would result in a decrease/ increase in the Company's profit before tax by approximately ₹ 26 lakh for the year ended 31st March 2018 and ₹ 50 lakh for the year ended 31st March 2017 respectively.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 34 | Capital and Financial Risk Management

### 34.1 Capital Management

The Company manages its capital to ensure that it will continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Company monitors Capital using a gearing ratio.

The capital structure of the Company consists of debt, cash and cash equivalent and equity.

#### Gearing ratio

The gearing ratio at end of the year is as follows.

		₹ in lakh	
Particulars		31st March, 2018	31st March, 2017
Gross Debt (Refer Note 15, 17 and 19)		38,551	23,669
Less: Cash and cash equivalent (Refer Note 8)		1	593
Net debt	(A)	38,550	23,076
Equity (Refer Note 13 and 14)	(B)	3,79,261	3,69,715
Net Gearing	(A)/(B)	0.10	0.06

### 34.2 Financial Risk Management

The Company's activities exposes it mainly to credit risk and liquidity risk, The treasury team identifies and evaluates financial risk in close coordination with the Company's business teams.

#### (a) Credit risk

Credit risk is the risk that customers or counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities which is primarily trade receivables.

Customer credit risk is managed by each business team subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customers receivables are regularly monitored.

An impairment analysis is performed at each reporting date for major customers. Receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company evaluates the concentration of risk with respect to receivables as low.

#### (b) Liquidity Risk

The Company closely monitors its risk of shortage of funds. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of commercial papers and cash credit/ overdrafts from banks. The Company assessed the concentration of risk with respect to its debt as low. As at reporting date, all financial liabilities of the Company are short term. Further, the Company believes that carrying value of all of its financial liabilities including debt approximates its fair value.

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 35 | Fair value measurement hierarchy:

₹ in lakh

Particulars	As at 31st March, 2018				As at 31st March, 2017			
	Carrying Amount	Level of input used in			Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
<b>Financial Assets</b>								
<b>At Amortised Cost</b>								
Investments	3,54,613	-	-	-	3,39,099	-	-	-
Trade Receivables	21,692	-	-	-	18,027	-	-	-
Cash and Bank Balances	84	-	-	-	745	-	-	-
Loans	23,100	-	-	-	14,263	-	-	-
Other Financial Assets	3,568	-	-	-	4,148	-	-	-
<b>AT FVTPL</b>								
Loans	2,133	-	2,133	-	1,683	-	1,683	-
<b>AT FVTOCI</b>								
Investments	1,339	76	1,263	0	134	134	-	0
<b>Financial Liabilities</b>								
<b>At Amortised Cost</b>								
Borrowings	38,551	-	-	-	23,669	-	-	-
Trade Payables	13,946	-	-	-	11,395	-	-	-
Other Financial Liabilities	202	-	-	-	200	-	-	-

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consist of the following three level.

Level 1: Inputs are Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs are other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

## Note 36 | Details of loan given, investment made and gaurantee given covered u/s 186 (4) of the Companies Act, 2013

- Loan given by the Company to body corporate as at 31st March 2018 (Refer Note 3 and 10)
- Investment made by the Company as at 31st March, 2018 (Refer Note 2)
- No Gaurantee has been given by the Company as at 31st March, 2018

# NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 37 | Segment Reporting

The Company is engaged in only one segment i.e. "Media Operations" and hence there is no separate reportable segment as per Ind AS 108 'Operating Segments'. Since the Company's operations are primarily in India, it has determined single geographical segment.

Note 38 In the previous year 2016-17, The Group received 90,96,333 Equity Shares of ₹ 10 each and 2,078 Optionally Convertible Non-Cumulative Redeemable Preference shares (0.001%) of ₹ 10 each of Viacom18 Media Private Limited ("Viacom18") (Joint venture of the Company), pursuant to the Scheme of Amalgamation and Arrangement for merger of Prism TV Private Limited (joint venture of Equator, a wholly owned subsidiary of the Company) and Viacom18, approved by the Honorable High Court of Judicature at Bombay on 12th August, 2016.

Note 39 The Scheme for Merger by Absorption (the 'Scheme') for merger of Equator Trading Enterprises Private Limited, Panorama Television Private Limited, RVT Media Private Limited and ibn18 (Mauritius) Limited in to TV18 Broadcast Limited with appointed date as 1st April, 2016, has been filed with National Company Law Tribunal, Mumbai Bench, for approval. Upon receipt of approval, the scheme shall be given effect to in the financial statements of the Company.

Note 40 On 28th February 2018, the Company increased its equity interest in Viacom18 Media Private Limited (Viacom18) from 50% to 51% by acquiring in cash 1% of the equity shares for ₹ 12,975 lakh and consequently obtained operational control over Viacom18. Accordingly, the Company has accounted for Viacom18 as subsidiary from March 1, 2018. Consequent to this acquisition, IndiaCast Media Distribution Private Limited, which was hitherto a Joint Venture, was accounted as subsidiary with effect from 1st March, 2018.

Note 41 Previous year's figures have been regrouped wherever necessary to make them comparable to current year's figures.

Note 42 The financial statements were approved for issue by the Board of Directors on 24th April, 2018.

As per our Report of even date

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm registration number: 101049W/E300004

**per Kalpesh Jain**

Partner

Membership No.: 106406

Place: Mumbai

Date: 24th April, 2018

For and on behalf of the Board of Directors

**TV18 Broadcast Limited**

**Adil Zainulbhai**

Chairman

DIN 06646490

**P.M.S. Prasad**

Director

DIN 00012144

**Dhruv Subodh Kaji**

Director

DIN 00192559

**Ramesh Kumar Damani**

Chief Financial Officer

**Nirupama Rao**

Director

DIN 06954879

**Deepak Gupta**

Company Secretary

# INDEPENDENT AUDITOR'S REPORT

## To the Members of TV18 Broadcast Limited

### Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of TV18 Broadcast Limited (hereinafter referred to as the "Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as the "Group") its associates and joint ventures, comprising of the consolidated Balance Sheet as at March 31, 2018, the consolidated Statement of Profit and Loss including other comprehensive income, the consolidated Cash Flow Statement, the consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "consolidated Ind AS financial statements").

### Management's Responsibility for the Consolidated 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 requirement of the Companies Act, 2013 (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 statement of changes in equity of the Group including its associates and joint ventures in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associates and joint ventures 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 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.

### Auditor's 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, issued by the Institute of Chartered Accountants of India, as 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 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 financial statements. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, 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 and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, associates and joint ventures, 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 of the consolidated state of affairs of the Group, its associates and joint ventures as at March 31, 2018, their consolidated profit including other comprehensive income, their consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

### Other Matter

- (a) We did not audit the financial statements and other financial information, in respect of twelve subsidiaries, whose Ind AS financial statements include total assets of ₹ 514,261 lakhs and net assets of ₹ 215,198 lakhs as at March 31, 2018, and total revenues of ₹ 79,772 lakhs and net cash inflows



of ₹ 6,406 lakhs for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. The consolidated Ind AS financial statements also include the Group's share of net profit of ₹ 6,913 lakhs for the year ended March 31, 2018, as considered in the consolidated financial statements, in respect of one associate and eight joint ventures, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associates and joint ventures, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, associates and joint ventures, is based solely on the reports of such other auditors.

- (b) The consolidated Ind AS financial statements of the Company for the year ended March 31, 2017, included in these consolidated Ind AS financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on those statements on April 19, 2017.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

### Report on Other Legal and Regulatory Requirements

As required by section 143 (3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, associates and joint ventures, as noted in the 'Other matter' paragraph we report, to the extent applicable, that:

- (a) We / the other auditors whose reports we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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 consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
- (c) The consolidated Balance Sheet, consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the consolidated Cash Flow Statement and consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the 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 Companies (Indian Accounting Standard) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, associate companies and joint ventures incorporated in India, none of the directors of the Group's companies, its associates and joint ventures incorporated in India is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting of the Holding Company and its subsidiary companies, associate companies and joint ventures incorporated in India, refer to our separate report in "Annexure 1" to this report;
- (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 and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, associates and joint ventures, as noted in the 'Other matter' paragraph:
- The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, its associates and joint ventures – Refer Note 33 to the consolidated Ind AS financial statements;
  - The Group, its associates and joint ventures did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2018.
  - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries, associates and joint ventures incorporated in India during the year ended March 31, 2018.

For **S.R. Batliboi & Associates LLP**  
Chartered Accountants  
ICAI Firm Registration Number: 101049W/E300004

Mumbai  
April 24, 2018

per **Kalpesh Jain**  
Partner  
Membership Number: 106406

# ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

Referred in our report of even date

## **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 financial statements of TV18 Broadcast Limited (the "Group") as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of TV18 Broadcast Limited (hereinafter referred to as the "Holding Company") and its subsidiary companies, its associate companies and joint venture, which are companies incorporated in India, as of that date.

### **Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the of the Holding Company, its subsidiary companies, its associate companies and joint venture, 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 Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditor's Responsibility**

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, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the 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, its subsidiary companies, its associate companies and joint venture, which are companies incorporated in India, have, maintained 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, 2018, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Holding Company, insofar as it relates to these six subsidiary companies, one associate and one joint venture, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiary, associate and joint venture companies incorporated in India.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Kalpesh Jain**

Partner

Membership Number: 106406

Mumbai

April 24, 2018

# CONSOLIDATED BALANCE SHEET

as at 31<sup>st</sup> March, 2018

₹ in lakh

Particulars	Notes	As at 31st March, 2018	As at 31st March, 2017
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	1	28,379	20,220
Capital Work-in-Progress	1	2,180	92
Goodwill		1,92,715	87,734
Intangible assets	1	7,763	3,762
Intangible assets under development	1	354	347
Financial Assets			
Investments	2	32,837	1,81,800
Loans	3	2,133	1,683
Other financial assets	4	3,662	1,865
Deferred tax assets (net)	5	3,153	5,094
Other non-current assets	6	45,446	18,319
<b>Total Non-current Assets</b>		<b>3,18,622</b>	<b>3,20,916</b>
<b>Current assets</b>			
Inventories	7	1,34,076	-
Financial Assets			
Investments	8	2,428	686
Trade receivables	9	1,21,055	24,559
Cash and cash equivalents	10	17,423	1,014
Bank balances other than cash and cash equivalents	11	318	151
Loans	12	33,735	38,367
Other financial assets	13	7,083	2,456
Other current assets	14	42,434	8,807
<b>Total Current Assets</b>		<b>3,58,552</b>	<b>76,040</b>
<b>Total Assets</b>		<b>6,77,174</b>	<b>3,96,956</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	15	34,287	34,287
Other Equity	16	2,99,734	2,98,794
<b>Equity attributable to owners of the Company</b>		<b>3,34,021</b>	<b>3,33,081</b>
Non-controlling interests		65,355	1,306
<b>Total Equity</b>		<b>3,99,376</b>	<b>3,34,387</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial Liabilities			
Borrowings	17	540	0
Provisions	18	5,506	3,245
<b>Total Non-current Liabilities</b>		<b>6,046</b>	<b>3,245</b>
<b>Current liabilities</b>			
Financial Liabilities			
Borrowings	19	99,341	27,283
Trade payables	20	1,48,899	21,513
Other Financial Liabilities	21	3,532	1,363
Other Current liabilities	22	19,404	8,899
Provisions	23	576	266
<b>Total Current Liabilities</b>		<b>2,71,752</b>	<b>59,324</b>
<b>Total Liabilities</b>		<b>2,77,798</b>	<b>62,569</b>
<b>Total Equity and Liabilities</b>		<b>6,77,174</b>	<b>3,96,956</b>

Significant Accounting Policies and accompanying notes (1 to 42) are part of the financial statements

As per our Report of even date

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm registration number:101049W/E300004

**per Kalpesh Jain**

Partner

Membership No.: 106406

Place: Mumbai

Date: 24th April, 2018

For and on behalf of the Board of Directors

**TV18 Broadcast Limited**
**Adil Zainulbhai**

Chairman

DIN 06646490

**P.M.S. Prasad**

Director

DIN 00012144

**Dhruv Subodh Kaji**

Director

DIN 00192559

**Ramesh Kumar Damani**

Chief Financial Officer

**Nirupama Rao**

Director

DIN 06954879

**Deepak Gupta**

Company Secretary

Consolidated

# CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31<sup>st</sup> March, 2018

₹ in lakh

Particulars	Notes	2017-18	2016-17
<b>INCOME</b>			
Value of sales and services		1,66,505	97,941
Goods and Services Tax included in above		18,986	-
Revenue from operations	24	1,47,519	97,941
Other Income	25	2,899	4,333
<b>Total Income</b>		<b>1,50,418</b>	<b>1,02,274</b>
<b>EXPENSES</b>			
Marketing, distribution and promotional expense		28,260	20,793
Employee benefits expense	26	42,863	33,155
Finance costs	27	2,696	2,243
Depreciation and amortisation expense	1	6,921	5,637
Other expenses	28	70,607	40,865
<b>Total Expenses</b>		<b>1,51,347</b>	<b>1,02,693</b>
<b>Profit/ (loss) before Non-Controlling Interests/ Share of profit of Joint Ventures and Associate, exceptional items and tax</b>		<b>(929)</b>	<b>(419)</b>
Share of profit of Joint Ventures and Associate		6,913	3,570
<b>Profit before exceptional items and tax</b>		<b>5,984</b>	<b>3,151</b>
Exceptional items		-	-
<b>Profit before tax</b>		<b>5,984</b>	<b>3,151</b>
<b>Tax expense</b>			
Current Tax		5,302	2,405
Deferred Tax		(103)	106
<b>Total tax expense</b>	<b>35</b>	<b>5,199</b>	<b>2,511</b>
<b>Profit for the year</b>		<b>785</b>	<b>640</b>
<b>Other comprehensive income:</b>			
i) Items that will not be reclassified to profit or loss		52	(262)
ii) Income tax relating to items that will not be reclassified to profit or loss		(8)	(50)
iii) Items that will be reclassified to profit or loss		93	(560)
<b>Total Other Comprehensive Income (net of tax)</b>		<b>137</b>	<b>(872)</b>
<b>Total Comprehensive Income for the year</b>		<b>922</b>	<b>(232)</b>
<b>Profit for the year attributable to:</b>			
a) Owners of the Company		862	1,907
b) Non Controlling interest		(77)	(1,267)
<b>Other comprehensive income attributable to:</b>			
a) Owners of the Company		78	(867)
b) Non Controlling interest		59	(5)
<b>Total Comprehensive Income attributable to:</b>			
a) Owners of the Company		940	1,040
b) Non Controlling interest		(18)	(1,272)
<b>Earnings per equity share of face value of ₹ 2 each</b>			
Basic and diluted (in ₹)	29	0.05	0.11

Significant Accounting Policies and accompanying notes (1 to 42) are part of the financial statements

