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Review Report

To the Board of Directors of Network18 Media & Investments Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results ("the Statement") of Network18 Media & Investments Limited ("the Company"), its subsidiaries, associates and joint ventures (collectively referred to as "the Group") for the quarter ended 31 December 2013 and the year to date results for the period 1 April 2013 to 31 December 2013, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures, applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. (a) *The Company has paid Rs. 201.68 lakhs as managerial remuneration to its managing director upto 31 December 2013 (upto 30 September 2013: Rs. 192.12 lakhs, upto 31 March 2013: Rs. 160.45 lakhs and upto 31 December 2012: Rs. 146.12 lakhs), which is in excess of the limits prescribed under the Companies Act, 1956 ('the Act'). Our report on the financial statements for the year ended 31 March 2013 and review reports for all other comparative periods presented were qualified in this respect.*

(b) Stargaze Entertainment Private Limited ('Stargaze'), a subsidiary of the Company, has paid Rs. 167.12 lakhs as managerial remuneration to its erstwhile managing director upto 31 December 2013 (upto 30 September 2013: Rs. 167.12 lakhs, upto 31 March 2013: Rs. 167.12 lakhs and upto 31 December 2012: Rs. 167.12 lakhs) which is in excess of the limits prescribed under the Act. The auditors of Stargaze have qualified their report on the financial statements for the year ended 31 March 2013 and interim financial results for all other comparative periods presented in respect of this matter.

Had the Company and Stargaze accounted for the remuneration in accordance with the Act, the net profit after tax for the quarter ended 31 December 2013 would have been higher by Rs. 368.80 lakhs and net loss after tax for the nine months ended 31 December 2013 would have been lower by Rs. 368.80 lakhs (net profit after tax for the quarter ended 31 December 2012 would have been higher by Rs. 313.24 lakhs, net loss after tax for the



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year ended 31 March 2013, for the nine months ended 31 December 2012 and for the quarter ended 30 September 2013 would have been lower by Rs. 327.57 lakhs, Rs. 313.24 lakhs and Rs. 359.24 lakhs respectively).

4. Based on our review conducted as above and upon consideration of reports of other auditors, *except for the effects of qualification as described in the previous paragraph*, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable accounting standards, as notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. We draw attention to Note 6 to the Statement which describes that Infomedia Press Limited ('Infomedia'), a subsidiary of the Company had discontinued its operations during the previous year and has incurred a net loss of Rs. 11.76 lakhs and Rs. 1,050.41 lakhs respectively during the quarter and nine months ended 31 December 2013 and as of that date Infomedia's accumulated losses amount to Rs. 7,239.76 lakhs resulting in erosion of hundred percent of net worth of Infomedia. The management is evaluating various options, including starting a new line of business in the Company and has appointed external consultants to assist with the same. These conditions, along with other matters as set forth in the aforesaid note, indicate the existence of a material uncertainty that may cast significant doubt about Infomedia's ability to continue as a going concern. Our review report is not qualified in respect of this matter.
6. We did not review the interim financial results of 22 subsidiaries, 2 associates and 13 joint ventures, included in the Statement, whose interim financial results reflect total revenues (after eliminating intra-group transactions) of Rs. 57,065.81 lakhs and Rs. 154,709.35 lakhs and net profit after tax and prior period items (after eliminating intra-group transactions) of Rs. 6,041.31 lakhs and Rs. 6,916.62 lakhs respectively for the quarter and nine months ended 31 December 2013. These interim financial results have been reviewed by other auditors whose review reports have been furnished to us and our opinion in respect thereof is based solely on the review reports of such other auditors. Our review report is not qualified in respect of this matter.

Walker, Chandniok & Co.

For Walker, Chandniok & Co

Chartered Accountants

Firm Registration No: 001076N


per **Neeraj Sharma**

Partner

Membership No. 502103

Place: New Delhi

Date: 10 February 2014