As per our Report of even date

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm registration number:101049W/E300004

**per Kalpesh Jain**

Partner

Membership No.: 106406

Place: Mumbai

Date: 24th April, 2018

For and on behalf of the Board of Directors

**TV18 Broadcast Limited****Adil Zainulbhai**

Chairman

DIN 06646490

**P.M.S. Prasad**

Director

DIN 00012144

**Dhruv Subodh Kaji**

Director

DIN 00192559

**Ramesh Kumar Damani**

Chief Financial Officer

**Nirupama Rao**

Director

DIN 06954879

**Deepak Gupta**

Company Secretary

# STATEMENT OF CHANGES IN EQUITY

for the year ended 31<sup>st</sup> March, 2018

## A. Equity Share Capital

₹ in lakh

Balance as at beginning 1st April, 2016	Changes in equity share capital during the year 2016-17	Balance as at 31st March, 2017	Changes in equity share capital during the year 2017-18	Balance as at 31st March, 2018
34,287	-	34,287	-	34,287

## B. Other Equity

₹ in lakh

Particulars	Reserves and Surplus					Other Comprehensive income		Attributable to Owners of the Parent	Non- controlling interest	Total
	Securities premium Reserve	Share based Payment Reserve	General reserve	Capital reserves	Retained Earnings*	Equity instruments	Foreign currency translation Reserves			
<b>Balance as at beginning 1st April, 2016</b>	<b>3,15,779</b>	<b>1</b>	<b>1,180</b>	<b>137</b>	<b>46,336</b>	<b>6</b>	<b>7,532</b>	<b>3,70,971</b>	<b>1,598</b>	<b>3,72,569</b>
Total Comprehensive Income for the year (net of taxes)	-	-	-	-	1,562	38	(560)	1,040	(1,272)	(232)
Written back to statement of Profit and Loss	-	(1)	-	-	-	-	-	(1)	-	(1)
Effect of Prism TV Private Limited merger with Viacom18 Media Private Limited (Refer note 40)	-	-	-	-	(73,216)	-	-	(73,216)	-	(73,216)
Non-Controlling interest on investment in subsidiary	-	-	-	-	-	-	-	-	980	980
<b>Balance as at end of 31st March, 2017</b>	<b>3,15,779</b>	<b>-</b>	<b>1,180</b>	<b>137</b>	<b>(25,318)</b>	<b>44</b>	<b>6,972</b>	<b>2,98,794</b>	<b>1,306</b>	<b>3,00,100</b>
<b>Balance as at beginning 1st April, 2017</b>	<b>3,15,779</b>	<b>-</b>	<b>1,180</b>	<b>137</b>	<b>(25,318)</b>	<b>44</b>	<b>6,972</b>	<b>2,98,794</b>	<b>1,306</b>	<b>3,00,100</b>
Total Comprehensive Income for the year (net of taxes)	-	-	-	-	899	(58)	99	940	(18)	922
Additions on account of acquisition (Refer note 34)	-	-	-	-	-	-	-	-	61,617	61,617
Non-Controlling interest on investment in subsidiary	-	-	-	-	-	-	-	-	2,450	2,450
<b>Balance as at end of 31st March, 2018</b>	<b>3,15,779</b>	<b>-</b>	<b>1,180</b>	<b>137</b>	<b>(24,419)</b>	<b>(14)</b>	<b>7,071</b>	<b>2,99,734</b>	<b>65,355</b>	<b>3,65,089</b>

\* includes remeasurement of defined benefit plans ₹ 37 lakh (previous year ₹ (345) lakh)

As per our Report of even date  
For **S.R. Batliboi & Associates LLP**  
Chartered Accountants  
ICAI Firm registration number:101049W/E300004

per **Kalpesh Jain**  
Partner  
Membership No.: 106406

Place: Mumbai  
Date: 24th April, 2018

For and on behalf of the Board of Directors  
**TV18 Broadcast Limited**

**Adil Zainulbhai**  
Chairman  
DIN 06646490

**P.M.S. Prasad**  
Director  
DIN 00012144

**Dhruv Subodh Kaji**  
Director  
DIN 00192559

**Ramesh Kumar Damani**  
Chief Financial Officer

**Nirupama Rao**  
Director  
DIN 06954879

**Deepak Gupta**  
Company Secretary



# CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31<sup>st</sup> March, 2018

₹ in lakh

Particulars	2017-18	2016-17
<b>A: CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before tax as per Statement of Profit and Loss	5,984	3,151
Adjusted for:		
Depreciation and amortisation expense	6,921	5,638
Profit/ (loss) on sale/ discarding of assets (net)	(17)	(6)
Expense on employee stock option (ESOP) scheme	-	(1)
Finance costs	2,696	2,243
Net gain on financial instruments at Fair value through Profit and Loss	(509)	(120)
(Profit)/ loss on sale of investments (net)	(75)	(45)
Liabilities / provisions no longer required written back	(108)	(1,060)
Interest income	(2,115)	(3,086)
Dividend income	-	(2)
Bad debts and allowance for doubtful trade receivables	306	682
Share in profit of Joint Ventures and Associates	(6,913)	(3,570)
Effect of exchange rate change	92	(763)
<b>Operating profit before working capital changes</b>	<b>6,262</b>	<b>3,061</b>
Adjusted for:		
Trade and Other Receivables	46,976	18,099
Inventories	4,984	242
Trade and Other Payables	(29,753)	(8,662)
<b>Cash generated from Operations</b>	<b>28,469</b>	<b>12,740</b>
Taxes paid (net)	(7,157)	(6,440)
<b>Net cash generated from operating activities</b>	<b>21,312</b>	<b>6,300</b>
<b>B: CASH FLOW FROM INVESTING ACTIVITIES</b>		
Payment for Property, Plant and Equipment	(5,567)	(14,404)
Proceeds from disposal of Property, Plant and Equipment	34	180
(Increase)/ Decrease in other bank balances	(137)	666
Purchase of non current investments	(14,213)	-
Purchase of current Investments	(19,705)	(11,786)
Sale of current investments	18,097	11,170
Interest Income	3,473	3,376
Dividend received	-	2
<b>Net cash used in investing activities</b>	<b>(18,018)</b>	<b>(10,796)</b>
<b>C: CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of shares by subsidiary	2,450	980
Repayment of long term borrowings	(25)	(67)
Short term borrowings (net)	2,915	4,307
Finance costs	(2,825)	(2,242)
<b>Net cash generated from financing activities</b>	<b>2,515</b>	<b>2,978</b>
<b>Net increase/ (decrease) in cash and cash equivalents</b>	<b>5,809</b>	<b>(1,518)</b>
<b>Opening balance of Cash and cash equivalents</b>	<b>1,014</b>	<b>2,532</b>
Cash and cash equivalents of Subsidiaries acquired during the year	10,600	-
<b>Closing balance of Cash and cash equivalents (Refer Note 10)</b>	<b>17,423</b>	<b>1,014</b>

Significant Accounting Policies and accompanying notes (1 to 42) are part of the financial statements

As per our Report of even date  
For **S.R. Batliboi & Associates LLP**  
Chartered Accountants  
ICAI Firm registration number:101049W/E300004

**per Kalpesh Jain**  
Partner  
Membership No.: 106406

Place: Mumbai  
Date: 24th April, 2018

For and on behalf of the Board of Directors  
**TV18 Broadcast Limited**

**Adil Zainulbhai**  
Chairman  
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**P.M.S. Prasad**  
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DIN 00012144

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**Ramesh Kumar Damani**  
Chief Financial Officer

**Nirupama Rao**  
Director  
DIN 06954879

**Deepak Gupta**  
Company Secretary

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## A CORPORATE INFORMATION

TV18 Broadcast Limited ("the Company") is a listed Company incorporated in India. The registered office of the Company is situated at First Floor, Empire Complex, 414 Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra.

The Company and its subsidiaries (collectively referred to as "the Group") along with joint ventures and an associate operates in the general news, business news and entertainment space with leading general news channels and general entertainment channels. The consolidated financial statements relate to TV18 Broadcast Limited and its subsidiary companies, joint ventures and an associate as listed below:

Company	Relation	Place of Incorporation and operation	Percentage (%) of holding as at	
			31st March, 2018	31st March, 2017
1 RVT Media Private Limited (RVT Media)	Subsidiary	India	100	100
2 AETN18 Media Private Limited (AETN 18)	Subsidiary of RVT Media	India	51	51
3 ibn18 (Mauritius) Limited (Ibn18)	Subsidiary	Mauritius	100	100
4 Equator Trading Enterprises Private Limited (Equator)	Subsidiary	India	100	100
5 Panorama Television Private Limited (Panorama)	Subsidiary of Equator	India	100	100
6 Eenadu Television Private Limited (Eenadu)	Associate of Equator	India	24.5	24.5
7 IndiaCast Media Distribution Private Limited @	Subsidiary	India	75.5	-
8 IndiaCast Media Distribution Private Limited (IndiaCast Media) @	Joint Venture	India	-	50
9 IndiaCast US Limited (IndiaCast US) @	Subsidiary of IndiaCast Media	United States of America	100	100
10 IndiaCast UK Limited (IndiaCast UK) @	Subsidiary of IndiaCast Media	United Kingdom	100	100
11 IBN Lokmat News Private Limited	Joint Venture	India	50	50
12 Viacom18 Media Private Limited ("Viacom18") @	Subsidiary	India	51	-
13 Viacom18 Media Private Limited ("Viacom18") @	Joint Venture	India	-	50
14 Viacom18 US Inc. (Viacom18US) @	Subsidiary of Viacom18	United States of America	100	100
15 Viacom18 Media (UK) Ltd (Viacom18UK) @	Subsidiary of Viacom18	United Kingdom	100	100
16 Roptonal Limited, Cyprus (Roptonal) @	Subsidiary of Viacom18	Cyprus	100	100

@ Accounted as Joint Venture till 28th February, 2018. Consolidated as subsidiary w.e.f. 1st March, 2018

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## B SIGNIFICANT ACCOUNTING POLICIES

### B.1 Basis of Preparation and Presentation

The consolidated financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities, Defined benefit plans - plan assets and Equity settled share based payments which have been measured at fair value amount.

The financial statements of the Group have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013.

These financial statements are the Group's Ind AS Consolidated financial statements.

Group's consolidated financial statements are presented in Indian Rupees (₹), which is its functional currency and all values are rounded to the nearest lakh (₹ 00,000), except when otherwise indicated.

### B.2 Principles of Consolidation

The consolidated financial statements relate to the Company and its subsidiary companies, associate and joint ventures. The consolidated financial statements have been prepared on the following basis.

- a The financial statements of the Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, income, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.
- b Profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant & equipment, are eliminated in full.
- c In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve.

- d Offset (eliminate) the carrying amount of the parent's investments in each subsidiary and the parent's portion of equity of each subsidiary.
- e The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as on the date of disposal is recognised in the Consolidated Statement of Profit and Loss being the profit or loss on disposal of investment in subsidiary.
- f Non Controlling Interest's share of profit/ loss of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- g Non Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Company's shareholders.
- h Investment in Associates and Joint Ventures has been accounted under the equity method as per Ind AS 28 - Investments in Associates and Joint Ventures.
- i The Company accounts for its share of post acquisition changes in net assets of associates and joint ventures, after eliminating unrealised profits and losses resulting from transactions between the companies within the Group and its associates to the extent of its share, through its Consolidated Statement of Profit and Loss, to the extent such change is attributable to the associates' Statement of Profit and Loss and through its reserves for the balance based on available information.

### B.3 Summary of Significant Accounting Policies

#### (a) Property, plant and equipment:

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

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 entity and the cost can be measured reliably.

Projects under which assets are not ready for their intended use are shown as Capital Work -in-Progress.

Depreciation on property, plant and equipment is provided using straight-line method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013, except for certain assets where useful life is considered based on internal technical evaluation. Leasehold improvements are depreciated over the period of lease agreement or the useful life whichever is shorter.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

## **(b) Goodwill and Intangible assets:**

Goodwill represents the cost of acquired business as established at the date of acquisition of the business in excess of the acquirer's interest in net fair value of the identifiable assets, liabilities and contingent liabilities less accumulated impairments losses, if any. Goodwill is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than its carrying amount.

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation/ depletion and impairment loss, if any. Such cost includes purchase price,

borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate assets, as appropriate, only when it is probable that future economic benefits associated with the items will flow to the entity and cost can be measured reliably.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Computer Software, Electronic Programming Guide Slot and License pertaining to satellite rights are being amortised over its estimated useful life of 5 years. News Archives is being depreciated over a period of 21 years as the contents of the same are continuously used in day to day programming and hence the economic benefits from the same arise for a period longer than 20 years. Film telecast rights are amortised over a period of 10 years.

Programming costs are being amortised over 2 years for all programs purchased from A&E Television Networks, LLC, over the license period for programs purchased from others and over 5 years for all programs produced in-house. Website development costs are capitalised and amortised over their estimated useful life of 2 years.

Intangible assets under development: Expenditure on programming costs eligible for capitalisation are carried as Intangible assets under development where such assets are not yet ready for their intended use.

## **(c) Leases:**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

**Leased Assets:** Assets held under finance leases are initially recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the Balance Sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in the Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalized.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

## (d) Borrowing Cost

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

All other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

## (e) Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if

any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs net of recoverable taxes incurred in bringing them to their respective present location and condition.

The Group evaluates the realizable value and / or revenue potential of inventory based on the type of programming assets. Cost of shows, events and films are expensed off based on the expected pattern of realisation of economic benefits. Acquired rights of shows and music rights are amortised evenly over the license period. The Group evaluates the realizable value and /or revenue potential of inventory on an ongoing basis and appropriate write down is made in cases where accelerated write down is warranted.

Programmes purchased and the cost of programmes produced in-house is expensed off based on number of episodes telecast during the period. Cost of news/ current affairs/ one time events are fully expensed off on first telecast.

## (f) Impairment of non-financial assets - property, plant and equipment and intangible assets:

The Group assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets may be impaired. If any such indication exists the recoverable amount of an asset is estimated to determine the extent of impairment, if any.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## **(g) Provisions and Contingencies**

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

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 unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements.

## **(h) Employee Benefits**

### **Short Term Employee Benefits**

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

### **Long Term Employee Benefits**

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability as at the Balance Sheet date on the basis of actuarial valuation.

### **Post-Employment Benefits**

#### **Defined Contribution Plans**

A defined contribution plan is a post-employment benefit plan under which the Group pays specified contributions towards Provident Fund, Employee State Insurance and Pension Scheme. The Group's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

## **Defined Benefit Plans**

The Group pays gratuity to the employees whoever has completed five years of service with the Group at the time of resignation/ superannuation. The gratuity is paid @ 15 days salary for the every completed year of service as per the Payment of Gratuity Act, 1972.

The liability in respect of gratuity and other post-employment benefits 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.

Re-measurement of defined benefit plans in respect of post-employment and other long term benefits are charged to the Other Comprehensive Income.

## **(i) Tax Expenses**

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

### **i Current tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance Sheet date.

### **ii Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it is probable that taxable profits will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

The carrying amount of Deferred income 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 income tax assets to be utilised.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

## (j) Share based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

## (k) Foreign currencies-Transactions and Translation

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item.

## (l) Revenue recognition

Revenue from operations includes sale of goods and services. Sale of services includes advertisement revenue, subscription revenue, revenue from sale of television content, facility and equipment rental, program revenue, revenue from sponsorship of events and revenue from media related professional and consultancy services.

Sale of services is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates and excluding taxes or duties collected on behalf of the government. Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed. Revenues from theatrical distribution of movies is recognised in accordance with the licensing agreement as the films are screened.

Sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. Revenue from sale of goods, is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control, or managerial involvement with, the goods, and the amount of revenue can be measured reliably.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Interest income

Interest Income from a financial asset is recognised using effective interest rate method.

## Dividend income

Dividend income is recognised when the Group's right to receive the payment is established.

## (I) Financial instruments

### (i) Financial Assets

#### A. Initial recognition and measurement:

All financial assets and liabilities are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition of financial assets and financial liabilities, which are not accounted at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

#### B. Subsequent measurement:

##### a) Financial assets carried at amortised cost

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The effective interest rate amortisation is included in other income in the statement of Profit and Loss.

##### b) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments

of principal and interest on the principal amount outstanding.

#### c) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are fair valued through profit or loss.

#### C. Equity Investments:

All equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Group has elected to present the value changes in 'Other Comprehensive Income'.

#### D. Investment in associate and joint ventures

The Group accounts for its investments in an associate and joint ventures at equity method.

#### E. Impairment of financial assets

In accordance with Ind AS 109, the Group use 'Expected Credit Loss' (ECL) model, for evaluating impairment assessment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- a) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- b) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables the Group applies a 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivable.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

Further, the Group uses historical default rates to determine impairment loss on the portfolio of the trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Group uses 12 months ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

## (ii) Financial Liabilities

### A. Initial recognition and measurement:

All financial liabilities are recognized initially at fair value and in case of loans net of directly attributable cost. Fees of recurring nature are directly recognised in Statement of Profit and Loss as finance cost.

### B. Subsequent measurement:

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

## (iii) Derecognition of financial instruments

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

## (iv) Offsetting

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Group has a legally enforceable right to set off the amount

and it intends, either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

## C CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY:

The preparation of the Group's consolidated financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

### a) Depreciation/ amortisation and useful lives of property, plant and equipment and intangible assets:

Property, plant and equipment are depreciated over their estimated useful lives of the assets, after taking into account their estimated residual value. Intangible assets are amortised over its estimated useful lives. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation/ amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Group's historical experience with similar assets and take into account anticipated technological changes. The depreciation/ amortisation for future periods is adjusted if there are significant changes from previous estimates.

### b) Recoverability of trade receivable:

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

### c) Provisions:

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

**d) Impairment of non-financial assets:**

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units ("CGU's") fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transaction are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

**e) Impairment of financial assets:**

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**f) Defined benefit plans:**

The employment benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost/ income include the discount rate, inflation and mortality assumptions. Any changes in these assumptions will impact upon the carrying amount of employment benefit obligations.

**D STANDARDS ISSUED BUT NOT EFFECTIVE:**

On March 28, 2018, the Ministry of Corporate Affairs (MCA) has notified Ind AS 115 - Revenue from Contract with Customers and certain amendment to existing Ind AS. These amendments shall be applicable to the Group from April 01, 2018.

**i. Issue of Ind AS 115 - Revenue from Contracts with Customers:**

Ind AS 115 will supersede the current revenue recognition guidance including Ind AS 18 Revenue, Ind AS 11 Construction Contracts and the related interpretations. Ind AS 115 provides a single model of accounting for revenue arising from contracts with customers based on the identification and satisfaction of performance obligations.

**ii. Amendment to Existing issued Ind AS**

The MCA has also carried out amendments following accounting standards. These are:

- a. Ind AS 21 - The Effects of Changes in Foreign Exchange Rates
- b. Ind AS 40 - Investment Property
- c. Ind AS 12 - Income Taxes
- d. Ind AS 28 - Investments in Associates and Joint Ventures and
- e. Ind AS 112 - Disclosure of Interests in Other Entities

Application of above standards are not expected to have any significant impact on the Group's financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

Note 1 | **Property, Plant and Equipment, Capital work-in-Progress, Intangible Assets and Intangible Assets under development**

₹ in lakh

Particulars	Gross Block			Depreciation / Amortisation			Net Block	
	As at 1st April, 2017	Additions on account of acquisition	Deductions / Adjustments	As at 31st March, 2018	As at 1st April, 2017	For the Year / Adjustments	As at 31st March, 2018	As at 31st March, 2017
<b>1.1 Property, Plant &amp; Equipment</b>								
<b>Tangible Assets :</b>								
Buildings	530	-	9	539	9	-	18	521
Freehold Land	31	-	-	31	-	-	-	31
Leasehold improvements	6,027	5,079	141	11,225	4,020	483	8,362	2,007
Plant and equipments	32,474	12,257	1,556	43,928	20,522	1,795	27,639	16,289
Office equipment	707	7,007	360	8,070	415	290	4,831	3,239
Computers	8,974	337	444	9,436	4,132	1,577	5,670	3,766
Furniture and Fixtures	951	817	50	1,798	460	78	967	831
Vehicles	357	1,117	14	1,429	273	50	590	839
<b>Total (A)</b>	<b>50,051</b>	<b>26,614</b>	<b>2,574</b>	<b>76,456</b>	<b>29,831</b>	<b>4,282</b>	<b>48,077</b>	<b>20,220</b>
<b>Previous Year</b>	<b>46,322</b>	<b>-</b>	<b>12,007</b>	<b>50,051</b>	<b>34,141</b>	<b>-</b>	<b>29,831</b>	<b>12,181</b>
<b>1.2 Intangible Assets :</b>								
News archives	205	-	-	205	205	-	205	-
Computer Software	4,594	8,208	520	13,314	3,497	648	9,132	4,182
Programming cost	4,277	-	2,842	5,868	1,682	1,947	2,378	3,490
Film telecast rights and Web site cost	1,209	-	-	1,217	1,209	4	1,217	-
Licenses	149	-	61	210	79	40	119	91
Electronic Programming Guide	-	154	-	154	-	-	154	-
<b>Total (B)</b>	<b>10,434</b>	<b>8,362</b>	<b>3,423</b>	<b>20,968</b>	<b>6,672</b>	<b>2,639</b>	<b>13,205</b>	<b>7,763</b>
<b>Previous Year</b>	<b>8,498</b>	<b>-</b>	<b>3,494</b>	<b>10,434</b>	<b>6,385</b>	<b>1,845</b>	<b>6,672</b>	<b>2,113</b>
<b>Total (A + B)</b>	<b>60,485</b>	<b>34,976</b>	<b>5,997</b>	<b>97,424</b>	<b>36,503</b>	<b>6,921</b>	<b>61,282</b>	<b>23,982</b>
<b>Previous Year</b>	<b>54,820</b>	<b>-</b>	<b>15,501</b>	<b>60,485</b>	<b>40,526</b>	<b>-</b>	<b>36,503</b>	<b>14,294</b>
<b>1.3 Capital work-in-progress</b>								
							2,180	92
<b>1.4 Intangible assets under development</b>							354	347

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 2 | Non-current Investments

₹ in lakh

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Units	Amount	Units	Amount
<b>A. Investments in Associate</b>				
Investments measured using equity method				
In Equity shares - Unquoted, fully paid up				
Eenadu Television Private Limited of ₹ 10 each	60,94,190	30,138	60,94,190	27,423
<b>A. Total Investments in Associates</b>		<b>30,138</b>		<b>27,423</b>
<b>B. Investments in Joint Ventures</b>				
Investments measured using equity method				
In Equity shares - Unquoted, fully paid up				
Viacom18 Media Private Limited of ₹ 10 each (Refer Note 34)		-	5,68,65,124	1,50,455
IndiaCast Media Distribution Private Limited of ₹ 10 each (Refer Note 34)		-	2,28,000	1,420
IBN Lokmat News Private Limited of ₹ 10 each	86,25,000	-	86,25,000	-
		-		<b>1,51,875</b>
In Preference shares - Unquoted, fully paid up				
0.10% Non Cumulative Redeemable Preference Shares of Series "I" of IBN Lokmat News Private Limited of ₹ 100 each	2,20,000	-	2,20,000	-
0.10% Non Cumulative Redeemable Preference Shares of Series "II" of IBN Lokmat News Private Limited of ₹ 100 each	2,49,999	500	2,49,999	500
0.01% Optionally Convertible Non Cumulative Redeemable Preference Share of Series "II" of IBN Lokmat News Private Limited of ₹ 100 each (₹ 200)	1	0	1	0
0.10% Non Cumulative Redeemable Preference Shares of Series "III" of IBN Lokmat News Private Limited of ₹ 100 each	20,35,250	832	20,35,250	817
0.001% Optionally Convertible Redeemable Preference Shares of Viacom18 Media Private Limited of ₹ 10 each (Refer note 34)		-	4,078	24
		<b>1,332</b>		<b>1,341</b>
In Debentures or Bonds				
Zero coupon compulsorily convertible debentures (ZCCD) of IndiaCast Media Distribution Private Limited of ₹ 10 each (Refer Note 34)		-	1,00,00,000	1,000
		-		<b>1,000</b>
<b>B. Total Investments in Joint Ventures</b>		<b>1,332</b>		<b>1,54,216</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 2 | Non-current Investments (Contd.)

₹ in lakh

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Units	Amount	Units	Amount
<b>C. Other Investments</b>				
Investments measured at Fair value through other comprehensive income (FVTOCI)				
<b>In Equity Shares - Quoted, fully paid up</b>				
KSL and Industries Limited of ₹ 4 each	4,74,308	34	4,74,308	80
Refex Industries Limited of ₹ 10 each	2,75,000	42	2,75,000	53
SMC Global Securities Limited of ₹ 10 each fully paid up	1,09,994	263		-
		<b>339</b>		<b>133</b>
<b>In Equity shares - Unquoted, fully paid up</b>				
Delhi Stock Exchange Association Limited of ₹ 10 each	8,98,500	0	8,98,500	0
Ushodaya Enterprises Private Limited of ₹ 10 each	27,500	28	27,500	28
		<b>28</b>		<b>28</b>
<b>In Convertible warrants partly paid up</b>				
Convertible warrants of Infibeam Incorporation Limited per warrant of ₹ 186.48 on which ₹ 46.62 paid per warrant	21,45,002	1,000		-
		<b>1,000</b>		<b>-</b>
<b>C. Total Other Investments</b>		<b>1,367</b>		<b>161</b>
<b>Total Non Current Investments (A+B+C)</b>		<b>32,837</b>		<b>1,81,800</b>
Aggregate amount of quoted investments		339		133
Aggregate market value of quoted investments		339		133
Aggregate amount of unquoted investments		32,498		1,81,667

### 2.1 Category-wise Non current investments

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
Financial assets measured using equity method	31,470	1,81,639
Financial assets measured at Fair value through other comprehensive income (FVTOCI)	1,367	161
<b>Total Non current investments</b>	<b>32,837</b>	<b>1,81,800</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 3 | Loans- Non-Current (Unsecured)

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
Other Loans (Refer Note 38)	2,133	1,683
Loans to employees (₹ 47,105)	0	-
<b>Total</b>	<b>2,133</b>	<b>1,683</b>

## Note 4 | Other Financial Assets- Non-Current (Unsecured)

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Security deposits</b>		
Considered Good	3,662	1,865
Considered doubtful	-	19
	<b>3,662</b>	<b>1,884</b>
Allowance for doubtful deposits	-	(19)
<b>Total</b>	<b>3,662</b>	<b>1,865</b>

## Note 5 | Deferred tax assets (net)

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Deferred tax assets in relation to:</b>		
MAT Credit entitlement	2,409	4,821
Property, plant and equipment	43	-
Provision for Doubtful Debts	197	64
Provision for compensated absences and gratuity	633	470
Other Income Tax disallowances	133	-
<b>Total deferred tax assets</b>	<b>3,415</b>	<b>5,355</b>
<b>Deferred tax liabilities in relation to:</b>		
Property, plant and equipment	(262)	(261)
<b>Deferred tax assets (Net)</b>	<b>3,153</b>	<b>5,094</b>

The movement on the deferred tax account is as follows:

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
At the beginning of the year	5,094	4,840
(Charge)/ Credit to profit or loss	103	(106)
(Charge)/ Credit to Other comprehensive income	(8)	(50)
MAT Credit recognised/ (utilised)	(2,412)	410
Additions on account of acquisition	376	-
<b>At the end of the year</b>	<b>3,153</b>	<b>5,094</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 6 | Other non-current assets

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
Capital Advances (Unsecured considered good)	406	638
Income tax paid (net of provision) Refer Note 35	43,168	17,357
Balance with government authorities	708	-
Prepaid expenses	809	324
Advances to Vendors (Unsecured)		
Considered Good	355	-
Doubtful	1,986	-
Provision for doubtful advances	(1,986)	-
	355	-
<b>Total</b>	<b>45,446</b>	<b>18,319</b>

## Note 7 | Inventories

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>(Valued at lower of cost or net realisable value)</b>		
Projects in progress	32,448	-
Programming and film rights	1,01,628	-
<b>Total</b>	<b>1,34,076</b>	<b>-</b>

## Note 8 | Current Investments

₹ in lakh

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Units	Amount	Units	Amount
<b>Investments Classification at Fair Value Through Profit or Loss (FVTPL)</b>				
<b>In Mutual Fund- Quoted</b>				
UTI-Liquid Cash Plan - Institutional-Growth	156	4	207	6
HDFC High Interest Fund-Short Term-Regular Plan-Growth	7,14,032	247	7,14,032	234
UTI Floating Rate Fund-Short Term-Growth	8,898	251	8,898	236
UTI Short Term Income Fund- Institutional Plan-Growth	10,55,874	223	10,55,874	210
DSP Black Rock Liquidity Fund- Institutional Plan Growth	40,707	1,007		-
Aditya Birla Sun life cash Plus -Growth - Regular Plan	2,44,236	680		-
Aditya Birla Sunlife Cash Plus- Grwoth -Direct Plan	5,612	16		-
<b>Total Current Investments</b>		<b>2,428</b>		<b>686</b>
Aggregate amount of quoted investments		2,428		686
Market value of quoted investments		2,428		686

### 8.1 Category-wise current investment

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
Financial assets measured at FVTPL	2,428	686
<b>Total Current investment</b>	<b>2,428</b>	<b>686</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 9 | Trade receivables (Unsecured)

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Trade receivables</b>		
considered good	1,21,055	24,559
considered doubtful	14,174	4,502
Allowance for doubtful receivables	(14,174)	(4,502)
<b>Total</b>	<b>1,21,055</b>	<b>24,559</b>

Refer Note 32 for trade receivables from related parties.

### 9.1 Movement in the allowance for doubtful receivables

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
At the beginning of the year	4,502	4,589
Movement during the year	9,672	(87)
<b>At the end of the year</b>	<b>14,174</b>	<b>4,502</b>

## Note 10 | Cash and cash equivalents

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
Cash on Hand (₹ 1,254, Previous year ₹ 20,938)	0	0
Cheques in hand	1,570	8
Balance with bank		
In Current Accounts	11,826	893
In Deposit Accounts	4,027	113
<b>Cash and cash equivalents</b>	<b>17,423</b>	<b>1,014</b>

## Note 11 | Bank balances other than cash and cash equivalents

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
In earmarked accounts- Unclaimed matured deposits	67	69
In other deposit accounts (Refer note)	251	82
<b>Bank balances other than Cash and cash equivalents</b>	<b>318</b>	<b>151</b>

Note:

Deposits of ₹ 251 lakh (Previous Year ₹ 82 lakh) are given as lien to statutory authorities.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 12 | Loans- Current

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>(Unsecured and Considered Good)</b>		
Loans and Advances to related parties	33,735	38,329
Loans- others	-	38
<b>Total</b>	<b>33,735</b>	<b>38,367</b>

### 12.1 Loans given to related parties:

#### A) (i) Loans to Holding Company:

₹ in lakh

Name of the Company	As at 31st March, 2018	As at 31st March, 2017
Network18 Media & Investments Limited	-	5,500

The above loan has been given for business purpose.

#### (ii) Loans to fellow subsidiary company:

₹ in lakh

Name of the Company	As at 31st March, 2018	As at 31st March, 2017
Network18 Holdings Limited	18,928	18,424
Television Eighteen Media and Investments Limited	14,807	14,405

The above loans have been given for business purpose.

(iii) Loans shown above, fall under the category of "Loans-Current" and are re-payable within 1 year.

## Note 13 | Other financial assets - current

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
Interest accrued on Investments / deposits	36	1,384
Accrued Revenue	5,297	-
Security deposits	1,750	1,072
<b>Total</b>	<b>7,083</b>	<b>2,456</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 14 | Other current assets (Unsecured)

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
Advances to related parties		
Considered good	2	-
Considered doubtful	868	868
Less: Allowance for doubtful advances	(868)	(868)
	<b>2</b>	<b>-</b>
Loans and advances to employees	82	64
Balance with Statutory Authorities	10,649	5,663
Prepaid expenses	5,651	2,103
<b>Others</b>		
Advance to Vendors- Considered good	4,193	947
Others- Considered good	131	30
Others- Considered doubtful	-	110
Less: Allowance for doubtful advances	-	(110)
Short-term receivable (Refer Note 32)	21,726	-
	<b>26,050</b>	<b>977</b>
<b>Total</b>	<b>42,434</b>	<b>8,807</b>

## Note 15 | Equity Share Capital

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Number of Shares	₹ in lakh	Number of Shares	₹ in lakh
<b>(a) Authorised Share Capital:</b>				
Equity shares of ₹ 2 each	5,00,00,00,000	1,00,000	5,00,00,00,000	1,00,000
<b>(b) Issued, Subscribed and fully paid up</b>				
(i) Issued	1,71,44,09,196	34,288	1,71,44,09,196	34,288
(ii) Subscribed and fully paid up	1,71,43,60,160	34,287	1,71,43,60,160	34,287
(iii) Shares forfeited (₹ 24,518, Previous Year ₹ 24,518)	49,036	0	49,036	0
<b>Total</b>	<b>1,71,44,09,196</b>	<b>34,287</b>	<b>1,71,44,09,196</b>	<b>34,287</b>

**15.1** The Company has only one class of equity share having par value of ₹ 2 per share. Each holder of equity share is entitled to one vote per share held. All the equity shares rank pari passu in all respects including but not limited to entitlement for dividend, bonus issue and rights issue. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all liabilities, in proportion to their shareholding.

### 15.2 Details of shares held by each shareholder holding more than 5% shares :

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Number of Shares	% Holding	Number of Shares	% Holding
Network18 Media & Investments Limited, Holding Company	87,70,35,062	51.16%	87,70,35,062	51.16%



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## 15.3 Details of shares held by holding company and their subsidiaries:

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Number of Shares	₹ in lakh	Number of Shares	₹ in lakh
Network18 Media & Investments Limited, Holding Company	87,70,35,062	17,541	87,70,35,062	17,541
RRB Investments Private Limited, a subsidiary of the Holding Company	1,63,563	3	1,63,563	3
	<b>87,71,98,625</b>	<b>17,544</b>	<b>87,71,98,625</b>	<b>17,544</b>

15.4 There are no bonus shares issued, Shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date.

## 15.5 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

Particulars	31st March, 2018		31st March, 2017	
	Issued		Subscribed and fully paid up	
	Number of Shares	₹ in lakh	Number of Shares	₹ in lakh
Equity Shares opening balance	1,71,44,09,196	34,288	1,71,43,60,160	34,287
	(1,71,44,09,196)	(34,288)	(1,71,43,60,160)	(34,287)
Add : Shares issued during the year	-	-	-	-
	(-)	(-)	(-)	(-)
Equity Shares closing balance	1,71,44,09,196	34,288	1,71,43,60,160	34,287
	(1,71,44,09,196)	(34,288)	(1,71,43,60,160)	(34,287)

Figures in brackets pertains to the Previous Year

## 15.6 Details of forfeited shares and amount originally paid - up

Particulars	31st March, 2018		31st March, 2017	
	Number of Shares	₹ in lakh	Number of Shares	₹ in lakh
Equity Shares ₹ 24,518 (Previous Year ₹ 24,518)	49 036	0	49 036	0

## Note 16 | Other Equity

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Capital Reserve</b>		
As per last Balance Sheet	137	137
<b>Securities Premium</b>		
As per last Balance Sheet	3,15,779	3,15,779
<b>Share based Payment Reserve</b>		
As per last Balance Sheet	-	1
Add: Written back to statement of profit & loss		(1)
	-	-

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

Note 16 | **Other Equity** (Contd.)

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>General Reserve</b>		
As per last Balance Sheet	1,180	1,180
<b>Retained Earnings</b>		
As per last Balance Sheet	(25,318)	46,336
Add: Profit for the year	862	1,907
Add: Remeasurement of defined benefit plans	37	(345)
Add: Effect of Prism TV Private Limited merger with Viacom18 Media Private Limited (Note 41)	-	(73,216)
	(24,419)	(25,318)
<b>Other Comprehensive Income (OCI)*</b>		
As per last Balance Sheet	7,016	7,538
Add: Movement in OCI (Net) during the year	41	(522)
	7,057	7,016
<b>Total</b>	<b>2,99,734</b>	<b>2,98,794</b>

\*includes net movement in Foreign Currency Translation Reserve

Note 17 | **Borrowings**

₹ in lakh

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Non Current borrowings	Current maturity of long term borrowings (Refer Note 21)	Non Current borrowings	Current maturity of long term borrowings (Refer Note 21)
<b>Secured</b>				
<b>Vehicle loans</b>				
- from Banks (Previous year ₹ 37,347)	540	280	0	2
- from Others	-	-	-	1
<b>Total</b>	<b>540</b>	<b>280</b>	<b>0</b>	<b>3</b>

Security details for borrowings covered under note no. 17 and note no. 21 are as follows:

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
i Vehicle loans carries interest rate @9.26% per annum to 11.75% per annum and are secured by hypothecation of the vehicles financed therefrom and loans are payable in equal monthly installments as per the terms of underlying agreements.	820	3
	<b>820</b>	<b>3</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## 17.1 Maturity Profile of loans (including current maturity of long term debt) are set out as below:

₹ in lakh

Particulars	0-1 year	1-4 years	Total
As at 31st March, 2018	280	540	820
As at 31st March, 2017	3	0	3

## Note 18 | Provisions - Non-Current

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
Provision for employee benefits		
For compensated absences	1,538	1,317
For gratuity (Refer Note 26.2)	3,968	1,928
<b>Total</b>	<b>5,506</b>	<b>3,245</b>

## Note 19 | Borrowings – Current

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
Overdraft/ Cash credit/ Working Capital Demand Loan ("WCDL") from Banks:		
Secured	33,812	1,166
Unsecured	3,751	3,617
Commercial paper (unsecured)		
- From Banks	30,000	5,000
- From Others	31,778	17,500
<b>Total</b>	<b>99,341</b>	<b>27,283</b>

## 19.1 Security and repayment details for borrowings covered is as follows:

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
i Overdraft/ Cash Credit/ WCDL is repayable on demand and Secured against first pari passu hypothecation charge on all existing and future current assets of the respective subsidiary company.	6,592	1,025
ii Overdraft/ Cash Credit/ WCDL availed by a subsidiary, repayable on demand and is secured against second pari passu charge on all existing and future movable assets and current assets of the respective subsidiary company.	181	141
iii Loans repayable on demand from Banks are secured by a first pari passu charge over Fixed Assets and Current Assets. Fixed Deposits amounting to ₹ 29 lakh are provided as collateral security of the respective subsidiary company	27,039	-
<b>Total</b>	<b>33,812</b>	<b>1,166</b>

**19.2** The above bank loans carry an interest rate referenced to the respective bank's marginal cost of lending rate ('MCLR') and mutually agreed spread.

**19.3** All commercial papers are repayable within one year.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 20 | Trade Payables

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
Micro, small and medium enterprises	46	4
Others	1,48,853	21,509
<b>Total</b>	<b>1,48,899</b>	<b>21,513</b>

Based on the information available with the Group, the balance due to Micro & Small Enterprises as defined under the Micro, Small and Medium enterprises Development (MSMED) Act, 2006 is ₹ 46 lakh (Previous Year ₹ 4 lakh) under the terms of the MSMED Act, 2006. Due to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information provided by the parties.

### 20.1 The details of amounts outstanding to Micro, Small and Medium Enterprises based on information available with the Group is as under:

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
Principal amount due and remaining unpaid	46	4
Interest due on above and the unpaid interest	-	-
Interest paid (Previous year ₹ 19,547)	-	0
Payment made beyond the appointed day during the year	-	3
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding years	-	-

## Note 21 | Other financial liabilities - Current

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
Current maturities of Vehicle loan (Refer Note No. 17)	280	3
Unclaimed matured deposits and interest accrued thereon*	67	69
Interest accrued but not due on borrowings	5	1
Book Overdraft	1,213	-
Collection on behalf of Principles (Refer Note 32)	807	-
Creditors for capital expenditure	1,113	1,290
Trade / security deposits received	47	-
<b>Total</b>	<b>3,532</b>	<b>1,363</b>

\* These figures do not include any amount due and outstanding to be credited to the Investor Education and Protection Fund.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 22 | Other Current Liabilities

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unearned revenue	5,033	1,671
Statutory dues	6,784	1,314
Advances from customers	5,374	1,697
Other payable	2,213	4,217
<b>Total</b>	<b>19,404</b>	<b>8,899</b>

## Note 23 | Provisions - Current

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>Provision for employee benefits</b>		
For compensated absences	231	213
For gratuity (Refer Note 26.2)	327	47
Provision for tax (Refer Note 35)	18	6
<b>Total</b>	<b>576</b>	<b>266</b>

## Note 24 | Revenue from operations

₹ in lakh

Particulars	2017-18	2016-17
Advertisement, subscription and program syndication	1,33,948	96,261
Sale of content, film distribution and syndication	10,090	280
Other media income and equipment rentals	3,481	1,400
<b>Total</b>	<b>1,47,519</b>	<b>97,941</b>

## Note 25 | Other income

₹ in lakh

Particulars	2017-18	2016-17
<b>Interest income on</b>		
Deposit accounts with banks	38	69
Loans and advances to related parties (refer note 32)	1,357	2,408
Others *	720	609
	2,115	3,086
Dividend Income	-	2
Writeback of earlier year expenses provision	108	1,060
Net Gain arising on sale of current investment	75	45
Net Gain arising on financial assets classified as FVTPL	509	120
Miscellaneous Income	92	20
<b>Total</b>	<b>2,899</b>	<b>4,333</b>

\* Mainly includes interest on income tax refund.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 26 | Employee Benefits Expense

₹ in lakh

Particulars	2017-18	2016-17
Salaries and Wages	37,783	29,511
Contribution to Provident and Other Funds	1,970	1,621
Gratuity expense [Refer Note 26.2]	1,169	482
Staff Welfare Expenses	1,941	1,541
<b>Total</b>	<b>42,863</b>	<b>33,155</b>

### 26.1 Defined contribution plans

The Group makes Provident Fund and Employee State Insurance scheme contributions to the relevant authorities, which are defined contribution plans for qualifying employees. Under the Schemes, the Group is required to contribute a specified percentage of the payroll costs to fund the benefits.

#### Contribution to Defined Contribution Plans, recognised as expense for the year is as under:

₹ in lakh

Particulars	2017-18	2016-17
Employer's Contribution to Provident Fund	1,164	967
Employer's Contribution to Pension Fund	596	458
Employer's Contribution to Employees State Insurance	104	74

### 26.2 Defined benefit plans

"The employees' gratuity fund scheme managed by a Trust is a defined benefit plan. The Group makes contributions to the trust which in turn makes contributions to the employees group gratuity cum life assurance scheme of the Life Insurance Corporation of India. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for compensated absences is recognised in the same manner as gratuity.

The following table sets out the funded/ unfunded status of the defined benefit plans and the amount recognised in the consolidated financial statements:

#### i) Reconciliation of opening and closing balances of Defined Benefit Obligation:

₹ in lakh

Particulars	Gratuity (Funded)		Gratuity (Unfunded)	
	As at 31st March, 2018	As at 31st March, 2017	As at 31st March, 2018	As at 31st March, 2017
Defined Benefit obligation at beginning of the year	2,525	2,110	26	21
Additions on account of acquisition through Business combination	2,227	-	301	-
Current Service Cost	930	355	82	8
Interest Cost	202	164	3	2
Actuarial (gain)/ loss	(101)	169	(23)	9
Benefits paid	(429)	(273)	(5)	(14)
<b>Defined Benefit obligation at year end</b>	<b>5,354</b>	<b>2,525</b>	<b>384</b>	<b>26</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## ii) Reconciliation of opening and closing balances of fair value of Plan Assets:

₹ in lakh

Particulars	Gratuity (Funded)	
	As at 31st March, 2018	As at 31st March, 2017
Fair value of plan assets at beginning of the year	576	598
Additions on account of acquisition through Business combination	1,036	-
Expected return on plan assets	48	47
Actuarial Gain/ (Loss)	(2)	11
Benefits paid	(215)	(80)
Fair value of plan assets at year end	<b>1,443</b>	<b>576</b>
Actual return on plan assets	28	58

## iii) Reconciliation of fair value of Assets and Obligation:

₹ in lakh

Particulars	Gratuity (Funded)		Gratuity (Unfunded)	
	As at 31st March		As at 31st March	
	2018	2017	2018	2017
Fair value of Plan Assets	1,443	576	-	-
Present value of Obligation	5,354	2,525	384	26
<b>Net liability recognized in Balance Sheet</b>	<b>(3,911)</b>	<b>(1,949)</b>	<b>(384)</b>	<b>(26)</b>

## iv) Expenses recognised during the year:

₹ in lakh

Particulars	Gratuity (Funded)		Gratuity (Unfunded)	
	2017-18	2016-17	2017-18	2016-17
<b>In Income Statement</b>				
Current Service Cost	930	355	82	8
Interest Cost	202	164	3	2
Expected return on Plan assets	(48)	(47)	-	-
<b>Net Cost</b>	<b>1,084</b>	<b>472</b>	<b>85</b>	<b>10</b>
<b>In Other Comprehensive Income</b>				
Actuarial (gain) / loss on defined benefit obligation	(101)	169	(23)	9
Actuarial gain / (loss) on plan assets	(2)	11	-	-
<b>Net (Income) /Expense recognized in OCI</b>	<b>(99)</b>	<b>158</b>	<b>(23)</b>	<b>9</b>

## v) Investment Details:

Particulars	As at 31st March, 2018	As at 31st March, 2017
	% invested	% invested
Funds managed by Insurer	100	100

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## vi) Actuarial assumptions:

Particulars	Gratuity (Funded)		Gratuity (Unfunded)	
	2017-18	2016-17	2017-18	2016-17
Mortality Table	IALM (06-08)	IALM (06-08)	IALM (06-08)	IALM (06-08)
Discount rate (per annum)	7.70%	7.60% to 8.00%	7.70%	7.60% to 8.00%
Expected rate of return on plan assets (per annum)	9.00%	8.00%	-	-
Rate of escalation in salary (per annum)	5.50% to 8.00%	5.50% to 8.00%	5.50%	5.50%

IALM - Indian Assured Lives Mortality

The discount rate is based on the prevailing market yields of the Government of India Bonds as at the Balance Sheet date for the estimated term of the obligations.

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The expected rate of return on plan assets is determined considering several applicable factors, mainly the composition of Plan assets held, assessed risks, historical results of return on plan assets and the Group's policy for plan assets management.

vii) The expected contributions for Defined Benefit Plan for the next financial year will be in line with financial year 2017-18.

## viii) Sensitivity Analysis

Significant Actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below, have been determined based on reasonable possible change of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The result of Sensitivity Analysis is given below:

₹ in lakh

Particulars	Gratuity (Funded)		Gratuity (Unfunded)	
	As at 31st March		As at 31st March	
	2018	2017	2018	2017
<b>a) Impact of the change in discount rate</b>				
Present value of obligation at the end of the period	5,354	2,525	384	26
i) Impact due to increase of 0.50%	(227)	(125)	(29)	(2)
ii) Impact due to decrease of 0.50%	243	137	32	2
<b>b) Impact of the change in salary increase</b>				
Present value of obligation at the end of the period	5,354	2,525	384	26
i) Impact due to increase of 0.50%	190	138	27	2
ii) Impact due to decrease of 0.50%	(184)	(128)	(25)	(2)

These plans typically expose the Group to actuarial risks such as: investment risk, interest risk, longevity risk and salary risk.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Investment risk:

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds; if the return on plan asset is below this rate, it will create a plan deficit.

## Interest risk

A decrease in the discount rate will increase the plan liability.

## Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

## Salary risk

The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

## Note 27 | Finance costs

	₹ in lakh	
Particulars	2017-18	2016-17
Interest cost	2,692	2,208
Other borrowing costs	4	35
<b>Total</b>	<b>2,696</b>	<b>2,243</b>

## Note 28 | Other expenses

	₹ in lakh	
Particulars	2017-18	2016-17
Programming and other production expenses	33,544	6,725
Telecast and uplinking fees	3,968	3,572
Airtime purchased	2,666	1,053
Royalty expenses	3,918	3,530
Content expenses	5,179	6,178
Electricity expenses	1,806	1,744
Repairs to machinery	1,425	1,167
Repairs to building	244	51
Other repairs	522	885
Rent (Refer Note 30)	4,442	3,708
Insurance	226	162
Rates and Taxes	215	266
Professional and legal fees	1,555	689
Directors sitting fee	89	50
(Profit)/ loss on sale /discard of assets (net)	(17)	(6)
Foreign exchange (gain)/ loss (net)	2	61
Bad debts and allowance for doubtful trade receivables	306	682
Travelling and conveyance	5,101	5,623
Charity and Donations (refer note 28.1)	180	281
Other establishment expenses	5,236	4,444
<b>Total</b>	<b>70,607</b>	<b>40,865</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## 28.1 Corporate Social Responsibility (CSR)

(a) CSR amount required to be spent as per section 135 of the Companies Act, 2013 read with schedule VII thereof by the Group during the year is ₹ 173 lakh (Previous Year ₹ 281 lakh).

(b) Expenditure related to Corporate Social Responsibility is ₹ 175 lakh (Previous Year ₹ 281 lakh)

**Details of amount spent in cash/ cheque/ transfer towards CSR as follows.**

	₹ in lakh	
Particulars	2017-18	2016-17
Sports Development	175	281
<b>Total</b>	<b>175</b>	<b>281</b>

(c) Out of note (b) above, ₹ 175 lakh (Previous Year ₹ 281 lakh) is spent through Reliance Foundation.

## Note 29 | Earnings Per Share (EPS)

	₹ in lakh	
	2017-18	2016-17
i) Net Profit after Tax as per Statement of Profit and Loss attributable to equity shareholders (₹ in lakh)	862	1,907
ii) Weighted average number of equity shares used as denominator for calculating basic EPS	1,71,44,09,196	1,71,44,09,196
iii) Total weighted average potential equity shares	-	-
iv) Weighted average number of equity shares used as denominator for calculating diluted EPS	1,71,44,09,196	1,71,44,09,196
v) Basic Earnings per Share (₹)	0.05	0.11
vi) Diluted Earnings per Share (₹)	0.05	0.11
vii) Face Value per Equity Share (₹)	2	2

## Note 30 | Leases

### Operating leases (as lessee)

- The Group has taken various residential/ commercial premises under cancellable/ non-cancellable operating lease. The cancellable lease agreements are normally renewed on expiry.
- Operating lease charges amounting ₹ 4,442 lakh (previous year ₹ 3,708 lakh) have been debited to the Statement of Profit and Loss during the year. The details of future minimum lease payments under non-cancellable leases are as under.
- The future minimum lease payments under non-cancellable operating leases are:

	₹ in lakh	
Particulars	As at 31st March, 2018	As at 31st March, 2017
Not later than one year	2,970	1,681
Later than one year but not later than five years	4,196	3,220
Later than five years	1,015	1,493
<b>Total</b>	<b>8,181</b>	<b>6,394</b>

- The operating leases mainly relates to office premises with lease terms of between 2 to 9 years. Most of the operating lease contract contains market review clauses for rate escalation.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 31 | Segment Reporting:

- a) The Group reported separate information about its two operating segments, namely, Media operations and Film production and distribution till year ended 31<sup>st</sup> March, 2017. In the current year, consequent to the changes in the structure of its internal organisation and the review of the operating results by the Group's Chief Operating Decision Maker and consideration of the aggregation criteria as stipulated in Ind AS 108 'Operating Segments', the Group has determined that it operates in a single reportable operating segment 'Media and Entertainment'. Hence there is no separate reportable segment as per Ind AS 108 'Operating Segments'.
- b) Since the Group operations are primarily in India, it has determined single geographical segment.
- c) No single customer represents 10% or more of the Group's total revenue.

## Note 32 | Related Parties Disclosures

As per Ind AS 24, the disclosures of transactions with the related parties are given below:

### (a) List of related parties where control exists and related parties with whom transactions have taken place and relationships

Sr. No.	Name of the Related Party	Relationship
1	Independent Media Trust	Enterprises exercising control \$
2	Adventure Marketing Private Limited #	
3	Watermark Infratech Private Limited #	
4	Colorful Media Private Limited #	
5	RB Media Holdings Private Limited #	
6	RB Mediasoft Private Limited #	
7	RRB Mediasoft Private Limited #	
8	RB Holdings Private Limited #	
9	Teesta Retail Private Limited	
10	Network18 Media & Investments Limited	
11	Reliance Industries Limited	Beneficiary/Protector of Independent Media Trust \$
12	Reliance Industrial Investments and Holdings Limited	
13	IBN Lokmat News Private Limited	Joint ventures and their subsidiaries
14	Viacom18 Media Private Limited @	
15	IndiaCast Media Distribution Private Limited @	
16	IndiaCast UK Limited @	
17	IndiaCast US Limited @	
18	Viacom18 US Inc @	
19	Roptonal Limited, @	
20	Viacom18 Media UK Limited @	
21	Eenadu Television Private Limited	Associate
22	Big Tree Entertainment Private Limited	Associate of Parent
23	24x7 Learning Private Limited	
24	TV18 Home Shopping Network Limited (w.e.f. 15 <sup>th</sup> February, 2018)	

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

Sr. No.	Name of the Related Party	Relationship
25	Reliance Retail Limited ***	Fellow subsidiaries
26	Reliance Jio Infocomm Limited ***	
27	Reliance Corporate IT Park Limited ***	
28	Network18 Holdings Limited	
29	Television Eighteen Media and Investments Limited (TEMIL)	
30	Digital18 Media Limited	
31	e-Eighteen.com Limited	
32	E-18 Limited	
33	TV18 Home Shopping Network Limited (upto 14th February, 2018)	
34	Setpro18 Distribution Limited	
35	Colosceum Media Private Limited	
36	Greycells18 Media Limited	

# Controlled by Independent Media Trust of which Reliance Industries Limited is the sole beneficiary

\*\*\* Subsidiary of Reliance Industries Limited, the sole beneficiary of Independent Media Trust

\$ Entities exercising control

@ Accounted as Joint Venture till 28th February, 2018. Consolidated as subsidiary w.e.f. 1st March, 2018

## b. Details of transactions and balances with related parties

### (i) Transactions during the year

₹ in lakh

Sr No	Particulars	Relationship	2017-18	2016-17
<b>1</b>	<b>Income from Operations and other Income</b>			
	Reliance Industries Limited	Beneficiary/ Protector of Independent Media Trust	229	-
	Network18 Media & Investments Limited	Enterprises Exercising control	16	78
	Eenadu Television Private Limited	Associate	67	10
	Digital18 Media Limited	Fellow subsidiary	37	65
	e-Eighteen.com Limited	Fellow subsidiary	2	-
	Greycells18 Media Limited	Fellow subsidiary	84	81
	TV18 Home Shopping Network Limited	Fellow subsidiary	70	86
	TV18 Home Shopping Network Limited	Associate of Parent	14	-
	Viacom 18 Media Private Limited	Joint Venture	1,181	1,191
	IBN Lokmat News Private Limited	Joint Venture	96	83
	IndiaCast US Limited	Joint Venture	23	47
	IndiaCast UK Limited	Joint Venture	566	599
	IndiaCast Media Distribution Private Limited	Joint Venture	532	446
<b>2</b>	<b>Interest Received</b>			
	Network18 Media & Investments Limited	Enterprises Exercising control	517	1,534
	Television Eighteen Media and Investments Limited	Fellow subsidiary	355	369
	Network18 Holdings Limited	Fellow subsidiary	485	505



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

₹ in lakh

Sr No	Particulars	Relationship	2017-18	2016-17
<b>3</b>	<b>Expenditure for Services received</b>			
	Network18 Media & Investments Limited	Enterprises Exercising control	352	219
	Eenadu Television Private Limited	Associate	232	216
	Bigtree Entertainment Private Limited	Associate of Parent	2	-
	Reliance Retail Limited	Fellow subsidiary	12	1
	Reliance Corporate IT Park Limited	Fellow subsidiary	67	-
	Reliance Jio Infocomm Limited	Fellow subsidiary	15	-
	Digital18 Media Limited	Fellow subsidiary	310	262
	e-Eighteen.com Limited	Fellow subsidiary	424	206
	Colosseum Media Private Limited	Fellow subsidiary	280	-
	Viacom 18 Media Private Limited	Joint Venture	8	142
	IBN Lokmat News Private Limited	Joint Venture	108	43
	IndiaCast Media Distribution Private Limited	Joint Venture	2,537	4,939
<b>4</b>	<b>Reimbursement of expenses (received)</b>			
	Reliance Industries Limited	Beneficiary/ Protector of Independent Media Trust	3	-
	Network18 Media & Investments Limited	Enterprises Exercising control	222	604
	Bigtree Entertainment Private Limited	Associate of Parent	4	13
	Eenadu Television Private Limited	Associate	1	-
	Digital18 Media Limited	Fellow subsidiary	70	68
	e-Eighteen.com Limited	Fellow subsidiary	801	767
	TV18 Home Shopping Network Limited	Fellow subsidiary	205	393
	TV18 Home Shopping Network Limited	Associate of Parent	28	-
	Greycells18 Media Limited	Fellow subsidiary	44	39
	Viacom 18 Media Private Limited	Joint Venture	4,569	5,376
	IndiaCast Media Distribution Private Limited	Joint Venture	1,767	56
	IBN Lokmat News Private Limited	Joint Venture	587	505
<b>5</b>	<b>Reimbursement of expenses (paid)</b>			
	Network18 Media & Investments Limited	Enterprises Exercising control	-	88
	Eenadu Television Private Limited	Associate	546	456
	Reliance Retail Limited	Fellow subsidiary	-	2
	Viacom 18 Media Private Limited	Joint Venture	65,271	64,240
	IndiaCast Media Distribution Private Limited	Joint Venture	9,014	16,607
	IBN Lokmat News Private Limited	Joint Venture	10	-
<b>6</b>	<b>Assets purchased</b>			
	Reliance Retail Limited	Fellow subsidiary	7	87
	TV18 Home Shopping Network Limited	Fellow subsidiary	36	33
<b>7</b>	<b>Loan given (for business purpose)</b>			
	Network18 Media & Investments Limited	Enterprises Exercising control	4,500	14,000
<b>8</b>	<b>Loan received back during the year</b>			
	Network18 Media & Investments Limited	Enterprises Exercising control	10,000	28,500
	Network18 Holdings Limited	Fellow subsidiary	42	37

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

₹ in lakh

Sr No	Particulars	Relationship	As at 31st March, 2018	As at 31st March, 2017
<b>(ii)</b>	<b>Balances at the year end</b>			
<b>9</b>	<b>Loan and Advance</b>			
	24x7 Learning Private Limited	Associate of Parent	2	-
	Setpro18 Distribution Limited	Fellow subsidiary	868	868
<b>10</b>	<b>Loan and Advance receivable</b>			
	<b>(including interest accrued)</b>			
	Network18 Media & Investments Limited	Enterprises Exercising control	-	6,880
	Television Eighteen Media and Investments Limited	Fellow subsidiary	14,807	14,405
	Network18 Holdings Limited	Fellow subsidiary	18,928	18,424
<b>11</b>	<b>Advance from Customers</b>			
	Network18 Media & Investments Limited	Enterprises Exercising control	10	-
<b>12</b>	<b>Trade receivables</b>			
	Reliance Industries Limited	Beneficiary/ Protector of Independent Media Trust	534	-
	Network18 Media & Investments Limited	Enterprises Exercising control	4	232
	Eenadu Television Private Limited	Associate	63	-
	Bigtree Entertainment Private Limited	Associate of Parent	32	28
	Digital18 Media Limited	Fellow subsidiary	24	203
	e-Eighteen.com Limited	Fellow subsidiary	704	211
	TV18 Home Shopping Network Limited	Fellow subsidiary	-	561
	TV18 Home Shopping Network Limited	Associate of Parent	14	-
	Greycells18 Media Limited	Fellow subsidiary	90	209
	Viacom 18 Media Private Limited	Joint Venture	-	1,966
	IBN Lokmat News Private Limited	Joint Venture	273	93
	IndiaCast Media Distribution Private Limited	Joint Venture	-	11,619
	IndiaCast UK Limited	Joint Venture	-	221
	IndiaCast US Limited	Joint Venture	-	8
<b>13</b>	<b>Trade payables</b>			
	Network18 Media & Investments Limited	Enterprises Exercising control	365	96
	Eenadu Television Private Limited	Associate	442	185
	Viacom 18 Media Private Limited	Joint Venture	-	29,055
	IBN Lokmat News Private Limited	Joint Venture	18	3
	IndiaCast Media Distribution Private Limited	Joint Venture	-	7,110
	Digital18 Media Limited	Fellow subsidiary	184	79
	e-Eighteen.com Limited	Fellow subsidiary	280	154
	Colosseum Media Private Limited	Fellow subsidiary	445	-
	E-18 Limited	Fellow subsidiary	1	1
	TV18 Home Shopping Network Limited	Fellow subsidiary	-	33
	Reliance Retail Limited	Fellow subsidiary	0	-

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

₹ in lakh

Sr No	Particulars	Relationship	As at 31st March, 2018	As at 31st March, 2017
	Reliance Corporate IT Park Limited	Fellow subsidiary	72	-
	Reliance Jio Infocomm Limited	Fellow subsidiary	0	-
<b>14</b>	<b>Provision for Non recoverable Advances</b>			
	Setpro18 Distribution Limited	Fellow subsidiary	868	868
<b>15</b>	<b>Other Receivable</b>			
	IndiaCast UK Limited	Joint Venture	-	95
<b>16</b>	<b>Collection on behalf of Principles</b>			
	Eenadu Television Private Limited	Associate	807	-
<b>17</b>	<b>Short-term receivable</b>			
	Network18 Holdings Limited	Fellow subsidiary	21,726	-

All related party contracts/ arrangements have been entered at arms length basis.

## Note 33 | Contingent liabilities and commitments not provided for

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>(I) Contingent liabilities</b>		
<b>A In the case of Company</b>		
(a) Liabilities under export obligation in "Export Promotion Capital Goods Scheme"	677	677
(b) Demand in excess of 'Income Tax provision'	2,940	2,998
(c) The Company has received legal notices of claims/ lawsuits filed against it relating to infringement of copyrights, objectionable contents and defamation suits in relation to the programmes produced by it.	25,027	20,528
(d) The Company has received demand order from the Collector of Stamps, Delhi relating to scheme of amalgamation of the Company and Network 18 Media and Investments Limited. The Company has filed writ petition against such order and the Delhi High Court has granted stay on such demand order.	3,077	3,915
(e) Victor Fernandes and others ("plaintiffs") had filed a derivative action suit before the Bombay High Court against Raghav Bahl, TV18 and other TV18 group entities alleging that all business opportunities undertaken by the Network18 Group should be routed through e-Eighteen.com Limited. The suit is currently pending.	3,11,406	3,11,406
<b>B In the case of Panorama Television Private Limited</b>		
(a) Claims against Panorama/ disputed liabilities not acknowledged as debts.	56	57
(b) Other Money for which Panorama is contingently liable		
Demand in excess of provisions- Income Tax	1,163	1,726
Demand in excess of provisions- Service tax	254	254

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

Note 33 | **Contingent liabilities and commitments not provided for** (Contd.)

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>C In the case of Viacom 18 Media Private Limited ("Viacom 18")</b>		
<b>Claims against the Company not acknowledged as debts:</b>		
<b>(a) Legal matters:</b>		
i. Case filed against Viacom 18 for infringement of literary and copyrights right.	300	-
ii. Cases filed against Viacom 18 in distribution business and other matters.	1171	-
<b>(b) Taxation matters:</b>		
i. Income tax demands mainly relate to Assessment Years 2005-06 to 2014-15 and include appeals filed by Viacom 18 before various appellate authorities against the disallowance of expenses / claims, non-deduction / short deduction of tax at source etc.	9,894	-
ii. Service tax relate to Financial Years 2005-06 to 2011-12 and pertain to notices received for levying of service tax on reimbursement of expenses received from overseas companies and commission income earned/transponder costs.	4,483	-
iii. VAT and CST demands mainly relate to Financial Years 2005-06 to 2014-15 and include appeals filed by the Company before various authorities against exparte order, disallowance of claims, determination of turnover etc.	1,019	-
iv. Demands towards Entertainment tax for Assessment Years 2014-15 and 2016-17.	531	-
(c) Corporate Guarantee given by the Viacom 18	1,944	-
<b>D In case of Joint Ventures</b>		
Claim against Viacom18 not acknowledge as debt (50%)	-	14,857
Corporate/ Bank Guarantee given by Viacom18 (50%)	-	1,217
<b>ii) Capital commitments</b>		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance).	1,430	832
(b) The Group has entered into certain non-cancellable agreements with vendors, the cancellation of which will entail substantial monetary compensation.	2,556	-
(c) In case of Joint Ventures	-	3,809

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 34 | Business Combination

On 28th February 2018, the Company increased its equity interest in Viacom18 Media Private Limited (Viacom18) from 50% to 51% by acquiring in cash 1% of the equity shares held by MTV Asia Ventures (India) Pte. Ltd., Mauritius for ₹ 12,975 lakh and consequently obtained operational control over Viacom18. Accordingly, the Company has consolidated Viacom18 as subsidiary from 1st March, 2018

Under Ind AS 103 – Business Combinations ('Ind AS 103' or the 'relevant standard') such transactions are considered as step acquisition which require re-measurement of previously held equity interest at its acquisition date fair value and to recognise the resulting gain in the statement of profit and loss. Further, excess of consideration transferred, non-controlling interest and the re-measured equity interest in the acquiree over fair value of identifiable assets acquired and liabilities assumed is recorded as goodwill.

The gain on re-measurement of previously held equity interest amounting to ₹ 4,94,231 lakh which has been credited to the profit or loss in accordance with Ind AS 103 has been adjusted against the goodwill so created and netted off in Exceptional Items, since the Company considers equity interest in Viacom18 as long term strategic business of the Group with no intention to liquidate in the near future. This, in the Company's view, will reflect a true and fair view of the consolidated financial statements of the Group.

Following table explains the accounting on the date of acquisition:

		₹ in lakh
Particulars	Amount	
Amount paid for 1% additional equity interest	12,975	
Acquisition date fair value of existing equity interest (50%)	6,48,725	6,61,700
<b>Less:</b>		
<b>Identifiable assets acquired</b>		
Tangible and intangible assets (including CWIP)	15,066	
Inventories	1,39,059	
Trade Receivables	1,25,905	
Others	84,196	
(a)	3,64,226	
<b>Liabilities Assumed</b>		
Trade Payables	1,46,871	
Borrowings	69,143	
Others	23,931	
(b)	2,39,945	
Net assets acquired (a-b)		1,24,281
Add: Non-Controlling Interest (49%)		60,898
Goodwill per Ind AS 103		5,98,317
Less: Gain on re-measurement of 50% previously held equity interest		4,94,231
<b>Net Goodwill recorded on the date of acquisition</b>		<b>1,04,086</b>

Consequent to this acquisition, IndiaCast Media Distribution Private Limited, which was hitherto a Joint Venture, was accounted as subsidiary with effect from 1st March 2018 and Goodwill of ₹ 895 lakh has been recognised.

Had this business combination occurred at the beginning of the annual reporting period, the total revenue and profit of the combined entity for the year ended 31st March, 2018 would have been ₹ 4,81,342 lakh and ₹ 4,868 lakh respectively.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 35 | Taxation

₹ in lakh

Particulars	2017-18	2016-17
<b>a) Income tax recognised in profit or loss</b>		
<b>Current tax</b>		
In respect of the current year (net of MAT credit entitlement)	4,247	2,137
In respect of prior year	1,055	268
<b>Deferred tax</b>		
In respect of the current year	(103)	106
<b>Total income tax expenses recognised in the current year</b>	<b>5,199</b>	<b>2,511</b>

The income tax expenses for the year can be reconciled to the accounting profit as follows:

₹ in lakh

Particulars	2017-18	2016-17
(Loss)/ before Non-Controlling Interests/ Share of profit of Joint Ventures and Associate	(929)	(419)
Applicable Tax rate	34.608%	34.608%
Computed Tax Expense/ (Credit)	(322)	(145)
Tax Effect of :		
Expenses disallowed (net)	(973)	59
Effect due to different tax jurisdiction	(335)	(271)
Effect of deferred tax on unused tax losses and tax offset	5,774	2,600
	<b>4,144</b>	<b>2,243</b>
Adjustment recognised in the current year in relation to tax of prior years	1,055	268
<b>Tax Expenses recognised in Statement of Profit and Loss</b>	<b>5,199</b>	<b>2,511</b>

Effective Tax Rate is not disclosed considering that deferred tax assets have not been recognised by certain components on account of unabsorbed losses and depreciation.

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>b) Current tax assets</b>		
At start of year	17,357	13,731
Acquisition through Business combination	21,572	
Charge for the year	(4,222)	(2,110)
Charge for prior year	(1,055)	(268)
MAT Credit entitlement	2,412	(499)
Tax paid during the year	7,104	6,317
Others	-	186
<b>At end of year</b>	<b>43,168</b>	<b>17,357</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

₹ in lakh

Particulars	As at 31st March, 2018	As at 31st March, 2017
<b>c) Provision for Tax</b>		
At start of year	(6)	(6)
Acquisition through Business combination	(41)	
Charge for the year	(25)	(25)
Tax paid during the year	54	23
Others	-	2
<b>At end of year</b>	<b>(18)</b>	<b>(6)</b>

## Note 36 | Foreign currency exposure

The Group does not use foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions

The Group's foreign currency exposure not hedged by a derivative instrument or otherwise as at year end is as follows:

Particulars	Foreign Currency Denomination	As at 31st March, 2018		As at 31st March, 2017	
		Foreign Currency Value	₹ in lakh	Foreign Currency Value	₹ in lakh
Trade Payables	GBP	3,16,979	293	1,24,897	101
	EURO	9,755	8	28,173	20
	USD	1,38,72,878	9,061	71,93,478	4,665
	SGD	81,921	41	60,000	28
	HKD	-	-	48,000	4
	CAD	12,50,095	638	-	-
	AUD	4,825	2	-	-
	AED	4,20,933	74	-	-
Trade receivables	GBP	16,36,357	1,510	37,427	30
	USD	2,30,32,562	15,013	17,75,516	1,151
	EURO	83,525	67	-	-
	SGD	2,01,332	100	-	-
	CAD	16,09,774	819	15,127	7
	AUD	1,13,655	57	-	-
	AED	56,48,687	998	-	-
	IDR	29,56,40,000	14	-	-
Other Currents Liabilities	EUR	2,86,511	231	-	-
	GBP	1,648	2	-	-
	USD	16,52,895	1,075	-	-
	AED	3,18,938	56	-	-
Financial Asset-Non Current	AED	47,163	8	-	-
Other Current Assets	AED	26,732	5	-	-
	GBP	858	1	-	-
	USD	53,680	35	-	-
	EURO	11,065	9	-	-

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

Particulars	Foreign Currency Denomination	As at 31st March, 2018		As at 31st March, 2017	
		Foreign Currency Value	₹ in lakh	Foreign Currency Value	₹ in lakh
Other financial assets-current	USD	3,94,191	256	-	-
	SGD	60,379	30	-	-
	AED	5,93,756	105	-	-
	NZD	2,823	1	-	-
	CAD	2,21,367	113	-	-
	EURO	1,048	1	-	-
Cash and Cash equivalents	GBP	19,12,254	1,759	-	-
	USD	6,99,149	457	-	-
	AED	22,01,771	389	-	-
	CAD	5,68,824	290	-	-

## 36.1 Sensitivity analysis of 2% change in exchange rate at the end of the reporting period:

2% appreciation / depreciation of the respective foreign currencies with respect to the functional currency of the Company would result increase/ decrease in the Company's profit before tax by approximately ₹ 211 lakh for the year ended 31st March 2018 and ₹ 73 lakh for the year ended 31st March 2017 respectively.

## Note 37 | Capital and Financial Risk Management

### 37.1 Capital Management

The Group manages its capital to ensure that it will continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group monitors Capital using a gearing ratio.

The capital structure of the Group consists of debt, cash and cash equivalent and equity attributable to owners:

#### Gearing ratio

The gearing ratio at end of the reporting period was as follows:

Particulars	₹ in lakh	
	As at 31st March, 2018	As at 31st March, 2017
Gross Debt	1,00,161	27,286
Less: Cash and cash equivalent	17,423	1,014
Net debts (A)	82,738	26,272
Equity attributable to owners of the company (B)	3,34,021	3,33,081
Net Gearing (A)/(B)	0.25	0.08

### 37.2 Financial Risk Management

The Group's activities exposes it mainly to credit risk and liquidity risk, The treasury team identifies and evaluates financial risk in close coordination with the Group's business teams. The Board provides guidance for overall risk - management, as well as policies covering specific areas such as credit risk, liquidity risk and investment of excess liquidity.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## (a) Credit risk

Credit risk is the risk that customers or counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities which is primarily trade receivables.

Customers credit risk is managed by each business team subject to the Group's established policy, procedures and control relating to customers credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customers receivables are regularly monitored.

An impairment analysis is performed at each reporting date for major customers. Receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Group evaluates the concentration of risk with respect to receivables as low.

## (b) Liquidity Risk

The Group closely monitors its risk of shortage of funds. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of term loans, commercial papers and cash credit/ overdrafts from banks. The Group assessed the concentration of risk with respect to its debt as low. As at reporting date, except vehicle loan, the Group does not have any term loan and all other financial liabilities of the Group are short term. Further, the Group believes that carrying value of all of its financial liabilities including debt approximates its fair value.

## Note 38 | Fair valuation measurement hierarchy:

₹ in lakh

Particulars	As at 31st March, 2018				As at 31st March, 2017			
	Carrying Amount	Level of input used in			Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
<b>Financial Assets</b>								
<b>At Amortised Cost</b>								
Investments*	-	-	-	-	-	-	-	-
Trade Receivables	1,21,055	-	-	-	24,559	-	-	-
Cash and Bank Balances	17,741	-	-	-	1,165	-	-	-
Loans	33,735	-	-	-	38,367	-	-	-
Other Financial Assets	10,745	-	-	-	4,321	-	-	-
<b>AT FVTPL</b>								
Loans	2,133	-	2,133	-	1,683	-	1,683	-
Investments	2,428	2,428	-	-	686	686	-	-
<b>AT FVTOCI</b>								
Investments	1,367	76	1,263	28	161	133	-	28
<b>Financial Liabilities</b>								
<b>At Amortised Cost</b>								
Borrowings	1,00,161	-	-	-	27,286	-	-	-
Trade Payables	1,48,899	-	-	-	21,513	-	-	-
Other Financial Liabilities	3,252	-	-	-	1,360	-	-	-

\* Excludes financial assets measured at cost (Refer Note 2.1)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

The financial instruments are categorized into three levels based on the inputs used to arrive at fair value measurements as described below:

Level 1: Inputs are Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs are other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly.

Level 3: Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

## Note 39 | Statement of Net assets, Net profit/ loss after tax and other comprehensive income attributable to Owners and Non-controlling interest

Sr. No.	Name of the Enterprise	Net Assets ie Total Assets minus Total Liabilities		Share in Profit or loss (PAT)		Share in Other Comprehensive income		Share in Total Comprehensive income	
		As % of consolidated Net Assets	Amount ₹ in lakh"	As % of consolidated Profit or Loss	Amount ₹ in lakh	As % of consolidated Other Comprehensive Income	Amount ₹ in lakh	As % of consolidated Total Comprehensive Income	Amount ₹ in lakh
Parent									
1	TV18 Broadcast Limited	113.54%	3,79,261.00	1117.98%	9,637.00	(116.67%)	(91.00)	1015.53%	9,546.00
Subsidiaries									
Indian									
1	AETN18 Media Private Limited	2.04%	6,802.78	(99.68%)	(859.20)	(4.05%)	(3.16)	(91.74%)	(862.36)
2	Equator Trading Enterprises Private Limited	40.07%	1,33,844.95	(1.76%)	(15.13)	-	-	(1.61%)	(15.13)
3	IndiaCast Media Distribution Private Limited*	2.15%	7,165.72	7.79%	67.16	21.49%	16.76	8.93%	83.92
4	Panorama Television Private Limited	(5.24%)	(17,516.60)	(1,902.74%)	(16,401.56)	6.71%	5.23	(1,744.28%)	(16,396.33)
5	RVT Media Private Limited	3.17%	10,593.35	(0.37%)	(3.23)	-	-	(0.34%)	(3.23)
6	Viacom18 Media Private Limited*	37.47%	1,25,153.30	77.53%	668.35	163.48%	127.51	84.67%	795.86
Foreign									
1	ibn18 (Mauritius) Limited	10.10%	33,723.24	93.56%	806.49	-	-	85.80%	806.49
2	Indiacast UK Limited*	0.19%	636.73	(2.13%)	(18.34)	-	-	(1.95%)	(18.34)
3	Indiacast US Limited*	0.09%	299.18	(1.07%)	(9.19)	-	-	(0.98%)	(9.19)
4	Roptonal Limited*	9.63%	32,168.14	(1.91%)	(16.49)	-	-	(1.75%)	(16.49)
5	Viacom18 Media (UK) Limited*	(0.13%)	(433.71)	(0.25%)	(2.12)	-	-	(0.23%)	(2.12)
6	Viacom18 US Inc.*	(0.24%)	(793.49)	(0.29%)	(2.52)	-	-	(0.27%)	(2.52)
Non-controlling Interest in all subsidiaries		(19.57%)	(65,355.00)	8.93%	77.00	(75.65%)	(59.00)	1.91%	18.00
Joint Ventures									
Indian									
1	IBN Lokmat News Private Limited	(0.39%)	(1,298.30)	2.83%	24.41	(12.14%)	(9.47)	1.59%	14.94
2	Viacom18 Media Private Limited*	-	-	441.33%	3,804.28	(37.10%)	(28.94)	401.63%	3,775.34
3	Indiacast Media Distribution Private Limited*	-	-	(3.55%)	(30.59)	-	-	(3.25%)	(30.59)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31<sup>st</sup> March, 2018

## Note 39 | Statement of Net assets, Net profit/ loss after tax and other comprehensive income attributable to Owners and Non-controlling interest (Contd.)

Sr. No.	Name of the Enterprise	Net Assets ie Total Assets minus Total Liabilities		Share in Profit or loss (PAT)		Share in Other Comprehensive income		Share in Total Comprehensive income	
		As % of consolidated Net Assets	Amount ₹ in lakh"	As % of consolidated Profit or Loss	Amount ₹ in lakh	As % of consolidated Other Comprehensive Income	Amount ₹ in lakh	As % of consolidated Total Comprehensive Income	Amount ₹ in lakh
Foreign									
1	Viacom18 Media (UK) Limited*	-	-	(0.50%)	(4.29)	-	-	(0.46%)	(4.29)
2	Viacom18 US Inc*	-	-	(0.45%)	(3.89)	-	-	(0.41%)	(3.89)
3	Roptonal Limited*	-	-	(12.53%)	(107.98)	-	-	(11.49%)	(107.98)
4	Indiacast UK Ltd*	-	-	15.83%	136.42	-	-	14.51%	136.42
5	Indiacast US Ltd *	-	-	5.44%	46.93	-	-	4.99%	46.93
Associate									
Indian									
1	Eenadu Television Private Limited	5.79%	19,335.83	312.76%	2,695.96	34.41%	26.84	289.66%	2,722.80
Adjustments arising out of consolidation		(98.67%)	(3,29,566.12)	43.22%	372.53	119.52%	93.22	49.55%	465.75
Total		100.00%	3,34,021.00	100.00%	862.00	100.00%	78.00	100.00%	940.00

\* Accounted as Joint Venture till 28th February, 2018. Consolidated as subsidiary w.e.f. 1st March, 2018

Note 40 In the previous year 2016-17, The Company received 90,96,333 Equity Shares of ₹ 10 each and 2,078 Optionally Convertible Non-Cumulative Redeemable Preference shares (0.001%) of ₹ 10 each of Viacom18 Media Private Limited ("Viacom18") (Joint venture of the Company), pursuant to the Scheme of Amalgamation and Arrangement for merger of Prism TV Private Limited (joint venture of Equator, a wholly owned subsidiary of the Company) and Viacom18, approved by the Honorable High Court of Judicature at Bombay on 12th August, 2016.

Note 41 Consequent to Viacom18 and IndiaCast Media becoming subsidiary during the year, the figures for the current year are not comparable with those of the earlier year.

Note 42 The financial statements were approved for issue by the Board of Directors on 24th April, 2018.

As per our Report of even date

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm registration number:101049W/E300004

For and on behalf of the Board of Directors

**TV18 Broadcast Limited**

**per Kalpesh Jain**

Partner

Membership No.: 106406

**Adil Zainulbhai**

Chairman

DIN 06646490

**Dhruv Subodh Kaji**

Director

DIN 00192559

**Nirupama Rao**

Director

DIN 06954879

Place: Mumbai

Date: 24th April, 2018

**P.M.S. Prasad**

Director

DIN 00012144

**Ramesh Kumar Damani**

Chief Financial Officer

**Deepak Gupta**

Company Secretary

**FORM AOC-1**

[Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act 2013, read with Rule 5 of Companies (Accounts) Rules, 2014]

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures****Part "A" : Subsidiaries**

Sr No.	Name of Subsidiary Company	The date since which subsidiary was acquired	Reporting Currency	Share Capital	Other Equity	Total Assets	Total Liabilities	Investments	Turnover	Profit Before Taxation	Provision for Taxation	Profit After Taxation	Comprehensive income	Other Comprehensive income	Total Comprehensive income	Proposed Dividend	% of Share holding	₹ in lakh Foreign currency in million	
1	AETN18 Media Private Limited	21.09.2010	INR	5,597.95	1,204.83	11,761.87	4,959.09	2,423.72	8,249.10	(859.20)	-	(859.20)	(3.16)	(862.36)	-	-	51.00%		
2	Equator Trading Enterprises Private Limited	22.01.2014	INR	20,000.00	1,13,844.95	1,33,849.99	5.04	1,33,849.50	0.33	(15.13)	-	(15.13)	-	-	(15.13)	-	100.00%		
3	ibn18 (Mauritius) Limited	01.04.2009	INR	36,585.00	(2,861.76)	33,749.26	26.02	-	-	832.51	26.02	806.49	-	-	806.49	-	100.00%		
			USD	56.25	(4.40)	51.89	0.04	-	-	1.28	0.04	1.24	-	-	1.24	-			
4	IBN Lokmat News Private Limited#	29.04.2014	INR	862.50	(2,160.80)	1,522.65	2,820.95	933.06	1,432.25	58.24	33.83	24.41	(9.47)	(9.47)	14.94	-	50.00%		
5	IndiaCast Media Distribution Private Limited	29.04.2014	INR	45.60	7,120.12	45,080.12	37,914.40	103.12	28,618.73	100.30	73.93	26.37	16.76	16.76	43.13	-	75.50%		
6	IndiaCast UK Limited	29.04.2014	INR	55.37	581.36	6,653.39	6,016.66	-	14,469.50	221.47	55.37	166.10	-	-	166.10	-	75.50%		
			GBP	0.06	0.63	7.21	6.52	-	15.68	0.24	0.06	0.18	-	-	0.18	-			
7	IndiaCast US Limited	29.04.2014	INR	65.04	234.14	2,543.06	2,243.88	-	8,767.39	78.05	26.02	52.03	-	-	52.03	-	75.50%		
			USD	0.10	0.36	3.91	3.45	-	13.48	0.12	0.04	0.08	-	-	0.08	-			
8	Panorama Television Private Limited	22.01.2014	INR	2,495.96	(20,012.56)	21,661.86	39,178.46	-	21,493.50	(16,401.56)	-	(16,401.56)	5.23	(16,396.33)	-	-	100.00%		
9	Roptonal Limited	29.04.2014	INR	5.39	32,162.75	32,199.92	31.78	-	-	329.65	97.20	232.45	-	-	232.45	-	51.00%		
			GBP	0.01	34.85	34.89	0.03	-	-	0.36	0.11	0.25	-	-	0.25	-			
10	RVT Media Private Limited	01.01.2008	INR	9.66	10,583.69	10,596.96	3.61	10,596.40	0.15	(3.23)	-	(3.23)	-	-	(3.23)	-	100.00%		
11	Viacom18 Media (UK) Limited	29.04.2014	INR	0.00	(433.72)	341.44	775.16	-	-	(9.23)	-	(9.23)	-	-	(9.23)	-	51.00%		
			GBP	0.00	(0.47)	0.37	0.84	-	-	(0.01)	-	(0.01)	-	-	(0.01)	-			
12	Viacom18 Media Private Limited	29.04.2014	INR	11,373.00	1,13,780.30	3,43,658.50	2,18,505.20	36,595.30	3,68,542.30	10,848.30	2,571.50	8,276.80	69.60	69.60	8,346.40	-	51.00%		
13	Viacom18 US Inc	29.04.2014	INR	0.00	(793.49)	156.10	949.59	-	-	(13.01)	-	(13.01)	-	-	(13.01)	-	51.00%		
			USD	0.00	(1.22)	0.24	1.46	-	-	(0.02)	-	(0.02)	-	-	(0.02)	-			

# Considered 50%



**Part "B" : Associates and Joint Ventures**  
**Statement pursuant to Section 129 (3) of the Companies Act 2013 related to Associate Companies and Joint Ventures**

Sr. No.	Name of Associates/Joint Ventures	Latest audited Balance Sheet Date	Date on which the Associate or Joint Venture was associated or acquired	Shares of Associate/Joint Ventures held by the company on the year end	No.	Amount of Investment in Associates/Joint Venture	Extent of Holding %	Net-worth attributable to Shareholding as per latest audited Balance Sheet	Profit/Loss for the year	Description of how there is significant influence	Reason why the associate/joint venture is not consolidated
									Considered in Consolidation	Not Considered in Consolidation	
Associates											
1	Enadu Television Private Limited	31.03.2018	22.01.2014	6,094,190		23,299.00	24.50%	19,335.83	2,695.96	Note-A	-

Note A - There is significant influence due to percentage(%) of Share Capital.  
 As on 31.03.2018 : 1US\$ = ₹ 65.04, 1GBP = ₹ 92.28

For and on behalf of the Board of Directors  
**TV18 Broadcast Limited**

<b>Adil Zainulbhai</b> Chairman DIN 06646490	<b>Dhruv Subodh Kaji</b> Director DIN 00192559	<b>Nirupama Rao</b> Director DIN 06954879
<b>P.M.S. Prasad</b> Director DIN 00012144	<b>Ramesh Kumar Damani</b> Chief Financial Officer	<b>Deepak Gupta</b> Company Secretary

Place: Mumbai  
 Date: 24th April, 2018

## NOTICE

NOTICE is hereby given that the 13<sup>th</sup> Annual General Meeting of the members of **TV18 Broadcast Limited** ("the Company") will be held on Friday, August 17, 2018 at 10.30 a.m. (IST) at Y. B. Chavan Centre – Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhosale Marg, Opposite to Mantralaya, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai – 400 021, to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt:
  - (a) the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon; and
  - (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of the Auditors thereon;

and in this regard to pass the following resolutions as **Ordinary Resolutions**:

- (a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
  - (b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."
2. To appoint Mr. P.M.S. Prasad (DIN: 00012144), who retires by rotation at this Annual General Meeting, as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. P.M.S. Prasad (DIN: 00012144), who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS:

3. To appoint Ms. Jyoti Deshpande (DIN: 02303283) as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Jyoti Deshpande (DIN: 02303283), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

4. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2019 and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 2,50,000/- (Rupees Two Lacs and Fifty Thousand only), excluding reimbursement of out of pocket expenses and applicable taxes, if any, thereon, as approved by the Board of Directors of the Company to be paid to M/s Pramod Chauhan & Associates, Cost Accountants (Firm Registration No. 000436), the Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019, be and is hereby ratified."

5. To approve offer or invitation to subscribe to Redeemable Non-Convertible Debentures on private placement and in this regard, pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies

Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, approval of the Members be and is hereby accorded to authorise the Board of Directors of the Company to offer or invite subscriptions for secured/unsecured redeemable non-convertible debentures, in one or more series / tranches, aggregating upto ₹ 1,000 crore (Rupees One Thousand crores only), on private placement, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, but not limited to, the issue price, manner of utilisation of the issue proceeds and all matters connected therewith or incidental thereto;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient

to give effect to this resolution and for matters connected therewith or incidental thereto.”

**By Order of the Board of Directors  
For TV18 Broadcast Limited**

**Deepak Gupta**  
Company Secretary

Place: Mumbai  
Date: July 9, 2018

**Registered Office:**  
Empire Complex, First Floor,  
414 - Senapati Bapat Marg, Lower Parel,  
Mumbai, Maharashtra, 400013  
T +91 22 6666 7777 / 4001 9000  
CIN: L74300MH2005PLC281753  
Website: [www.network18online.com](http://www.network18online.com)  
Email id: [investors.tv18@nw18.com](mailto:investors.tv18@nw18.com)

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) 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 MEMBER.**

**A BLANK PROXY FORM IS ENCLOSED HERewith AND IF INTENDED TO BE USED, THE FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE HOLDER OF PROXY SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING.**

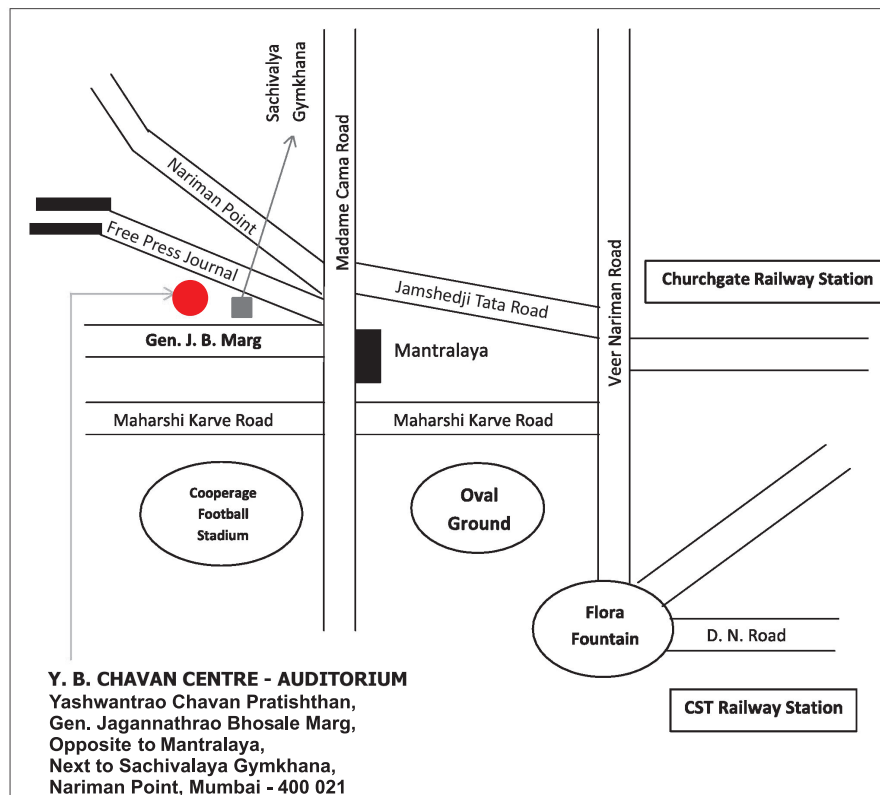
2. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution / other valid authorisation together with the specimen signatures of the representative(s) authorised under the said Board Resolution / authorisation to attend and vote on their behalf at the Meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. In terms of the provisions of Section 152 of the Act, Mr. P.M.S. Prasad, Director, retires by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors commend his re-appointment. The details of Mr. P.M.S. Prasad as required to be disclosed under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard-2, are provided under Corporate Governance Report forming part of the Annual Report.

Further, Mr. P.M.S. Prasad is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard

- to his re-appointment. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 and 2 of the Notice.
5. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors who were appointed in the Annual General Meeting held on September 25, 2017.
  6. **The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting.** Information and instructions including details of user id and password relating to e-voting are sent herewith. **Once the vote on a resolution is cast by member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.**
  7. Members / Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip and copies of Annual Report.
  8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
  9. Relevant documents referred to in the accompanying Notice shall remain open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. Copies of such document shall also be made available for inspection at the Meeting.
  10. The Company's Registrar and Transfer Agent for its share registry (both, physical as well as electronic) is Karvy Computershare Private Limited ("Karvy") having its office at Karvy Selenium Tower B, 6<sup>th</sup> Floor, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 (Unit: TV18 Broadcast Limited).
  11. Members holding shares in electronic form are requested to intimate any change in their address or bank mandates to their Depository Participants ("DPs") with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates to the Company or Karvy.
  12. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 25, 2017 (date of last Annual General Meeting) on the website of the Company ([www.network18online.com](http://www.network18online.com)) and also on the website of the Ministry of Corporate Affairs.
  13. Members holding shares in electronic mode :
    - (a) are requested to submit their Permanent Account Number ("PAN") to their respective DPs with whom they are maintaining their demat accounts, as mandated by Securities and Exchange Board of India ("SEBI") for every participant in securities market.
    - (b) are advised to contact their respective DPs for availing nomination facility.
  14. Members holding shares in physical form:
    - (a) are required to submit their PAN to the Company/ Karvy, as mandated by the SEBI for every participant in securities market.
    - (b) are advised to make nomination as per Section 72 of the Act and are requested to write to Karvy.
  15. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to Karvy for consolidation into a single folio.
  16. **SEBI has amended Regulation 40 of the Listing Regulations to provide that securities of listed companies can be transferred only in dematerialised form effective December 5, 2018. In view of above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.**
  17. Non-Resident Indian members are requested to inform Karvy / respective DPs, immediately of:
    - (a) Change in their residential status on return to India for permanent settlement.

- (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. **Members who have not registered / updated their e-mail addresses with Company / Karvy, if shares are held in physical mode, or with their DPs, if shares are held in electronic mode, are requested to register / update their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.**
19. **Email id of the Company for redressal of investors' grievances has changed to investors.tv18@nw18.com.**
- Members are requested to make all future communications at this email id.**
20. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
21. Attendance Slip, Proxy Form and the route map of the venue of the Meeting is annexed hereto. **The prominent landmark for the venue of the Meeting is Sachivalaya Gymkhana and Mantralaya.** The venue is near to these landmarks.

### ROUTE MAP OF THE VENUE



### Landmark

- 1) Sachivalaya Gymkhana
- 2) Mantralaya

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE "ACT")**

**The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:**

**Item No. 3**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company, appointed Ms. Jyoti Deshpande as an Additional Director on the Board of the Company w.e.f. July 9, 2018. She holds the office as an additional director up to the date of this Annual General Meeting.

Ms. Jyoti Deshpande is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Nomination and Remuneration Committee of the Board of Directors of the Company has recommended the appointment of Ms. Jyoti Deshpande as Director of the Company.

Ms. Jyoti Deshpande does not hold any share of the Company in her name. She is not related to any other Director or Key Managerial Personnel of the Company.

Ms. Jyoti Deshpande (DIN: 02303283), 47 years, has over 25 years of experience in media and entertainment across advertising, media consulting, television and film. From April 2018, Ms Deshpande joined Reliance Industries Limited (RIL) as President of the Chairman's Office to set up and head the Media and Entertainment business. In her new role at RIL, Ms. Deshpande leads the company's initiatives in Media and Entertainment to organically build and grow businesses around the content ecosystem such as Broadcasting, Films, Sports, Music, Digital, Gaming, Animation etc., as well as integrate RIL's existing media investments such as Viacom18, Balaji Telefilms, Eros and Saavn with a view to build, scale and consolidate the fragmented \$20 billion Indian M&E sector.

Prior to Reliance, Ms. Deshpande was part of the leadership team of Eros International since 2001 and as Group CEO & MD she spearheaded Eros's growth as a global leader in Indian filmed entertainment. Before 2001, Ms. Deshpande worked for 7 years in the field of advertising, media consulting and television with companies such as J Walter Thompson India, Mindshare, Zee Television and B4U Television. Ms. Deshpande has a Bachelor's Degree in Commerce and Economics from Mumbai University and a Master's Degree in Business Administration (MBA) from SPJIMR, Mumbai University.

Ms. Deshpande was featured in the prestigious Fortune India magazine's 50 Most Powerful Women in Business (2017/2015) which celebrates the journeys and triumphs of women who not only impact their organisations but are also thought leaders in their industry. Ms. Deshpande was also featured in the list of Top 50 Most Powerful Women in Business by Business Today (2015). She was also recently awarded as one of the Women of the Decade for Innovation and Leadership by Women Economic Forum.

Ms. Deshpande joined the Board as Non-Executive Director on July 9, 2018.

She is also on the Board of Eros International Media Limited (Listed), Eros International PLC (Listed on NYSE), Balaji Telefilms Limited (Listed), Network18 Media & Investments Limited (Listed), Saavn Media Private Limited and IndiaCast Media Distribution Private Limited. She is a member of Corporate Social Responsibility Committee of Eros International Media Limited.

Save and except Ms. Jyoti Deshpande and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

**Item No. 4**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Pramod Chauhan & Associates, Cost Accountants, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019 as set out in the resolution.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019 by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.



The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

### Item No. 5

The members of the Company at the previous Annual General Meeting held on September 25, 2017, had passed a Special Resolution authorising the Board of Directors of the Company to offer or invite subscriptions for redeemable non-convertible debentures, in one or more series/ tranches, aggregating upto ₹ 1,000 crore on private placement. The said resolution is valid and effective for 1 (one) year from September 25, 2017. The members may note that the Company has not made any private placement of redeemable non-convertible debentures pursuant to the said authorisation.

In order to augment long term resources, the Board of Directors may, at an appropriate time, consider offering or inviting subscription for secured/unsecured redeemable non-convertible debentures, in one or more series/ tranches on private placement. Issuance of such debentures will be within the overall borrowing limits approved by the members of the Company at the Annual General Meeting held on September 30, 2014.

Sections 42 and 71 of the Act, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 deals with private placement of securities by a Company. Rule 14 of the said Rules provides that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the Company shall obtain previous approval of its members by means of Special Resolution. Further, it shall be sufficient if the Company passes a Special Resolution only once in a year for all the offers or invitation for such non-convertible debentures during the year.

Keeping in view the above, consent of members is sought for passing the Special Resolution as set out in the Item No. 5 of the Notice. The resolution enables the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time upto ₹ 1,000 crore.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

**By Order of the Board of Directors**  
**For TV18 Broadcast Limited**

**Deepak Gupta**  
 Company Secretary

Place: Mumbai  
 Date: July 9, 2018

### Registered Office:

Empire Complex, First Floor,  
 414 - Senapati Bapat Marg, Lower Parel,  
 Mumbai, Maharashtra, 400013  
 T +91 22 6666 7777 / 4001 9000  
 CIN: L74300MH2005PLC281753  
 Website: [www.network18online.com](http://www.network18online.com)  
 Email id: investors.tv18@nw18.com

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## ATTENDANCE SLIP

### TV18 BROADCAST LIMITED

CIN – L74300MH2005PLC281753

Registered Office: First Floor, Empire Complex, 414-Senapati Bapat Marg, Lower Parel, Mumbai - 400 013

Tel: +91 22 6666 7777/4001 9000 Email: investors.tv18@nw18.com

Website: [www.network18online.com](http://www.network18online.com)

Name of the sole / first named member: \_\_\_\_\_

Address of the sole / first named member: \_\_\_\_\_

Registered Folio No.: \_\_\_\_\_

DP ID No./Client ID No.\*: \_\_\_\_\_

Number of shares held: \_\_\_\_\_

I hereby record my presence at the **13<sup>th</sup> Annual General Meeting** of the Members of the Company held on Friday, August 17, 2018 at 10.30 a.m. (IST) at Y. B. Chavan Centre - Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhosale Marg, Opposite to Mantralaya, next to Sachivalaya Gymkhana, Nariman Point, Mumbai-400 021.

Signature of Member/Proxy present: \_\_\_\_\_

**Note:** Members are requested to fill up the attendance slip and hand it over at the venue of the meeting.

\*Applicable for investors holding shares in electronic form.



### TV18 BROADCAST LIMITED

CIN – L74300MH2005PLC281753

Registered Office: First Floor, Empire Complex, 414-Senapati Bapat Marg,

Lower Parel, Mumbai - 400 013

Tel: +91 22 6666 7777/4001 9000 Email: investors.tv18@nw18.com

Website: [www.network18online.com](http://www.network18online.com)

## PROXY FORM

[Form No. MGT-11, pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Folio No./ Client ID\*: \_\_\_\_\_

DP ID\*: \_\_\_\_\_

\*Applicable for investors holding shares in electronic form.

I/We, \_\_\_\_\_ being the member(s) of \_\_\_\_\_ Equity Shares of TV18 Broadcast Limited, 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 **13<sup>th</sup> Annual General Meeting** of the Members of the Company to be held on Friday, August 17, 2018 at 10.30 a.m. (IST) at Y. B. Chavan Centre - Auditorium, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhosale Marg, Opposite to Mantralaya, next to Sachivalaya Gymkhana, Nariman Point, Mumbai-400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above proxy to vote in the manner as indicated in the box below:

Item No.	Resolutions	Voting	
		For	Against
1.	Consideration and adoption of :		
	a) Audited Financial Statement for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon		
	b) Audited Consolidated Financial Statement for the financial year ended March 31, 2018 and the Report of the Auditors thereon		
2.	Appointment of Mr. P.M.S. Prasad as Director, retiring by rotation		
3.	Appointment of Ms. Jyoti Deshpande as Director, liable to retire by rotation		
4	Ratification of the remuneration of the Cost Auditor for the financial year ending March 31, 2019		
5.	Approval for offer or invitation to subscribe to Redeemable Non-Convertible Debentures on private placement		

\*\*This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of Shareholder \_\_\_\_\_

Signature of Proxy Holder(s): 1.) \_\_\_\_\_ 2.) \_\_\_\_\_ 3.) \_\_\_\_\_

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#### Notes:

- 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 Meeting.**
- A Proxy need not be a member of the Company and shall prove his/her identity at the time of attending the meeting.**
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
- Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes. When a member appoints a Proxy and both the member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
- This form of proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
- This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- Undated proxy form will not be considered valid.
- If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.



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